南山鋁業國際
NANSHAN ALUMINIUM INTL.

Nanshan Aluminium International Holdings Limited
南山鋁業國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 2610

GLOBAL OFFERING

Al_2O_3 Al_2O_3 Al_2O_3 Al_2O_3

Sole Sponsor, Sponsor-Overall Coordinator, Sole Overall Coordinator,
Joint Global Coordinator, Joint Bookrunner and Joint Lead Manager

华泰国际
HUATAI INTERNATIONAL

Financial Adviser, Joint Global Coordinator,
Joint Bookrunner and Joint Lead Manager

招银国际 CMB INTERNATIONAL

Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers
(in alphabetical order)

中國銀河國際 CHINA GALAXY INTERNATIONAL | CICC 中金公司 | CITIC SECURITIES

Daiwa Capital Markets | DBS | ICBC 工银国际 | UOBKayHian

IMPORTANT

If you are in any doubt about this prospectus, you should obtain independent professional advice.

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(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	**:**	**88,235,300 Shares (subject to the Over-allotment Option)**
Number of Hong Kong Offer Shares	**:**	**8,823,600 Shares (subject to reallocation)**
Number of International Placing Shares	**:**	**79,411,700 Shares (subject to reallocation and the Over-allotment Option)**
Offer Price	**:**	**HK$26.60 to HK$31.50 per Offer Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015% (payable in full on application in Hong Kong dollars and subject to refund)**
Nominal value	**:**	**US$0.0000002 per Share**
Stock code	**:**	**2610**

Sole Sponsor, Sponsor-Overall Coordinator, Sole Overall Coordinator, Joint Global Coordinator, Joint Bookrunner and Joint Lead Manager

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Daiwa Capital Markets　DBS　ICBC 工银国际　UOBKayHian

Joint Bookrunners and Joint Lead Managers
(in alphabetical order)

AVIC INTERNATIONAL　**BOCI**　**Futu Securities**　**Phillip Securities**　**Tiger Brokers**　**Zhongtai International**

A copy of this prospectus, having attached thereto the documents specified in the section headed "Appendix VI — Documents Delivered to the Registrar of Companies and Available on Display" in this prospectus, has been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility as to the contents of this prospectus or any of the other documents referred to above.

The Offer Price is expected to be fixed by agreement between the Sole Overall Coordinator (for itself and on behalf of the Underwriters), and us on the Price Determination Date. The Price Determination Date is expected to be on or around Friday, 21 March 2025 and, in any event, not later than 12:00 noon on Friday, 21 March 2025. The Offer Price will be not more than HK$31.50 and is currently expected to be not less than HK$26.60. Applicants for the Hong Kong Offer Shares may be required to pay, on application (subject to application channels), the maximum Offer Price of HK$31.50 for each Hong Kong Offer Share together with brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015%, subject to refund if the Offer Price is lower than HK$31.50.

The Sole Overall Coordinator (for itself and on behalf of the Underwriters) may, with our consent, reduce the number of Offer Shares and/or the indicative Offer Price range below that stated in this prospectus at any time prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, we will, as soon as practicable following the decision to make such reduction, and in any event not later than the morning of the last day for lodging applications under the Hong Kong Public Offering on Thursday, 20 March 2025, cause to be published notices of the reduction in the number of Hong Kong Offer Shares being offered under the Global Offering and/or the indicative Offer Price range. Such notices will also be available at our Company's website at **www.nanshanintl.com** and the website of the Stock Exchange at **www.hkexnews.hk**. Further details are set out in the sections headed "Structure and Conditions of the Global Offering" and "How to Apply for Hong Kong Offer Shares" in this prospectus. If, for any reason, the Offer Price is not agreed between the Sole Overall Coordinator (for itself and on behalf of the Underwriters) and us by Friday, 21 March 2025, the Global Offering (including the Hong Kong Public Offering) will not proceed and will lapse.

Prior to making an investment decision, prospective investors should consider carefully all of the information set out in this prospectus, including the risk factors set out in the section headed "Risk Factors" in this prospectus.

The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities law in the United States and may not be offered, sold, pledged or transferred in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable U.S. securities laws. The Offer Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S.

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreements are subject to termination by the Sole Overall Coordinator (for itself and on behalf of the Underwriters) if certain grounds arise prior to 8:00 a.m. on the Listing Date. Such grounds are set out in the section headed "Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for termination" in this prospectus. It is important that you refer to that section for further details.

ATTENTION

We have adopted a fully electronic application process for the Hong Kong Public Offering. We will not provide printed copies of this prospectus to the public in relation to the Hong Kong Public Offering.

This document is available at the website of the Hong Kong Stock Exchange at www.hkexnews.hk and our website at www.nanshanintl.com. If you require a printed copy of this prospectus, you may download and print from the website addresses above.

17 March 2025

IMPORTANT NOTICE TO INVESTORS OF HONG KONG OFFER SHARES
FULLY ELECTRONIC APPLICATION PROCESS

We have adopted a fully electronic application process for the Hong Kong Public Offering. We will not provide printed copies of this prospectus to the public in relation to the Hong Kong Public Offering.

This prospectus is available at the website of the Stock Exchange at www.hkexnews.hk under the "HKEXnews > New Listings > New Listing Information" section, and our website at www.nanshanintl.com. If you require a printed copy of this prospectus, you may download and print from the website addresses above.

To apply for the Hong Kong Offer Shares, you may:

(1) apply online through the **HK eIPO White Form** service at **www.hkeipo.hk**; or

(2) apply through the **HKSCC EIPO channel** to electronically cause HKSCC Nominees to apply on your behalf by instructing your **broker** or **custodian** who is a HKSCC Participant to give **electronic application instructions** through HKSCC's FINI system to apply for the Hong Kong Offer Shares on your behalf.

We will not provide any physical channels to accept any application for the Hong Kong Offer Shares by the public. The contents of the electronic version of this prospectus are identical to the printed prospectus as registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong).

If you are an **intermediary, broker or agent**, please remind your customers, clients or principals, as applicable, that this prospectus is available online at the website addresses stated above.

See the section headed "How to Apply for Hong Kong Offer Shares" for further details of the procedures through which you can apply for Hong Kong Offer Shares.

Your application through the **HK eIPO White Form** service or the **HKSCC EIPO** channel must be made for a minimum of 100 Hong Kong Offer Shares and in multiples of that number of Hong Kong Offer Shares as set out in the table below. No application for any other number of Hong Kong Offer Shares will be considered and such an application is liable to be rejected.

If you are applying through the **HK eIPO White Form** service, you may refer to the table below for the amount payable for the number of Hong Kong Offer Shares you have selected. You must pay the respective amount payable on application in full upon application for Hong Kong Offer Shares.

If you are applying through the **HKSCC EIPO** channel, you are required to pre-fund your application based on the amount specified by your **broker** or **custodian**, as determined based on the applicable laws and regulations in Hong Kong.

No. of Hong Kong Offer Shares applied for	Maximum Amount payable[(2)] on application/ successful allotment	No. of Hong Kong Offer Shares applied for	Maximum Amount payable[(2)] on application/ successful allotment	No. of Hong Kong Offer Shares applied for	Maximum Amount payable[(2)] on application/ successful allotment	No. of Hong Kong Offer Shares applied for	Maximum Amount payable[(2)] on application/ successful allotment
	HK$		*HK$*		*HK$*		*HK$*
100	3,181.77	2,500	79,544.20	30,000	954,530.33	600,000	19,090,606.50
200	6,363.54	3,000	95,453.03	40,000	1,272,707.10	700,000	22,272,374.26
300	9,545.30	3,500	111,361.88	50,000	1,590,883.88	800,000	25,454,142.00
400	12,727.07	4,000	127,270.71	60,000	1,909,060.66	900,000	28,635,909.76
500	15,908.84	4,500	143,179.55	70,000	2,227,237.43	1,000,000	31,817,677.50
600	19,090.61	5,000	159,088.39	80,000	2,545,414.20	2,000,000	63,635,355.00
700	22,272.38	6,000	190,906.06	90,000	2,863,590.98	3,000,000	95,453,032.50
800	25,454.14	7,000	222,723.74	100,000	3,181,767.76	4,411,800[(1)]	140,373,229.60
900	28,635.91	8,000	254,541.42	200,000	6,363,535.50		
1,000	31,817.68	9,000	286,359.10	300,000	9,545,303.26		
1,500	47,726.52	10,000	318,176.78	400,000	12,727,071.00		
2,000	63,635.35	20,000	636,353.56	500,000	15,908,838.76		

Notes:

(1) Maximum number of Hong Kong Offer Shares you may apply for and this is 50% of the Hong Kong Offer Shares initially offered.

(2) The amount payable is inclusive of brokerage, SFC transaction levy, the Stock Exchange trading fee and AFRC transaction levy. If your application is successful, brokerage will be paid to the Exchange Participants (as defined in the Listing Rules) or to the **HK eIPO White Form** Service Provider (for applications made through the application channel of the **HK eIPO White Form** Service Provider) while the SFC transaction levy, the Stock Exchange trading fee and the AFRC transaction levy will be paid to the SFC, the Stock Exchange and the AFRC, respectively.

*If there is any change in the following expected timetable of the Global Offering, we will issue an announcement on the website of our Company at **www.nanshanintl.com** and the website of the Stock Exchange at **www.hkexnews.hk**.*

Hong Kong Public Offering commences . . . . 9:00 a.m. on Monday, 17 March 2025

Latest time for completing electronic applications via the **HK eIPO White Form** service through the designated website at **www.hkeipo.hk**[2]: . . . . 11:30 a.m. on Thursday, 20 March 2025

Application lists of the Hong Kong Public Offering open[3] . . . . 11:45 a.m. on Thursday, 20 March 2025

Latest time for (a) completing full payment of application monies via the **HK eIPO White Form** service, or; (b) giving **electronic application instructions** to HKSCC[4] . . . . 12:00 noon on Thursday, 20 March 2025

If you are instructing your **broker** or **custodian** who is a HKSCC Participant to submit HKSCC EIPO applications on your behalf through HKSCC's FINI system in accordance with your instruction, you are advised to contact your **broker** or **custodian** for the latest time for giving such instructions which may be different from the latest time as stated above.

Application lists of the Hong Kong Public Offering close[3] . . . . 12:00 noon on Thursday, 20 March 2025

Expected Price Determination Date[5] . . . . on or before 12:00 noon on Friday, 21 March 2025

Announcement of:

- the final Offer Price;
- the level of indications of interest in the International Placing;
- the level of applications in the Hong Kong Public Offering; and

- the basis of allocations of the Hong Kong Offer Shares

to be published on the website of our Company at **www.nanshanintl.com**[6] and the website of the Stock Exchange at **www.hkexnews.hk** . . . . no later than 11:00 p.m. on Monday, 24 March 2025

Results of allocations in the Hong Kong Public Offering (with successful applicants' identification document numbers, where appropriate) to be available through the **HK eIPO White Form** service or HKSCC EIPO channel:

- from the "Allotment Results" page in the designated results of allocations website at **www.tricor.com.hk/ipo/result** or **www.hkeipo.hk/IPOResult** with a "search by ID" function from[7] . . . . 11:00 p.m. on Monday, 24 March 2025 to 12:00 midnight Sunday, 30 March 2025

- The Stock Exchange's website at **www.hkexnews.hk** and our website at **www.nanshanintl.com**[6]. no later than 11:00 p.m. on Monday, 24 March 2025

- from the allocation results telephone enquiry line by calling +852 3691 8488 between 9:00 a.m. and 6:00 p.m. from . . . . Tuesday, 25 March 2025 to Friday, 28 March 2025 on a business day

- For those applying through HKSCC EIPO channel, you may also check with your broker or custodian from . . . . 6:00 p.m. on Friday, 21 March 2025

For applications through the **HK eIPO White Form** service:

- Share certificates to be sent for application of less than 1,000,000 Hong Kong Offer Shares[8][9] . . . . Monday, 24 March 2025

- Share certificates to be collected in person at the Hong Kong Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for application of 1,000,000 Hong Kong Offer Shares or more from[8][9]. . . . . 9:00 a.m. to 1:00 p.m. on Tuesday, 25 March 2025

For applications through HKSCC EIPO channel, Share certificate(s) will be issued in the name of HKSCC Nominees, deposited into CCASS and credited to your designated HKSCC Participant's stock account.[8][9]

Share certificates in respect of wholly or partially successful applications to be dispatched or deposited into CCASS on or before . . . . Monday, 24 March 2025

e-Auto Refund payment instructions/refund cheque(s) via the **HK eIPO White Form** service to be dispatched[10] . . . . Tuesday, 25 March 2025

Dealings in the Shares on the Stock Exchange expected to commence at[9] . . . . 9:00 a.m. on Tuesday, 25 March 2025

Notes:

(1) Unless otherwise stated, all times and dates refer to Hong Kong local times and dates.

(2) You will not be permitted to submit your application under the **HK eIPO White Form** service through the designated website at **www.hkeipo.hk** after 11:30 a.m. on the last day for submitting applications. If you have already submitted your application and obtained an application reference number from the designated website prior to 11:30 a.m., you will be permitted to continue the application process (by completing payment of application monies) until 12:00 noon on the last day for submitting applications, when the application lists close.

(3) If there is a "black" rainstorm warning or a tropical cyclone warning signal number 8 or above and/or Extreme Conditions (collectively, "**Bad Weather Signal**") in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon on Thursday, 20 March 2025, the application lists will not open or close on that day. For further details, see "How to Apply for Hong Kong Offer Shares — E. Bad Weather Arrangements."

(4) Applicants who apply via HKSCC EIPO channel shall contact their broker or custodian for the earliest and latest time for giving such instructions, as this may vary by broker or custodian.

(5) The Price Determination Date is expected to be on or about Friday, 21 March 2025. If, for any reason, the Offer Price is not agreed between the Sole Overall Coordinator (for itself and on behalf of the other Underwriters) and us by 12:00 noon on Friday, 21 March 2025, the Global Offering will not proceed and will lapse.

(6) Neither of the websites nor any of the information contained on the websites forms part of this prospectus.

(7) The full list of (i) wholly or partially successful applicants using the **HK eIPO White Form** service and HKSCC EIPO channel, and (ii) the number of Hong Kong Offer Shares conditionally allotted to them, among other things, will be displayed at **www.hkeipo.hk/IPOResult** or **www.tricor.com.hk/ipo/result**.

(8) Share certificates will only become valid at 8:00 a.m. on the Listing Date provided that the Global Offering has become unconditional and the right of termination described in "Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for Termination" has not been exercised. Investors who trade the Shares on the basis of publicly available allocation details prior to the receipt of Share certificates or prior to the Share certificates becoming valid evidence of title do so entirely at their own risk.

(9) If a Bad Weather Signal in force is hoisted on Monday, 24 March 2025, the Hong Kong Share Registrar will make appropriate arrangements for the delivery of the Share certificates to the HKSCC Depository's service counter so that they would be available for trading on Tuesday, 25 March 2025.

(10) Refund mechanism for surplus application monies paid by application via HKSCC EIPO channel is subject to the arrangement between applicants and their broker or custodian.

Applicants who have applied for Hong Kong Offer Shares through the **HKSCC EIPO** channel should refer to "How to Apply for Hong Kong Offer Shares — D. Dispatch/Collection of Share Certificates and Refund of Application Monies" for details.

Applicants who have applied through the **HK eIPO White Form** service and paid their applications monies through single bank accounts may have refund monies (if any) dispatched to the designated bank account in the form of e-Auto Refund payment instructions. Applicants who have applied through the **HK eIPO White Form** service and paid their application monies through multiple bank accounts may have refund monies (if any) dispatched to the address as specified in their application instructions in the form of refund cheques in favour of the applicant (or, in the case of joint applications, the first-named applicant) by ordinary post at their own risk.

Further information is set out in "How to Apply for Hong Kong Offer Shares — D. Dispatch/Collection of Share Certificates and Refund of Application Monies."

The above expected timetable is a summary only. For further details of the structure of the Global Offering, including its conditions, and the procedures for applications for Hong Kong Offer Shares, see "Structure and Conditions of the Global Offering" and "How to Apply for Hong Kong Offer Shares" in this prospectus.

If the Global Offering does not become unconditional or is terminated in accordance with its terms, the Global Offering will not proceed. In such case, our Company will make an announcement as soon as practicable thereafter.

IMPORTANT NOTICE TO INVESTORS

This prospectus is issued by our Company solely in connection with the Hong Kong Public Offering and the Hong Kong Offer Shares and does not constitute an offer to sell or a solicitation of an offer to buy any security other than the Hong Kong Offer Shares offered by this prospectus. This prospectus may not be used for the purpose of, and does not constitute, an offer to sell or a solicitation of an offer in any other jurisdiction or in any other circumstances. No action has been taken to permit a public offering of the Offer Shares or the distribution of this prospectus in any jurisdiction other than Hong Kong.

You should rely only on the information contained in this prospectus to make your investment decision. Our Company, the Sole Sponsor, the Sponsor-Overall Coordinator, the Sole Overall Coordinator, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters and the Capital Market Intermediaries, any of our or their respective directors or affiliates or any other persons or parties involved in the Global Offering have not authorised anyone to provide you with information that is different from what is contained in this prospectus. Any information or representation not made or contained in this prospectus must not be relied on by you as having been authorised by our Company, the Sole Sponsor, the Sponsor-Overall Coordinator, the Sole Overall Coordinator, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters and the Capital Market Intermediaries, any of our or their respective directors or affiliates or any other persons or parties involved in the Global Offering. The contents of our website at ***www.nanshanintl.com*** *do not form part of this prospectus.*

Page

CONTENTS

Page

This summary aims to give you an overview of the information contained in this prospectus. As this is a summary, it does not contain all the information that may be important to you. You should read this prospectus in its entirety before you decide to invest in our Offer Shares. There are risks associated with any investment. Some of the particular risks in investing in the Offer Shares are set out in the section headed "Risk Factors" in this prospectus. You should read that section carefully before you decide to invest in the Offer Shares. Various expressions used in this section are defined or explained in the sections headed "Definitions" and "Glossary of Technical Terms" in this prospectus.

OVERVIEW

We are an alumina manufacturer in Southeast Asia and are committed to continually strengthening our market position in the region. Since our inception, our primary focus has been on tapping into Indonesia's abundant bauxite and coal reserves, utilising these resources to fuel our operations. We believe our strategic position within the Special Economic Zone amplifies our logistical and economic efficiencies, and enables us to forge a highly efficient and technologically advanced alumina production base.

According to Frost & Sullivan, the main alumina-producing countries in Southeast Asia as of the end of 2023 are Indonesia and Vietnam, we are among the three major alumina production enterprises in Southeast Asia. The completion of Phase II Alumina Production Project allowed our designed annual alumina production capacity to reach two million tons, which allowed our Group to rank among the first in Indonesia and Southeast Asia in terms of designed annual production capacity in 2023, according to Frost & Sullivan. In 2023, our Group was the second-largest producer in the Southeast Asian alumina market and had a 34.9% market share in the Southeast Asia alumina industry in terms of actual production volume, according to Frost & Sullivan. Our achievements above are also testaments to our technological strengths, operational excellence, and commitment to growth.

Our business has demonstrated significant growth during the Track Record Period, with revenue increasing from US$172.8 million in FY2021 to US$466.8 million in FY2022, and reaching US$677.8 million in FY2023, representing a CAGR of 98.0%. In 9M2024, we achieved revenue of US$683.0 million (9M2023: US$482.7 million), reflecting our strong momentum. Besides our growth in revenue, our gross profit margin also demonstrated a general increasing trend during the Track Record Period, recording 25.9% in FY2021, 24.0% in FY2022, and improving to 29.2% in FY2023, and further surged to 46.3% in 9M2024.

In line with our strategy to further expand our market share in Southeast Asia, in the first half of 2024, we initiated the construction of additional alumina production facilities with our New Alumina Production Project which has a designed annual alumina production capacity of two million tons. Our metallurgical-grade alumina is a crucial raw material in the production of electrolytic aluminium. It enjoys a robust demand in the Southeast Asian market due to its pivotal role in meeting the stringent requirements for high-performance aluminium products according to Frost & Sullivan. Our product quality surpasses AO-1 Grade of GB/T 24487-2022 standard, as demonstrated by its exceptional chemical composition.

Following the successful completion of our Phase I Alumina Production Project and Phase II Alumina Production Project, which have a combined designed annual alumina production capacity of two million tons, we are now planning to further expand this capacity.

OUR COMPETITIVE STRENGTHS AND ADVANTAGES

We believe that the following competitive strengths and advantages are key factors to our success to date and will help us continue to increase our market share and capture the anticipated future growth in the alumina market:

- Our prominent status in the alumina industry has allowed us to benefit from the region's soaring demand and robust investment momentum.
- By leveraging our strategic location, we benefit from a stable raw material supply, strong policy support, and efficient transportation networks, ensuring smooth and effective operations.
- Our self-constructed comprehensive infrastructure and production facilities boost productivity and operational efficiency, leading to significant cost and profitability advantages.
- We continue to improve and accumulate our technological expertise, in order to deliver high quality products and strengthen our quality control.
- We adhere to the international ESG governance standards to promote green and sustainable development.
- We have a team of experienced management with significant industry expertise to work in hand with our shareholders and strategic partners in creating a new chapter in the industry chain.

Please refer to the section headed "Business — Our Competitive Strengths and Advantages" in this prospectus for further details.

OUR BUSINESS STRATEGIES

We plan to achieve this goal by executing the following business strategies:

- To increase our production capacity in tandem with surging market demand and to achieve greater economy of scale.
- By integrating resources, fostering cooperation and innovation, and optimising processes, we aim to reduce costs and improve our efficiency, enhancing our competitiveness and sustainable development.
- Continuously attract, develop and motivate talents to build a global leading production and management team.
- Increasing ESG investment, building a century-long foundation, and setting a benchmark for sustainable development.

Please refer to the section headed "Business — Our Business Strategies" in this prospectus for further details.

OUR BUSINESS MODEL

Our business model centres on producing and selling metallurgical-grade alumina. Specifically, we source bauxite domestically in Indonesia and utilise the low-temperature Bayer process.

Our business model integrates crucial elements that we believe to have enshrined our comprehensive competitiveness across production scale, cost effectiveness, technological advancement, and stringent quality control. In addition, capitalising on our strategic location, we enjoy streamlined procurement and expansive sales opportunities, alongside promising prospects in the downstream market. Since initiating our production operations, our Company has achieved continuous growth in production and sales volume, evidencing our robust market presence.

Please refer to the section headed "Business — Our Business Model" in this prospectus for further details of the advantages that we are equipped with to allow our Company to surpass the industry.

OUR PRODUCTS

Our Group's main product is metallurgical grade alumina, produced through the low-temperature Bayer process. Occasionally, at the request of our customers, we also supply them with aluminium hydroxide, which is a semi-finished product during our alumina production.

Alumina, also known as aluminium oxide (Al_2O_3), is a fine, white crystalline substance with a powdery texture. According to Frost & Sullivan, alumina is the main raw material for the production of electrolytic aluminium (i.e., aluminium metal) through electrolysis, with over 90% of the world's alumina production being used for this purpose. Alumina is also applied in various industries, including ceramics, refractory materials, and electronics. In the electrolysis process, alumina is dissolved in a molten cryolite bath and then electrolysed to produce aluminium metal. The aluminium metal is then cast into ingots, and further made into other semi-finished aluminium products such as plate, strip, cable and foil, depending on the intended application.

OUR CUSTOMERS

During the Track Record Period, our customers included downstream manufacturers, which processed our alumina, into electrolytic aluminium, and global commodity market traders, who in turn resold our products to downstream aluminium or aluminium products manufacturers or other traders.

Our five largest customers accounted for 100% of our revenue in each year/period of the Track Record Period, of which we had four customers in FY2021 and FY2022. Our largest customer, Press Metal Group, accounted for 73.3%, 53.3%, 47.0% and 53.4%, respectively, of our revenue in each year/period of the Track Record Period. In each year of the Track Record Period, our five largest customers were located in Malaysia, Mainland China, Hong Kong, Switzerland, Singapore and South Korea. Revenue derived from our top five largest customers was US$173 million, US$467 million, US$678 million and US$683 million, respectively, in each year/period of the Track Record Period.

OUR COOPERATION WITH PRESS METAL

During the Track Record Period, our top customer, Press Metal Group, accounted for a significant percentage of the sales of alumina produced by our Company in view of the offtake arrangement we have with them. Press Metal is a substantial shareholder of our Company and is the largest integrated aluminium company in Southeast Asia, with an annual alumina demand of over two million tons. According to Frost & Sullivan, about two tons of alumina are needed to produce one ton of electrolytic aluminium. It follows that to ensure unremitting operation of its smelters within the locality of such a massive scale, Press Metal would require constant and stable supply of great volume of alumina, which supplier is not easily identifiable within the region. Our Group is one of the major suppliers of alumina to Press Metal. Based on their publicly disclosed smelting capacity of 1.08 million tons of electrolytic aluminium per annum, our Directors estimate that the offtake arrangement with our Group can secure at least 45% of Press Metal's alumina requirements. We believe that the close proximity of our production facilities to Press Metal Group's smelters also enhances Press Metal Group's logistics and cost efficiencies. Press Metal has entered into a long term alumina offtake arrangement with BAI. For details, please refer to the section headed "Connected Transaction — Continuing Connected Transactions — Non-exempt Continuing Connected Transactions — 5. Alumina Sales Contract" in this prospectus. Our Directors believe that upon commencement of production of our New Alumina Production Project, the sales to Press Metal will account for a lower percentage our revenue generated from our operation.

Revenue by Geographic Region

During the Track Record Period, we primarily sold our alumina to customers in, among others, Malaysia, Singapore and Mainland China.

The following table sets out a breakdown of our revenue by geographic region (based on the place of incorporation of the customer), each expressed as an absolute amount and as a percentage of our total revenue, for the years/periods indicated:

	FY2021		FY2022		FY2023		9M2023		9M2024	
	US$'000	*(%)*	*US$'000*	*(%)*	*US$'000*	*(%)*	*US$'000*	*(%)*	*US$'000*	*(%)*
							(unaudited)			
Malaysia	126,714	73.3	248,965	53.3	318,880	47.0	223,563	46.3	364,680	53.4
Hong Kong	—	—	14,619	3.1	223,542	33.0	136,672	28.3	242,743	35.5
Singapore	—	—	37,615	8.1	55,108	8.1	44,323	9.2	72,871	10.7
South Korea	—	—	—	—	2,177	0.3	—	—	2,744	0.4
Mainland China	46,128	26.7	27,452	5.9	67,461	10.0	67,461	14.0	—	—
Switzerland(1)	—	—	138,126	29.6	10,617	1.6	10,711	2.2	—	—
Total	**172,842**	**100.0**	**466,777**	**100.0**	**677,785**	**100.0**	**482,730**	**100.0**	**683,038**	**100.0**

Note:

(1) The revenue for 9M2023 was higher than that of FY2023 primarily because the average exchange rate of IDR to USD for 9M2023 was higher than that for FY2023.

Revenue by Distribution Channels

The following table sets out a breakdown of our revenue, sales volumes, and average selling price by distribution channels for the years/periods indicated:

	FY2021				FY2022				FY2023				9M2023				9M2024			
	Sales volume	Revenue		Average selling price	Sales volume	Revenue		Average selling price	Sales volume	Revenue		Average selling price	Sales volume	Revenue		Average selling price	Sales volume	Revenue		Average selling price
	ton'000	*US$'000*	*(%)*	*US$/ton*	*ton'000*	*US$'000*	*(%)*	*US$/ton*	*ton'000*	*US$'000*	*(%)*	*US$/ton*	*ton'000*	*US$'000*	*(%)*	*US$/ton*	*ton'000*	*US$'000*	*(%)*	*US$/ton*
														(unaudited)						
Direct sales	455	165,785	95.9	365	795	308,345	66.1	388	1,323	464,411	68.5	351	947	335,347	69.5	354	1,076	454,202	66.5	422
Sales through agents	18	7,056	4.1	401	418	158,432	33.9	379	579	213,374	31.5	368	397	147,383	30.5	371	526	228,836	33.5	435
Total	**472**	**172,842**	**100.0**	**366**	**1,214**	**466,777**	**100.0**	**385**	**1,902**(1)	**677,785**	**100.0**	**356**	**1,344**	**482,730**	**100.0**	**359**	**1,602**(2)	**683,038**	**100.0**	**426**

Notes:

(1) Inclusive of the sales of approximately eight thousand tons of aluminium hydroxide, a semi-finished product during our alumina production, in the fourth quarter of 2023, accounting for US$2.18 million of our revenue.

(2) Inclusive of the sales of approximately 10.5 thousand tons of aluminium hydroxide, accounting for US$2.74 million of our revenue.

Revenue by Customer Types

The following table sets out a breakdown of our revenue, sales volumes, and average selling price by customer types for the years/periods indicated:

	FY2021				FY2022				FY2023				9M2023				9M2024			
	Sales volume	Revenue		Average selling price	Sales volume	Revenue		Average selling price	Sales volume	Revenue		Average selling price	Sales volume	Revenue		Average selling price	Sales volume	Revenue		Average selling price
	ton'000	*US$'000*	*(%)*	*US$/ton*	*ton'000*	*US$'000*	*(%)*	*US$/ton*	*ton'000*	*US$'000*	*(%)*	*US$/ton*	*ton'000*	*US$'000*	*(%)*	*US$/ton*	*ton'000*	*US$'000*	*(%)*	*US$/ton*
														(unaudited)						
Downstream manufacturers	334	126,714	73.3	379	629	248,965	53.3	396	928	321,057	47.4	346	641	223,563	46.3	349	867	367,424	53.8	424
Commodity traders	138	46,128	26.7	334	584	217,812	46.7	373	974	356,728	52.6	366	703	259,167	53.7	369	736	315,614	46.2	429
Total	**472**	**172,842**	**100.0**	**366**	**1,214**	**466,777**	**100.0**	**385**	**1,902**(1)	**677,785**	**100.0**	**356**	**1,344**	**482,730**	**100.0**	**359**	**1,602**(2)	**683,038**	**100.0**	**426**

Notes:

(1) Inclusive of the sales of approximately eight thousand tons of aluminium hydroxide, a semi-finished product during our alumina production, in the fourth quarter of 2023, accounting for US$2.18 million of our revenue.

(2) Inclusive of the sales of approximately 10.5 thousand tons of aluminium hydroxide, accounting for US$2.74 million of our revenue.

OUR SUPPLIERS

Our suppliers primarily include suppliers for bauxite, caustic soda, coal and other materials. Our suppliers are primarily in Indonesia and the PRC. We may source raw materials through sourcing agents. Our five largest suppliers together accounted for 79.4%, 68.9%, 53.7% and 47.0%, respectively, of our total procurement in each year/period of the Track Record Period. Supplier A was our largest supplier in each year/period of the Track Record Period, accounting for 30.8%, 26.9%, 15.7% and 14.3% of our total procurement amount during the same periods. During the Track Record Period, we have not participated in any futures transactions in relation to the raw materials we used.

OUR PRODUCTION FACILITIES

Our production facilities are all located in the Special Economic Zone, Bintan Island, Riau Islands Province. Our alumina production facilities currently in operation under Phase I Alumina Production Project and Phase II Alumina Production Project, with designed annual alumina production capacity of two million tons, are all under the command of our centralised control platform. Our New Alumina Production Project has already commenced construction and it is expected that the production operation for the first one million tons of alumina per annum and second one million tons of alumina per annum will commence in the second half of 2025 and the second half of 2026, respectively. As confirmed by our Indonesia Legal Advisers, we have obtained the local government approvals for the construction and operation of our Phase I Alumina Production Project and Phase II Alumina Production Project. The utilisation rates of our existing production facilities are 97.7%, 96.4%, 95.5% and 108.1% in FY2021, FY2022, FY2023 and 9M2024, respectively. For details of our utilisation rate, please refer the section headed "Business — Our Production and Other Ancillary Facilities — Our production facilities" in this prospectus.

OUR COST STRUCTURE

Raw material cost is the largest component in our Group's cost structure. In FY2021, FY2022, FY2023, 9M2023 and 9M2024, our raw material cost amounted to US$93.0 million, US$279.1 million, US$390.6 million, US$285.9 million and US$297.7 million, respectively, which accounted for 72.6%, 78.7%, 81.4%, 81.3%, and 81.1% of our total cost of sales, respectively.

The following table sets forth a breakdown of our cost of sales, in absolute amount and as a percentage of our total cost of sales, for the years/periods indicated:

	FY2021		FY2022		FY2023		9M2023		9M2024	
	US$'000	*(%)*	*US$'000*	*(%)*	*US$'000*	*(%)*	*US$'000*	*(%)*	*US$'000*	*(%)*
							(unaudited)			
Raw materials	93,008	72.6	279,088	78.7	390,591	81.4	285,890	81.3	297,707	81.1
Staff cost	13,771	10.8	27,346	7.7	31,138	6.5	22,144	6.3	22,771	6.2
Depreciation	18,077	14.0	39,300	11.1	51,354	10.7	38,577	11.0	39,005	10.6
Others	3,184	2.5	8,974	2.5	7,034	1.5	4,987	1.4	7,497	2.0
Total	**128,040**	**100.0**	**354,708**	**100.0**	**480,117**	**100.0**	**351,598**	**100.0**	**366,980**	**100.0**

SPIN-OFF

Nanshan Aluminium, one of our Controlling Shareholders, is a company listed in the PRC. The listing of our Company constitutes the spin-off listing of Nanshan Aluminium as a domestic listed company as defined under the CSRC Spin-Off Rules. Nanshan Aluminium published the relevant announcements related to the Spin-off on the Shanghai Stock Exchange on 13 October 2023, and subsequently the Spin-off has been approved by the shareholders of Nanshan Aluminium at an extraordinary general meeting held on 28 November 2023. We believe that the Spin-off is commercially beneficial to our Group and Nanshan Aluminium Group as a whole. For details, please refer to the section headed "Relationship with Controlling Shareholders" in the prospectus.

SUMMARY OF HISTORICAL FINANCIAL INFORMATION

The following table summarises the financial information of our Group during the Track Record Period, which is extracted from the Accountants' Report set out in Appendix I to this prospectus.

Summary of consolidated statements of profit or loss

	FY2021	FY2022	FY2023	9M2023	9M2024
	US$'000	*US$'000*	*US$'000*	*US$'000* (unaudited)	*US$'000*
Revenue	172,842	466,777	677,785	482,730	683,038
Cost of sales	(128,040)	(354,708)	(480,117)	(351,598)	(366,980)
Gross profit	44,802	112,069	197,668	131,132	316,058
Other net income	6,776	7,651	11,485	10,166	3,305
Selling expenses	(110)	(1,863)	(3,193)	(2,153)	(4,271)
Administrative expenses	(9,377)	(14,726)	(18,140)	(12,540)	(20,464)
Impairment loss (recognised) / reversed on trade receivables	(432)	3	(729)	(206)	425
Profit from operations	41,659	103,134	187,091	126,399	295,053
Finance costs	(1)	(2)	(2)	(1)	(3)
Profit before taxation	41,658	103,132	187,089	126,398	295,050
Income tax	(1,948)	(7,040)	(13,564)	(8,958)	(28,724)
Profit for the year / period	39,710	96,092	173,525	117,440	266,326
Attributable to:					
Equity shareholders of our Company	28,463	67,692	122,665	83,237	215,378
Non-controlling interests	11,247	28,400	50,860	34,203	50,948
Profit for the year / period	**39,710**	**96,092**	**173,525**	**117,440**	**266,326**

Our net profit

Our net profit recorded an increase from US$39.7 million in FY2021 to US$96.1 million in FY2022, primarily due to (i) the fact that we only commenced commercial production of alumina in May 2021 and started to record revenue from sales of alumina in July 2021, as opposed to our full-year production in FY2022, and (ii) the increase in our sales volume alongside with our Group's business expansion as our Phase II Alumina Production Project was put into operation in the last quarter of 2022, partially offset by the slight decrease of our gross profit margin mainly due to the increase in the cost of caustic soda in FY2022.

Our net profit recorded an increase from US$96.1 million in FY2022 to US$173.5 million in FY2023, primarily due to (i) the increase in sales volume due to the full-year operation of our Phase II Alumina Production Project in FY2023; and (ii) our increase in gross profit margin mainly due to the fact that our cost of sales remained relatively stable notwithstanding there was a considerable growth in our sales volume, which in turn was mainly attributable to (a) a decrease in the cost of caustic soda and coal in FY2023; and (b) our relatively stable production staff cost.

Our net profit recorded an increase from US$117.4 million in 9M2023 to US$266.3 million in 9M2024, primarily due to (i) the increase in our sales volume; and (ii) the combined effect of the increase in average selling price of our alumina, and a decrease in our cost of raw materials, i.e. caustic soda and coal, during the same period, which led to a significant increase in our gross profit margin. The said increase in sales volume was primarily attributable to the increase in our production volume in 9M2024 resulting from our improvement of production process and optimisation of process parameters. On the other hand, the increase in average selling price of our alumina was primarily driven by the rising global alumina prices, hence the alumina price indices our pricing was based on.

Profit attributable to equity shareholders of our Company

The non-controlling shareholders that our profit is attributable to include (i) Press Metal SPV, and (ii) MKU. The following table reconciles our (a) profit attributable to equity shareholders of our Company; and (b) profit for the year/period:

	FY2021	**FY2022**	**FY2023**	**9M2023**	**9M2024**
	(USD'000)	*(USD'000)*	*(USD'000)*	*(USD'000)* (unaudited)	*(USD'000)*
Profit attributable to equity shareholders of the Company	**28,463**	**67,692**	**122,665**	**83,237**	**215,378**
Add:					
Profit attributable to non-controlling interests belonging to Press Metal SPV [(1)]	10,299	26,006	46,575	31,322	44,099
Profit for the year/period attributable to equity shareholders of the Company and Press Metal SPV	**38,762**	**93,708**	**169,240**	**114,559**	**259,477**
Add:					
Profit attributable to non-controlling interests belonging to MKU	948	2,394	4,285	2,882	6,849
Profit for the year/period	**39,710**	**96,092**	**173,525**	**117,440**	**266,326**

Note:

1. Press Metal SPV had changed from being a shareholder of BAI to becoming a shareholder of our Company as part of the Reorganisation. Upon the completion of the Reorganisation in July 2024, Press Metal SPV has become a shareholder of our Company hence no longer considered as non-controlling interests since then.

Summary of consolidated statements of financial position

	As at 31 December			As at 30 September
	2021	2022	2023	2024
	US$'000	*US$'000*	*US$'000*	*US$'000*
Current assets	335,872	323,847	508,145	637,355
Current liabilities	194,952	277,676	148,633	436,406
Net current assets	140,920	46,171	359,512	200,949
Non-current assets	866,539	958,270	929,817	1,052,181
Non-current liabilities	1,966	8,932	19,689	41,128
Total equity/Net assets	1,005,493	995,509	1,269,640	1,212,002

Our net current assets

Our net current assets increased from US$200.9 million as at 30 September 2024 to US$309.6 million as at 31 January 2025, primarily due to (i) a decrease in other payables and accruals of US$75.8 million; (ii) an increase in cash and cash equivalents of US$39.3 million; and (iii) a decrease in contract liabilities of US$15.7 million, partially offset by a decrease in inventories of US$19.1 million. For details, please refer to the section headed "Financial Information — Liquidity and Capital Resources — Current Assets and Liabilities" in this prospectus.

Our net current assets decreased from US$359.5 million as at 31 December 2023 to US$200.9 million as at 30 September 2024, primarily due to (i) an increase in other payables and accruals of US$274.6 million; (ii) a decrease in inventories of US$36.7 million; and (iii) a decrease in trade receivables of US$17.0 million, partially offset by an increase in cash and cash equivalents of US$187.6 million.

Our net current assets increased from US$46.2 million as at 31 December 2022 to US$359.5 million as at 31 December 2023, primarily due to (i) a decrease in other payables and accruals of US$153.1 million; (ii) an increase in inventories of US$59.5 million; and (iii) an increase in trade receivables of US$51.1 million.

Our net current assets decreased from US$140.9 million as at 31 December 2021 to US$46.2 million as at 31 December 2022, primarily due to (i) a decrease in prepayments and other receivables of US$32.7 million; and (ii) an increase of other payables and accruals of US$87.5 million, partially offset by an increase in inventories of US$21.4 million.

Our net assets

Our net assets remained relatively stable at US$1,005.5 million as at 31 December 2021 and US$995.5 million as at 31 December 2022.

Our net assets increased to US$1,269.6 million as at 31 December 2023, primarily attributable to (i) the capital injection made by the shareholders of GAI of US$81.7 million in FY2023; (ii) the capital injection made by the non-controlling shareholders of BAI of US$30.7 million in FY2023; and (iii) the total comprehensive income of US$191.1 million recorded for FY2023, partially offset by the dividend declared by GAI of US$19.0 million and the dividend declared and paid by BAI of US$38.0 million (of which US$10.4 million was attributable to non-controlling interests), respectively, in FY2023.

As at 30 September 2024, our net assets decreased to US$1,212.0 million, which was primarily attributable to (i) the dividend declared by GAI of US$66.7 million, (ii) the dividend declared by BAI of US$100.3 million (of which US$27.4 million was attributable to non-controlling interests), and (iii) the dividend declared by our Company of US$260.0 million, respectively, in 9M2024, partially offset by our total comprehensive income of US$296.5 million recorded for 9M2024.

Summary of consolidated cash flow statements

	FY2021	FY2022	FY2023	9M2024
	US$'000	*US$'000*	*US$'000*	*US$'000*
Cash and cash equivalents at beginning of the year	219,234	225,228	219,748	251,561
Net cash flows (used in) / generated from operating activities	(8,709)	163,037	96,269	422,248
Net cash flows used in investing activities	(137,479)	(150,370)	(74,182)	(150,931)
Net cash flows generated from / (used in) financing activities	159,188	(383)	5,126	(88,762)
Net increase in cash and cash equivalents	13,000	12,284	27,213	182,555
Effect of foreign exchange rate changes	(7,006)	(17,764)	4,600	5,085
Cash and cash equivalents at end of the year/period	**225,228**	**219,748**	**251,561**	**439,201**

We recorded net cash outflows from operating activities of US$8.7 million in FY2021, which was mainly due to our investment in working capital (primarily relating to inventories including raw materials) at the early stage of our operation, as we only commenced commercial production of alumina in May 2021, and started to record revenue from the sales of alumina in July 2021.

SUMMARY OF KEY FINANCIAL RATIOS

The below table sets out certain key financial ratios for the Track Record Period:

	As at/for the year ended 31 December			As at/for the period ended 30 September
	2021	**2022**	**2023**	**2024**
Gross profit margin[(1)]	25.9%	24.0%	29.2%	46.3%
Net profit margin[(2)]	23.0%	20.6%	25.6%	39.0%
Return on equity[(3)]	N/A[(7)]	9.7%	13.7%	29.3%
Return on total assets[(4)]	N/A[(7)]	7.5%	12.1%	21.0%
Quick ratio *(times)*[(5)]	1.47	0.91	2.54	1.25
Current ratio *(times)*[(6)]	1.72	1.17	3.42	1.46

Notes:

(1) Gross profit margin equals gross profit divided by total revenue for the year/period, multiplied by 100%.

(2) Net profit margin equals net profit divided by total revenue for the year/period, multiplied by 100%.

(3) Return on equity ratio equals net profit for the year/period divided by total equity as at the relevant dates, multiplied by 100%. For 9M2024, return on equity is annualised by dividing the number by nine and multiplying it by 12.

(4) Return on total assets ratio equals net profit for the year/period divided by total assets as at the relevant dates, multiplied by 100%. For 9M2024, return on total assets is annualised by dividing the number by nine and multiplying it by 12.

(5) Quick ratio represents current assets less inventories and divided by current liabilities as at the relevant dates.

(6) Current ratio represents current assets divided by current liabilities as at the relevant dates.

(7) The figure for FY2021 was not meaningful as we only commenced commercial production of alumina in May 2021, and started to record revenue from the sales of alumina in July 2021.

Our gross profit margin decreased from 25.9% in FY2021 to 24.0% in FY2022, which was mainly due to the increase in the cost of caustic soda in FY2022, partially offset by an increase in our average selling price of alumina. The said increase in cost of caustic soda was in line with the increase in global average price of caustic soda from US$305.7 per ton in 2021 to US$460.5 per ton in 2022, as confirmed by Frost & Sullivan.

RECENT DEVELOPMENTS SUBSEQUENT TO THE TRACK RECORD PERIOD AND NO MATERIAL ADVERSE CHANGE

Pursuant to the resolutions of our Directors passed on 22 September 2024, based on the financial conditions of our Company as at 30 June 2024 including the amount of share premium, our Company declared a dividend of US$260.0 million, which is payable to our then existing Shareholders at the time of declaration, and will be paid upon Listing and funded by the internal resources of our Group.

On 25 October 2024, GBAI was incorporated in Indonesia, GBAI is our indirect non wholly-owned subsidiary. GBAI is 99% owned by BAI and 1% owned by GAI. Since its establishment, GBAI has no business operation.

Subsequent to the Track Record Period and up to the Latest Practicable Date, we continued to focus on our core business model of producing and selling metallurgical-grade alumina. Our business operations remained stable as at the Latest Practicable Date. On 24 January 2025, we have entered into an offtake agreement with Customer D for a term of 7.5 years for continuous collaboration.

Our Group's operations and financial position remain strong, supported by positive market developments in the alumina sector. Based on our unaudited financial information for the year ended 31 December 2024 set out in Appendix IIB to this prospectus, our revenue has increased by 50.6% from US$677.8 million in FY2023 to US$1,020.7 million in FY2024. Such increase in revenue was primarily attributable to the increase in the sales volume and average selling price of our alumina. Our Group achieved an increase in gross profit by 161.4%, from US$197.7 million in FY2023 to US$516.7 million in FY2024, which was primarily driven by our increase in revenue. Our gross profit margin increased from 29.2% to 50.6%, primarily due to the increase in our average selling price of alumina from US$356 per ton in FY2023 to US$473 per ton in FY2024 which outweighed the increase in our cost of sales. Our profit for the year increased from US$173.5 million in FY2023 to US$457.4 million in FY2024.

We experienced an increase in sales volume of alumina in FY2024, reaching 2.16 million tons, compared to 1.90 million tons in FY2023.

In addition, on 20 December 2024, BAI declared dividends of IDR4,960.0 billion equivalent to US$304.7 million), among which IDR114.1 billion (equivalent to US$7.0 million) are attributable to non-controlling interest, and such dividends will be paid upon Listing.

Following the Listing, our Company intends to make grants of share options in accordance with the Share Option Scheme's terms and in compliance with the Listing Rules.

As at the Latest Practicable Date, as advised by our Indonesia Legal Advisers, the Government of Indonesia has issued Government Regulation No. 8 of 2025, which requires exporters in certain sectors, including non-oil and gas mining, plantations, forestry, and fisheries, to retain 100% of their foreign exchange earnings (DHE) in Indonesia for at least one year. However, the Ministry of Finance has not yet updated the list of affected goods, leaving uncertainty as to whether this regulation applies to our alumina exports.

Our Directors will continue to monitor such regulatory developments. If alumina is later confirmed to be included in the forthcoming Ministry of Finance regulations, it may likely impact our liquidity, foreign exchange exposure, and financial flexibility of our Group. We will assess and implement appropriate measures in response to any confirmed regulatory changes.

Implementation of Pillar Two Rules in Singapore and Indonesia

The Organisation for Economic Co-operation and Development ("**OECD**") published Pillar Two model rules in December 2021, introducing a global minimum rate of 15% applicable to in-scope multinational enterprise ("**MNE**") groups with annual consolidated revenues of EUR750 million or more for at least two of the four preceding financial years. A jurisdiction may enact domestic tax laws ("**Pillar Two Legislations**" or "**Pillar Two**") to implement the Pillar Two model rules on a globally agreed common approach.

To align with the OECD's framework, Singapore and Indonesia have enacted their respective domestic tax legislations. Singapore has enacted the Multinational Enterprise (Minimum Tax) Act 2024 ("**MMTA**") and Indonesia has issued Regulation No. 136 of 2024. The Pillar Two Legislations issued by Singapore and Indonesia are effective starting from 1 January 2025, except for the Under-Taxed Payment Rule of Indonesia, which will be implemented from 1 January 2026.

Our Group is part of Nanshan Group which qualifies as an in-scope MNE under Pillar Two Legislations and therefore, our Group will be subject to the Pillar Two Legislations issued in Singapore and Indonesia starting from FY2025.

The Group currently benefits from tax incentives under existing corporate income tax regimes in Indonesia, which allow some of its subsidiaries to operate at effective tax rates ("**ETR**") below 15%. Under OECD's Pillar Two rules, tax liabilities will be calculated using a different approach compared to existing local tax regime. The key differences between the existing corporate tax regime applied to the Group in Indonesia and the new Pillar Two framework are outlined as follows:

— The Pillar Two framework applies a minimum tax rate of 15% globally, which means that companies operating below this threshold may be required to pay a top-up tax. In contrast, under the existing regime, various tax incentives could reduce the effective tax rate below 15% without triggering any additional tax liability; and

— Tax under the existing regime is computed per entity, whereas under Pillar Two, the top-up tax may be calculated at the jurisdictional level.

Thus, the implementation of Pillar Two Legislations may result in material top-up tax liabilities for our operations in Indonesia for FY2025. However, at this stage, the precise tax liabilities payable for FY2025 are not reasonably estimable due to following the built-in complexities in the Pillar Two computations:-

- Although Pillar Two rules have taken the common approach, the OECD Model Rules and Commentary explicitly allow for jurisdictional variations. Those execution level variations may lead to material differences in the computation of the top-up tax, depending on how Singapore and Indonesia interpret and implement the rules. However, as of now, the tax authorities in Singapore and Indonesia have not issued sufficient guidance to confirm their positions on all of those permissible variations. This regulatory ambiguity presents challenges in estimating the final tax liability, as the rules governing the application of Pillar Two remain subject to ongoing clarification and refinement.

- Given the complexities of the Pillar Two framework, there are differences in the interpretations among taxing authorities worldwide. The OECD continues to issue administrative guidance, and in some cases, this guidance has modified prior interpretations. Any future clarifications or modifications by the OECD or local tax authorities could materially impact on our top-up tax.

- The top up tax under Pillar Two is not simply calculated by applying the difference between the 15% minimum tax rate and an entity's actual effective tax rate to its total before-tax profit. Instead, a series of adjustments, where applicable, must be made to the accounting before-tax profit and income tax expenses to determine the GloBE (Global

Anti-Base Erosion) Income, and Adjusted Covered Tax, which forms the basis for the top-up tax calculation. Other important factor is the Substance Based Income Exclusion carve-out. Only GloBE Income in excess of such carve-out amount would be subject to top-up tax. The final tax amount is dependent on various factors including the specific facts and circumstances of FY2025, which are not yet available and jurisdictional interpretations and applicable adjustments, which are still evolving.

From compliance perspective, the Pillar Two top-up tax returns for FY2025 are expected to be due no earlier than 30 June 2027. Consequently, any top-up tax incurred for FY2025 will only be payable in FY2027. This deferred tax payment timeline aligns with the OECD's compliance framework. Given the lack of full administrative guidance from Singapore and Indonesia, the Group anticipates that further clarifications may impact the final determination of top-up tax liabilities, reinforcing the rationale for the deferred compliance timeline.

As a result of these factors, our Group cannot yet fully quantify the top-up tax impact but remains committed to monitoring regulatory developments and updating its disclosures as more guidance becomes available. Compliance with Pillar Two Legislations may increase our administrative and reporting obligations and our Group will allocate resources to meet the new requirements. We will monitor the developments closely and implement measures to mitigate any potential impacts on our Group's financial performance and compliance requirements.

Our Directors believe that our Group is adequately prepared to address the additional compliance requirements associated with these changes. Our Group will continue to monitor developments in the implementation of Pillar Two Legislations and take necessary measures to ensure compliance while minimizing any potential impact on our business.

No material adverse change

Our Directors confirm that up to the date of this prospectus, save as disclosed above, there has been no material adverse change in our sales performance, trading position or prospects since 30 September 2024 being the end of the period reported on as set out in the Accountants' Report included in Appendix I to this prospectus, and up to the date of this prospectus.

The unaudited financial information in respect of our consolidated statement of financial position, consolidated statement of profit or loss, consolidated statement of profit or loss and other comprehensive income and the related notes thereto for the year ended 31 December 2024 as set out in the section headed "2024 Preliminary Financial Information" in the Appendix IIB of this prospectus have been agreed by the reporting accountants of our Company to the amounts set out in our draft consolidated financial statements for the year ended 31 December 2024, following their work under Practice Note 730 (Revised) "Guidance for Auditors Regarding Preliminary

Announcement of Annual Results" issued by the Hong Kong Institute of Certified Public Accountants. The work performed by the reporting accountants of our Company in this respect did not constitute an assurance engagement and consequently no opinion or assurance conclusion has been expressed by the reporting accountants of our Company on the 2024 Preliminary Financial Information.

GLOBAL OFFERING STATISTICS

	Based on the indicative Offer Price of HK$26.60 per Offer Share	Based on the indicative Offer Price of HK$31.50 per Offer Share
Market capitalisation of the Shares expected to be in issue immediately following completion of the Global Offering(1)	HK$15,647.1 million	HK$18,529.4 million
Unaudited pro forma adjusted net tangible assets per Share(2)(3)	HK$19.32	HK$20.03

Notes:

(1) The calculation of the market capitalisation is based on 588,235,300 Shares expected to be in issue immediately following completion of the share subdivision and the Global Offering, assuming that the Over-allotment Option is not exercised and without taking into account any options that may be granted under the Share Option Scheme.

(2) The unaudited pro forma adjusted net tangible assets per Share as at 30 September 2024 is calculated after making the adjustments referred to in "Appendix IIA — Unaudited pro forma financial information" in this prospectus. The number of shares used in deriving pro forma adjusted net tangible assets per Share is 588,235,300 (being the outstanding 100,000,000 Shares as at 30 September 2024, taking into account the effect of the share subdivision on a one-for-five basis upon listing, and 88,235,300 Shares to be issued pursuant to the Global Offering, but without taking into account any Shares which may be issued upon the exercise of the Over-allotment Option and any options that may be granted under the Share Option Scheme).

(3) No adjustment has been made to reflect any trading result or other transactions of our Group entered into subsequent to 30 September 2024, including the dividends of IDR4,960.0 billion (equivalent to US$304.7 million) declared by BAI on 20 December 2024, which is payable to the then existing shareholders of BAI at the time of declaration, among which IDR114.1 billion (equivalent to US$7.0 million) are attributable to the then non-controlling interest of BAI. Had such event been completed on 30 September 2024, the pro forma adjusted net tangible assets would have decreased by approximately US$7,009,000 and the pro form adjusted net tangible assets per Share would have been decreased by approximately US$0.01 (equivalent to HK$0.09) and US$0.01 (equivalent to HK$0.09), based on the Offer Price of HK$26.60 and HK$31.50 per Share, respectively.

DIVIDEND

In FY2023, dividends declared and paid by BAI was US$38.0 million, and dividends declared by GAI was US$19.0 million, which had been fully paid as at 30 June 2024. In 1H2024, dividends declared and paid by BAI was US$100.3 million, while dividends declared by GAI was US$66.7 million, which had been fully paid as at the Latest Practicable Date. Further, pursuant to the resolutions of our Directors passed on 22 September 2024, based on the financial conditions of our Company as at 30 June 2024 including the amount of share premium, our Company declared a dividend of US$260.0 million, which is payable to the then existing Shareholders at the time of declaration, and will be paid upon Listing and funded by the internal resources of our Group. In addition, on 20 December 2024, BAI declared dividends of IDR4,960.0 billion (equivalent to US$304.7 million[(1)]), among which IDR114.1 billion (equivalent to US$7.0 million[(1)]) are attributable to non-controlling interest, and such dividends will be paid upon Listing.

Although a dividend in the sum of US$260.0 million has been declared by the Group, as such dividend will be paid upon Listing, in February 2025, we consider that this does not affect our financial independence from our Shareholders. As at 30 September 2024, our cash and cash equivalents amounted to US$439.2 million, and our net current assets in amounted to US$383.1 million, and hence our Directors believe that we are in good liquidity position. In addition, we have also demonstrated strong cash generation during the Track Record Period, in particular that in 9M2024, we have recorded net cash inflow from operating activities at US$422.2 million, and our operations throughout the Track Record Period did not utilise any external loan capital. For further details about our financial independence with our Controlling Shareholders, please refer to the section headed "Relationship with Controlling Shareholders — Independence from Controlling Shareholders — Financial Independence" in this prospectus. We will not use the dividend declared but unpaid to fund our future development under the New Alumina Production Project. Accordingly, our Directors believe that we will have sufficient internal resources to fund the payment of dividend and we are financial independent of our shareholders.

We intend to adopt, after the Listing and in respect of our financial results for FY2025 and onwards, a general dividend policy of declaring and paying dividends on an annual basis of no less than 20% of our distributable net profit attributable to our Shareholders, but subject to, among others, the financial results, cash flow, business conditions and strategies, future operations and earnings, capital requirements and expenditure plans, any restrictions on payment of dividends, and other factors that our Directors may consider relevant. Our past dividend distribution record may not be used as a reference or basis to determine the level of dividends, or if any at all, that may be declared or paid by our Company in the future.

USE OF PROCEEDS

We estimate the aggregate net proceeds from the Global Offering, after deducting related underwriting fees and estimated expenses in connection with the Global Offering, assuming the Over-allotment Option is not exercised and assuming an Offer Price of HK$29.05 per Share (being the mid-point of the indicative Offer Price range of HK$26.60 to HK$31.50), will be approximately HK$2,430.4 million.

(1) Based on the exchange rate of US$1 to IDR16,277 on 20 December 2024.

We intend to use the net proceeds we receive from the Global Offering to expand our customer base and to achieve a deeper market penetration, so as to enhance competitiveness in our targeted industries as follows:

(a) approximately 90% (approximately HK$2,187.4 million) will be used for the development and the construction of our alumina production projects in the Special Economic Zone, Bintan Island, Riau Islands Province, Indonesia, in order to further expand our production capacity of alumina to an aggregate of four million tons of alumina through our New Alumina Production Project. The net proceeds will primarily be used for the construction and expansion of our second one million tons of designed production capacity under our New Alumina Production Project, including, amongst others, the construction of the related alumina production facilities, construction of ancillary equipment in deep-water port, construction and expansion of capacity in coal gasification plant and the purchase of machinery and equipment.

(b) approximately 10% (approximately HK$243.0 million) will be used to provide funding for our general working capital.

Please refer to the section headed "Future Plans and Use of Proceeds" in this prospectus for further details.

RISK FACTORS

Our business is subject to certain risks and uncertainties and there are risks relating to an investment in the Offer Shares. A summary of certain of these risk factors is set forth below. This summary should be read together with the section headed "Risk Factors" in this prospectus in its entirety. Any of the following developments may have a material adverse effect on our business, results of operations, financial condition and future prospects: (i) we are exposed to the market forces in the aluminium industry; (ii) our financial performance and results of operations in the alumina industry may be materially and adversely affected by governmental import or export controls, policy changes or other trading restrictions; (iii) we have a high customer concentration. If any of our large customers reduces its purchases of, or fails to pay for, our products, our business, financial condition and results of operations will be materially and adversely affected; and (iv) we face competition in the alumina production industry.

COMPETITION

We operate in the highly competitive alumina production industry, facing significant competition from both local and international manufacturers. The industry is concentrated, with the top three producers in Southeast Asia holding around 94.6% of the market share by designed production capacity and 98% of the market share by production volume according to Frost & Sullivan. In 2023, our Group was the second-largest producer in the Southeast Asian alumina market, achieving a total production volume of 1,910 thousand tons and had a 34.9% market share in the Southeast Asia alumina industry in terms of actual production volume, according to Frost & Sullivan. Additionally, mergers and acquisitions in the industry could lead to a concentration of resources among fewer competitors, further challenging our position. Moreover, as competitors, suppliers, and customers expand their reach along the industry value chain, competition could intensify. Advances in technology and new production lines from our competitors may directly impact the demand and pricing for our alumina products.

Please refer to the section headed "Industry Overview" in this prospectus for more details about the alumina production industry and markets that we operate in.

LISTING EXPENSES

The total listing expenses payable by our Company are estimated to be approximately US$17.1 million (or approximately HK$132.8 million) assuming the Over-allotment Option is not exercised and without taking into account any Shares to be issued upon exercise of any options which may be granted under the Share Option Scheme, and based on an Offer Price of HK$29.05 (being the mid-point of our Offer Price range of HK$26.60 to HK$31.50 per Offer Share), accounting for approximately 5.2% of the gross proceeds from the Global Offering. Among such estimated total listing expenses, (i) underwriting-related expenses, including underwriting commission, are expected to be approximately US$9.6 million, and (ii) non-underwriting-related expenses of approximately US$7.5 million, comprising (a) fees and expenses of legal advisers and reporting accountants of approximately US$4.2 million, representing approximately 1.3% of the gross proceeds from the Global Offering; and (b) other fees and expenses of approximately US$3.3 million, representing approximately 1.0% of the gross proceeds from the Global Offering.

Among the total listing expenses payable of approximately US$17.1 million, approximately US$6.7 million is expected to be expensed through the statement of profit or loss and other comprehensive income and the remaining amount of approximately US$10.4 million is directly attributable to the issue of Shares which will be deducted from equity. As at 30 September 2024, we had incurred listing expenses of US$4.4 million expensed through the statement of profit or loss and other comprehensive income and prepaid listing expenses of US$0.5 million directly attributable to the issue of Shares which will be deducted from equity.

The professional fees and/or other expenses relating to the preparation of the Listing are currently in estimates for reference only and the actual amount to be recognised is subject to adjustment based on the then changes in variables and assumptions.

CONTROLLING SHAREHOLDERS

Immediately upon completion of the Global Offering, without taking into account any Shares which may be issued upon the exercise of the Over-allotment Option and any Shares to be issued upon exercise of any options which may be granted under the Share Option Scheme, NAIHL will control approximately 60.09% of our Shares in issue. As at the Latest Practicable Date, NAIHL is a company wholly-owned by NAS, which is in turn wholly-owned by Nanshan Aluminium.

As at the Latest Practicable Date and to the best of our knowledge, Nanshan Aluminium was directly owned as to approximately 20.91% by Nanshan Group, and is also owned as to approximately 22.22% by Yili Electric, a 100% owned subsidiary of Nanshan Group. Accordingly, Nanshan Group directly and indirectly owned as to a total of approximately 43.13% shares of Nanshan Aluminium as at the Latest Practicable Date. As at the Latest Practicable Date, Nanshan

Group was owned as to 51% by Nanshan Village Committee. As such, NAIHL, NAS, Nanshan Aluminium, Yili Electric, Nanshan Group and Nanshan Village Committee will be our Controlling Shareholders upon completion of the Global Offering.

OUR RELATIONSHIP WITH NANSHAN ALUMINIUM

Nanshan Aluminium has production lines throughout the entire aluminium industry chain. Relying on Nanshan Aluminium's advantageous position across the whole aluminium industry chain, we commenced preparatory works in relation to construction of our alumina production base in Indonesia in 2017, and completed construction of the Phase I Alumina Production Project and Phase II Alumina Production Project. During the Track Record Period, Nanshan Aluminium, together with its subsidiaries, have provided our Group with on-site technical maintenance and know-how support services via secondment of selected staff. Our Group has relied, to an insignificant extent, on Nanshan Aluminium's expertise in the aluminium industry to commence construction of our alumina production base in Indonesia. Nanshan Aluminium and its associates have also assisted our Group in sourcing certain equipment, machinery, consumables, and provided other related services during the Track Record Period. Our Group intends to continue the acquisition of technical and know-how support, as well as the procurement of equipment, machinery, consumables, and other related services after Listing. For details, please refer to the section headed "History, Development and Reorganisation — Labour Transfer", the section headed "Connected Transactions — Continuing Connected Transactions — Continuing Connected Transactions Exempt from Independent Shareholders' Approval Requirement — 1. Technical Support Framework Agreement" and the section headed "Connected Transactions — Continuing Connected Transactions — Non-exempt Continuing Connected Transactions — 3. Procurement Framework Agreement" in this prospectus.

SATISFACTION OF MARKET CAPITALISATION/REVENUE TEST AND WAIVER UNDER RULE 8.05A OF THE LISTING RULES

We are applying for Listing on the basis that we satisfy the market capitalisation/revenue test under Rule 8.05(3) of the Listing Rules. As our Group first recorded revenues from the sales of alumina in July 2021, the full financial year of 2021 cannot be counted towards the satisfaction of the requirement of an adequate trading record under Rule 8.05, but we have complied with Rules 8.05A(1) and (2) of the Listing Rules. Therefore, we have applied to the Stock Exchange for, and the Stock Exchange has granted us a waiver from strict compliance with the requirements of a trading record of at least three financial years under Rule 8.05(3)(a) of the Listing Rules. For more details, please refer to the section headed "Waivers and Exemption" in this prospectus.

IMPACT OF COVID-19 ON OUR OPERATIONS

Since the COVID-19 outbreak, a series of precautionary and control measures have been implemented worldwide to contain the virus. We adopted several precautionary measures to maintain a safe and hygienic working environment, such as adopting COVID-19 disinfecting techniques for our sites and facilities, distributing masks for employees, adopting flexible working schedules, and implementing internal reporting system.

The impact of COVID on us was relatively mild, as our production base in the Special Economic Zone was still under construction at the beginning of the COVID-19 outbreak. From the procurement perspective, the domestic shipments of our key raw materials were not materially affected. Further, as we have adopted FOB at our own port as our sales contract terms, any increase in shipping costs would not be our responsibility.

In response to the COVID-19 outbreak, we proactively communicated with our suppliers and strategically procured key raw materials, in order to ensure the normal operation of our production activities and our product delivery. We also engaged with our customers to alert them to potential logistical challenges and force majeure events, recommending them to increase their inventory levels or planning for sufficient transportation time. In addition, we timely adjusted our staffing plans in line with business volumes, thereby ensuring an efficient production arrangement across departments and minimising underutilisation. Furthermore, we monitored government policies for COVID-19 mitigation and financial relief to ensure the stability of our operation and financial conditions. Our Directors confirmed that, during the Track Record Period and as at the Latest Practicable Date, the COVID-19 outbreak had not had a material adverse effect on our business, results of operations and financial condition.

In this prospectus, unless the context otherwise requires, the following expressions have the following meanings.

"1H2024"	the first six months ended 30 June 2024
"9M2023"	the first nine months ended 30 September 2023
"9M2024"	the first nine months ended 30 September 2024
"Accountants' Report"	the Report of the Reporting Accountants set out in Appendix I to this prospectus
"AFRC"	the Accounting and Financial Reporting Council of Hong Kong
"Alumina Production Projects"	collectively, the Phase I Alumina Production Project, Phase II Alumina Production Project and New Alumina Production Project
"Articles" or "Articles of Association"	the amended and restated articles of association of our Company conditionally adopted on 10 March 2025 with effect from the Listing Date, and as amended from time to time, a summary of which is set out in Appendix IV in this prospectus
"Audit Committee"	the audit committee of our Board
"BAI"	PT. Bintan Alumina Indonesia, a company incorporated in Indonesia with limited liability on 10 May 2012 and an indirect non wholly-owned subsidiary of our Company
"Board" or "Board of Directors"	the board of directors of our Company
"Business Day" or "business day"	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business
"BVI"	the British Virgin Islands

"Capital Market Intermediary(ies)" or "CMI(s)"	the capital market intermediaries (within the meaning ascribed thereto under the Listing Rules) participating in the Global Offering
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"China" or "PRC"	the People's Republic of China
"Clearing Participant"	has the meaning ascribed to it under the General Rules of HKSCC
"close associate(s)"	has the meaning ascribed to it under the Listing Rules
"Companies Act" or "Cayman Companies Act"	the Companies Act (As Revised) of the Cayman Islands, as amended, modified and supplemented from time to time
"Companies Ordinance"	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, modified and supplemented from time to time
"Companies (WUMP) Ordinance"	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, modified and supplemented from time to time
"Company" or "our Company"	Nanshan Aluminium International Holdings Limited (南山鋁業國際控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 28 June 2023 and registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on 12 January 2024
"Controlling Shareholder(s)"	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, means NAIHL, NAS, Nanshan Aluminium, Yili Electric, Nanshan Group and Nanshan Village Committee
"Corporate Governance Code"	the Corporate Governance Code as set out in Appendix C1 to the Listing Rules
"COVID-19"	disease caused by a novel strain of coronavirus

"CSRC"	the China Securities Regulatory Commission (中國證券監督管理委員會)
"CSRC Spin-off Rules"	the Listed Companies Spin-off Rules (for Trial Implementation) (《上市公司分拆規則(試行)》) promulgated by the CSRC on 5 January 2022
"Deed of Non-Competition"	the deed of non-competition dated 10 March 2025 given by our Controlling Shareholders in favour of our Company regarding certain non-competition undertakings, details of which are set out in the section headed "Relationship with Controlling Shareholders — Non-competition Undertakings" in this prospectus
"Director(s)" or our "Director(s)"	the director(s) of our Company, including all executive, non-executive and independent non-executive directors
"Extreme Conditions"	the occurrence of "extreme conditions" as announced by the government of Hong Kong in the case of occurrence of a super typhoon or other natural disasters of a substantial scale that seriously affects the working public to resume work or bring safety concern for a prolonged period. When "extreme conditions" are in force, the government of Hong Kong will review the situation and will announce whether to extend the "extreme conditions" prior to the expiry of the specified period
"Far East and Central Asia"	Far East and Central Asia, consisting of Afghanistan, Armenia, Azerbaijan, Bangladesh, Bhutan, Brunei Darussalam, Cambodia, China, Georgia, Hong Kong, India, Indonesia, Japan, Kazakhstan, Democratic People's Republic of Korea, South Korea, Kyrgyzstan, Lao People's Democratic Republic, Macao Special Administrative Region of the PRC, Malaysia, Maldives, Mongolia, Myanmar/Burma, Nepal, Pakistan, Philippines, Singapore, Sri Lanka, Taiwan, Tajikistan, Thailand, Turkmenistan, Uzbekistan, and Vietnam
"F&S Report" or "Frost & Sullivan Report"	a market research report commissioned by us and prepared by Frost & Sullivan on the overview of the industry in which our Group operates

"FINI"	"Fast Interface for New Issuance", an online platform operated by HKSCC that is mandatory for admission to trading and, where applicable, the collection and processing of specified information on subscription in and settlement for all new listings
"Frost & Sullivan"	Frost & Sullivan Limited, our industry consultant and an Independent Third Party
"FY"	the financial year ended or ending (as the case may be) 31 December
"GAI"	Global Aluminium International Pte. Ltd., a company incorporated in Singapore with limited liability on 4 April 2013 and an indirect wholly-owned subsidiary of our Company
"GAIHL"	Global Aluminium Investment Holding Limited, a business company incorporated in the BVI with limited liability on 6 July 2023 and a directly wholly owned subsidiary of our Company
"GBAI"	PT. Galang Batang Aluminium Indonesia, a company incorporated in Indonesia on 25 October 2024 and an indirectly non wholly-owned subsidiary of our Company
"General Rules of HKSCC"	General Rules of HKSCC published by the Stock Exchange and as amended from time to time
"Global Offering"	the Hong Kong Public Offering and the International Placing
"Group", "we, "us" or "our Group"	our Company and our subsidiaries at the relevant time or, where the context otherwise requires, in respect of the period prior to our Company becoming the holding company of our present subsidiaries, our present subsidiaries and the businesses operated by such subsidiaries or their predecessors (as the case may be)
"HKD", "Hong Kong dollars", "HK$" or "cents"	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong

"**HK eIPO White Form**"	the application for Hong Kong Offer Shares to be issued in the applicant's own name by submitting applications online through the designated website at **www.hkeipo.hk**
"**HK eIPO White Form** Service Provider"	the **HK eIPO White Form** Service Provider designated by our Company, as specified on the designated website at **www.hkeipo.hk**
"HKFRSs"	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants
"HKSCC"	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
"HKSCC EIPO"	the application for the Hong Kong Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to your designated HKSCC Participant's stock account through causing HKSCC Nominees to apply on your behalf, including by instructing your broker or custodian who is a Clearing Participant or a Custodian Participant in HKSCC to give electronic application instructions via HKSCC's FINI system to apply for the Hong Kong Offer Shares on your behalf
"HKSCC Nominees"	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
"HKSCC Operational Procedures"	the operational procedures of HKSCC, containing the practices, procedures and administrative or other requirements relating to HKSCC's services and the operations and functions of CCASS, FINI or any other platform, facility or system established, operated and/or otherwise provided by or through HKSCC, as from time to time in force
"HKSCC Participant"	a participant admitted to participate in CCASS as a direct clearing participant, a general clearing participant or a custodian participant

"Hong Kong", "HKSAR" or "HK"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Share Registrar"	Tricor Investor Services Limited, the Hong Kong share registrar of our Company
"Hong Kong Offer Share(s)"	the 8,823,600 Shares initially offered for subscription pursuant to the Hong Kong Public Offering, subject to reallocation as described in the section headed "Structure and Conditions of the Global Offering" in this prospectus
"Hong Kong Public Offering"	the offering by our Company of the Hong Kong Offer Shares for subscription by the public in Hong Kong, as further described in the section headed "Structure and Conditions of the Global Offering" in this prospectus
"Hong Kong Underwriters"	the underwriters of the Hong Kong Public Offering listed in the section headed "Underwriting — Hong Kong Underwriters" in this prospectus
"Hong Kong Underwriting Agreement"	the underwriting agreement dated 13 March 2025 relating to the Hong Kong Public Offering and entered into by, among others, our Company, NAIHL, NAS, Nanshan Aluminium, the Sole Sponsor and the Hong Kong Underwriters, as further described in the section headed "Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Hong Kong Underwriting Agreement" in this prospectus
"IDR"	Indonesian rupiah, the lawful currency of Indonesia
"Independent Third Party(ies)"	an individual(s) or a company(ies) who or which, to the best of our Directors' knowledge, information and belief, having made all due and careful enquiries, is/are not a connected person(s) of our Company under the Listing Rules
"Indonesia"	the Republic of Indonesia
"Indonesia Legal Advisers"	Persekutuan Perdata EY Law Indonesia, the legal advisers to our Company as to Indonesia law

"International Placing"	the conditional placing of the International Placing Shares by the International Underwriters, as further described in the section headed "Structure and Conditions of the Global Offering" in this prospectus
"International Placing Shares"	the 79,411,700 Shares initially offered for subscription pursuant to the International Placing, subject to the Over-allotment Option and reallocation as described in the section headed "Structure and Conditions of the Global Offering" in this prospectus
"International Underwriters"	the underwriters of the International Placing that are expected to enter into the International Underwriting Agreement
"International Underwriting Agreement"	the international underwriting agreement expected to be entered into on or around the Price Determination Date by, among others, our Company, the Sole Sponsor and the International Underwriters in respect of the International Placing, as further described in the section headed "Underwriting — Underwriting Arrangements and Expenses — The International Placing" in this prospectus
"Joint Bookrunners"	the joint bookrunners as named in the section headed "Directors and Parties Involved in the Global Offering" in this prospectus
"Joint Global Coordinators"	the joint global coordinators as named in the section headed "Directors and Parties Involved in the Global Offering" in this prospectus
"Joint Lead Managers"	the joint lead managers as named in the section headed "Directors and Parties Involved in the Global Offering" in this prospectus
"Latest Practicable Date"	10 March 2025, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information in this prospectus prior to its publication
"Listing"	listing of the Shares on the Main Board

"Listing Committee"	the Listing Committee of the Stock Exchange
"Listing Date"	the date, expected to be on or about Tuesday, 25 March 2025, on which dealings in the Shares first commence on the Main Board
"Listing Guide"	the Guide for New Listing Applicants published by the Stock Exchange, as amended, supplemented or otherwise modified from time to time
"Listing Rules"	the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange, as amended, modified and supplemented from time to time
"Longkou Baihuida"	Longkou Baihuida Consultation Service Co., Ltd.* (龍口百匯達諮詢服務有限公司), a company established in the PRC with limited liability on 7 October 2023 and an indirect wholly-owned subsidiary of our Company
"Main Board"	the Main Board of the Stock Exchange
"Mainland China"	the People's Republic of China and, except where the context otherwise requires and only for the purpose of this prospectus, and for geographical reference only, references in this prospectus to Mainland China exclude Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan region
"Memorandum of Association" or "Memorandum"	the amended and restated memorandum of association of our Company conditionally adopted on 10 March 2025 with effect from the Listing Date, a summary of which is set out in Appendix IV in this prospectus and as amended from time to time
"MGB"	PT. Medical Galang Batang, a company incorporated in Indonesia on 14 September 2024 and an indirectly non wholly-owned subsidiary of our Company
"MKU"	PT. Mahkota Karya Utama, a company incorporated in Indonesia and held as to approximately 2.3% shareholding in BAI

"Mr. George Santos"	Mr. George Santos, son of Mr. Santony and a non-executive Director
"Mr. Hao"	Mr. Hao Weisong (郝維松), our executive Director, chief executive officer of our Group, and chairman of our Board
"Mr. Santony"	Mr. Santony, father of Mr. George Santos
"NAIHL"	Nanshan Aluminium Investment Holding Limited, a business company incorporated in the BVI with limited liability on 6 June 2023, one of our Controlling Shareholders, and directly wholly-owned by NAS
"NAM"	Hong Kong Nanshan Aluminium Management Company Limited (香港南山鋁業管理有限公司), a company incorporated in Hong Kong on 21 July 2023 with limited liability and a direct wholly-owned subsidiary of our Company
"Nanshan Aluminium"	Shandong Nanshan Aluminium Co., Ltd.* (山東南山鋁業股份有限公司), a company established in the PRC with limited liability on 18 March 1993, the shares of which are listed on the Shanghai Stock Exchange (stock code: 600219) and one of our Controlling Shareholders
"Nanshan Aluminium Group"	Nanshan Aluminium and its subsidiaries
"Nanshan Group"	Nanshan Group Co., Ltd.* (南山集團有限公司), a company established in the PRC with limited liability on 16 July 1992, one of our Controlling Shareholders and was owned as to 51.0% by Nanshan Village Committee and 49.0% by Mr. Song Jianbo as at the Latest Practicable Date
"Nanshan Village Committee"	the village member committee (龍口市東江街道南山村村民委員會) of Nanshan Village, Dongjiang Street, Longkou City, Shandong Province, the PRC (龍口市東江街道南山村), one of our Controlling Shareholders
"NAS"	Nanshan Aluminium Singapore Co. Pte. Ltd., a company incorporated in Singapore on 18 March 2010 with limited liability, one of our Controlling Shareholders

"New Alumina Production Project"	our project on alumina production in the Special Economic Zone, Bintan Island, Riau Islands Province with a designed annual alumina production capacity of two million tons and has commenced construction in the first half of 2024
"Nomination Committee"	the nomination committee of our Board
"Oceania"	Oceania, consisting of Australia, Fiji, Kiribati, Marshall Islands, Federated States of Micronesia, Nauru, New Zealand, Palau, Papua New Guinea, Samoa, Solomon Islands, Timor-Leste, Tonga, Tuvalu, and Vanuatu
"Offer Price"	the final price per Offer Share in Hong Kong dollars (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015%) at which the Offer Shares are to be subscribed for or issued pursuant to the Global Offering, to be determined as described in the section headed "Structure and Conditions of the Global Offering" in this prospectus
"Offer Share(s)"	the Hong Kong Offer Shares and the International Placing Shares
"Over-allotment Option"	the option expected to be granted by our Company under the International Underwriting Agreement to the International Underwriters, which is exercisable in full or in part by the Sole Overall Coordinator (for itself and on behalf of the International Underwriters), pursuant to which our Company may be required to allot and issue up to an aggregate of 13,235,200 Shares, representing approximately 15.0% of the initial number of Offer Shares offered under the Global Offering, at the Offer Price to cover over-allocations in the International Placing, if any
"PAIHL"	Prime Aluminium Investment Holding Limited, a business company incorporated in the BVI with limited liability on 6 July 2023 and a direct wholly-owned subsidiary of our Company

"PAIL"	Hong Kong Prime Aluminium Investment Limited (香港盛世鋁業投資有限公司), a company incorporated in Hong Kong on 21 July 2023 with limited liability and an indirect wholly-owned subsidiary of our Company
"Parent Group"	Nanshan Aluminium Group (excluding our Group)
"Phase I Alumina Production Project"	phase I of our project on alumina production in the Special Economic Zone, Bintan Island, Riau Islands Province with a designed annual alumina production capacity of one million tons and has commenced operation in the second quarter of 2021
"Phase II Alumina Production Project"	phase II of our project on alumina production in the Special Economic Zone, Bintan Island, Riau Islands Province with a designed annual alumina production capacity of one million tons and has commenced operation in the last quarter of 2022
"PRC Government"	the central government of the PRC and all governmental subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof or, where the context requires, any of them
"Press Metal"	Press Metal Aluminium Holdings Berhad, a company established in Malaysia with limited liability on 1986, the shares of which are listed on the Bursa Malaysia (stock code: 8869) and one of our Substantial Shareholders
"Press Metal Group"	Press Metal and its subsidiaries
"Press Metal SPV"	Press Metal International Resources (HK) Limited (齊力國際資源(香港)有限公司), a company incorporated in Hong Kong on 10 May 2024 with limited liability and a direct wholly-owned subsidiary of Press Metal and one of our Substantial Shareholders
"Price Determination Agreement"	the agreement to be entered into by the Sole Overall Coordinator (for itself and on behalf of the Underwriters) and our Company on the Price Determination Date to record and fix the Offer Price

"Price Determination Date"	the date, expected to be on or around 21 March 2025, on which the Price Determination Agreement is entered into but in any event no later than 12:00 noon on 21 March 2025
"Principal Share Registrar"	Conyers Trust Company (Cayman) Limited
"R&D"	research and development
"Redstone"	Redstone Alumina International Pte. Ltd., a company incorporated in Singapore on 20 March 2013 with limited liability, one of our Shareholders and was wholly-owned by Mr. George Santos as at the Latest Practicable Date
"Regulation S"	Regulation S under the U.S. Securities Act
"Remuneration Committee"	the remuneration committee of our Board
"Reorganisation"	the corporate reorganisation of our Group in preparation for the Listing as described in the section headed "History, Development and Reorganisation — Reorganisation" in this prospectus
"RMB" or "Renminbi"	Renminbi, the lawful currency of the PRC
"Santony Family"	Mr. Santony, Mr. George Santos and their respective affiliates
"SFC"	the Securities and Futures Commission of Hong Kong
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Share(s)"	ordinary share(s) with nominal or par value of US$0.0000002 each in the share capital of our Company
"Share Option Scheme"	the share option scheme conditionally adopted by our Company on 10 March 2025, the principal terms of which are summarised in the section headed "D. Other Information — 1. Share Option Scheme" in Appendix V in this prospectus
"Shareholder(s)"	holder(s) of the Share(s)

"Singapore"	the Republic of Singapore
"SMA"	Smart Wealth Aluminium International Pte. Ltd., formerly known as Prime Aluminium International Pte. Ltd., a company incorporated in Singapore with limited liability on 4 August 2022
"Sole Sponsor"	Huatai Financial Holdings (Hong Kong) Limited
"Sponsor-Overall Coordinator"	Huatai Financial Holdings (Hong Kong) Limited
"Southeast Asia"	Southeast Asia, consisting of Vietnam, Thailand, Malaysia, Singapore and Indonesia
"Special Economic Zone"	Galang Batang Special Economic Zone in Indonesia
"Spin-off"	has the meaning ascribed to it under the section headed "Relationship with Controlling Shareholders — Controlling Shareholders" in this prospectus
"Stabilising Manager"	Huatai Financial Holdings (Hong Kong) Limited
"Stock Borrowing Agreement"	the stock borrowing agreement to be entered into between NAIHL and the Stabilising Manager, pursuant to which the Stabilising Manager may borrow up to 13,235,200 Shares to cover any over-allocations in the Global Offering
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Substantial Shareholder"	has the meaning ascribed to it under the Listing Rules and details of our Substantial Shareholders are set out in the section headed "Substantial Shareholders" in this prospectus
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
"Track Record Period"	the period comprising FY2021, FY2022, FY2023 and 9M2024
"U.S. Securities Act"	United States Securities Act of 1933, as amended, modified and supplemented from time to time

"Underwriters"	the Hong Kong Underwriters and the International Underwriters, details of which are set out in the section headed "Underwriting" in this prospectus
"Underwriting Agreements"	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
"United States" or "U.S."	the United States of America
"US$", "USD" or "U.S. dollars"	United States dollars, the lawful currency of the United States
"Yili Electric"	Shandong Yili Electric Industry Co., Ltd.* (山東怡力電業有限公司), a company established in the PRC with limited liability on 3 November 2003, one of our Controlling Shareholders and was wholly-owned by Nanshan Group, as at the Latest Practicable Date
"%"	per cent.

Unless expressly stated or the context otherwise requires:

- *all times refer to Hong Kong time and references to years in this prospectus are to calendar years;*
- *the terms "associate(s)", "close associate(s)", "connected person(s)", "core connected person(s)", "connected transaction(s)", "subsidiary(ies)" and "substantial shareholder(s)" shall have the meanings ascribed to such terms in the Listing Rules;*
- *certain amounts and percentage figures included in this prospectus have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them; and*
- *all relevant information in this prospectus assumes no exercise of any of the Over-allotment Option.*

The English names of the PRC laws, rules, regulations, nationals, entities, governmental authorities, institutions, facilities, certificates and titles etc. mentioned in this prospectus, including those marked with "", are translations from their Chinese names and are for identification purpose only. If there is any inconsistency between the Chinese names and their English translations, the Chinese names shall prevail.*

This glossary contains an explanation of certain technical terms used in this prospectus as they relate to our Company and as they are used in this prospectus in connection with our business or us. Such terminology and meanings may not correspond to standard industry meanings or usages of those terms.

"AEC (ASEAN Economic Community)"	a regional initiative to integrate the economies of ASEAN member states, promoting free trade and investment
"AFAS (ASEAN Framework Agreement on Services)"	an agreement among ASEAN members aimed at liberalising trade in services
"Al_2O_3 (Aluminium Oxide)"	a key chemical compound extracted from bauxite ore to produce alumina
"alloy"	a composite metal formed by fusing two or more metals and, occasionally, other materials
"alumina"	an aluminium oxide, a white or nearly colourless crystalline substance that is used as a starting material for the smelting of aluminium. It also serves as the raw material for a broad range of advanced ceramic products and as an active agent in chemical processing
"aluminium alloy ingots"	a cast form of aluminium alloy
"aluminium smelting"	the electrolytic reduction process required to produce molten aluminium from alumina
"API"	Alumina Price Index, which is calculated with reference to (i) CRU, being the monthly average of the metallurgic grade alumina price (US$/ton, FOB Australia) as published by CRU in its CRU Monita Alumina, and (ii) Metal Bulletin, being the monthly average of the published Fastmarkets MB "Non-Ferrous Metals Alumina Index FOB Australia price per ton" daily index prices
"ASEAN (Association of Southeast Asian Nations)"	a regional organisation promoting economic, political, and security cooperation among Southeast Asian countries

"BAIINFO"	a market information service provider that provides analysis and data on metals and mining industries
"bauxite"	a mineral, a mixture of hydrated aluminium oxides usually containing oxides of iron and silicon in varying quantities, characteristically composed of small, round concretions
"Bayer process"	a method for extracting alumina from bauxite, involving digestion of bauxite ore with caustic soda to dissolve alumina while separating impurities
"Belt and Road Initiative"	the trading policy of the PRC Government aimed at linking China to the world and to facilitate the trading between China and its neighbouring Asian and European countries along the new silk road
"billet"	a type of semi-finished aluminium product, typically created through the casting process
"boehmite"	a softer mineral (Mohs hardness of 3.5–4.5), a form of aluminium oxide hydroxide (AlO(OH)), present in bauxite and utilised as a raw material for alumina production due to its high alumina content
"CAGR"	compound annual growth rate
"calcination"	the process of heating a substance, but below its melting point, causing a loss of moisture, oxidation and conversion into powder or lime. The reaction also causes the decomposition of carbonates
"caustic soda"	the chemical compound sodium hydroxide (NaOH). This compound is an alkali — a type of base that can neutralise acids and is soluble in water. It is also a critical raw material in alumina production to dissolve bauxite
"CIF (Cost, Insurance, and Freight) Price"	the total cost including transportation and insurance until the goods reach the buyer's port
"CO_2e (Carbon Dioxide Equivalent)"	a metric used to compare the emissions of various greenhouse gases based on their global warming potential

"CRU (Commodities Research Unit)"	a business intelligence company focused on the global metals, mining, and fertiliser industries
"designed annual alumina production capacity"	the maximum output or volume of alumina a production facility or manufacturing system is able to produce over a year
"designed production capacity"	the maximum output or volume of goods a production facility or manufacturing system is able to produce over a specific period (e.g., per hour, day, month, or year)
"diaspore"	a relatively hard mineral (Mohs hardness of 6.5–7), containing aluminium oxide hydroxide (AlO(OH)), found in bauxite ore, and used as a source of alumina in the manufacturing process
"electrolytic aluminium"	pure aluminium produced from alumina through an electrolytic reduction process
"EU ETS (European Union Emissions Trading System)"	the EU's cap-and-trade system for reducing greenhouse gas emissions
"FOB (Free on Board) price"	the cost of goods that includes the expense of loading them onto a shipping vessel at the seller's port of origin
"GB/T 24487-2022"	PRC National Standard: <Alumina>, which was issued on 9 March 2022
"GDP"	gross domestic product
"General Administration of Customs of the People's Republic of China"	the Chinese government agency responsible for customs and import/export regulation
"gibbsite"	a very soft mineral (Mohs hardness of 2.5–3.5), composed of aluminium hydroxide (Al(OH)3), commonly found in bauxite and used in the alumina manufacturing process as it is easily converted into alumina
"GIH (Global Infrastructure Hub)"	a G20 initiative aimed at helping bridge the infrastructure investment gap

"Global Infrastructure Centre"	an organisation that supports public and private sectors in planning and financing infrastructure projects
"hydrometallurgical smelters"	a facility or plant where hydrometallurgical processes are employed to extract and refine metals from their ores using aqueous solutions
"IAI (International Aluminium Institute)"	the global industry association for the aluminium sector
"ICE Vehicle (Internal Combustion Engine Vehicle)"	a vehicle powered by traditional internal combustion engines using gasoline or diesel
"IEA (International Energy Agency)"	an autonomous intergovernmental organisation that works to ensure reliable, affordable, and clean energy
"ISO"	an acronym for a series of quality management and quality assurance standards published by International Organisation for Standardisation, a non-government organisation based in Geneva, Switzerland, for assessing the quality systems of business organisations
"ISO 45001"	a standard for occupational health and safety management system for improving employee safety, reducing workplace risks and creating safer working conditions
"ISO 9001"	a quality management system model for quality assurance in design, development, production, installation and servicing
"IUP (Mining Business License)"	a license required for mining activities in Indonesia
"IUPK (Special Mining Business License)"	a special license for mining activities in certain areas of Indonesia
"kA"	kiloamperes, equals to 1,000 amperes, a unit of electric current flow
"kWh"	kilowatt hours, a unit for measuring electrical power, meaning one kilowatt of power for one hour
"Law No. 3/2020"	Indonesian legislation governing minerals and coal mining

"low-temperature Bayer process"	a variation of the standard Bayer process, used for extracting alumina from bauxite ore
"Mohs hardness"	a scale from 1 to 10 that measures the relative hardness of minerals based on their ability to scratch one another
"MPAC (Master Plan on ASEAN Connectivity)"	a strategic plan to enhance connectivity among ASEAN member states in terms of infrastructure, people, and institutions
"MW"	Megawatt
"NEV"	new energy vehicle
"Newcastle Free on Board (FOB) Thermal Coal Price"	a global benchmark price for coal, based on coal loaded for shipment at Newcastle, Australia
"nickel"	a chemical element with the symbol Ni and atomic number 28
"nickel smelters"	a facility that utilises high-temperature refining processes and/or aqueous solutions to extract and refine nickel from ore, producing nickel metal for various industries
"Nm^3/h"	normal cubic metres per hour, a measure of gas flow rate at standard conditions of temperature and pressure
"OHSAS 18001"	an international standard setting out requirements for an occupational health and safety management system developed for managing occupational health and safety risks associated with a business
"photovoltaic"	the conversion of light into electricity using semiconducting materials
"precipitation"	the separation of dissolved alumina from the sodium aluminate solution by causing it to solidify and form particles
"pyrometallurgical smelters"	a facility or plant where pyrometallurgical processes are employed to extract and refine metals from their ores using high temperatures

"RCEP (Regional Comprehensive Economic Partnership)"	a free trade agreement between ASEAN and its partners, including China, Japan, and Australia
"red mud"	the residue left after extracting alumina from bauxite using the Bayer process, consisting of impurities and solid waste materials
"SiO_2 (Silicon Dioxide)"	a common impurity in bauxite, minimised during alumina refining to produce high-purity aluminium oxide
"slurry"	a semi-liquid mixture typically with fine particles suspended in water
"SMM (Shanghai Metals Market)"	a provider of data, news, and insights on the metals market
"sq.m."	square metre
"stainless steel"	a group of ferrous alloys that, depending on their specific types, contain elements including chromium, nickel and others
"The Indonesian Coal Index"	an index reflecting the market price of Indonesian coal
"The Ministry of Industries of Indonesia"	a government body responsible for industrial policy and development in Indonesia
"Thermal Coal"	a type of coal used primarily for electricity generation, supplying energy for processes such as alumina production
"ton"	the metric ton, a unit of weight, with one metric ton equal to 1,000 kilogrammes or 2,204.6 pounds
"United Nations Statistics Division"	the division responsible for compiling and disseminating global statistical information
"USGS (United States Geological Survey)"	a scientific agency of the U.S. government providing data on natural resources, including minerals, geology, and environmental health

This prospectus contains forward-looking statements, including, without limitation, words and expressions such as "aim", "expect", "believe", "consider", "continue", "intend", "plan", "project", "anticipate", "seek", "may", "might", "will", "would", "should", "ought to", "could", "estimate", "potential", "predict" or similar words or statements, in particular, in the sections headed "Industry Overview", "Business" and "Financial Information" in this prospectus in relation to future events, our future financial, business or other performance and development, the future development of our industry and the future development of the general economy of our key markets.

These statements are based on numerous assumptions regarding our present and future business strategy and the environment in which we will operate in the future. These forward-looking statements reflecting our current views with respect to future events are not a guarantee of future performance and are subject to certain risks, uncertainties and assumptions, including the risk factors described in this prospectus, and the following:

- general political and economic conditions, including those related to Indonesia;
- our ability to successfully implement our business plans and strategies;
- future developments, trends and conditions in the industry and markets in which we operate or into which we intend to expand;
- our business operations and prospects;
- our capital expenditure plans;
- the actions and developments of our competitors;
- our financial condition and performance;
- capital market developments;
- our dividend policy;
- any changes in the laws, rules and regulations of Indonesia and other relevant jurisdictions and the rules, regulations and policies of the relevant governmental authorities relating to all aspects of our business and our business plans;
- various business opportunities that we may pursue; and

- certain factors set out in the sections headed "Industry Overview", "Business" and "Financial Information" in this prospectus.

We caution you that, subject to the requirements of applicable laws, rules and regulations, we do not have any obligation to update or otherwise revise the forward-looking statements in this prospectus, whether as a result of new information, future events or otherwise. As a result of these and other risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this prospectus might not occur in the way we expect, or at all. Accordingly, you should not place undue reliance on any forward-looking information. All forward-looking statements contained in this prospectus are qualified by reference to the cautionary statements set out in this section.

In this prospectus, statements of or references to the intentions of our Company or any of our Directors are made as at the date of this prospectus. Any such intentions may potentially change in light of future developments.

You should carefully consider the risks described below and all other information contained in this prospectus before making an investment decision. You should pay particular attention to the fact that we are incorporated in the Cayman Islands and that almost all of our operations are conducted in Indonesia and are governed by a legal and regulatory environment that differs in some respects from those that prevail in other countries. If any of the following risks actually occur, our business, financial condition and results of operations could be materially and adversely affected. In that event, the trading price of our shares could decline, and you may lose part or all of your investment.

We believe that there are certain risks and uncertainties involved in our operations, some of which are beyond our control. We have categorised these risks and uncertainties into: (i) risks relating to our business and industry; (ii) risks relating to doing business in Indonesia; (iii) risks relating to the Global Offering; and (iv) risks relating to statements made in this prospectus.

RISKS RELATING TO OUR BUSINESS AND INDUSTRY

We are exposed to the market forces in the aluminium industry.

We are exposed to the market forces in the aluminium industry, including the current and expected demand and supply dynamics of alumina. These dynamics are primarily influenced by factors such as resources availability, the discovery of new mines, the stability of the global supply chain, the competitive landscape of the alumina industry, end market demands for products that utilise alumina, technological advancements, government policies, and global and regional economic conditions.

Demand Side

The demand for our alumina product depends on various factors, including their use in downstream aluminium products end markets such as the construction, transportation, electrical and packaging industry. Technological developments that could lead to product or technological substitutions, changes in relevant laws, regulations, and government policies, as well as general economic conditions also impact the demand for alumina. The demand in end markets, in turn, relies on the development, production, and sale of end products by our customers, as well as the industry's acceptance and adoption of new technologies or standards. Any decrease in demand or activity in these industries could result in our customers placing fewer orders or reducing the volume of their orders, which would have a significant impact on our business, financial condition, and results of operations. Failing to anticipate industry trends in the end markets we serve could also have a material and adverse effect on our prospects.

According to Frost & Sullivan, the consumption of alumina in Southeast Asia and Indonesia increased from 2,018.5 thousand tons in 2019 to 3,058.5 thousand tons in 2023, and from 498.5 thousand tons in 2019 to 898.5 thousand tons in 2023, respectively. By 2028, the consumption of alumina in Southeast Asia and Indonesia is projected to reach 8,695.8 thousand tons and 5,546.2 thousand tons, respectively. This growth was driven by various downstream aluminium products end-use applications, primarily including the construction, transportation, electrical and packaging industry. However, we cannot guarantee that the growth in demand for aluminium products in these end markets can be sustained at a high rate in the future, if at all. Several factors beyond our control may adversely and materially affect the growth in these end markets. This includes the introduction, modification, amendment, or repealing of laws, regulations, and policies that can impact these industries, including those indirectly related to environmental protection and carbon emission reduction. Additionally, the acceptance of more cost-effective substitutes for alumina in the end markets, if any, could also negatively affect the demand for our product. If the growth in demand for our alumina product slows down or stagnates in the end markets, it may have a material and adverse effect on our business, financial condition, and prospects.

Supply Side

The supply side of the alumina market is also subject to various challenges and uncertainties. The primary raw material used in alumina production is bauxite, which is typically sourced from countries such as Australia, the PRC, Guinea, India, Indonesia and Brazil as confirmed by Frost & Sullivan. Disruptions or changes in the supply of bauxite from these regions may have significant impacts on the alumina market. In addition, the alumina market is also dependent on the supply of other key materials used in the production process, such as caustic soda, which is used to dissolve the bauxite, and energy, which is required for the refining process. Any disruptions or fluctuations in the supply of these materials may also affect the alumina market.

During the Track Record Period, we sourced bauxite exclusively in Indonesia. Furthermore, our bauxite trade may be affected by seasonality of weather conditions. Mining and shipping of bauxite from certain major bauxite mining areas in Indonesia may be affected during Indonesia’s annual rain season from October to March, and in turn the supply and demand dynamics and the prices of bauxite would be more fluctuated due to the lowered supply of bauxite in Indonesia during the same period. In recent years, global climate changes have made extreme weathers more frequent, larger in scale and stronger in intensity. In the event the annual rain season in Indonesia is prolonged or otherwise results in an overall decrease in the supply of bauxite, our procurement and export activities may be adversely affected. In addition, despite our advanced planning, sudden and unexpected spike in the demand for bauxite may deplete our stock in a manner that renders it difficult for us to fully meet customers’ demand.

In summary, the supply side of the alumina market is subject to various challenges and uncertainties, including disruptions in the supply of key raw materials, geographical and environmental factors. These factors can impact the supply and demand dynamics of the market and ultimately affect the prices and profitability of alumina producers.

Our financial performance and results of operations in the alumina industry may be materially and adversely affected by governmental import or export controls, policy changes or other trading restrictions.

Government policies on trading and export of alumina and related products can significantly impact our business. The alumina industry may be subject to adverse changes and developments in trading restrictions, including both restrictive measures by exporting countries and trade protectionism and barriers by importing countries. Further, trade tensions between major alumina-producing countries may result in tariffs or other trade restrictions, affecting the supply and demand dynamics of the market. Changes in environmental regulations or policies in alumina-producing countries may also impact production and supply. Stricter regulations could lead to the closure or suspension of alumina refineries, reducing the overall supply of alumina. These measures may impact our ability to procure bauxite with high quality, at competitive prices, and in a stable and predictable manner which in turn affect our production capacity and costs structure, and adversely affect our financial performance and business strategies.

Changes in government policies, such as trade policies, tax laws, economic sanctions or related regulations, can impact our operational costs, market access, and business strategies. For example, the export ban on bauxite imposed by the Indonesian government in June 2023 may stimulate domestic processing and increase the value-added of bauxite within the country and we believe that it segregated the domestic bauxite market with the international market, which in effect contributed to the relatively lower raw material costs of our operation. As at the Latest Practicable Date, the export ban on bauxite, has not been lifted or relaxed. According to our Indonesia Legal Advisers, the current ban only applies to bauxite and does not restrict the export of downstream products, such as alumina and electrolytic aluminium. Nonetheless, we cannot assure you that the export ban will remain in place indefinitely. The Indonesian government has the authority to alter or lift such restrictions at any time, which could result in increased costs for us if we are required to source bauxite facing competition at international market level. Should the export ban be lifted or modified, we may face higher procurement costs that could adversely affect our profitability and financial performance.

As advised by our Indonesia Legal Advisers, pursuant to the relevant regulations and decisions issued by the Indonesian Minister of Energy and Mineral Resources, at least 25% of the realised annual coal production of coal companies must be sold domestically. As at the Latest

Practicable Date, the restriction on coal has not been lifted or relaxed. In the event that such restriction on coal is lifted or relaxed, we cannot assure you that the prices and availability of coal in Indonesia would not be affected.

Furthermore, the government in Indonesia or other regions where our products sold to may also implement other measures, such as imposing tariffs on our products, which may negatively impact our profit margin if we were unable to pass on such additional costs to our customers; or economic sanctions, which may result in uncertainties to our business or even fines or penalties in case of such non-compliances. Sanctions laws prohibit business in or with certain countries or governments, and with certain persons or entities that have been sanctioned by the United States, the European Union or other governments and international or regional organisations, such as the United Nations Security Council. There can be no assurance that we can always be in compliance with all sanctions laws in the future. We also cannot predict with certainty the interpretation or implementation of any sanctions laws or policies or their future changes. Any alleged violations of sanctions laws or engagement in sanctionable activities could adversely affect our reputation, business, results of operations and financial condition.

Any of the hypothetical adverse changes in or implementation of new trade policies and restrictions applicable to us could significantly and adversely affect our business, financial condition, results of operations, and growth prospects.

In summary, export and other trading restrictions may have a significant impact on the alumina industry, affecting the supply of key raw materials, production capacity, and overall financial performance and we cannot assure you that export bans and other trading restrictions may not be imposed on alumina product. Government policies, trade tensions, and environmental regulations are important factors to consider in assessing the potential risks and challenges in the alumina market.

We have a high customer concentration. If any of our large customers reduces its purchases of, or fails to pay for, our products, our business, financial condition and results of operations will be materially and adversely affected.

Our five largest customers accounted for 100% of our revenue in each year/period of the Track Record Period, of which we had four customers in FY2021 and FY2022. Our largest customer accounted for 73.3%, 53.3%, 47.0% and 53.4% of our revenue for the same periods. Moreover, we have relatively short relationships with our top customers, ranging from one to three years, due to our short operating history.

Our business, financial condition and results of operations will continue to depend on: (i) our ability to continue to obtain purchase orders from our customers; (ii) the financial condition and commercial success of our customers; and (iii) factors that affect the development of the aluminium production industry. We cannot assure you that we will be able to retain any of our large customers or any other key customers, or maintain stable relationships with our customers or agents. Any material delay or reduction in, or cancellation of, purchase orders from our key customers could cause our sales to decline significantly, and in any such event, our results of operations may be materially and adversely affected. We cannot assure you that these customers will place orders with us, either directly or through agents, in the future at the same levels as in prior periods, or that any of these or future customers will not terminate their purchase agreements with us or significantly change, reduce, delay or cancel their purchase orders. If any of the foregoing events occurs, especially with respect to our large customers, there would be a material adverse effect on our business, financial condition and results of operations.

We face competition in the alumina production industry.

Our Group operates in the alumina industry, where we specialise in producing alumina. We face stiff competition from both local and international companies in this industry. Our primary competitors in alumina production market are other alumina manufacturers.

The alumina industry is characterised by a high level of concentration, with top three producers in Southeast Asia accounting for approximately 94.6% of the total market share according to Frost & Sullivan. However, if we fail to compete effectively, we may no longer be able to maintain our current market position, especially our market leadership position for alumina production in Southeast Asia, in the future. Further, mergers and acquisitions in alumina trading and production industries may result in more resources being concentrated among a small number of our competitors. As a result, our business, results of operations, financial condition, and growth prospects may be materially and adversely affected in case of changes to the competition landscape in alumina industry.

Moreover, our competitors, suppliers, and customers may seek to extend their reach throughout the industry value chain, which could intensify the competition in our industry, for example, to improve their technologies and processes in the construction of their alumina production projects. The products we plan to produce from our production lines may face direct and additional competition when our competitors' production lines are put into operation. This competition could have an adverse impact on the demand for, and pricing of, our alumina products, which in turn affects our business, results of operations, financial condition, and growth prospects.

Our production operations are subject to various risks that could have negative consequences for our reputation, liability claims, and financial costs.

We employ high-temperature and/or high-pressure processes, and while we have safety systems and training in place, and there have not been any actual cases, we cannot guarantee that accidents or other workplace risks will not occur during production activities or facility construction in our production base on Bintan Island, Indonesia. In the event of a workplace accident, we would be responsible for compensations, damages, and penalties imposed by regulatory authorities. These penalties may include fines, suspension of operations or construction, and even the revocation of permits, licences, or approvals necessary for our operations. While there have not been any such workplace accidents leading to compensations, damages or penalties imposed, we cannot assure you that we will not face fines or penalties for non-compliance with production safety laws and regulations in the future.

Additionally, our operations may encounter production difficulties such as capacity constraints, mechanical and systems failures, construction and upgrade delays, and delays in the delivery of machinery and equipment. These difficulties could lead to production suspension and reduced output. Maintenance programmes, both scheduled and unscheduled, can also impact production. These repairs may take several months and prevent us from producing and selling alumina. Significant disruptions in manufacturing could have a material adverse effect on our business, financial condition, and growth prospects.

Furthermore, our production operations involve inherently risky and hazardous activities, including operating at high temperature materials and environment, the use of heavy machinery and handling and delivering of hazardous chemicals. This exposes us to risks such as geological catastrophes, high temperature liquid leakages, toxic leakages, equipment failures, industrial accidents, fires, and explosions. These incidents can cause personal injuries, property damage, environmental pollution, and other damages. Such consequences could lead to business interruptions, legal liabilities, and harm to our reputation and corporate image. We may also face claims from customers or third parties related to the facilities and products we produce.

During the Track Record Period and up to the Latest Practicable Date, our Group has not been subjected to and incurred any material liability claims and financial penalties or costs arising from workplace accidents, production difficulties and hazardous activities.

The effectiveness of these measures may be influenced by various factors beyond our control. The occurrence of any of these risks could negatively impact our operations, reputation, and ability to secure contracts or expand our businesses.

Our operations may be affected by concentrating on a few key suppliers. Should there be any loss of key suppliers or disruption in their supply, our business and results of operations could be materially and adversely affected.

In each year of the Track Record Period, our five largest suppliers together accounted for 79.4%, 68.9%, 53.7% and 47.0%, respectively of our procurement costs. This supplier concentration risk and reliance can lead to several challenges, including potential supply disruptions, increased pricing power for suppliers, and quality control issues. If any of our primary suppliers face operational difficulties such as natural disasters, labour strikes, or financial instability, our ability to procure essential materials may be compromised, resulting in production delays and increased costs.

If our suppliers decide to increase their prices or we have to source from other suppliers at higher costs in case of contingency, we might not be able to fully transfer these costs to our customers, potentially impacting our profit margins. Additionally, our dependence on a small number of suppliers increases our vulnerability to quality control issues, and any failure to adhere to our quality standards could harm our reputation and customer relationships. Moreover, our suppliers may face regulatory changes or geopolitical issues that could disrupt the supply chain, further deepening our reliance on a limited number of sources. If there is any interruption in their supply of raw materials to us, and we are unable to find an alternative supplier that offers competitive pricing, favourable terms, and satisfactory quality in a timely manner, our business and operational results may suffer.

Our historical results of operations and financial performance in the alumina industry may not be indicative of our future performance.

As we continue to grow our business, we may face challenges in effectively managing our growth, which could be beyond our control. The price of alumina is subject to fluctuations and may not sustain its current levels in the future. Any decline in the price of alumina would have an impact on our revenue and net profit. Moreover, the increase in alumina prices in recent years was partly due to favourable policies introduced by certain governments in support of renewable energy and electric vehicle markets, which are some of our end markets. However, we cannot guarantee that these policies will continue to be in place in the future, which may affect our business prospects. Therefore, our historical results of operations and financial performance may not be indicative of our future performance, and we cannot assure you that our business will be able to maintain the growth rate we achieved in the past.

As we continue to expand our operations and maintain profitability, we will need to allocate significant resources and make substantial investments. To manage our growth, we expect our costs and expenses may increase in the future. We will also need to expand, train, manage and motivate our workforce, as well as manage our relationships with suppliers, customers, and other business partners. We plan to invest in our production facilities and research and development activities to improve our technology and production processes. For instance, we are currently constructing our New Alumina Production Project in our production base on Bintan Island, Indonesia, which will require significant capital investments. Additionally, we plan to collaborate with third-party research institutes and organisations to enhance our R&D activities. As we expand our production activities, our costs for procuring raw materials and expenses related to our R&D activities and the operation and maintenance of our production lines are also expected to increase. However, all these endeavours involve risks and will require substantial management efforts and skills, as well as significant additional expenditures, which could impact our operational, human resources, financial, and management capabilities. If our costs and expenses grow faster than our revenue, our business, financial condition, results of operations, and growth prospects may be materially and adversely affected.

We depend on a selected number of core suppliers for the supply of a substantial portion of raw materials used in the production of alumina. Our inability to obtain these raw materials from these suppliers or any increases in the price of such raw materials could have a material adverse effect on our business, financial condition, and results of operations.

The key raw materials required for our production business and electricity generation are bauxite, coal and caustic soda. As such, it is essential for us to secure a stable supply of bauxite, coal and caustic soda. We purchase these raw materials for our production business and electricity generation from a number of major suppliers, as well as from the sourcing agents. In each year of the Track Record Period, our five largest suppliers together accounted for 79.4%, 68.9%, 53.7% and 47.0%, respectively of our procurement costs and for example, Supplier A, our major supplier for coal, has accounted for 30.8%, 26.9%, 15.7% and 14.3% of our purchase amount in FY2021 to FY2023 and 9M2024 respectively, and Santony Family, our supplier for bauxite, coal and other raw materials, accounted for 23.2%, 18.1% and 7.4% in FY2021 to FY2023, respectively.

In addition, bauxite and mines in Indonesia are subject to risks related to limited mining life and uncertainty of supply, if the estimates for the reserves are not accurate. If the quality and quantity of the bauxite and coal produced from our core suppliers' bauxite and coal mines fall short of their estimation, we may not be able to continue to procure bauxite and coal from our core suppliers, either directly or through sourcing agents, at quantities or prices acceptable to us. Moreover, bauxite and coal mines in Indonesia are subject to local regulations, the violation of which may lead to our core suppliers being subject to penalties, including suspension of production or revocation of licences, which in turn may prevent them from continuing to supply the raw materials to us. The prices of these raw materials are also subject to price volatility influenced by factors beyond our control, such as inflation, disruptions in the global supply chain, supplier capacity constraints, general economic conditions, commodity price fluctuations, demand from other industries for the same materials, the availability of complementary and substitute materials, and local and national regulatory requirements. Assuming all other risk variables remained constant, and by way of sensitivity analysis, hypothetically, any increase in our total raw material costs by 5% will lead to decrease in our profit before tax by approximately US$4.7 million, US$14.0 million, US$19.5 million and US$14.9 million for each of FY2021, FY2022, FY2023 and 9M2024, respectively. Our relationship with suppliers or sourcing agents might also affect our ability to obtain sustainable supply of raw materials, which may affect continuity of our production. Any occurrence of the foregoing could materially and adversely affect our financial condition, results of operations, and prospects.

Our alumina production is reliant on a stable, timely, and sufficient supply of energy and power at favourable cost.

Alumina production requires a stable supply of energy, including electricity in large quantities. During the Track Record Period, we have been able to meet our energy needs with electricity generated by our self-owned thermal power plant and we have not experienced energy shortages, however, we cannot assure you that we may not face such shortages in the future. Moreover, our operation expansion may increase our demand for energy and power. If our self-owned thermal power plant cannot meet all our energy needs and we are unable to source a steady supply of energy from external providers, we may face energy shortages in the future. These power shortages may have a material and adverse impact on our business operations and financial performance.

Coal is an important material used to generate energy for the use in global alumina production. The purchase cost of coal accounted for 34.6%, 30.9%, 21.2% and 26.0% of our total purchases for FY2021, FY2022, FY2023 and 9M2024, respectively. Any increase in the cost of coal could increase the cost of electricity generated by our own power plant. If there is a significant increase in our energy costs as a result of an increase in the cost of coal or other reasons, an insufficient energy supply to satisfy our production needs or any disruption in the energy and electricity supply, our business, financial condition and results of operations would be materially and adversely affected.

Furthermore, there is no assurance that energy or water shortages will not occur in the future, and we may not be able to pass on any cost increases in raw materials, energy, or water to our customers. Significant fluctuations in these costs may have a material effect on our profitability if we are unable to adjust the prices of our products accordingly, and may also harm our competitive advantages with respect to the affected products. Increases in energy prices that we are unable to pass onto our consumers will reduce our profit margins.

Moreover, if the supply of these materials is affected by natural disasters, adverse weather conditions, suppliers' equipment failures, disruptions in transport, or other unforeseen factors, we may encounter challenges in locating alternative sources of supply in sufficient quantities, suitable quality, and at acceptable cost.

In addition, changes in government policies can adversely affect the cost and supply of energy and utilities required for our alumina production. For instance, there may be continuous changes in government policies aimed at reducing carbon emissions and promoting environmental sustainability. These policies may include restrictions or guidelines for companies with high energy consumption, production reductions, or requirements to adopt energy-efficient machinery and equipment, or upgrade existing ones to reduce energy consumption and carbon emissions. Political and diplomatic considerations may also lead to discouragement, restriction, or prohibition of certain high-emission industries from investing or implementing projects in other countries and regions.

These factors emphasise the importance of securing a stable supply of energy and power at favourable cost for our alumina production. Any disruptions or cost increases in these areas can significantly impact our operations and financial performance.

Our businesses could be negatively impacted by work stoppages and other labour-related issues.

While we did not encounter any significant work stoppages, strikes, or other labour issues which have a material adverse effect to our business operations in the Track Record Period, we cannot guarantee that such events will not happen in the future. If our employees were to go on strike or engage in a work stoppage, our operations could be significantly disrupted, and we may incur higher ongoing labour costs, which could negatively impact our business and financial results.

As at the Latest Practicable Date, most of our full-time employees were located on Bintan Island, Indonesia. While our employees in Indonesia are not currently represented by labour unions, there is no guarantee that they would not unionise in the future. If conflicts arise between us and our employees' labour unions, our financial condition and results of operations could be negatively impacted. Additionally, labour costs in the regions where we operate have been rising, and this trend could continue in the future. If labour costs continue to increase, our production costs could rise, and we may not be able to pass on these increased costs to our customers by raising our product prices due to competitive pressures in our markets. As a result, our profit margin may decrease, which could negatively impact our financial results.

Our Group recorded net operating cash outflow from operating activities in 2021, and if this happens in future again, it may have an adverse effect on our business, financial condition, results of operations and prospects.

We recorded net cash used in operating activities of US$8.7 million for FY2021. For further details, please refer to the section headed "Financial Information — Liquidity and Capital Resources" in this prospectus. Net operating cash outflow could impair our ability to make necessary capital expenditures and constrain our operational flexibility as well as adversely affect our ability to meet our liquidity requirements.

While we believe we have sufficient working capital to fund our current operations, we may, however, experience net cash outflows from our operating activities in the future. If we are unable to maintain adequate working capital, we may default in our payment obligations and may not be able to meet our capital expenditure requirements or pursue our growth strategies, which may have a material adverse effect on our business, financial condition, results of operations and prospects.

We are subject to credit risk with respect to trade receivables, prepayments and other receivables.

As at 31 December 2021, 2022 and 2023 and 30 September 2024, our total trade receivables amounted to US$14.7 million, US$11.5 million, US$62.6 million and US$45.5 million, respectively. Our exposure to credit risk is influenced by the individual characteristics of each customer rather than the industry in which the customers operate.

While our Group continuously monitors the level of exposure by ongoing review of credit records of customers to take follow-up actions on the balances of trade receivables, we have limited information about our customers and may encounter difficulties in the collection of receivables from certain customers or in certain geographic areas or businesses with which we have less experience in our dealings. We cannot assure you that all of our customers will fully perform their obligations under their respective contracts with us, and the deterioration of any customers' credit or payment conditions may result in defaults by those customers on their contractual obligations, which could materially adversely affect our business, results of operations, financial condition and growth prospects.

During the Track Record Period, we have not experienced material collection issues in connection with our trade receivables. Our trade receivables turnover days were within the typical credit term of within 30 working days granted to our customers, and amounted to 10 days, 20 days and 22 days in FY2022, FY2023 and 9M2024, respectively. Moreover, we recognised an impairment loss of US$0.4 million, US$0.7 million and US$0.2 million in FY2021, FY2023 and 9M2023, respectively, whereas in FY2022 and 9M2024 we recorded a reversal of impairment loss on trade receivables of US$3.0 thousand and US$0.4 million, respectively.

Should the credit worthiness of our customers deteriorate or should a significant number of our customers fail to settle our trade receivables in full for any reason, we may incur impairment losses, and our results of operations and financial position could be materially adversely affected. In addition, there may be a risk of delay in payment by our customers, which in turn may result in an impairment loss provision. There is no assurance that we will be able to fully recover our trade receivables from our customers or that they will settle our trade receivables in a timely manner. In the event that settlements from customers are not made on a timely manner, or at all, our financial condition and results of operations may be materially and adversely affected. See "Financial Information — Discussion of Certain Selected Items from the Consolidated Statements of Financial Position — Trade Receivables" for more details on our trade receivables.

We also face uncertainties arising from our prepayments and other receivables. During the Track Record Period, our prepayments and other receivables consisted of (i) prepayments for purchase of leasehold lands; (ii) prepayments for purchase of property, plant and equipment; (iii) prepayments for purchase of inventories; (iv) value-added tax recoverable; (v) amount due from related parties; and (vi) others, and amounted to US$52.0 million, US$15.4 million, US$63.0 million and US$58.7 million as at 31 December 2021, 2022 and 2023 and 30 September 2024, respectively.

However, there is no guarantee that the counterparties will perform their obligations in a timely manner and if they do not perform their obligations we may be exposed to defaults and impairment loss risk in relation to the prepayments and other receivables, which may in turn materially and adversely affect our business and financial positions. Prepayments for capital projects and inventories may be impacted by supplier defaults or delays, while value-added tax recoverable depends on successful regulatory compliance. Receivables from related parties carry risks of non-payment if their financial conditions deteriorate. While we did not incur impairment losses on prepayments and other receivables during the Track Record Period, we cannot assure you that we will not incur such impairment losses in the future. See "Financial Information — Discussion of Certain Selected Items from the Consolidated Statements of Financial Position — Prepayments and Other Receivables" for more details on our prepayments and other receivables.

We face the risk of foreign currency exchange fluctuations in our business operations.

Our primary currencies of use are the Indonesian Rupiah, USD and Renminbi. For the purchase of bauxite and certain raw materials in Indonesia, we primarily use Indonesian Rupiah. When our procurement and subsequent sales involve different currencies, especially for exports and sales outside the country of procurement and manufacturing, we use different currencies and are exposed to currency risks. Fluctuations in exchange rates between the Indonesian Rupiah, USD and Renminbi can impact our financial performance. For FY2021, FY2022, FY2023 and 9M2024, our exchange differences on translation of financial statements of foreign operations recorded loss of US$7.3 million, loss of US$106.1 million, gain of US$17.6 million and gain of US$30.2 million, respectively. Foreign exchange contracts (e.g. foreign exchange forward contracts) are usually used by our Group to manage our foreign exchange risk.

Additionally, the exchange rates between Indonesian Rupiah, USD, Renminbi, or any other currencies we may use for our business operations can be influenced by market forces or government policies in the relevant jurisdictions. Factors such as changes in political and economic conditions and foreign exchange policies can affect currency movements. We have experienced exchange losses and gains in the past, depending on the fluctuations in exchange rates. It is challenging to predict how market forces or government policies may impact future exchange rates, and any adverse effects on our financial performance resulting from foreign currency fluctuations can affect our margins and overall financial performance.

As advised by our Indonesian Legal Advisers, the Government of Indonesia issued Government Regulation No. 36 of 2023 ("**GR 36/2023**"), which requires exporters in certain sectors, including the mining sector, to retain 30% of their foreign exchange earnings (DHE) in Indonesia for a minimum of three months. GR 36/2023 applies to the mining sector, which includes under Harmonized System (HS) Codes, which is an international standard used to identify traded goods for customs and regulatory purposes. Given that our Group exports alumina, these regulations are expected to continue to apply to us. As at the Latest Practicable Date, as advised by our Indonesia Legal Advisers, the Government of Indonesia has issued Government Regulation No. 8 of 2025, which expands the retention requirements established under GR 36/2023 and requires exporters in certain sectors, including non-oil and gas mining, plantations, forestry, and fisheries, to retain 100% of their foreign exchange earnings (DHE) in Indonesia for at least one year. However, as of the Latest Practicable Date, the Ministry of Finance has not yet updated the list of affected goods, leaving uncertainty as to whether this new regulation applies to us.

While the retention requirement restricts our ability to utilise export proceeds outside Indonesia, as advised by our Indonesian Legal Advisers, the regulation allows the retained funds to be used for certain permitted purposes, including the payment of export duties, loan repayments, imports, and distribution of dividends. More importantly, as advised by our Indonesian Legal Advisers, the regulation also allows for the use of foreign exchange earnings (DHE) funds to procure goods and services in foreign currency, including raw materials, auxiliary materials, and capital goods that are unavailable domestically. Our Group primarily operates within Indonesia and our production and operational costs are mainly incurred in Indonesia. Furthermore, as at 30 September 2024, our cash and cash equivalents amounted to US$439.2 million. Considering our strong cash flow and as retained foreign exchange earnings can be used for permitted expenditures, including the import of necessary equipment and raw materials, we do not expect this new regulation to have a material impact on our liquidity or operations. Nonetheless, retaining 100% of export proceeds in Indonesia for at least one year may limit our ability to allocate capital for overseas operations and debt repayment. It could also expose us to Indonesian rupiah (IDR) exchange rate fluctuations and require adjustments to our working capital, hedging policies, and financial planning, increasing administrative and compliance costs. If alumina is later confirmed to be included in the forthcoming Ministry of Finance regulations, it may have a material adverse impact on the liquidity, foreign exchange exposure, and financial conditions of our Group.

We are exposed to market fluctuations of prices of aluminium.

Due to the commodity characteristics of aluminium, the global aluminium market has a significant impact on the aluminium industry. In pricing our product for sales other than sales through spot trading, we generally adopt a formula-based approach, with reference to market index. Annual contracts are priced with reference to market index. As for spot trading of alumina, the pricing is determined through a bidding process, using the API as a reference. We also consider the market conditions, pricing strategies of other alumina producers in the industry and the quality of our product. According to Frost & Sullivan, over 90% of the alumina produced will be used for downstream production of electrolytic aluminium, and the price of alumina is, amongst other things, materially affected by the price of aluminium. The price of aluminium is subject to significant fluctuations driven by various factors, including global supply and demand, production costs, geopolitical events, and currency exchange rates. Generally, assuming all other risk variables remained constant, we believe that an increase in aluminium price will have a positive impact on our revenue, and vice versa. Nonetheless, quantifying the precise effect of these price changes is challenging due to the interplay of multiple variables, for example when the increase in price of aluminium is caused by an increase in production costs, making it difficult to predict how fluctuations will impact our financial performance. We cannot assure you that the prices of alumina and aluminium in the global market will not fall, which in turn could lead to a decrease in the prices of our product. Any drastic decrease in the prices of alumina and aluminium could materially and adversely affect our business, results of operations and financial condition.

Our Group is also exposed to market fluctuations due to the time gap between the procurement of raw materials, including bauxite, and the sale of alumina. This time gap could create a risk of price mismatches where raw material costs and alumina prices may not align. Given that our Group does not engage in hedging activities to mitigate this exposure, any adverse price movements during this period may impact our profit margins and cash flow and adversely affect our business, results of operations and financial condition.

We may be involved in legal or other proceedings arising out of our operations, including product liability claims and may face significant liabilities as a result.

From time to time, we may become involved in legal or other proceedings related to our operations, including product liability claims. These proceedings can result in significant liabilities for us. We may also encounter disputes with various parties involved in our business operations, such as customers, joint venture partners, suppliers, employees, logistics service providers, inspection service providers, construction service providers, research institutes and organisations, insurers, and banks. These disputes could lead to legal actions that may damage our reputation, incur substantial costs, and divert our resources and management's attention. Additionally, compliance issues that arise during our operations may subject us to administrative proceedings, resulting in unfavourable outcomes, liabilities, and delays in our production or product launch schedules. The outcomes of these legal proceedings are uncertain, and any negative outcome could have a material adverse impact on our business, financial condition, and prospects.

Furthermore, there is a potential risk of product liability claims if our products cause any damage due to defects. A successful product liability claim against us could require us to pay significant damages. Defending against product liability claims, whether successful or not, can be costly and time-consuming. As at the Latest Practicable Date, we had not been exposed to any significant product liability claims which had material adverse impacts to our business operations. We do not maintain any product liability insurance. If our products fail to meet the required specifications or quality standards, our business could be materially and adversely affected. We cannot assure you that we will not face product liability claims in the future. Such claims, regardless of their merit, could generate negative publicity and have a material adverse effect on the marketability of our products, our reputation, and ultimately our business, financial condition, and results of operations.

We may not have sufficient insurance coverage for the risks associated with our business operations and hazards that we are subject to.

Our current insurance coverage may not be enough to protect us from the various operational risks and hazards we face in our businesses. Risks associated with our production include damage to production facilities, environmental pollution, transportation damages and delays, industrial damages and risks posed by natural disasters, any or all of which may result in losses to us. These risks include production interruptions caused by operational errors, electricity outages, equipment breakdowns, and environmental or regulatory limitations. We also face social, political, and labour unrest, as well as environmental or industrial accidents, and catastrophic events such as fires, earthquakes, explosions, floods, or other natural disasters. We may also be unable to obtain or maintain insurance policies covering risks associated with natural disasters, business interruption or environmental damages arising from our production activities. Since we operate extensively in

Indonesia, where natural disasters occur frequently, we are at a higher risk of experiencing damage to our production facilities, inventory, and cargos, as well as personal injury or loss of life, environmental damage, monetary losses, and legal liability. In addition, we do not have any product liability insurance.

There is no guarantee that our insurance coverage would be sufficient in the event of such major accidents. If we incur significant losses or liabilities, and our insurance is unable to cover these losses or liabilities, our business, financial condition, results of operations, and prospects could be adversely affected.

It may be difficult for investors to evaluate our business and prospects due to our limited operating history.

We started to produce alumina in the second quarter of 2021. We have experienced rapid growth in our alumina manufacturing business since then. In FY2021, FY2022, FY2023 and 9M2024, our total revenue was US$172.8 million, US$466.8 million, US$677.8 million and US$683.0 million, respectively. However, our limited operating history may not serve as an adequate basis for evaluating our prospect and operating results and historical growth may not be indicative of our future growth or financial results. There is no assurance that we will be able to maintain our historical growth rates in future periods. Our growth rates may decline for any number of possible reasons and some of them are beyond our control, including decreasing customer spending, increasing competition, declining growth in the alumina industry in general, emergence of alternative business models, or changes in government policies or general economic conditions. Since the construction of our Phase I Alumina Production Project and Phase II Alumina Production Project have already been completed and they operate at its full design capacity, our future business growth may not continue at the same rate as what we have experienced so far.

The execution of our expansion plan is subject to uncertainty and our business may not grow at the rate we expect for the reasons stated above. If our growth rates decline, investors' perceptions of our business and prospects may be adversely affected and the market price of our Shares could decline.

Any disruption in our manufacturing facilities could materially and adversely affect our business, financial condition and results of operations.

Our existing alumina manufacturing facilities are all located in Bintan Island, Indonesia. In addition, our New Alumina Production Project, which is under construction, is within close proximity to our existing Phase I Alumina Production Project and Phase II Alumina Production Project. Any disruption or significant damage to our manufacturing facilities from natural or other causes, such as flood, fire and earthquake, could be costly and time-consuming to repair and could disrupt our operations. In such an event, we would be forced to seek alternative manufacturing sites and facilities, which we believed would be extremely difficult to locate and secure given the highly specialised and large-scale nature of our alumina product manufacturing business. Even if we are able to identify an alternative manufacturing site, we may incur significant additional costs and we may experience a disruption in the supply of our products until our facilities become available and operational. Our operations may be disrupted for other reasons as well.

As our production facilities are designed to be for continuous operation, should our production facilities suspend operations for any reason, it would take a long time and extra electricity to recommence operations. Any disruption in our operations would have a material adverse impact on our ability to produce sufficient quantities of products or may require us to incur additional expenses in order to produce sufficient quantities, and could impair our ability to meet the demand of customers and cause customers to cancel purchase orders, any of which could materially and adversely affect our business, financial condition and results of operations.

If the downstream markets of alumina product or aluminium products contract do not grow at the pace we expect, our business, financial condition and results of operations may be materially and adversely affected.

Our business development has depended, and will continue to depend, substantially on the growth of the downstream markets for aluminium products. We experienced significant growth in the sales volume of our alumina product during the Track Record Period. Sales volume of our alumina[*(Note)*] was 0.47 million tons, 1.21 million tons, 1.90 million tons and 1.60 million tons in each year/period of the Track Record Period. Growth in sales of our alumina product has been primarily driven by growth in the downstream markets in which our alumina product or the downstream aluminium products are used, particularly in the construction, electrical, transport and consumer durables sectors, and is subject always to the limitation of our own production capacity. Our current plan to double our designed production capacity under the New Alumina Production Project is on-going. For details, please refer to the section headed "Business — Our production and other ancillary facilities — Our production facilities — New Alumina Production Project". If we are able to sell all alumina products produced by us while maintaining similar selling price, our revenue may be significantly increased. Nonetheless, any decline in the demand for aluminium products from downstream manufacturers could have a material adverse effect on our business, financial condition and results of operations. For example, if we are unable to sell all the alumina products we produce, there may be accumulation of inventory, and any reduction in our actual production scale will lead to increase in per unit costs of our products and any substantial reduction in actual production scale may lead to our operation not economical and at loss.

Any failure by us to control the use of, or to adequately restrict the discharge of hazardous substances may subject us to potential significant monetary damages, fines or administrative, civil or criminal sanctions, which could disrupt, limit or even result in the suspension of our operations.

We are required to comply with all relevant national and local environmental and occupational safety laws and regulations in Indonesia. The production process of alumina creates solid waste called "red mud," which, if not processed properly, will be harmful to human health and pollute soil and water. Examples of pollutants discharged in our production process include dust, "red mud" and flue gas.

Note: Inclusive of sales of approximately eight thousand tons and 10.5 thousand tons of aluminium hydroxide, a semi-finished product during our alumina production, in FY2023 and 9M2024, respectively.

Our Indonesia Legal Advisers have advised us that, there are certain regulations which govern the manner of storage and disposal of red mud and the measures adopted to prevent pollution caused by red mud, including the regulations of Ministry of Environment and Forestry Regulation Number 6 of 2021 on Procedures and Requirements for the Management of Toxic and Hazardous Waste.

Any failure by us to control the use of, or to adequately restrict the discharge of, hazardous substances or maintain workplace safety could subject us to potential significant monetary damages, fines or administrative, civil or criminal sanctions, which could disrupt, limit or even result in the suspension of our operations.

We may require additional capital in the future, which may not be available to us on commercially acceptable terms in time, or at all.

Our alumina production facilities are highly capital-intensive to construct and maintain. Our capital expenditures amounted to US$212.9 million, US$230.2 million, US$11.0 million and US$139.7 million for FY2021, FY2022, FY2023 and 9M2024, respectively, which were primarily used to increase our production capacity. For example, we are in the process of constructing our New Alumina Production Project with a designed annual alumina production capacity of two million tons. For details, please refer to the section headed "Business – Our Production and Other Ancillary Facilities" in this prospectus. Our future capital requirements may be substantial as we continue to seek to grow our business. We may need to raise additional funds to meet these requirements. From time to time, our plans may change due to changing circumstances, the development of our business, unforeseen contingencies or new opportunities and we may not be able to implement our plan within our budget. If our plans do change, we may need to obtain additional external financing to meet our capital expenditure plans, which may include commercial bank borrowings or the issuance of equity or debt securities. If we decide to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, and we may be subject to additional covenants, which could limit our ability to access cash flows from operations. We cannot assure you that we will be able to raise adequate financing to fund our future capital requirements on commercially acceptable terms in time, or at all.

We may not be able to manage our expansion effectively or complete our expansion projects as expected.

We have expanded and intend to continue to expand, and such expansion has placed, and will continue to place, substantial demands on our managerial, operational, financial, technological and other resources. In addition, we also plan to further expand our production capacity through the New Alumina Production Project which has already commenced construction and the expected operation commencement for the first one million tons of alumina per annum is in the second half of 2025 and the second one million tons of alumina per annum is in the second half of 2026. For details, please refer to the section headed "Future Plans and Use of Proceeds — Use of Proceeds" in this prospectus. The New Alumina Production Project may bring operational and financial risks to our Group similar to those experienced with our existing operations. One of the operational risks involves potential construction delays. If the construction timelines extend beyond current projections or there is a delay in the commencement of production, this would result in a delay in revenue generation and expected profit growth, thereby adversely affecting our Group's financial position and operational prospects. We have not applied for any approvals from or made any filings with relevant local regulatory authorities for the New Alumina Production Project. Our Indonesia Legal Advisers have advised us that considering the production techniques and the products range of the New Alumina Production Project, and that our Group will duly submit the application and all required documents, they do not foresee any material legal impediment for us to obtain all necessary approvals and permits from relevant local regulatory authorities for our New Alumina Production Project under current laws, regulations and policies of the Indonesia. However, we cannot assure you that we will be able to obtain such approvals, permits or filings in time or at all or develop this project as we expect. If we fail to obtain such approvals, permits or filings or develop this project as we expect, our business, financial condition and results of operations could be materially and adversely affected.

Furthermore, we do not possess any previous experience or expertise in, and are not currently engaged in, developing, manufacturing or marketing other new products in the downstream chain of the aluminium industry in Indonesia. Any future expansion will also place significant demand on us to maintain the quality of our products. To accommodate our growth, we will need to implement a variety of new and upgraded operational and financial systems, procedures and controls, including improvements to our internal management systems. We will also need to implement effective training programmes to ensure consistently high-quality performance by our employees. All of these measures will require substantial management efforts. If we are unable to effectively manage our growth, or if we fail to develop new products or correspond to our expansion plan successfully, our business, financial condition and results of operations may be materially and adversely affected.

Our production volume may not meet our customers' orders.

We stock and use inventories to meet our production needs. If we were to understock inventories and in turn lead to our production volume being less than we have predicted, we may not be able to meet our customers' orders, which may in turn adversely affect our business and financial conditions. As a result, we may need to explore alternative solutions to maintain our relationship with the customers. In addition, in the event that a customer reduces, defers or cancels its purchase orders after we have invested in increasing our capacity, our profit margins and financial condition may be adversely affected because we may not be able to recover our expenditures for inventory purchased in preparation for customer orders and we may not be able to realise optimal asset utilisation of our alumina manufacturing facilities.

We are subject to inventory risks.

Our inventories primarily consist of (i) raw materials, which primarily include bauxite, coals and caustic soda procured for the production of alumina; (ii) work in progress, which include semi-finished products; and (iii) finished goods, which consist of alumina for sale to customers. During the Track Record Period, we did not have, nor did we encounter any problems associated with, any obsolete inventory, as confirmed by our Directors. As at 31 December 2021, 2022 and 2023 and 30 September 2024, the balance of our inventories amounted to US$49.0 million US$70.4 million, US$129.9 million and US$93.2 million, respectively. In FY2022, FY2023 and 9M2024, our inventory turnover days were 61 days, 76 days and 83 days, respectively.

Our Group's inventory risk arises from potential market demand fluctuations, evolving industry conditions, and regulatory changes that could affect alumina product specifications or usage. We primarily sell to customers in Southeast Asia, with long-term offtake agreements, such as those with Press Metal, as well as one-year supply agreements and spot trading arrangements. Despite this, any changes in demand or shifts in production processes could lead to inventory obsolescence, requiring write-downs and impacting profitability.

While our Group has implemented robust inventory management policies, we cannot guarantee that these policies will always be effective and that we will be able to maintain an appropriate inventory level. We may still be exposed to the risk of holding excessive inventory, which may increase our inventory holding costs and subject us to the risk of inventory obsolescence or write-offs. This could have a material adverse effect on our business, results of operations and financial condition. We did not record any inventory write-offs during the Track Record Period.

Our future success depends in part on our ability to retain our executive Directors and senior management.

Our future success depends significantly on the continuing services of our executive Directors and senior management of our Group. We rely on the expertise and experience of our executive Directors and senior management in development business strategies, expanding business operation and maintaining relationship with customers. If we lose the services of any of our executive Directors and senior management, we may not be able to replace such member easily in a timely manner or at all, or we may incur additional expenses to recruit, train and retain personnel. Moreover, if any of these key personnel joins a competitor, we may lose customers, suppliers as well as other key professionals and staff members. The loss of any key personnel by our Group could have a material adverse effect on our business, financial condition and results of operations.

Our results of operations may fluctuate from period to period.

Our results of operations are subject to significant fluctuations. Some material factors affecting our results of operations include, but are not limited to:

- alterations in demand for our alumina product;
- our customers' sales outlook, purchasing patterns and changes in inventory level;
- our effectiveness in managing the manufacturing processes and controlling costs;
- our ability to optimise our available manufacturing capability;
- changes in the cost and availability of raw materials and electricity, which frequently occur in our industry and which affect our margins and our ability to meet delivery schedules;
- our ability to obtain financing in a timely manner; and
- local conditions and events that may affect our production volumes, such as labour conditions, stability of electricity supply, political instability and local holidays.

Due to the factors mentioned above and other risks discussed in this section, many of which are beyond our control, our results of operations may fluctuate from period to period. As a result, our Share price may be volatile and may not always accurately represent the longer-term value of our Company.

We may not be able to adequately protect our intellectual proprietary rights.

Our success depends in part upon our intellectual proprietary rights and know-how. However, we may not be able to adequately protect such intellectual proprietary rights. In addition, any attempt to enforce our intellectual property rights, even if successful, could result in costly and prolonged litigation, divert our management's attention and adversely affect our financial performance. Failure to adequately protect our intellectual property may materially and adversely affect our results of operations as our competitors would be able to utilise such property without having to incur the costs of developing it, thus potentially reducing our relative profitability. Also, if we fail to effectively protect our brand name from inappropriate use by third parties in ways that adversely affect our brand name, our reputation could suffer damage, which in turn could have a material adverse effect on our business, financial condition and results of operations. Furthermore, we may be subject to claims that our technology infringes the intellectual property rights of other parties. Even if without merit, such claims could result in costly and prolonged litigation, divert management's attention, damage our reputation and materially and adversely affect our business, financial condition and results of operations.

RISKS RELATING TO DOING BUSINESS IN INDONESIA

We are exposed to risks associated with our operations in Indonesia.

Our operations in Indonesia expose us to various risks associated with social, political, regulatory, environmental, climate and economic conditions in the country. These risks may include but are not limited to war, regional conflicts, terrorism, extremism, nationalism, acts of God, contagious diseases, expropriation of assets, nullification of contracts, changes in interest rates, capital controls, government policies, regulations concerning mining and production, labour activism, currency exchange, foreign direct investment, importation, environmental regulations, economic growth, fiscal and monetary policies, inflation, deflation, taxation methods, and tax policies. Any negative developments in these areas could adversely affect our revenue, costs of sales, financial condition, results of operations, and prospects.

We also face challenging weather and geographical conditions, including volcanic activity, earthquakes, tsunamis, difficult terrains, harsh conditions, long distances between islands, busy urban centres where delivery of materials and availability of labour may be affected, and sites that may have been exposed to environmental hazards. While the Indonesian government has invested a significant amount of resources in disaster prevention and alleviating impact of adverse weather conditions, we cannot guarantee that future natural disasters or negative weather conditions will not affect our production facilities on Bintan Island or that we can receive timely and adequate assistance to resume production efficiently and effectively after a disaster occurs. In addition, future natural disasters and negative weather conditions could severely disrupt the Indonesian economy, undermine investor confidence, and materially and adversely affect us.

Changes implemented by the local government, such as currency and interest rate fluctuations, capital restrictions, and changes in duties and taxes, could also have a detrimental impact on the operation of our new production plant. As Indonesia is expected to remain as the principal markets and places of operation in the foreseeable future, negative developments in the Indonesian economy may have a material adverse effect on our business.

Furthermore, our business is subject to Indonesian laws and regulations related to environmental, safety, and occupational health matters, which could have a material adverse effect on our business, financial condition, and results of operations. We are required to maintain safe production conditions and protect the occupational health of our employees, and periodic inspections of our operating facilities are conducted to ensure compliance with applicable laws and regulations. Our manufacturing process produces pollutants such as waste water, slags, noise, fume, smoke, and dust, which may give rise to liabilities and costs for remediation. We cannot assure you that we will not experience material accidents and that all situations that will give rise to material environmental liabilities will be discovered. If Indonesia imposes stricter environmental, safety, and occupational protection standards and regulations in the future, we may not be able to comply with such regulations at reasonable costs, or at all. Any increase in production costs resulting from the implementation of additional protection measures and/or failure to comply with new laws or regulations may have a material adverse effect on our business, financial condition, or results of operations.

Additionally, the ongoing outbreak and potential resurgences of global pandemics may cause adverse impacts on our financial conditions and business operations, including the construction and operation of our production lines. Government may take measures to combat global pandemics that may emerge in the future, such as quarantines and travel restrictions, which may disrupt our operations and cause us to incur additional expenses. Moreover, if the outbreak severely disrupts the Indonesian economy and undermines investor confidence, it may also have a material adverse effect on our financial condition, results of operations, and the market value of our securities.

We cannot guarantee that we will continue to receive tax benefits and exemptions that we enjoyed during the Track Record Period, and we may be subject to the adoption of new local or overseas tax legislation or exposure to additional tax liabilities.

Pursuant to the Indonesia Corporate Income Tax ("**Indonesia CIT**"), the subsidiaries incorporated in Indonesia are subject to the Indonesia CIT at the statutory rate of 22% on any estimated assessable profits arising in Indonesia during the Track Record Period. However, BAI, our Group's main operating subsidiary in Indonesia, had obtained approvals from the relevant tax authorities and is able to enjoy a tax holiday consisting of a 100% corporate income tax exemption for 20 fiscal years commencing from 2021 to 2040, and a 50% reduction in corporate income tax for the two fiscal years following the corporate income tax exemption, namely from 2041 to 2042, based on the Minister of Financial Decree Number 128/KM.3/2022 of 2022 on the Stipulation of Corporate Income Tax Exemption Facilities to BAI. For further details, please refer to the section headed "Regulatory Overview" in this prospectus.

We cannot assure you that we can continue to enjoy such tax holidays, exemptions and reduction in the future, nor can we assure you that the Indonesia Corporate Income Tax Law, its application and interpretation, or the industry policy applicable to us will not change, in which the tax holidays and exemptions may be reduced or cancelled and the effective income tax rate applicable to us may increase significantly. Furthermore, there is no assurance that there will not be any change in laws or regulations or change in the interpretation of laws or regulations by tax authorities of Indonesia in the future.

We also operate in countries and regions other than Indonesia and are subject to various taxes. Please refer to the section headed "Financial Information — Taxation" in this prospectus and note 7 to the Accountants' Report in this prospectus. Due to the fact that the tax environment can be different in different jurisdictions and that the regulations regarding various taxes, including but not limited to corporate income tax, are complex and could change, our operations in other countries and regions may expose us to risks associated with tax policy changes in the relevant jurisdictions from time to time. Due to economic and political conditions, tax rates in various jurisdictions may be subject to significant change. Our effective tax rates could be affected by changes in the mix of earnings in countries with differing statutory tax rates, changes in the valuation of deferred tax assets and liabilities, or changes in tax laws or their interpretation. Dealing with such regulatory complexities and changes may require us to divert more managerial and financial resources, which in turn could affect our results of operations.

Moreover, the Organisation for Economic Co-operation and Development ("**OECD**") published Pillar Two model rules in December 2021, with the effect that a jurisdiction may enact domestic tax laws ("**Pillar Two Legislation**" or "**Pillar Two**") to implement the Pillar Two model rules on a globally agreed common approach. Our Group primarily operates in Indonesia, and our intermediate holding company and subsidiaries are located in Singapore and Hong Kong, both of which are jurisdictions that are subject to the Pillar Two model rules published by the OECD and Indonesia's Ministry of Finance has issued Regulation No. 136 of 2024, which provides for the implementation of IIR and QDMTT from FY2025 and UTPR from FY2026, while Hong Kong's draft Pillar Two legislation to implement IIR and DMTT with effect from 1 January 2025 was published in the Gazette on 27 December 2024. Our Group and/or its intermediate holding company and/or its subsidiaries may be subject to Pillar Two income tax exposures after the respective jurisdiction has completed its new tax law enactment process. As at the Latest Practicable Date, the MMTA has been implemented in Singapore, with effect for financial years starting on or after 1 January 2025. Upon the implementation or enactment of the respective Pillar Two Legislations in Singapore, Hong Kong and Indonesia, subject to the interpretation of the relevant tax authority in Singapore, Hong Kong and/or Indonesia, our Group (which has subsidiaries in Singapore, Hong Kong and Indonesia) or its intermediate holding company (which is incorporated in Singapore), or both, may be liable to the effective tax rate of 15% at group level, and the liable entity(ies) may be required by the tax authority to pay a top-up tax if the current effective tax rate for the relevant entity is below 15%.

In particular, Singapore has implemented the MMTA to align with the OECD's Pillar Two framework. Effective for financial years starting on or after 1 January 2025, the MMTA introduces the DTT and the MTT, applicable to in-scope MNE groups with annual consolidated revenues of EUR750 million or more for at least two of the four preceding financial years.

Our Group is part of Nanshan Group, which qualifies as an in-scope MNE under the MMTA due to its annual consolidated revenue exceeding the EUR750 million threshold for two consecutive financial years during the specified assessment period. The presence of a Singaporean intermediate holding company in our Group may, as a result, subject our Group to top-up tax obligations under the MMTA if the ETR for jurisdictions within our operations fall below the minimum 15% requirement. This includes obligations related to ownership interests in constituent entities ("**CEs**") located both within and outside Singapore.

Based on the information currently available, the introduction of MTT in Singapore and other Top-up Tax related legislations issued and to be issued under OECD's Pillar Two framework may result in potentially material top-up tax liabilities for our Group's operations in Indonesia starting in FY2025, which is payable in FY2027. GloBE income in excess of Substance-Based Income Exclusion arising from our Group's operations in Indonesia may be subject to top-up tax of up to 15%. Such top-up tax amount may be impacted by other factors including, amongst others, the followings:

1. any changes in Indonesia's preferential tax policies;

2. the tax position of our CE in Indonesia and recognition of covered taxes; and

3. any tax attributable to dividend distributions by our Indonesian CE in the year.

As the Pillar Two rules in Singapore are newly implemented and the precise impact will depend on the interpretation of these rules by the Inland Revenue Authority of Singapore ("**IRAS**") and our Group's tax position at a specific point in time, we cannot assure you that the implementation of these rules would have no material impact on our Group's ETR, cash flow and profitability outside of Indonesia, nor can we assure you that our interpretation of these newly implemented rules will be in line with what has been anticipated by the IRAS.

The implementation of MMTA, Hong Kong and Indonesia's Pillar Two legislations are not yet effective for FY2024 and no top-up tax liability arises under these legislations. Nonetheless, uncertainties exist regarding the potential precise top-up tax liabilities for FY2025, payable in FY2027. These precise tax liabilities cannot currently be reasonably estimated due to the built-in complexities of Pillar Two computations. Key factors include the Substance-Based Income Exclusion carve-out, which depends on variables such as capital expenditure, asset deployment, and employment costs, all of which are subject to change and not reasonably possible to project accurately. Furthermore, withholding tax on cross-border dividend distributions may materially reduce top-up tax, but the timing and amount of dividends remain contingent on future commercial and economic conditions. Jurisdictional variations in the application of OECD guidelines and potential future clarifications or modifications to these rules may further impact our tax obligations. Any developments in these areas could materially affect our tax liabilities.

Our Company does not anticipate any cash outflows regarding Pillar Two within 12 months from the Latest Practicable Date and there is no material impact on working capital sufficiency for such period due to Pillar Two. Due to the uncertainties in law enactment and interpretation by taxing authorities, and the complexities and uncertainties in applying and calculating top-up tax liabilities under Pillar Two Legislation caused by factors such as the application of the Substance-Based Income Exclusion carve-out and withholding tax on dividend distribution, the quantitative impact of Pillar Two Legislation for FY2025 is not currently reasonably estimable, and may therefore lead to any material adverse impact arising to our Company thereof.

Labour activism could adversely affect our business in Indonesia.

Our construction of the New Alumina Production Project, and the operations of production lines under our Phase I Alumina Project and Phase II Alumina Production Project are labour intensive. Our business operations on the Bintan Island have not been materially affected by any significant labour dispute in the past. However, we may, in the future experience labour unrest, activism, disputes or actions involving our employees any of which could have a material adverse effect on our business, financial condition, results of operations and prospects.

In addition, laws permitting the formation of labour unions have resulted, and may continue to result, in labour unrest in Indonesia. On March 25, 2003, the Indonesian government enacted Law No. 13 Year 2003 regarding Manpower, last amended by the Law No. 6 Year 2023 regarding Enactment of Government Regulations in Lieu of Law No. 2 of 2022 regarding Job Creation into Law (the "**Manpower Law**"). The Manpower Law, among other things, and subject to certain procedural requirements, gives the right to employees to strike. Due to the active involvement of various non-governmental organisations, employees' awareness of Indonesian employment regulations has also increased during the last several years. The Manpower Law, existing Indonesian employment regulations and any manpower regulations and laws adopted in Indonesia aim the future may have an impact on the business environment, including ours, which may limit our ability to downsize or implement flexible labour policies.

Furthermore, to terminate employment in Indonesia, we must follow certain steps before we can permanently terminate our labour relationship with the employee when there is a breach of contract by the same employee, unless the employee commits serious breach (e.g. criminal action). Such steps include bipartite forum between us and the employee, tripartite forum between us, the employee, and the manpower department of Indonesia.

Labour unrest and activism in Indonesia could disrupt our operations, the operations of our suppliers, joint venture partners, or contractors and could affect the financial condition of our Indonesian subsidiaries in general. Any of such events could have a material adverse effect on our business, financial condition, results of operation and prospects. We had not been subject to any damages and loss resulting from this risk during the Track Record Period and up to the Latest Practicable Date.

Uncertainty with respect to the Indonesia legal system could affect our Group

In Indonesia, the legal system is based on civil law and relies on written statutes. The commercial and civil laws in Indonesia have their roots in Dutch law, which existed prior to Indonesia's independence in 1945.

The application of legal principles in Indonesia often depends on subjective criteria, such as the good faith of the parties involved and principles of public policy. Indonesian judges have broad fact-finding powers and a high level of discretion in exercising those powers. The judicial and administrative decisions by Indonesian courts and governmental agencies do not constitute binding precedents, are not systematically published. Such uncertainty in the legal system and regulatory framework creates inconsistencies in the interpretation, implementation, and enforcement of Indonesian laws and regulations. The lack of transparency in the legal and regulatory requirements, can adversely affect our business operations in Indonesia, including the construction schedule of the New Alumina Production Project and the production of alumina product, thereby causing delay, suspension, and even termination of the relevant works. We have implemented regulatory compliance policies to mitigate these risks. However, the sufficiency and effectiveness of such measures cannot be assured, and the extent of our exposure to the relevant risks varies depending on the stages of the New Alumina Production Project and the further evolution of the legal and regulatory environment, which is beyond our control. These factors may disrupt our business operations in Indonesia, incur loss of staff and assets, and materially and adversely affect our business, financial condition, results of operations, and prospects.

Our principal operating subsidiary is incorporated in Indonesia, and its major assets are located in Indonesia. Enforcing a foreign judgement against our principal operating subsidiary, our Directors, or our management in Indonesia could be challenging.

Our principal operating subsidiary is incorporated under the laws of Indonesia. Certain of our Directors may be located in Indonesia, and a significant portion of our assets, are situated in Indonesia. As advised by our Indonesia Legal Advisers, Indonesia generally do not recognise foreign judgements, and enforcement may require a local judgement to be secured instead, and for a foreign judgement to be enforceable, it generally must go through a recognition process in the Indonesian courts, which can be complex and time-consuming. Consequently, it may be difficult to enforce a foreign judgement against our operating subsidiaries and our Directors in Indonesia.

RISKS RELATING TO THE GLOBAL OFFERING

There is no prior public market for our Shares prior to the Global Offering, and you may not be able to resell our Shares at or above the price you pay, or at all.

Prior to the Global Offering, there has been no public market for our Shares. The initial issue price range to the public for our Shares was the result of negotiations between us and the Sole Overall Coordinator (for itself and on behalf of the Underwriters), and the Offer Price may differ significantly from the market price for our Shares following the Global Offering. A Listing on the Stock Exchange, however, does not guarantee that an active trading market for the Shares will develop, or if it does develop, will be sustained following the Global Offering, or that the market price of the Shares will not decline following the Global Offering. The market price of our Shares may drop below the Offer Price at any time after completion of the Global Offering.

The liquidity, market price and trading volume of our Shares may be volatile, which could result in substantial losses for investors purchasing Shares in the Global Offering.

The market price, liquidity and trading volume of our Shares may be volatile. We cannot assure you that our Shareholders will be able to sell their Shares or achieve their desired price. As a result, Shareholders may not be able to sell their Shares at prices equal to or greater than the price paid for their Shares under the Global Offering. The price at which our Shares will trade after the Global Offering will be determined by the market price of our Shares, which may be influenced by many factors some of which are beyond our control, including:

- our financial results;
- changes in securities analysts' estimates, if any, of our financial performance;
- the history of, and the prospects for, us and the industry in which we compete;
- an assessment of our management, our past and present operations, and the prospects for, and timing of, our future revenues and cost structures such as the views of independent research analysts, if any;
- the present state of our development;
- the valuation of publicly traded companies that are engaged in business activities similar to ours;
- variations of our results of operations in our revenue, sales, earnings, cash flows and costs (including variations arising from foreign exchange rate fluctuations);
- loss of significant customers or material defaults by our customers;
- announcement by us of significant acquisitions, strategic alliances or joint ventures;
- announcement of new investments, strategic alliances or acquisitions;
- any addition or departure of our key personnel of senior management;
- any unexpected business interruptions resulting from natural disasters or power shortages;
- our inability to compete with our competitors effectively;

- political, economic, financial and social developments;
- fluctuations in market prices for our products or raw materials;
- involvement in litigation; and
- general economic and stock market conditions.

In addition, shares of some companies listed on the Stock Exchange have experienced unusual price and volume fluctuations in recent years, some of which have been unrelated or disproportionate to the operating performance of such companies. These broad market and industry fluctuations may adversely affect the market price of our Shares. As a result, investors in our Shares may experience volatility in the market price of their Shares and a decrease in the value of Shares regardless of our operating performance or prospects.

We are a Cayman Islands company and you may face difficulties in protecting your interests under the laws of the Cayman Islands

We are incorporated in the Cayman Islands as an exempted company and substantially all of our assets are located outside of Hong Kong. Our operation and corporate affairs are governed by our Memorandum and Articles, the Cayman Companies Act and common law of the Cayman Islands. The common law of the Cayman Islands is derived in part from comparatively limited judicial precedent in the Cayman Islands as well as that from English common law, which has persuasive, but not binding, authority on a court in the Cayman Islands. The Shareholders' right to take action against our Company and/or our Directors are governed by the common law of the Cayman Islands. However, the rights of the Shareholders and the fiduciary duties of Directors owed to us under Cayman Islands law are not as clearly established as they would be under statutes or judicial precedent in Hong Kong, and the Cayman Islands has a less developed body of securities laws than Hong Kong. In addition, Cayman Islands companies may not have the standing to initiate a shareholder derivative action in a Hong Kong court. As we conduct substantially all of our operations and most of our Directors and senior management reside outside of Hong Kong, it may be difficult for you to effect service of process upon us or our management.

As a result of all of the above, our public shareholders may have more difficulty in protecting their interests than they would as public shareholders of a company incorporated in Hong Kong or the United States.

Declaration and payment of dividend will be determined by our Board taking into account of various factors at the material time, so we cannot assure if and when we will declare and pay dividends in the future.

Our Company declared a dividend of approximately US$260.0 million, which will be paid upon Listing to our then existing Shareholders at the time of declaration. In the future, if, when and the amount of dividends our Company may declare and pay will be subject to, among others, our earnings and financial condition, operating requirements, capital requirements and other conditions that our Directors may deem relevant. Accordingly, the dividend distribution record in the past may not be used as a reference or basis to determine the level of dividends that may be declared or paid by our Board in the future.

Our Controlling Shareholders have substantial influence over our Company and may not align with the interests of our other Shareholders.

Immediately after the Global Offering (assuming the Over-allotment Option is not exercised and without taking into account any Shares to be issued upon exercise of any options that may be granted under the Share Option Scheme), our Controlling Shareholders will directly or indirectly control approximately 60.09% of our entire issued share capital and will have significant influence on the outcome of any corporate transaction or other matters submitted to our Shareholders for approval, such as mergers, disposal of all or substantially all of our assets and election of Directors. In addition, the interests of our Controlling Shareholders may differ from the other Shareholders and may not align with or in conflict with those of our other Shareholders.

Any disposal or market perception of any disposal of a substantial number of Shares in the public market could materially and adversely affect the market price of the Shares.

Our Shares held by the Controlling Shareholders are subject to a lock-up period of 12 months after the Listing. However, we cannot assure that the Controlling Shareholders will not dispose of any Shares after the lock-up period. Further, our Group cannot predict the effect, if any, of any future sales of Shares may have on the market price of the Shares. Disposals of a substantial number of Shares or the market perception that such disposals may occur could materially and adversely affect the prevailing market price of the Shares.

Investors may experience dilution if we issue additional Shares or other securities in the future.

We may require additional funds in the future to finance the expansion of the business and operations of our Group. If additional funds are raised through the issue of new Shares or other equity-linked securities other than on a pro rata basis to existing Shareholders, or if new Shares are issued under our share schemes, the percentage ownership of our Shareholders in our Company may be diluted.

Share-based payment may cause shareholding dilution to our existing Shareholders and adversely affect on our financial performance.

We have adopted Share Option Scheme for the benefit of our employees and non-employees as remuneration for their services provided to us in order to incentivize and reward the eligible persons who have contributed to the development of and value creation for our Company. For further information of the Share Option Scheme, please refer to the section headed "Statutory and General Information — D. Other Information — 1. Share Option Scheme" in Appendix V to this prospectus. We may continue to utilize such share-based incentives in the future to attract and retain talent critical to our growth. The exercise of option or issuance of new Shares in accordance with such Share Option Scheme may dilute the shareholding percentage of our existing Shareholders. Expenses incurred with respect to such share-based payment may also increase our operating expenses and therefore adversely affect on our financial conditions.

Holders of our Shares are subject to the risk that trading prices of our Shares could fall during the period before trading of our Shares begins.

Our Shares will not commence trading on the Hong Kong Stock Exchange until they are delivered. As a result, holders of our Shares are subject to the risk that the price of our Shares could fall before trading begins as a result of unfavourable market conditions, or other adverse developments, that could occur between the time of sale and the time trading begins.

RISKS RELATING TO STATEMENTS MADE IN THIS PROSPECTUS

Certain facts and statistics with respect to Indonesia economy and the global and Indonesia alumina industries derived from government sources contained in this prospectus may not be reliable.

We have derived certain facts, forecasts and statistics in this prospectus relating to the Indonesia and its respective economy, as well as the alumina industry from various official government publications and other publicly available publications. However, our Directors cannot guarantee the quality or reliability of such source and materials. Information and statistics from official government sources have not been independently verified by us, the Sole Sponsor, the Sponsor-Overall Coordinator, the Sole Overall Coordinator, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters and the Capital Market Intermediaries or any of their respective affiliates or advisers, directors, officers or representatives or any other person involved in the Global Offering and no representation is given as to their accuracy. We have no reason to believe that such information is false or misleading or that any fact has been omitted that would render such information false or misleading. While we have taken reasonable care in the extraction and reproduction of the information, these facts, forecasts and statistics, which may not be prepared on a comparable basis or may not be consistent with other information compiled within or outside of Indonesia, have not been independently verified by us, the Sole Sponsor, the Sponsor-Overall Coordinator, the Sole Overall Coordinator, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, any of the Underwriters, any of their respective directors and advisers, or any other persons or parties. No representation is given as to its accuracy. In all cases, our investors should consider carefully how much weight or importance should be attached to or placed on such facts or statistics.

Certain statistics contained in this prospectus are derived from the F&S Report and publicly available official sources.

Certain statistics contained in this prospectus relating to the Indonesia economies, the alumina industry, particularly in the section headed "Industry Overview" in this prospectus, have been derived from various official government publications or the F&S Report we generally believe to be reliable. We have taken reasonable care in the reproduction or extraction of such report for the purpose of disclosure in this prospectus. We have no reason to believe that such information is false or misleading in any material respect or that any fact has been omitted that would render such information false or misleading in any material respect. However, we cannot guarantee the quality or reliability of such source materials. Information and statistics from official government sources have not been independently verified by us, the Sole Sponsor, the Sponsor-Overall Coordinator, the Sole Overall Coordinator, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters and the Capital Market Intermediaries or any of their respective affiliates or advisers, directors, officers or representatives or any other person involved in the Global Offering and, therefore, we make no representation as to the accuracy of such statistics, which may not be consistent with other information compiled within or outside Indonesia. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice, such statistics in this prospectus may be inaccurate or may not be comparable to statistics produced with respect to other economies. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as the case may be in other jurisdictions. In all cases, you should give consideration as to how much weight or importance they should attach to or place on such facts.

Our Group's future results could differ materially from those expressed in or implied by the forward-looking statements.

This prospectus includes various forward-looking statements that are based on various assumptions. Our Group's future results could differ materially from those expressed in or implied by such forward-looking statements. For details of these statements and the associated risks, please refer to the section headed "Forward-looking Statements" in this prospectus.

You should rely on this prospectus, and should not rely on any information contained in press articles or other media regarding our Company, in making your investment decision.

Prior or subsequent to the publication of this prospectus, there may have been or may be certain press and media coverage regarding our Group, our services and the Global Offering. We have not authorised the disclosure of any such information in the press or media which may be untrue and may not reflect what is disclosed in this prospectus and accordingly do not accept any responsibility for any such press or media coverage or the accuracy or completeness of any such information. We make no representation as to the appropriateness, accuracy, completeness or reliability of any such information or publication. You should not rely on any such information contained in any press articles or other media and, in making your decision whether to purchase our Shares, you should rely only on the information included in this prospectus.

In preparation for the Global Offering, we have sought the following waivers from strict compliance with the relevant provisions of the Listing Rules:

SHORTER TRADING RECORD PERIOD

Pursuant to Rule 8.05 of the Listing Rules, a new applicant must satisfy either the profit test in Rule 8.05(1) or the market capitalisation/revenue/cash flow test in Rule 8.05(2) or the market capitalisation/revenue test in Rule 8.05(3). Each test requires (i) a trading record of not less than three financial years (e.g., Rule 8.05(3)(a)), and (ii) management continuity for at least the three preceding financial years (e.g., Rule 8.05(3)(b)).

Pursuant to Rule 8.05A of the Listing Rules, in the case of the market capitalisation/revenue test under Rule 8.05(3), the Stock Exchange will accept a shorter trading record period under substantially the same management as required under Rules 8.05(3)(a) and 8.05(3)(b) if the new applicant is able to demonstrate to the Stock Exchange the satisfaction of the following:

(a) the directors and management of the new applicant have sufficient and satisfactory experience of at least three years in the line of business and industry of the new applicant. Details of such experience must be disclosed in the listing document of the new listing applicant; and

(b) management continuity for the most recent audited financial year.

Our Group was incepted with the incorporation of BAI in 2012, and we primarily engage in the processing, production and sale of alumina. In connection with production and sales, BAI began the construction of the main structure of our processing and production facilities in 2019 and commenced commercial production in relation to its principal business in the second quarter of 2021 and recorded revenue since July 2021. For FY2021, our Company recorded revenue of US$172.8 million. As our Group first recorded revenues from the sales of alumina in July 2021, the full financial year of 2021 cannot be counted towards the satisfaction of the requirement of an adequate trading record under Rule 8.05.

Accordingly, pursuant to Rule 8.05A of the Listing Rules, we have applied to the Stock Exchange for, and the Stock Exchange has granted us, a waiver from strict compliance with the requirements under Rule 8.05(3) of the Listing Rules on the following basis that:

(a) the executive Directors and senior management of our Company have sufficient and satisfactory experience of at least three years in the line of business and industry of our Company;

(b) our Company has satisfied management continuity for the most recent audited financial year; and

(c) our Company has satisfied the other requirements set out in Rule 8.05(3) of the Listing Rules, namely, ownership continuity and control requirement, market capitalisation requirement and revenue requirement.

MANAGEMENT PRESENCE IN HONG KONG

Rule 8.12 of the Listing Rules provides that an applicant applying for a listing on the Stock Exchange must have sufficient management presence in Hong Kong, and this normally means that at least two of its executive Directors must be ordinarily resident in Hong Kong. In exercising such discretion, the Stock Exchange will have regard to, among other conditions, the applicant's arrangement for maintaining regular communications with the Stock Exchange. Our operations are based in Indonesia and our Group's headquarters situate in and substantially all of our executive Directors currently reside in Indonesia. We do not, and in the foreseeable future will not, have sufficient management presence in Hong Kong for the purpose of satisfying the requirements under Rule 8.12 of the Listing Rules. As a result, we have applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with Rule 8.12 of the Listing Rules, on the following conditions to ensure that regular and effective communication is maintained between the Stock Exchange and us:

(a) *Authorised representatives*: We have appointed Mr. Hao, our executive Director and chief executive officer and Mr. Leung Ka Hong, our company secretary, as our authorised representatives (the "**Authorised Representatives**") for the purpose of Rule 3.05 of the Listing Rules. They will act as our principal channel of communication with the Stock Exchange and will ensure that our Group complies with the Listing Rules at all times. Although Mr. Hao resides in Indonesia, he possesses valid travel documents to visit Hong Kong and would be able to renew such travel documents when they expire. The Authorised Representatives will be available to meet with the Stock Exchange within a reasonable time period as per the request of the Stock Exchange and will be readily contactable by phone, facsimile and email. Our Company will only change the Authorised Representatives after notifying the Stock Exchange of such change and the reasons and having made an appropriate replacement. Our Company has been registered as a non-Hong Kong company under Part 16 of the Companies Ordinance, and a representative of our Company has been authorised to accept service of legal process and notices in Hong Kong on behalf of our Company.

(b) *Directors*: When the Stock Exchange wishes to contact our Directors on any matter, each of the Authorised Representatives has the necessary means to contact all the members of our Board (including our independent non-executive Directors) and of our senior management team promptly at all times. We will implement the following measures: (i) each Director must provide his/her mobile phone number, office phone number, email address and facsimile number to the Authorised Representatives and the Stock Exchange; (ii) in the event that a Director expects to travel and/or otherwise be out of office, he/she will provide the phone number of the place of his/her accommodation to the Authorised Representatives. In addition, all of our Directors who are not ordinary resident in Hong Kong have confirmed that they possess or can apply for valid travel documents to visit Hong Kong and would be able to meet with the Stock Exchange within a reasonable period of time, if required.

We have provided the mobile phone number, office phone number, email address and facsimile number of each of our Directors to the Stock Exchange.

(c) *Compliance adviser*: We have appointed UOB Kay Hian (Hong Kong) Limited as our compliance adviser (the "**Compliance Adviser**") in compliance with Rule 3A.19 of the Listing Rules, who will act as our additional channel of communication with the Stock Exchange during the period from the Listing Date to the date on which we comply with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the Listing Date. The Compliance Adviser will have access at all times to the Authorised Representatives, our Directors and other members of the senior management of our Company, and will act as our alternative channel of communication with the Stock Exchange when the Authorised Representatives are not available. We will ensure that there are adequate and efficient means of communication among ourselves, the Authorised Representatives, Directors, other officers and the Compliance Adviser.

(d) *Meetings with the Stock Exchange:* Meeting between the Stock Exchange and our Directors can be arranged through the Authorised Representatives or the Compliance Adviser, or directly with our Directors within a reasonable period. We will inform the Stock Exchange promptly in respect of any change in the Authorised Representatives and Compliance Adviser.

CONTINUING CONNECTED TRANSACTIONS

We have entered into certain transactions which will constitute continuing connected transactions for our Company under the Listing Rules after Listing. We have applied to the Stock Exchange for, and the Stock Exchange has granted us, waivers from strict compliance with (i) the announcement requirements under Chapter 14A of the Listing Rules in respect of the continuing connected transactions as set out in the section headed "Connected Transactions — Waivers from the Stock Exchange — Waiver from Strict Compliance with the Announcement, Circular and Independent Shareholders' Approval Requirements" in this prospectus; (ii) the announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules in respect of the continuing connected transactions as set out in the section headed "Connected Transactions — Waivers from the Stock Exchange — Waiver from Strict Compliance with the Announcement, Circular and Independent Shareholders' Approval Requirements" in this prospectus; and (iii) annual cap expressed in monetary terms required for the Alumina Sales Contract under Chapter 14A of the Listing Rules in respect of the continuing connected transactions as set out in the section headed "Connected Transactions — Waivers from the Stock Exchange — Waiver from Strict Compliance with the Monetary Annual Caps Requirements" in this prospectus.

PUBLIC FLOAT REQUIREMENTS

According to Rule 8.08(1)(a) of the Listing Rules, there shall be an open market in the securities for which listing is sought and a sufficient public float of an issuer's listed securities to be maintained. This normally means that at least 25% of the issuer's total issued share capital must at all times be held by the public. Pursuant to Rule 8.08(1)(d) of the Listing Rules, the Stock Exchange may, subject to certain conditions and at its discretion, accept a lower percentage of between 15% to 25%, if a new applicant meets the following requirements under Rule 8.08(1)(d) of the Listing Rules:

(i) the issuer shall have an expected market capitalisation at the time of listing of over HK$10.0 billion;

(ii) the number of securities concerned and the extent of their distribution would enable the market to operate properly with a lower percentage;

(iii) appropriate disclosure of the lower prescribed percentage of public float shall be made in the initial listing document;

(iv) the issuer will confirm the sufficiency of the public float in successive annual reports after listing; and

(v) a sufficient portion (to be agreed in advance with the Stock Exchange) of any securities intended to be marketed contemporaneously within and outside Hong Kong must normally be offered in Hong Kong.

To maintain the flexibility of a lower public float upon and after Listing, we have applied to the Stock Exchange, and the Stock Exchange has granted us, a waiver from strict compliance with the requirements under Rule 8.08(1)(a) of the Listing Rules, such that the public float of our Company may fall below 25% of the issued share capital of our Company (assuming that the Over-allotment Option is not exercised and without taking into account any Shares to be issued upon exercise of any options that may be granted under the Share Option Scheme). Pursuant to such waiver, our minimum public float shall be the higher of:

(i) 15%, being the percentage of Shares to be held by the public immediately following the completion of the Global Offering (assuming the Over-allotment Option is not exercised and without taking into account any Shares to be issued upon exercise of any options that may be granted under the Share Option Scheme); or

(ii) such percentage of Shares to be held by the public immediately following the exercise of the Over-allotment Option and the Share Option Scheme.

This waiver was granted on the basis that:

(i) our Company will make appropriate disclosure of the lower percentage of public float required by the Stock Exchange in this prospectus, together with a confirmation of sufficiency of public float in our successive annual reports after the Listing;

(ii) it is currently expected that no less than 88,235,300 Shares will be offered under the Global Offering and the total gross proceeds are expected to be no less than HK$2,347.1 million (assuming an Offer Price of HK$26.60 (being the low end of the indicative Offer Price range)). As a result, it is expected that there will be sufficient Shares available to satisfy investor demand in Hong Kong notwithstanding the lower public float percentage;

(iii) there will be an open market in the Shares offered in the Global Offering, and the number of Shares and the extent of their distribution would enable the market to operate properly with a lower percentage of public float;

(iv) we will be able to achieve a minimum market capitalisation of at least HK$10 billion upon Listing;

(v) we will implement appropriate measures and mechanisms to ensure continual maintenance of the minimum percentage of public float prescribed by the Stock Exchange; and

(vi) in the event that the public float percentage falls below the minimum percentage prescribed by the Stock Exchange, our Directors will take appropriate steps to ensure that the minimum percentage of public float prescribed by the Stock Exchange is complied with.

WAIVER IN RELATION TO RULE 4.04(1) OF THE LISTING RULES AND EXEMPTION FROM STRICT COMPLIANCE WITH SECTION 342(1) IN RELATION TO PARAGRAPH 27 OF PART I AND PARAGRAPH 31 OF PART II OF THE THIRD SCHEDULE TO THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE

According to Rule 4.04(1) of the Listing Rules, the Accountants' Report contained in this prospectus must include the consolidated results of our Group in respect of each of the three financial years immediately preceding the issue of this prospectus or such shorter period as may be acceptable to the Stock Exchange.

According to Paragraph 18 of Chapter 1.1A of the Listing Guide, where an applicant issues its listing document shortly after the financial year end, a waiver from strict compliance with Rule 4.04(1) of the Listing Rules (the "**Rule 4.04(1) Waiver**") might be granted by the Stock Exchange if (i) certain conditions as set out in Paragraph 19 of Chapter 1.1A of the Listing Guide are met; and (ii) the applicant's proposed listing date is not later than one month before the due date on which its first audited report after listing must be despatched.

According to Paragraph 19 of Chapter 1.1A of the Listing Guide, where an applicant issues its listing document in the third month after the latest financial year end, the Rule 4.04(1) Waiver might be granted subject to the following conditions: (i) the applicant must list on the Stock Exchange within three months after the latest financial year end; (ii) the applicant must obtain a certificate of exemption from the SFC on compliance with the requirements under Sections 38(1) or 342(1) of and paragraphs 27 and 31 of the Third Schedule; and (iii) the listing document must include the financial information for the latest financial year and a commentary on the results for that financial year. The financial information to be included in the listing document must (a) follow the same content requirements as for a preliminary results announcement under Rule 13.49 of the Listing Rules; and (b) be agreed with the reporting accountants following their work under Practice Note 730 (Revised) "Guidance for Auditors Regarding Preliminary Announcements of Annual Results" issued by the Hong Kong Institute of Certified Public Accountants.

According to Paragraph 20 of Chapter 1.1A of the Listing Guide, the Rule 4.04(1) Waiver will not be ordinarily granted (i) if there is a material adverse change in performance since the date to which the latest audited accounts have been made up to the latest practicable date (or up to the end of the forecast period where a profit/loss forecast has been prepared); and/or (ii) a downward trend in recent business performance to the extent that it may not meet the financial eligibility requirement if a Rule 4.04(1) Waiver is not granted.

According to Section 342(1)(b) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, this prospectus shall include an accountants' report which contains the matters specified in the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

According to Paragraph 27 of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance, our Company is required to include in this prospectus a statement as to the gross trading income or sales turnover (as the case may be) of our Group during each of the three financial years immediately preceding the issue of this prospectus as well as an explanation of the method used for the computation of such income or turnover and a reasonable breakdown of the more important trading activities.

According to Paragraph 31 of Part II of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance, our Company is required to include in this prospectus a report by our auditors with respect to profits and losses and assets and liabilities of our Group in respect of each of the three financial years immediately preceding the issue of this prospectus.

According to Section 342A(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the SFC may issue, subject to such conditions (if any) as the SFC thinks fit, a certificate of exemption from compliance with the relevant requirements under the Companies (Winding Up and Miscellaneous Provisions) Ordinance if, having regard to the circumstances, the SFC considers that the exemption will not prejudice the interest of the investing public and compliance with any or all of such requirements would be irrelevant or unduly burdensome, or is otherwise unnecessary or inappropriate.

The Accountants' Report for each of the three years ended 31 December 2021, 2022 and 2023 and the nine months ended 30 September 2024 has been prepared and is set out in Appendix I to this prospectus. Pursuant to the relevant requirements set out above, our Company is required to produce three full years of audited accounts for the years ended 31 December 2022, 2023 and 2024. As such, an application has been made to the Stock Exchange for a waiver from strict compliance with Rule 4.04(1) of the Listing Rules, and such waiver has been granted by the Stock Exchange on the conditions that:

(a) this prospectus will be issued on or before 17 March 2025 and our Shares will be listed on the Stock Exchange on or before 31 March 2025 (i.e. within three months after the latest financial year end of our Company);

(b) our Company will obtain a certificate of exemption from the SFC from strict compliance with the requirements under Section 342(1) in relation to Paragraph 27 of Part I and Paragraph 31 of Part II of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance requirements;

(c) this prospectus will include the unaudited financial information for the year ended 31 December 2024 and a commentary on the results for the year; and

(d) our Company will not be in breach of our constitutional documents or laws and regulations of the Cayman Islands, where our Company is incorporated, or other regulatory requirements as a result of not publishing our preliminary results announcement for the year ended 31 December 2024 in accordance with Rule 13.49(1) of the Listing Rules. Pursuant to the Note to Rule 13.49(1) of the Listing Rules, our Company will publish an announcement after the Listing and no later than 31 March 2025 stating that the relevant financial information has been included in this prospectus.

An application has also been made to the SFC for a certificate of exemption from strict compliance with Section 342(1)(b) in relation to Paragraph 27 of Part I and Paragraph 31 of Part II of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance and a certificate of exemption has been granted by the SFC under Section 342A of the Companies (Winding Up and Miscellaneous Provisions) Ordinance on the conditions that:

(a) the particulars of the exemption are set out in this prospectus;

(b) this prospectus will be issued on or before 17 March 2025; and

(c) our Shares will be listed on the Stock Exchange on or before 31 March 2025 (i.e. three months after the latest financial year end of our Company).

The applications to Stock Exchange for a waiver from strict compliance with Rule 4.04(1) of the Listing Rules and to the SFC for a certificate of exemption from strict compliance with the requirements under Paragraph 27 of Part I and Paragraph 31 of Part II of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance were made on the grounds, among others, that strict compliance with the above requirements would be unduly burdensome and the exemption would not prejudice the interest of the investing public as:

(a) there would not be sufficient time for our Group and our reporting accountants to finalise the audited financial information for the year ended 31 December 2024 for inclusion in this prospectus. If the financial information is required to be audited up to 31 December 2024 by the expected prospectus date, our Company and our reporting accountants would have to undertake a substantial amount of work to prepare, update and finalise the Accountants' Report and this prospectus to cover such additional period. This would inevitably incur additional time and costs and would be unduly burdensome for our Company and our reporting accountants. Our Directors consider that the benefits of such work to the potential investors of our Company may not justify the additional work and expenses involved and the delay of the timetable for Listing, given that there has been no significant change in the financial position of our Group since 30 September 2024, being the date to which the latest audited financial statements of our Group were made up;

(b) our Company has included in this prospectus (i) the Accountants' Report covering the three years ended 31 December 2023 and the nine months ended 30 September 2024, (ii) the unaudited financial information for the year ended 31 December 2024 and a commentary on the results for the year as set out in Appendix IIB to this prospectus, which is no less than the content requirements for a preliminary results announcement under Rule 13.49 of the Listing Rules, and the unaudited financial information for the year ended 31 December 2024 has been agreed with the reporting accountants, KPMG, following their work under Practice Note 730 (Revised) "Guidance for Auditors Regarding Preliminary Announcements of Annual Results" issued by the Hong Kong Institute of Certified Public Accountants, and (iii) the information regarding the recent development of our Group subsequent to the Track Record Period and up to the Latest Practicable Date. As such, our Company is of the view that all material information that is necessary for the Shareholders and potential investors to make an informed assessment of the activities, assets and liabilities, financial position, trading position, management and prospects of our Group has been disclosed in this prospectus. Our Directors and the Sole Sponsor confirm that all material information which is necessary for the Shareholders and potential investors to make an informed assessment of the activities, assets and liabilities, financial position, trading position, management and prospects of our Group has been disclosed in this prospectus. Therefore, the waiver and exemption would not prejudice the interests of the investing public;

(c) our Directors confirmed and the Sole Sponsor, after conducting sufficient due diligence, confirmed that, except to the extent disclosed in the section headed "Summary and Highlights — Recent Developments Subsequent to the Track Record Period and No Material Adverse Change" in this prospectus, there had not been any material adverse change to our financial and trading positions or prospect with specific reference to the trading results since 30 September 2024 and up to the date of this prospectus which will materially affect the information shown in the Accountants' Report, the unaudited financial information for the year ended 31 December 2024 and a commentary on the results for the year as set out in Appendix IIB to this prospectus, the section headed "Financial Information" and other parts of this prospectus; and

(d) our Company will comply with the requirements under Rule 13.46(2) of the Listing Rules in respect of the publication of our annual report. Our Company currently expects to issue our annual report for the year ended 31 December 2024 on or before 30 April 2025. In this regard, our Directors consider that our Shareholders, the investing public as well as potential investors of our Company will be kept informed of the financial results of our Group for the year ended 31 December 2024.

DIRECTORS' RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS

This prospectus, for which our Directors (including any proposed Director who is named as such in this prospectus) collectively and individually accept full responsibility, includes particulars given in compliance with the Companies (WUMP) Ordinance, the Securities and Futures (Stock Market Listing) Rules (Chapter 571V of the Laws of Hong Kong) and the Listing Rules for the purpose of giving information to the public with regard to our Company. Our Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this prospectus is accurate and complete in all material aspects and is not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this prospectus misleading.

UNDERWRITING

This prospectus is published solely in connection with the Hong Kong Public Offering which forms part of the Global Offering. For applicants under the Hong Kong Public Offering, this prospectus set out the terms and conditions of the Hong Kong Public Offering.

The Listing is sponsored by the Sole Sponsor. The Hong Kong Public Offering will be fully underwritten by the Hong Kong Underwriters under the terms of the Hong Kong Underwriting Agreement and is subject to the agreement to the Offer Price between our Company and the Sole Overall Coordinator (for itself and on behalf of the Underwriters). The Global Offering is managed by the Sole Overall Coordinator. The International Placing will be fully underwritten by the International Underwriters under the terms of the International Underwriting Agreement. For further information about the Underwriters and the underwriting arrangements, please refer to the section headed "Underwriting" in this prospectus.

DETERMINATION OF THE OFFER PRICE

The Offer Shares are being offered at the Offer Price which will be determined by the Sole Overall Coordinator (for itself and on behalf of the Underwriters) and our Company on or around Friday, 21 March 2025 (Hong Kong time) or such later time as may be agreed between the Sole Overall Coordinator (for itself and on behalf of the Underwriters) and our Company, but in any event no later than 12:00 noon on Friday, 21 March 2025 (Hong Kong time). If, for any reason, the Offer Price is not agreed between our Company and the Sole Overall Coordinator (for itself and on behalf of the Underwriters) by 12:00 noon on Friday, 21 March 2025 (Hong Kong time), the Global Offering will not proceed.

RESTRICTIONS ON OFFER AND SALE OF OFFER SHARES

No action has been taken to permit a public offering of the Offer Shares or the distribution of this prospectus in any jurisdiction other than Hong Kong. Accordingly, this prospectus may not be used for the purpose of, and does not constitute, an offer or invitation, nor is it calculated to invite or solicit offers in any jurisdiction or in any circumstances in which such an offer or invitation is not authorised or to any person to whom it is unlawful to make such an offer or invitation. The distribution of this prospectus and the offering of the Offer Shares in other jurisdictions are subject to restrictions and may not be made except as permitted under the securities laws of such jurisdiction pursuant to registration with or an authorisation by the relevant securities regulatory authorities or an exemption therefrom. In particular, the Offer Shares have not been offered and sold, and will not be offered or sold, directly or indirectly in the United States, except in compliance with the relevant laws and regulations of such jurisdiction.

INFORMATION ON THE GLOBAL OFFERING

The Offer Shares are offered to the public in Hong Kong for subscription solely on the basis of the information contained and the representations made in this prospectus. No person is authorised to give any information in connection with the Global Offering or to make any representation not contained in this prospectus, and any information or representation not contained in this prospectus must not be relied upon as having been authorised by our Company, the Sole Sponsor, the Sponsor-Overall Coordinator, the Sole Overall Coordinator, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters or the Capital Market Intermediaries, any of our or their respective directors, agents, employees or advisers or any other persons involved in the Global Offering.

Each person acquiring the Global Offering will be required, and is deemed by his or her acquisition of the Offer Shares, to confirm that he or she is aware of the restrictions on offers of the Offer Shares described in this prospectus and that he or she is not acquiring, and has not been offered any Offer Shares in circumstances that contravene any such restrictions.

Prospective applicants for the Offer Shares should consult their financial advisers and take legal advice, as appropriate, to inform themselves of, and to observe, all applicable laws and regulations of any relevant jurisdiction. Prospective applicants for the Offer Shares should inform themselves as to the relevant legal requirements of applying for the Offer Shares and any applicable exchange control regulations and applicable taxes in the countries of their respective citizenship, residence or domicile.

The Offer Shares are offered solely on the basis of the information contained and representations made in this prospectus and on the terms and subject to the conditions set out herein and therein. No person is authorised to give any information in connection with the Global Offering or to make any representation not contained in this prospectus, and any information or representation not contained herein must not be relied upon as having been authorised by our Company, the Sole Sponsor, the Sponsor-Overall Coordinator, the Sole Overall Coordinator, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, the Capital Market Intermediaries, any of our or their respective directors, agents, employees or advisers or any other party involved in the Global Offering.

Neither the delivery of this prospectus nor any subscription or acquisition made under it shall, under any circumstances, create any implication that there has been no change in our affairs since the date of this prospectus or that the information in this prospectus is correct as of any subsequent time.

Details of the structure of the Global Offering, including its conditions, are set out in the section headed "Structure and Conditions of the Global Offering" in this prospectus, and the procedures for applying for the Hong Kong Offer Shares are set out in the section headed "How to Apply for Hong Kong Offer Shares" in this prospectus.

APPLICATION FOR LISTING OF THE SHARES ON THE STOCK EXCHANGE

We have applied to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, our Shares in issue and to be issued as mentioned in this prospectus (including any Shares which may be issued pursuant to the exercise of the Over-allotment Option and any options which may be granted under the Share Option Scheme).

No part of our Shares is listed on or dealt in on any other stock exchange and no such listing or permission to list is being or currently proposed to be sought in the near future.

REGISTER OF MEMBERS AND STAMP DUTY

All Shares issued by us pursuant to applications made in the Global Offering will be registered on our register of members to be maintained in Hong Kong by Tricor Investor Services Limited, our Hong Kong Share Registrar. Our principal register of members will be maintained in the Cayman Islands by our Company's principal share registrar, Conyers Trust Company (Cayman) Limited.

Dealings in Shares registered on our Hong Kong register of members will be subject to Hong Kong stamp duty. Only Shares registered on our Hong Kong register of members may be traded on the Stock Exchange.

PROFESSIONAL TAX ADVICE RECOMMENDED

If you are unsure about the taxation implications of subscribing for, or purchasing, holding or disposing of or dealing in the Offer Shares, you should consult your professional advisers. None of our Company, the Sole Sponsor, the Sponsor-Overall Coordinator, the Sole Overall Coordinator, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, the Capital Market Intermediaries, their respective directors, agents, employees or advisers and any other persons involved in the Global Offering accepts responsibility for any tax effects on, or liability of, any person or holders of Shares resulting from subscribing for, purchasing, holding or disposing of or dealing in the Offer Shares.

PROCEDURE FOR APPLICATION FOR THE HONG KONG OFFER SHARES

The procedure for application for the Hong Kong Offer Shares is set out in the section headed "How to Apply for Hong Kong Offer Shares" in this prospectus.

STRUCTURE OF THE GLOBAL OFFERING

Details of the structure of the Offering, including conditions of the Global Offering, are set out in the section headed "Structure and Conditions of the Global Offering" in this prospectus.

OVER-ALLOTMENT AND STABILISATION

Details of the arrangements relating to the Over-allotment Option and stabilisation are set out in the section headed "Structure and Conditions of the Global Offering" in this prospectus.

SHARES WILL BE ELIGIBLE FOR ADMISSION INTO CCASS

If the Stock Exchange grants the listing of, and permission to deal in, the Shares on the Stock Exchange and we comply with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or such other date HKSCC chooses. Investors should seek the advice of their stockbroker or other professional advisers for details of those settlement arrangements as such arrangements will affect their rights, interests and liabilities.

Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after a trading day.

All necessary arrangements have been made for the Shares to be admitted to CCASS.

All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time.

COMMENCEMENT OF DEALINGS IN THE SHARES

Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Tuesday, 25 March 2025.

The Shares will be traded in board lots of 100 Shares each. The stock code for the Shares is 2610.

CSRC FILING AND OTHER RELEVANT PRC AUTHORITIES APPROVAL

The Listing does not require any filing with the CSRC or any other PRC Government authorities under the current PRC laws, rules and regulations.

ROUNDING

In this prospectus, where information is presented in hundreds, thousands, ten thousands, millions, hundred millions or billions, certain amounts of less than one hundred, one thousand, ten thousand, one million, a hundred million or a billion, as the case may be, have been rounded to the nearest hundred, thousand, ten thousand, million, hundred million or billion, respectively. Unless otherwise stated, all the numerical figures are rounded to one decimal place and figures in this prospectus are in approximate figures. Any discrepancies in any table or chart between totals and sums of amounts listed therein are due to rounding.

LANGUAGE

If there is any inconsistency between the English version of this prospectus and the Chinese translation of this prospectus, the English version of this prospectus shall prevail. If there is any inconsistency between the names of any of the entities mentioned in this prospectus which are not in the English language and their English translations, the names in their respective original languages shall prevail.

EXCHANGE RATES CONVERSION

For illustrative purpose only, unless otherwise indicated, this prospectus contains translations among certain amounts denominated in Hong Kong dollars, Renminbi, U.S. dollars and Indonesian Rupiah at the following rates:

HK$1	to RMB0.9231
HK$1	to IDR2,100.8064
US$1	to RMB7.1733
US$1	to HK$7.7713
US$1	to IDR16,326.0000

For exchange rates translations throughout this prospectus (if any), we make no representations and none should be construed as being made, that any of Hong Kong dollars, Renminbi, U.S. dollars and Indonesian Rupiah contained in this prospectus could have been or could be converted into amounts of any other currencies at any particular rate or at all on such date or any other date.

DIRECTORS

Name	Address	Nationality
Executive Directors		
Mr. Hao Weisong (郝維松)	Room 304, Block 6, Residential Area Galang Batang Desa Gunung Kijang Kecamatan Gunung Kijang Kabupaten Bintan Kepulauan Riau 29153 Indonesia	Chinese
Mr. Wang Shisan (王仕三)	Room 303, Block 6, Residential Area Galang Batang Desa Gunung Kijang Kecamatan Gunung Kijang Kabupaten Bintan Kepulauan Riau 29153 Indonesia	Chinese
Non-executive Directors		
Ms. Wang Yanli (王艷麗)	3 Lorong Puntong, #19-12 Singapore 576444	Chinese
Mr. Loo Tai Choong	1 Jalan GR6/3A Aspen Garden Residence Cyberjaya Selangor 63000 Malaysia	Malaysian
Mr. George Santos	Bukit Batu Mulia PT. Gedung Kantor Solid Jl Bukit Piatu Galang Batang (KEK) Gunung Kijang, Gunung Kijang Bintan, 29153 Indonesia	Indonesian

Name	Address	Nationality
Independent non-executive Directors		
Mr. Wen Xianjun (文獻軍)	1-2-702 in District A Yuanyang Wanhecheng Chaoyang District Beijing China	Chinese
Mr. Cheung Kwong Tat (張廣達)	Flat C, 4/F Hanking Court, 43 Cloud View Road North Point Hong Kong	Chinese
Ms. Dong Meihua (董美華)	Room 302, Unit 1 Block 5, Banshanyuan Longdong Street, Lixia District Jinan City, Shandong China	Chinese

For further information regarding our Directors, please refer to the section headed "Directors and Senior Management" in this prospectus.

PARTIES INVOLVED IN THE GLOBAL OFFERING

Sole Sponsor, Sponsor-Overall Coordinator and Sole Overall Coordinator	**Huatai Financial Holdings (Hong Kong) Limited** 62/F, The Center 99 Queen's Road Central Hong Kong
Joint Global Coordinators	**Huatai Financial Holdings (Hong Kong) Limited** 62/F, The Center 99 Queen's Road Central Hong Kong **CMB International Capital Limited** 45/F, Champion Tower 3 Garden Road Central Hong Kong

China Galaxy International Securities (Hong Kong) Co., Limited
20/F, Wing On Centre
111 Connaught Road Central
Hong Kong

China International Capital Corporation Hong Kong Securities Limited
29/F One International Finance Centre
1 Harbour View Street
Central
Hong Kong

CLSA Limited
18/F, One Pacific Place
88 Queensway
Hong Kong

Daiwa Capital Markets Hong Kong Limited
Level 28, One Pacific Place
88 Queensway
Hong Kong

DBS Asia Capital Limited
73/F, The Center
99 Queen's Road Central
Hong Kong

ICBC International Securities Limited
37/F, ICBC Tower
3 Garden Road
Hong Kong

UOB Kay Hian (Hong Kong) Limited
6/F, Harcourt House
39 Gloucester Road
Hong Kong

Joint Bookrunners	**Huatai Financial Holdings (Hong Kong) Limited** 62/F, The Center 99 Queen's Road Central Hong Kong
	CMB International Capital Limited 45/F, Champion Tower 3 Garden Road Central Hong Kong
	China Galaxy International Securities (Hong Kong) Co., Limited 20/F, Wing On Centre 111 Connaught Road Central Hong Kong
	China International Capital Corporation Hong Kong Securities Limited 29/F One International Finance Centre 1 Harbour View Street Central Hong Kong
	CLSA Limited 18/F, One Pacific Place 88 Queensway Hong Kong
	Daiwa Capital Markets Hong Kong Limited Level 28, One Pacific Place 88 Queensway Hong Kong
	DBS Asia Capital Limited 73/F, The Center 99 Queen's Road Central Hong Kong

ICBC International Securities Limited
37/F, ICBC Tower
3 Garden Road
Hong Kong

UOB Kay Hian (Hong Kong) Limited
6/F, Harcourt House
39 Gloucester Road
Hong Kong

AVICT Global Asset Management Limited
Units 6704B–6A, Level 67
International Commerce Centre
1 Austin Road West
Kowloon
Hong Kong

BOCI Asia Limited
26/F, Bank of China Tower
1 Garden Road
Central
Hong Kong

Futu Securities International (Hong Kong) Limited
34/F, United Centre
No. 95 Queensway
Admiralty
Hong Kong

Phillip Securities (Hong Kong) Limited
11/F, United Centre
95 Queensway
Hong Kong

Tiger Brokers (HK) Global Limited
1/F, No. 308 Des Voeux Road Central
Sheung Wan
Hong Kong

Zhongtai International Securities Limited
19/F, Li Po Chun Chambers
189 Des Voeux Road Central
Hong Kong

Joint Lead Managers

Huatai Financial Holdings (Hong Kong) Limited
62/F, The Center
99 Queen's Road Central
Hong Kong

CMB International Capital Limited
45/F, Champion Tower
3 Garden Road
Central
Hong Kong

China Galaxy International Securities (Hong Kong) Co., Limited
20/F, Wing On Centre
111 Connaught Road Central
Hong Kong

China International Capital Corporation Hong Kong Securities Limited
29/F One International Finance Centre
1 Harbour View Street
Central
Hong Kong

CLSA Limited
18/F, One Pacific Place
88 Queensway
Hong Kong

Daiwa Capital Markets Hong Kong Limited
Level 28, One Pacific Place
88 Queensway
Hong Kong

DBS Asia Capital Limited
73/F, The Center
99 Queen's Road Central
Hong Kong

ICBC International Securities Limited
37/F, ICBC Tower
3 Garden Road
Hong Kong

UOB Kay Hian (Hong Kong) Limited
6/F, Harcourt House
39 Gloucester Road
Hong Kong

AVICT Global Asset Management Limited
Units 6704B–6A, Level 67
International Commerce Centre
1 Austin Road West
Kowloon
Hong Kong

BOCI Asia Limited
26/F, Bank of China Tower
1 Garden Road
Central
Hong Kong

Futu Securities International (Hong Kong) Limited
34/F, United Centre
No. 95 Queensway
Admiralty
Hong Kong

Phillip Securities (Hong Kong) Limited
11/F, United Centre
95 Queensway
Hong Kong

	Tiger Brokers (HK) Global Limited 1/F, No. 308 Des Voeux Road Central Sheung Wan Hong Kong
	Zhongtai International Securities Limited 19/F, Li Po Chun Chambers 189 Des Voeux Road Central Hong Kong
Capital Market Intermediaries	**Huatai Financial Holdings (Hong Kong) Limited** 62/F, The Center 99 Queen's Road Central Hong Kong
	CMB International Capital Limited 45/F, Champion Tower 3 Garden Road Central Hong Kong
	China Galaxy International Securities (Hong Kong) Co., Limited 20/F, Wing On Centre 111 Connaught Road Central Hong Kong
	China International Capital Corporation Hong Kong Securities Limited 29/F One International Finance Centre 1 Harbour View Street Central Hong Kong
	CLSA Limited 18/F, One Pacific Place 88 Queensway Hong Kong

Daiwa Capital Markets Hong Kong Limited
Level 28, One Pacific Place
88 Queensway
Hong Kong

DBS Asia Capital Limited
73/F, The Center
99 Queen's Road Central
Hong Kong

ICBC International Securities Limited
37/F, ICBC Tower
3 Garden Road
Hong Kong

UOB Kay Hian (Hong Kong) Limited
6/F, Harcourt House
39 Gloucester Road
Hong Kong

AVICT Global Asset Management Limited
Units 6704B–6A, Level 67
International Commerce Centre
1 Austin Road West
Kowloon
Hong Kong

BOCI Asia Limited
26/F, Bank of China Tower
1 Garden Road
Central
Hong Kong

Futu Securities International (Hong Kong) Limited
34/F, United Centre
No. 95 Queensway
Admiralty
Hong Kong

	Phillip Securities (Hong Kong) Limited 11/F, United Centre 95 Queensway Hong Kong
	Tiger Brokers (HK) Global Limited 1/F, No. 308 Des Voeux Road Central Sheung Wan Hong Kong
	Zhongtai International Securities Limited 19/F, Li Po Chun Chambers 189 Des Voeux Road Central Hong Kong
Financial Adviser	**CMB International Capital Limited** 45/F, Champion Tower 3 Garden Road Central Hong Kong
Legal advisers to our Company	*As to Hong Kong law* **Stevenson, Wong & Co.** **in association with AllBright Law (Hong Kong) Offices LLP** 39/F, Gloucester Tower The Landmark 15 Queen's Road Central Hong Kong
	As to Indonesia law **Persekutuan Perdata EY Law Indonesia** Indonesia Stock Exchange Building Tower I 12/F Jl. Jend. Sudirman Kav. 52-53 Jakarta 12190 Indonesia

As to Singapore law
Rajah & Tann Singapore LLP
9 Straits View #06-07
Marina One West Tower
Singapore 018937

As to PRC law
Grandway Law Offices
7F, Press Building No. 26
Jianguomennei Street
Dongcheng District
Beijing, China

As to Cayman Islands law
Conyers Dill & Pearman
29th Floor, One Exchange Square
8 Connaught Place
Central
Hong Kong

Legal advisers to the Sole Sponsor and the Underwriters

As to Hong Kong law
Eric Chow & Co. in Association with Commerce & Finance Law Offices
3401, Alexandra House
18 Chater Road
Central
Hong Kong

As to Indonesia law
Imran Muntaz & Co.
Office 8 Senopati, 35/F
Sudirman Central Business District Lot. 28
Jl. Jenderal Sudirman Kav. 52-53
Jakarta 12190
Indonesia

Reporting accountants and auditors	**KPMG** *Certified Public Accountants* 8th Floor Prince's Building 10 Chater Road Central, Hong Kong
Industry consultant	**Frost & Sullivan Limited** Room 3006, Two Exchange Square 8 Connaught Place Central Hong Kong
Property valuer	**Jones Lang LaSalle Corporate Appraisal and Advisory Limited** 7/F, One Taikoo Place 979 King's Road Hong Kong
Receiving banks	**Industrial and Commercial Bank of China (Asia) Limited** 33/F., ICBC Tower 3 Garden Road Central Hong Kong
	DBS Bank (Hong Kong) Limited 11/F, The Center 99 Queen's Road Central Central, Hong Kong
Compliance adviser	**UOB Kay Hian (Hong Kong) Limited** 6/F, Harcourt House 39 Gloucester Road Hong Kong

Registered office in the Cayman Islands	Cricket Square Hutchins Drive P.O. Box 2681 Grand Cayman, KY1-1111 Cayman Islands
Headquarters and principal place of business in Indonesia	The Special Economic Zone of Galang Batang village of Gunung Kijang Gunung Kijang District Bintan Regency Riau Islands Province 29153 Indonesia
Principal place of business in Hong Kong	Unit 1101, 11/F., Tower 1, Lippo Centre, 89 Queensway, Hong Kong
Authorised representatives (for the purpose of the Listing Rules)	Mr. Hao Weisong (郝維松) Room 304, Block 6, Residential Area Galang Batang Desa Gunung Kijang Kecamatan Gunung Kijang Kabupaten Bintan Kepulauan Riau 29153 Indonesia
	Mr. Leung Ka Hong (梁家康) *(HKICPA)* Room 1101, 11/F Tower One Lippo Centre 89 Queensway, Hong Kong
Company secretary	Mr. Leung Ka Hong (梁家康) *(HKICPA)*
Audit Committee	Mr. Cheung Kwong Tat (張廣達) *(Chairman)* Ms. Dong Meihua (董美華) Ms. Wang Yanli (王艷麗)
Remuneration Committee	Ms. Dong Meihua (董美華) *(Chairman)* Mr. Hao Weisong (郝維松) Mr. Cheung Kwong Tat (張廣達)

Nomination Committee	Mr. Hao Weisong (郝維松) *(Chairman)* Mr. Wen Xianjun (文獻軍) Ms. Dong Meihua (董美華)
The Cayman Islands principal share registrar and transfer office	**Conyers Trust Company (Cayman) Limited** Cricket Square Hutchins Drive P.O. Box 2681 Grand Cayman, KY1-1111 Cayman Islands
Hong Kong Share Registrar	**Tricor Investor Services Limited** 17/F, Far East Finance Centre 16 Harcourt Road Hong Kong
Principal bank	**PT. Bank Mandiri (Persero) Tbk** Jenderal Gatot Subroto Street Kav. 36-38 Jakarta 12190 Indonesia **United Overseas Bank Limited** 80 Raffles Place UOB Plaza Singapore 048624
Company website	**www.nanshanintl.com** *(information on this website does not form part of this prospectus)*

The information and statistics set out in this section and other sections in this prospectus were extracted from different official government publications, available sources from public market research and other independent sources, and from the independent industry report prepared by Frost & Sullivan, an independent market research and consulting agency. We believe that the sources of such information are appropriate sources for such information, and we have taken reasonable care in extracting and reproducing such information. We have no reason to believe that such information and statistics are false or misleading or that any fact has been omitted that would render such information and statistics false or misleading in any material respect. The information from official government sources has not been independently verified by us, the Sole Sponsor, the Sponsor-Overall Coordinator, the Sole Overall Coordinator, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters and the Capital Market Intermediaries, any of our or their respective directors or affiliates or any other persons or parties involved in the Global Offering, and no representation is given as to the accuracy or completeness of such information and statistics. Our Directors confirm to the best of their knowledge, and after making reasonable enquiries, that there have been no material adverse changes in the industry since the date of the Frost & Sullivan Report which would qualify, contradict or have a material impact on the information set out in this section.

We have commissioned Frost & Sullivan, an independent market research and consulting company, to conduct an analysis of, and to prepare a report on the aluminium and the alumina industry. The report prepared by Frost & Sullivan for us is referred to in the prospectus as the Frost & Sullivan Report. We have agreed to pay a total fee of US$70,000 to Frost & Sullivan for the preparation of the report, which our Directors believe reflects market rates for reports of this type. Frost & Sullivan is a global consulting company founded in 1961 in New York and has over 40 global offices with more than 2,000 industry consultants, market research analysts, technology analysts and economists.

The Frost & Sullivan Report was undertaken through both primary and secondary research obtained from various sources using intelligence collection methodologies. Primary research involved discussing the status of the industry with certain leading industry participants across the industry value chain and conducting interviews with relevant parties to obtain objective and factual data and prospective predictions. Secondary research involved reviewing information, data and publications from publicly available sources, including official data and announcements from government agencies, and company reports, independent research reports and data based on Frost & Sullivan's own data base.

In compiling and preparing the Frost & Sullivan Report, Frost & Sullivan has adopted the following assumptions: (i) the social, economic and political environment in the globe is likely to remain stable in the forecast period; and (ii) industry key drivers are likely to drive the industry in the forecast period.

Our Directors have confirmed that, after taking reasonable care, Frost & Sullivan is an independent professional market research agency, and the sources of information used in this section, which are extracted from the Frost & Sullivan Report, are reliable and not misleading. There is no adverse change in the market information since the date of the Frost & Sullivan Report which may qualify, contradict or have impact on the information in this section.

OVERVIEW OF GLOBAL ALUMINIUM INDUSTRY

Aluminium is a crucial raw material for economic development and has risen to prominence as one of the most widely used metals across the globe due to its availability, cost benefit, energy efficiency, and environmental sustainability. Aluminium utilisation and demand are steadily increasing, particularly in the construction, transportation, electrical, and packaging industries, which in 2023 accounted for 25%, 24%, 12%, and 9% of global aluminium consumption, respectively. The adoption of aluminium in these industries are expected to further increase due to factors listed below:

- **Construction industry:** Aluminium is becoming increasingly important in the construction sector due to its distinctive properties, such as its strong plasticity, which facilitates its shaping for diverse applications. Its mechanical properties, influenced by purity and processing state, allow for versatility in cold and hot pressure processing, enabling the production of aluminium foil as thin as 0.006 millimetres and fine wires through cold drawing. As a result, aluminium can be cast into complex designs without compromising its structural integrity, offering architects a greater degree of flexibility. Additionally, aluminium's energy-efficient casting process stands out when compared to other metals, making it particularly beneficial for large-scale projects in terms of both material costs and environmental impact. As a result, aluminium is widely used in architectural structures, including window frames, door frames and others.

- **Transportation industry:** With a low density of 2.72g per cubic metre, approximately one-third lighter than other metals, aluminium has long been integral to the transportation industry. As a result, over 60% of spacecraft and 70% of aircraft are composed of aluminium alloys. The adoption of aluminium in the transportation sector has been further accelerated by recent initiatives for carbon neutrality and adherence to stringent fuel consumption and emission standards. Aluminium usage in new energy vehicle (NEV) has exceeded 220 kilogrammes per vehicle, representing a 46.7%

increase compared to traditional internal combustion vehicles (ICEs), which typically use around 150 kilogrammes per vehicle. Moreover, aluminium's resistance to rust, corrosion, and oxidation enhances the longevity and durability of automotive components, including body panels, bumpers, and others thus supporting sustainability goals by reducing maintenance costs and promoting extended service life.

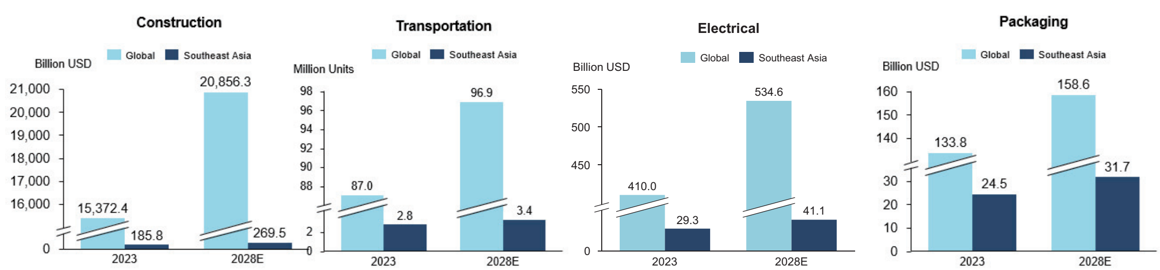
- **Electrical industry:** Aluminium stands out as a leading electrical conductor with a conductivity of 37.7 million siemens per metre, making it highly efficient for transmitting power over long distances while minimising energy loss. Consequently, aluminium is widely used in solar energy systems, including solar panel frames and mounting structures. Its lightweight properties contribute to cost-effectiveness in transmission. Moreover, aluminium's high thermal conductivity, durability, and corrosion resistance make it ideal for applications such as heat exchangers and renewable energy technologies. Its recyclability enhances its sustainability, positioning aluminium as a versatile choice for diverse electrical industry needs, in line with the global shift towards cleaner and more efficient electrical solutions.

- **Packaging industry:** Global initiatives to embrace sustainable and eco-friendly practices in production, consumption, and waste management have spurred actions to reduce single-use plastics and boost the utilisation of aluminium packaging, including foils, cans, and containers. Compared with the existing mainstream packaging material — plastic, aluminium packaging has a higher recyclability rate and is more environmentally friendly. While only 9% of plastic packaging is currently recycled, aluminium packaging boasts a recycling rate of 60%. Due to its higher recyclability rate, it is widely used in food and beverage packaging. In addition to its recyclability, aluminium packaging is gaining traction in the industry due to the growing preference for personalised and customised packaging solutions, which enhance brand uniqueness and strengthen consumer connections. The aesthetic appeal, reflective surface, and ease of decoration of aluminium packaging contribute to its rising adoption in premium and luxury product packaging, such as perfume and lotion bottles, makeup containers and compact and cases and tubes, thereby amplifying brand visibility and positively shaping consumer perceptions.

Apart from the increasing adoption of aluminium products in each sector, the downstream industries are also expected to exhibit robust growth in the coming years. The construction industry is poised for strong global growth, with a forecasted CAGR of 6.3% between 2023 and 2028, outpaced by substantial expansion in Southeast Asia at a CAGR of 7.7% for the same period. Among these nations, Indonesia stands out within the Southeast Asia region, with a projected CAGR of 9.0% between 2023 and 2028. Similarly, the transportation sector, fueled by the rising demand for NEVs and vehicle replacements, is expected to grow steadily. The electrical industry is poised for growth, driven by the need for expanded coverage and the adoption of renewable energy sources, with forecasted CAGRs of 7.0% and 11.5% in Southeast Asia and Indonesia, respectively. Finally, the packaging industry, spurred by increasing disposable income, is anticipated to grow with Southeast Asia and Indonesia leading global packaging industry growth with CAGRs of 5.3% and 8.1%, respectively, between 2023 and 2028.

The increasing adoption of aluminium products in downstream industries, coupled with the growth of these industries, is expected to drive continued growth in the demand for alumina. This, in turn, will further propel the expansion of the alumina industry, both globally and particularly within the Southeast Asia region, including Indonesia.

Market Size of Global and Southeast Asia Major Aluminium Downstream Industries, 2023 & 2028E



Note: (1) Southeast Asia refers to Indonesia, Malaysia, Vietnam, Singapore and Thailand; (2) Construction industry market size refers to contributions of the construction industry to GDP, transportation industry market size refers to automotive sales volume, electrical industry market size refers to investment in grid and energy storage industry, and packaging industry market size refers to the sales revenue of packaging industry.

Source: The Ministry of Industries of Indonesia, United Nations Statistics Division, GIH, IEA, IAI, Frost & Sullivan Report

OVERVIEW OF GLOBAL AND SOUTHEAST ASIA ALUMINA INDUSTRY

Alumina is a white crystalline substance that is used as the primary material for the smelting of aluminium metal. It also serves as the raw material for a broad range of advanced refractory materials, ceramic products and as an active agent in chemical processing. The production cost of alumina comprises bauxite, caustic soda, coal and others such as water, labour, etc. Bauxite accounts for 30%-45% of the alumina production cost, followed by other costs.

Alumina is categorised based on its application into two main types: metallurgical-grade (also known as aluminium-grade) alumina and non-metallurgical-grade (or chemical-grade) alumina. The primary use of metallurgical-grade alumina is in the production of electrolytic aluminium, whereas non-metallurgical-grade alumina is extensively used in the manufacture of corundum, ceramics, refractory products, and other items. Notably, metallurgical-grade alumina constitutes over 90% of the worldwide total alumina production. This grade plays a crucial role in the manufacturing process of final aluminium products, which are essential in industries including construction, transportation, electrical, and packaging industries.

Value Chain Analysis of Global and Southeast Asia Alumina Industry

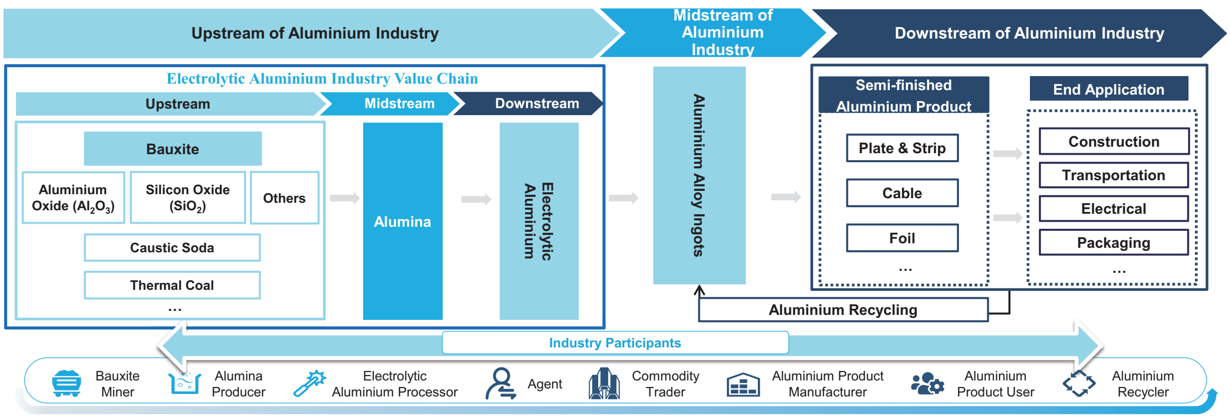
A fully developed aluminium industry ecosystem includes multiple stages, such as bauxite mining, alumina production, electrolytic aluminium processing, aluminium alloy fabrication, manufacturing of semi-finished aluminium products, end-use, and recycling of aluminium. The aluminium production process begins with extracting aluminium oxide from bauxite, a natural mineral. Refining bauxite into alumina requires 2 to 3 tons of bauxite for every ton of alumina produced. The alumina is then subjected to electrolytic reduction, with about 2 tons of alumina needed to produce one ton of electrolytic aluminium. The downstream sector focuses on further processing these ingots into various aluminium products like extrusions and foil, which find applications in construction, transportation, electrical, and packaging industries, among others. Given the aluminium industry's reliance on resources and its relatively limited fluidity, efficiency can occasionally be lacking. To maintain supply and demand equilibrium, it is normal for commodity traders to engage in facilitating transactions involving aluminium-related products, thereby increasing market liquidity and efficiency for producers and end-users alike.

The electrolytic aluminum industry occupies the upstream position in the aluminum value chain, with its primary output used to produce aluminum alloy ingots, which are further processed into various semi-finished aluminum products for diverse end applications. Our Group is an alumina manufacturer, positioned in the upstream of the entire aluminum industry, while we are in the midstream of the electrolytic aluminium supply chain. From the perspective of the alumina industry, it is closely connected with high-level of supplier concentration. The suppliers within the sector encompass essential providers of raw materials such as bauxite, caustic soda, and coal, with bauxite being the most crucial raw material for alumina production. Bauxite, a sedimentary rock, stands as the primary source for aluminium, presenting in three main varieties: gibbsite, boehmite, and diaspore. Gibbsite, with a Mohs hardness of 2.5-3.5, is softer than boehmite and diaspore, allowing the bauxite to dissolve more easily, which in turn helps reduce production costs. The differentiation of bauxite also involves its Al_2O_3 (aluminium oxide) and SiO_2 (silicon dioxide) concentrations. These concentrations are indicative of the aluminium content and the level of impurities present, respectively. A high aluminium oxide concentration suggests a richer aluminium composition, whereas a lower silicon dioxide concentration points to fewer impurities, reducing the need for caustic soda and energy in producing alumina. As of 2023, the global reserves of bauxite totaled 30 billion tons, with Southeast Asia contributing to more than 20% of this total, notably through deposits in Indonesia and Vietnam. Indonesia, in particular, is renowned for possessing some of the finest gibbsite mines globally, characterised by an aluminium concentration of 40%-60% and a modest silicon dioxide range of 3-8%. In comparison, the bauxite reserve of Vietnam comprises a mixture of boehmite and gibbsite, which is more difficult to dissolve during the refining process and has a lower concentration of Al_2O_3 compared to the bauxite mines in Indonesia. Besides bauxite, Indonesia also possesses one of the largest coal reserves in the world. Currently, more than 80% of energy used in global alumina production is generated from coal, and Indonesia's abundant coal reserves are expected to further reduce production costs. In 2023, Indonesia's confirmed coal reserves reached approximately 37 billion tons, leading Southeast Asia and ranking sixth worldwide. This exceptional combination of high aluminium content, minimal impurities, and easily soluble bauxite as well as abundant coal reserves positions Indonesian alumina industry for success.

In the midstream of the electrolytic aluminium industry, alumina producers distinguish themselves through their production methodologies, which are pivotal in determining efficiency, cost, and product quality. The primary method for alumina production is the Bayer process. The Bayer process, particularly its low-temperature variant, stands out as the most efficient method of production. It operates at a calcination temperature about 90 degrees lower than the standard Bayer process, leading to a simplified production flow. This results in decreased energy consumption for calcination, reduced costs, and an improvement in the quality and purity of the final alumina product. However, the low-temperature Bayer process requires premium gibbsite that can dissolve in low-temperature production environments. As a result, producers in Indonesia with access to high-quality gibbsite who implement the low-temperature Bayer process are positioned more competitively within the industry.

Much like the upstream suppliers, downstream participants in the electrolytic aluminium industry are highly concentrated due to the capital-intensive nature of production, the need for economies of scale, and the industry's reliance on long-term supply contracts. Electrolytic aluminium producers, as the users of the alumina product, refine pure aluminium metal from metallurgical-grade alumina oxide via electrolysis. The quality of alumina is crucial for the efficiency, cost-effectiveness, and environmental sustainability of the electrolytic aluminium production process. High-quality alumina, characterised by its rapid dissolution rate, minimal impurity content, and uniform particle size to ensure optimal feeding rates, is essential for maintaining a stable and efficient electrolysis process. This underscores the industry's significant demand for superior-quality alumina. Given the critical reliance on high-quality alumina for electrolytic aluminium production and the relatively low technical barriers to entering the electrolytic aluminium market, an increasing number of alumina producers are beginning to vertically integrate, expanding their operations to include electrolytic aluminium production. As a result, the production volume of electrolytic aluminium in Southeast Asia and Indonesia is projected to reach 4,348 thousand tons and 2,773 thousand tons, respectively, by 2028, representing CAGRs of 28.0% and 50.6% from 2024. The anticipated expansion of electrolytic aluminium production capacity is poised to generate substantial demand for alumina in Southeast Asia, laying the foundation for industry growth.

Diagram of Aluminium Industry Ecosystem and Electrolytic Aluminium Industry Value Chain



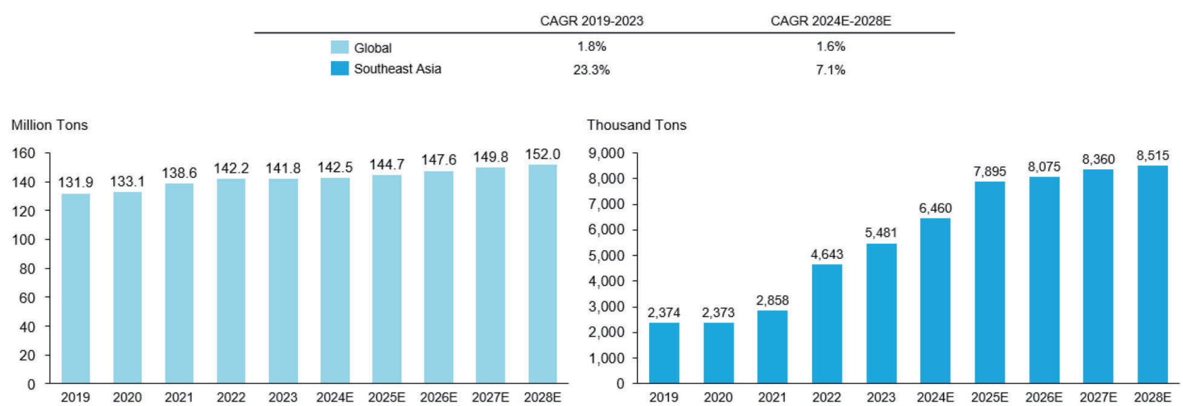
Source: IAI, Frost & Sullivan Report

Market Size of Global and Southeast Asia Alumina Industry

In 2023, Indonesia, as the country with largest alumina production capacity in Southeast Asia, ranked as the fifth largest country in the global distribution of alumina's designed production capacity, coming after China, Australia, Brazil and India. Indonesia is the largest alumina producing country in Southeast Asia accounting for over 70% of the production capacity in the region. In 2023, alumina's designed production capacity in Southeast Asia and Indonesia reached 5,600 and 4,300 thousand tons, with CAGR of 21.1% and 34.9% from 2019 to 2023, respectively. Till 2028, along with the commissioning of new projects in Indonesia, the alumina's designed production capacity in Southeast Asia and Indonesia is expected to reach 8,600 and 7,300 thousand tons, with CAGR of 6.8% and 8.3% from 2024 to 2028, respectively.

In 2023, the surge in energy prices, coupled with ongoing geopolitical challenges, contributed to a slight decline in global alumina production. However, in the future, global alumina production volume is projected to increase due to several key factors: 1) Rising demand for aluminum from growing industries such as construction, transportation, electrical, and packaging will stimulate industry players to expand production and enhance refining efficiency. 2) Leading companies are focusing on building resilient supply chains to ensure stable access to resources, thereby mitigating the impact of global uncertainties. 3) The expansion of emerging markets in Asia and Africa is expected to drive investment in new production facilities. As a result, global alumina production volume is forecasted to grow from 142.5 million tons in 2024 to 152.0 million tons in 2028, representing a CAGR of 1.6%. Compared to the global market, Southeast Asia, especially Indonesia, has large growth potential in the alumina production volume regarding to its resource-rich feature and policy control. From 2019 to 2023, Indonesia alumina production volume has increased from 1,074 thousand tons to 4,091 thousand tons at a CAGR of 39.7%. From 2024 to 2028, Indonesia alumina production volume will increase from 5,070 thousand tons to 7,125 thousand tons at a CAGR of 8.9%, outpacing global forecasted CAGR by over 7% for the same period. Driven by the growth in Indonesia, the alumina production volume in Southeast Asia is expected to reach 8,515 thousand tons in 2028. Despite this expansion, demand for alumina in the region is anticipated to surpass supply, with an estimated shortage of 180.8 thousand tons by 2028, as demand is expected to reach 8,696 thousand tons.

Global and Southeast Asia Alumina Production Volume, 2019-2028E

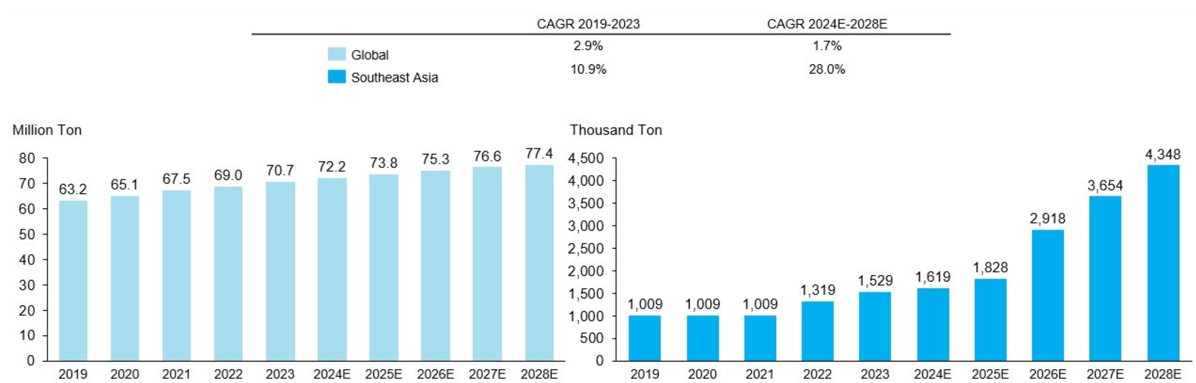


Source: USGS, IAI, Frost & Sullivan Report

The primary demand for alumina stems from its use in electrolytic aluminium production. In 2023, global electrolytic aluminium designed production capacity stood at 79 million tons. China ranked as the largest country in the global distribution of designed electrolytic aluminium production capacity, accounting for over 50% of the global designed production capacity. However, under the background of "dual carbon" initiative, the total electrolytic aluminium production capacity in China is strictly limited by the government. As a result, many Chinese companies have set plans to transfer the aluminium industry chain overseas and build production plants in regions with abundant bauxite resources and suitable investment environment, represented by Indonesia. In 2023, Indonesia and Malaysia are two main regions holding the designed electrolytic aluminium production capacity in Southeast Asia. The designed production capacity of electrolytic aluminium in Southeast Asia and Indonesia reached 1,580 and 500 thousand tons in 2023, respectively. In the coming years, new designed electrolytic aluminium production capacity in Southeast Asia will mainly come from Indonesia. By 2028, with the successive commissioning of electrolytic aluminium plants in Indonesia, the designed electrolytic aluminium production capacity in Southeast Asia and Indonesia are expected to reach 4,500 and 2,900 thousand tons, with CAGRs of 28.9% and 51.5% from 2024 to 2028, respectively.

From 2019 to 2023, the global production volume of electrolytic aluminium increased from 63.2 million tons to 70.7 million tons, representing a CAGR of 2.9%. Meanwhile, the production volume of electrolytic aluminium in Southeast Asia and Indonesia reached 1,529 thousand tons and 449 thousand tons in 2023, representing CAGRs of 10.9% and 15.9% from 2019. Looking forward, driven by the increasing production capacity of electrolytic aluminium, it is expected that the global production volume of electrolytic aluminium will further increase to 77.4 million tons in 2028, representing a CAGR of 1.7% from 2024. With the maturation of the Southeast Asian supply chain, expansion in downstream industries and sustained governmental support, an increasing number of electrolytic aluminium companies are anticipated to extend their production operations to Southeast Asia. The production volume of electrolytic aluminium in Southeast Asia and Indonesia will increase to 4,348 thousand tons and 2,773 thousand tons in 2028, representing CAGRs of 28.0% and 50.6% from 2024, respectively. This trend will lay the groundwork for further development within the Southeast Asian alumina industry.

Global and Southeast Asia Electrolytic Aluminium Production Volume, 2019-2028E



Source: USGS, IAI, Frost & Sullivan Report

Market Drivers of Global and Southeast Asia Alumina Industry

Increasing demand of alumina promoted by the growth of economic, demographic indicators and infrastructure investment

Driven by economic development, population growth, urbanisation, and infrastructure construction, the global and Southeast Asian demand for alumina is poised to experience a continuous upward trend. The global GDP increased from US$87.8 trillion in 2019 to US$104.0

trillion in 2023 at a CAGR of 4.3%. Notably, Southeast Asia, as an emerging economic powerhouse, significantly contributed to this narrative, with its GDP climbing from US$2.7 trillion in 2019 to US$3.3 trillion in 2023, boasting a CAGR of 4.7%. Looking ahead, the Southeast Asian region is anticipated to surpass the global average in GDP growth, with projections indicating an escalation from US$3.5 trillion in 2024 to US$4.7 trillion in 2028, demonstrating a robust CAGR of 7.1%. Moreover, the demographic landscape of Southeast Asia is undergoing noteworthy shifts. The population, which stood at 475.2 million in 2019, reached 486.7 million in 2023 and projections suggest a further increase to 505.4 million by 2028. Notably, Indonesia, as the fourth most populous country globally and the most populous country in Southeast Asia, witnessed its population swell from 269.6 million in 2019 to 277.4 million in 2023 and is expected to reach 289.6 million by 2028. As populations burgeon, urbanisation rates are on a steady ascent. In Southeast Asia, the urbanisation rate climbed from 64.2% in 2019 to 66.0% in 2023 and is anticipated to reach 69.2% by 2028. This escalating urbanisation across the region translates to heightened demands for urban housing and energy, consequently driving the demand for alumina. Furthermore, the increase in infrastructure investments globally, particularly in developing areas such as Southeast Asia, is expected to bolster the consumption of aluminium. From 2019 to 2023, the infrastructure investment in Southeast Asia increased from US$98.1 billion to US$107.9 billion at a CAGR of 2.4% over the period, which is expected to further increase to US$120.8 billion in 2028, representing a CAGR of 2.3% from 2024. Projects encompassing the construction of transportation networks, expansion of energy grids, and enhancement of urban infrastructure necessitate substantial quantities of aluminium, thereby fueling the demand for alumina.

In the private sector, the spending power has also increased. Global per-capita disposable income has shown stable growth in the past years, rising from US$9.2 thousand in 2019 to US$10.4 thousand in 2023, achieving a CAGR of 3.2% during this period. It is forecasted to grow from US$10.8 thousand in 2024 to US$13.0 thousand in 2028, with an expected CAGR of 4.9%. In Southeast Asia, per-capita disposable income grew from US$13.2 thousand in 2019 to US$15.7 thousand in 2023, with a CAGR of 4.4%, and is anticipated to rise from US$16.3 thousand in 2024 to US$18.8 thousand in 2028, marking a CAGR of 3.6%. Meanwhile, Indonesia saw its per-capita disposable income increase from US$3.1 thousand in 2019 to US$3.6 thousand in 2023, with a CAGR of 3.9%, and it is expected to grow from US$3.8 thousand in 2024 to US$4.8 thousand in 2028, with a CAGR of 5.7%. This substantial population growth, coupled with a relatively youthful labour force and increasing spending power, establishes a robust foundation for the growth of consumer goods and packaging sector, ultimately contributing to the development of the alumina industry in Southeast Asia.

Supportive government policies towards Southeast Asian alumina industry

Supportive government policies are pivotal in shaping the Southeast Asian alumina industry. Regional policies and agreements wield significant influence, with bodies like the Association of Southeast Asian Nations (ASEAN) leading the charge. Within ASEAN, initiatives such as the "ASEAN Economic Community (AEC) Blueprint 2025" prioritise sustainable industrial development and advocate for sustainable consumption and production in national development plans. The ASEAN Free Trade Area (AFTA) fosters local trade and manufacturing across ASEAN countries by dismantling tariff barriers, thereby promoting economic integration within the region and with international allies. Complementing AFTA, the ASEAN Framework Agreement on Services (AFAS) endeavours to facilitate the free flow of trade in services within ASEAN. Moreover, the Regional Comprehensive Economic Partnership (RCEP) serves as a value-added partnership for ASEAN countries and other significant economies in Asia. The Master Plan on ASEAN Connectivity (MPAC) 2025 aims to achieve a seamlessly connected and integrated ASEAN, fostering competitiveness, inclusivity, and a greater sense of community. These regional policies incentivize member countries to leverage free-trade benefits, adopt environmentally sustainable production methods, and align with global standards in the alumina industry. This encourages the expansion of development potential in countries boasting high-quality bauxite resources, leading production technologies, and environmentally friendly processes. Notably, Indonesia stands out in this landscape, leveraging its advantages to attract foreign investments. For example, the imposition of a ban on bauxite ore exports on 10 June 2023, illustrates Indonesia's dedication to developing a domestic bauxite processing and alumina refining industry. This strategic move, akin to the successful export ban on nickel in 2020, aims to support the growth of the Indonesian alumina industry by ensuring access to domestic bauxite at competitive prices. At the same time, Indonesian government has also issued policies to ensure the availability of coal, one of the key raw materials for the production of alumina, according to local laws and regulations issued by the Indonesian Minister of Energy and Mineral Resources, at least 25% of the realised annual coal production must be sold domestically. In addition, the Law No. 4 of 2008 regarding Mineral and Coal Mining also stipulates that holders of Mining business licence (IUP) or special mining business licence (IUPK) are required to prioritise the utilisation of local labour, goods, and services in the country. These policies ensure that domestic needs are prioritised during shortages, significantly stabilising energy costs for alumina production. Ultimately, the combination of these supportive policies will not only benefit Indonesian alumina producers but also attract foreign players to build alumina production capacity in Indonesia, positioning Indonesia as a key player in the global alumina market.

Development Trends of Global and Southeast Asia Alumina Industry

Standardisation policies impact the growth and restructuring of alumina industry

The alumina and bauxite mining industry are influenced by a range of international standards and policies that promote sustainability and market restructuring. For instance, the International Aluminium Institute (IAI) sets "Sustainable Bauxite Mining Guidelines" that encourage sustainable practices in the alumina and bauxite mining industry, among which the practices are associated with environmental controls, rehabilitation, specific governance, community engagement, integrated regulation, etc. According to IAI, greenhouse gas emissions in the aluminium sector have declined in recent years, as the carbon dioxide equivalent (CO_2e) of the production process from cradle to gate (from bauxite mining to aluminium product recycling) for per ton of alumina produced decreased from 8.39 ton in 2018 to 7.82 ton in 2022, reflecting the sustainable transformation generated by global alumina regulations and standards. Additionally, environmental regulations like the European Union's Emissions Trading System (EU ETS) and the United States' "Clean Air Act" impose strict limits on emissions and encourage the adoption of cleaner technologies. For policies related to market restructuring, China, as the country with the largest alumina designed production capacity, has initiated the supply-side reform of electrolytic aluminium industry since 2017, which will narrow the demand of alumina domestically and reshape the global alumina market with increasing overseas production capacity, especially for countries like Indonesia with high-quality bauxite setting to take over the eliminated production capacity from China.

Meanwhile, Southeast Asian countries have implemented policies to mitigate the environmental impact of bauxite mining and promote sustainable practices in the alumina industry. Among which, the Indonesian government actively developed its standard on ensuring the sustainable development. The Ministry of Environment and Forestry of Indonesia, for example, enforces regulations that focus on reducing deforestation and minimising water usage in mining activities. The Indonesian government's regulation on Mineral and Coal Mining (Law No. 3/2020) includes provisions for post-mining land rehabilitation and environmental preservation. These policies reflect Indonesia's commitment to sustainable mining practices and contribute to the standardisation of environmentally responsible practices in the alumina industry. Besides, on 10 June 2023, the Indonesian government imposed a ban on bauxite ore exports in a bid to encourage the sustainable development of a domestic bauxite processing and alumina refining industry. The imposition of the export ban was not without precedent. In January 2020, Indonesia, one of the countries with the largest nickel reserves, had enacted an export ban on nickel ore, the primary source to produce nickel iron. As a result of this export control, Indonesia overtook China to become the world's leading supplier of nickel iron, simultaneously enabling the government to exert greater control over domestic nickel production. Therefore, a similar ban on bauxite ore exports is anticipated to foster sustainable development within the local bauxite industry. This approach is expected to allow Indonesian alumina producers to acquire domestic bauxite at relatively low prices, ultimately benefiting domestic mineral refineries and workers in Indonesia, and promoting growth in the Indonesian alumina industry.

Vertical integration and horizontal expansion of alumina industry

Due to the resource-oriented distribution of alumina production, the global alumina industry chain shows obvious agglomeration and scale effects due to the demand for stable raw material supply and needs for cost reduction. Therefore, the trend of industrial consolidation in global and Southeast Asian alumina industry can be classified into vertical integration and horizontal expansion.

Vertical Integration: To achieve the high resource self-sufficiency rate, possess high risk resistance capabilities and cost control capabilities, leading producers are intended to form an integrated value chain covering upstream of the aluminium industry, including bauxite, alumina, and electrolytic aluminium. First, for alumina manufacturers, a large amount of bauxite is required as raw material. The upstream expansion of alumina production enables alumina producers to obtain stable bauxite supplies, thereby guaranteeing raw material supply under fluctuating prices. Vertical integration can further reduce intermediate steps and lower production costs. For example, alumina manufacturers can reduce the cost of transporting bauxite by building their own docks, or they can reduce the cost of electricity by building their own power plants. Specifically, Indonesian alumina manufacturers are settled adjacent to bauxite mining factories, thereby attracting existing foreign alumina manufacturers to invest in the rapidly rising Indonesian alumina industry. Vertical integration can also enable alumina producers to improve the quality and follow the standard of alumina by controlling the quality of bauxite. Specifically, Indonesia is gathering with high-quality bauxite resource, thus emphasising the importance of vertical integration. Finally, with more and more alumina producers formulating its own purpose-driven alloys to satisfy downstream applications, alumina producers not only expanding its electrolytic aluminium production capacity but also integrate towards the production of aluminium alloy ingot. In brief, for global alumina market, especially developing regions like Indonesia, vertical industrial consolidation pushes the alumina industrial growth and restructure the global and regional alumina market.

Horizontal Expansion: Global alumina producers are more likely to retire old and small-scale production capacity and form larger alumina factories with more concentrated overall capacity. For Indonesian market in specific, it has abundant bauxite resources, most of which are located near the coast with well-developed ports. For these reasons, Indonesian government is actively supporting the alumina industries, promoting industrial upgrading and transformation. These measures attract existing alumina producers from countries like China to achieve lower production costs and more stable bauxite supply by constructing concentrate production capacity in Indonesia, thus restructuring the global alumina industry through horizontal expansion.

Entry Barriers to Global and Southeast Asia Alumina Industry

Infrastructure barrier

For modern large-scale alumina manufacturers, it has become an industry necessity to synchronously construct and monitor their own power plants, deep-water ports, reservoirs, communities and other infrastructures. Self-owned power plants can guarantee the electricity needed for alumina production, thus avoiding the production interruption and cost increase caused by unstable power supply. Deep-water ports can facilitate the external sales of alumina, thus reducing the transportation costs for alumina products. Further, reservoirs can provide sufficient water resources for alumina production, thus ensuring safety and normal operation. However, the construction periods of supporting facilities generally take more than 3 years in Indonesia on top of the time required for project planning and approval waiting. Therefore, new entrants, especially large-scale alumina manufacturers, have to face infrastructure barriers.

Energy and resource barrier

The production cost of alumina is directly affected by the prices of raw and auxiliary materials such as bauxite, coal, caustic soda, etc. Among them, ensuring the purchase of high-quality bauxite and access to coal is essential, as this can significantly reduce production consumption. Large-scale high-quality bauxite supply often requires long-term cooperation and contract prices to build trust and stable bauxite supply. Further, for the stable supply of coal, it ensures the output of electricity, steam, and coal gas needed for the production of the alumina manufacturers. As a result, it is also important for alumina manufacturers to create strong relationships with sourcing and processing agents to secure favourable coal prices and stable coal supplies as well. For new entrants to the market, establishing a stable supply of high-quality bauxite presents a significant challenge, particularly in countries like Indonesia, where the bauxite market is highly concentrated. Additionally, these new players face difficulties in stabilising energy costs due to the challenges in securing a consistent coal supply, creating substantial barriers in both energy and resource access.

Capital investment barrier

Since the construction of alumina factories involves alumina production systems, auxiliary production workshops, wharves, reservoirs, ports, roads, self-owned power plants, communities, etc., the construction of alumina factory is a capital-intensive project. The investment will be significantly reduced when existing alumina manufacturers in Indonesia intend to expand in the future. Therefore, new entrants need to invest large amount of money to enter the Indonesian alumina industry, including purchasing expensive equipment, completing infrastructure construction and other related tasks.

Threats and Challenges of Global and Southeast Asia Alumina Industry

Regulatory challenges

The global and Southeast Asian alumina industries are currently facing significant regulatory challenges as they navigate towards more environmentally friendly production methods. With countries imposing stringent regulations and caps on production, industry must adapt to increasingly tough environmental standards. For example, China, the world's largest alumina producer, has implemented policies like the "Energy Conservation and Carbon Reduction Transformation and Upgrade Implementation Guide for High Energy Consumption Industries" and "Aluminium Industry Standard Conditions" to promote energy-saving and carbon reduction technologies. These policies mandate that a certain proportion of aluminium production capacity meet benchmark levels of energy efficiency, set limits on energy consumption for alumina enterprises, and establish standards for pollutant emissions, thereby compelling companies to adopt cleaner production practices and conduct regular clean production audits. Non-compliant companies face the risk of closure or reduced production. Similarly, in Indonesia, President Joko Widodo's announcement of a bauxite export ban starting from June 2023 aims to bolster domestic processing and support sustainable development. These measures reflect a broader shift towards sustainability but pose operational and financial challenges for the industry, requiring significant adjustments to meet the new regulatory landscape.

Geopolitical challenges

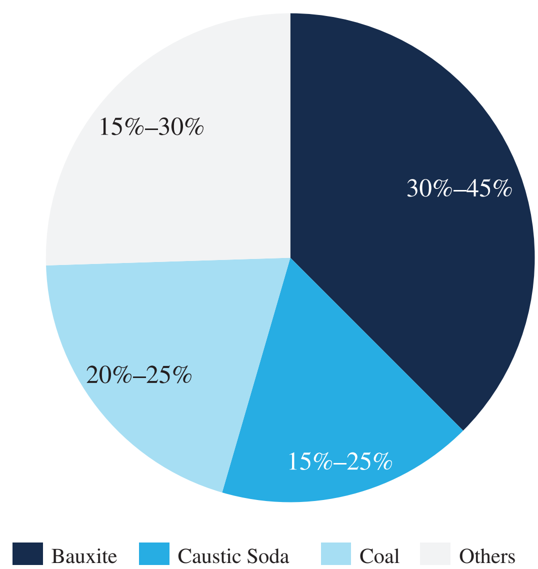
The global alumina industry is increasingly impacted by geopolitical challenges. The closure of a significant 1.7-million-ton-per-year alumina refinery in Ukraine directly illustrates how geopolitical instability can lead to substantial supply chain disruptions. Similarly, the energy crisis precipitated by heightened tensions has resulted in the temporary shutdown of a 600,000-ton-per-year refinery in Romania and a drastic reduction in production capacity by up to 60% at a 1.7-million-ton-per-year refinery in Spain. These events underscore the vulnerability of the alumina and aluminium sectors to geopolitical actions and energy market volatility. Furthermore, the announced shutdowns and curtailments of several primary aluminium smelters and aluminium product manufacturers across Europe highlight the far-reaching implications of such geopolitical and economic pressures. These challenges not only affect immediate production capabilities and costs but also have longer-term impacts on global supply chains, pricing, and the strategic planning of resources and investments in the alumina industry. As countries and companies navigate these complexities, the need for strategic diversification of supply sources, increased energy efficiency, and geopolitical risk management becomes ever more critical.

Raw Material and Product Prices of Global and Southeast Asia Alumina Industry

Cost Structure of Alumina

The production cost of alumina primarily comprises bauxite, caustic soda, thermal coal and others. Bauxite accounts for 30%–45% of the alumina production cost. Coal accounts for 20%–25%, followed by caustic soda, which makes up 15%–25% of the alumina production cost. Other expenses, such as depreciation, water, labor, and other costs, account for 15%–30%.

Cost Structure of Alumina

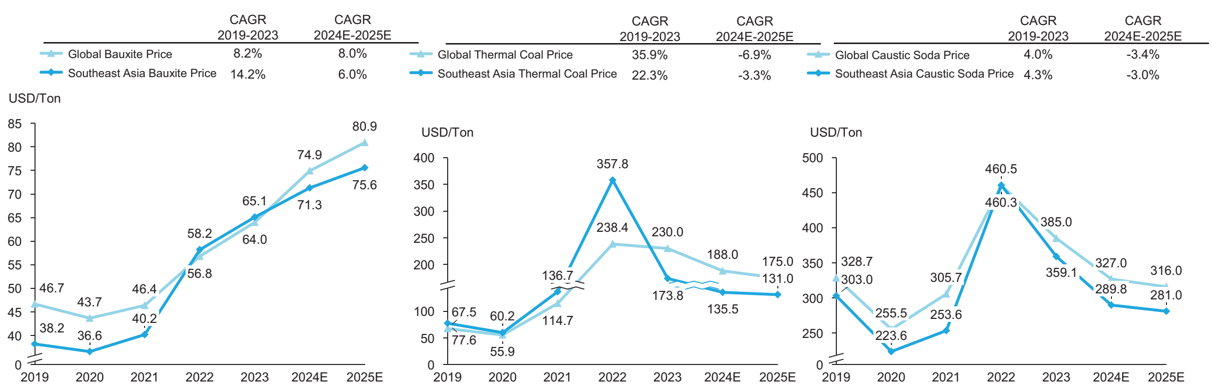


Note: The cost structure already reflects the actual usage ratio in the alumina production process.
Source: Standardization Administration of China (SAC), Frost & Sullivan.

Raw Material Price Analysis

Bauxite is the primary source of aluminium ore used in alumina production. From 2019 to 2023, mainly driven by robust demand for alumina in infrastructure projects and industrial growth, both global and Southeast Asia bauxite prices have increased, reaching US$65.1 and US$64.0 per ton in 2023, respectively. In 2024, factors such as climate impacts and stricter environmental and safety-related production regulations in major bauxite-producing countries, including Guinea and China, caused short-term supply tightness, leading to rising bauxite prices globally, including in Southeast Asia. This trend is expected to persist into 2025, with bauxite prices continuing to rise gradually. Global and Southeast Asia bauxite prices are projected to reach US$80.9 and US$75.6 per ton, respectively, in 2025. In addition, thermal coal, as a key energy source to alumina production, significantly determines the production cost and subsequently the final price of alumina products. Recently, geopolitical tensions and increased energy demand have contributed to a surge in coal prices, with both global and Southeast Asia coal prices reaching its peak in 2022 before dropping down to US$230.0 and US$173.8 per ton in 2023, respectively and will further decrease to approximately US$175.0 and US$131.0 per ton in 2025. Furthermore, caustic soda is also a key reagent used to dissolve aluminium-containing minerals in bauxite for the extraction of alumina, and the global and Southeast Asia price has increased, reaching US$385.0 and US$359.1 per ton in 2023, respectively. It is expected that more caustic soda production capacity will come online from 2024, leading to a gradual decline in caustic soda prices globally and in Southeast Asia.

Global and Southeast Asia Bauxite, Thermal Coal and Caustic Soda Prices, 2019-2025E



Note: (1) The above bauxite prices are based on average CIF prices from major bauxite exporting countries around the world, including but not limited to Brazil, Australia, and so on. Due to bauxite export ban, Indonesia's market bauxite prices are unavailable, therefore, are excluded from the bauxite prices in global and Southeast Asia during the prescribed period; (2) The above thermal coal prices are based on major thermal coal indexes around the world, including but not limited to US Central Appalachian coal spot price index, Newcastle Thermal Coal FOB and so on; (3) The above caustic soda prices are based on average prices from major caustic soda exporting countries around the world, including but not limited to China, India and so on; and (4) Due to the numerous factors influencing the prices of the raw materials listed above, and based on the currently available public information, Frost & Sullivan provides a forecast for the next two years solely for reference purposes, considering the reliability of the available data and information.

Source: General Administration of Customs of the People's Republic of China, The Indonesian Coal Index, Newcastle Free on Board (FOB) Thermal Coal Price, IEA, Interviews with Industry Experts, Frost & Sullivan Report

Product Price Analysis

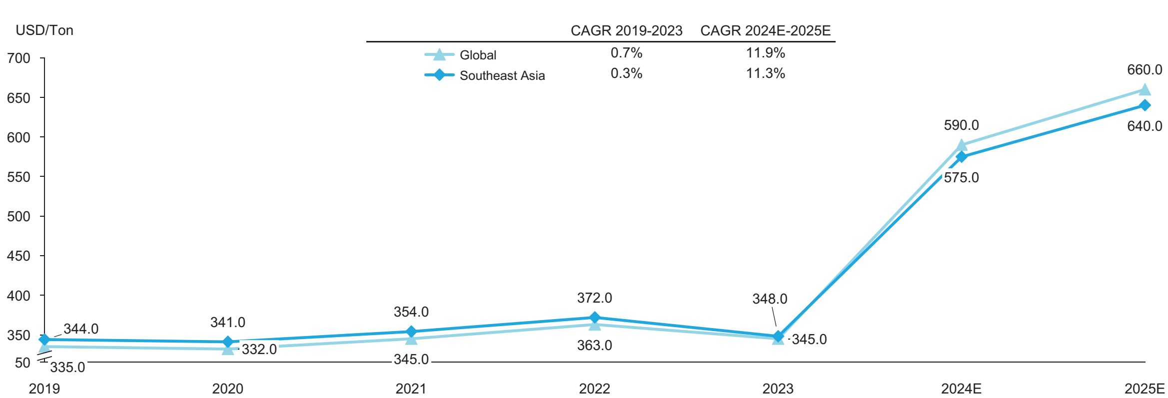
Alumina, with its wide-ranging applications, is considered a key commodity and holds a pivotal role in the global market. Its price is shaped by supply-demand balances, production costs, macroeconomic conditions, and pricing mechanisms adopted by industry participants. These influences, coupled with alumina's unique characteristics and regional factors, create a complex interplay driving its price fluctuations.

Bauxite, as one of the most essential raw material for alumina production, plays a crucial role in shaping the alumina's price dynamics. In general, the price trends of alumina and bauxite align closely, as evidenced by their overall upward movement from 2019 to 2025. However, discrepancies may occur in certain years due to significant changes in supply-demand dynamics, macroeconomic factors, or other critical variables. Additionally, differences among countries can also lead to variations in alumina prices. Factors such as the availability of bauxite resources and extraction costs directly impact production costs. Changes in macroeconomic conditions and relevant policies in different countries also influence alumina trade flows and pricing. For instance, Indonesia's ban on bauxite exports has caused the price trends of bauxite and alumina within Indonesia to diverge from international market trends, reducing their comparability.

In 2019, the impact of COVID-19 resulted in widespread disruptions across industries, leading to subdued demand and downward pressure on alumina product prices. Moreover, the pandemic-induced economic recession caused a decrease in consumer spending and investment, further dampening demand for aluminium and alumina. However, since 2020, with a steady improvement in the global economic situation and a gradual diminishing effect of the pandemic, robust demand from industries such as construction, transportation, electrical, and packaging industries have promoted the demand for alumina as a key input in aluminium production. Consequently, both global and Southeast Asia alumina product prices have remained at a price of US$345.0 and US$348.0 per ton in 2023, respectively.

In 2024, rising electrolytic aluminum production, temporary supply constraints in some bauxite-producing regions, and increased production costs due to higher bauxite prices have tightened the alumina supply. Simultaneously, increasing global demand in downstream sectors such as automotive and construction has further fueled price increases. Favorable macroeconomic factors, including U.S. interest rate cuts and heightened investor confidence, have also contributed to the surge. Alumina prices are projected to reach $660 per ton globally and $640 per ton in Southeast Asia by 2025, maintaining an upward trajectory.

Global and Southeast Asia Alumina Prices, 2019-2025E



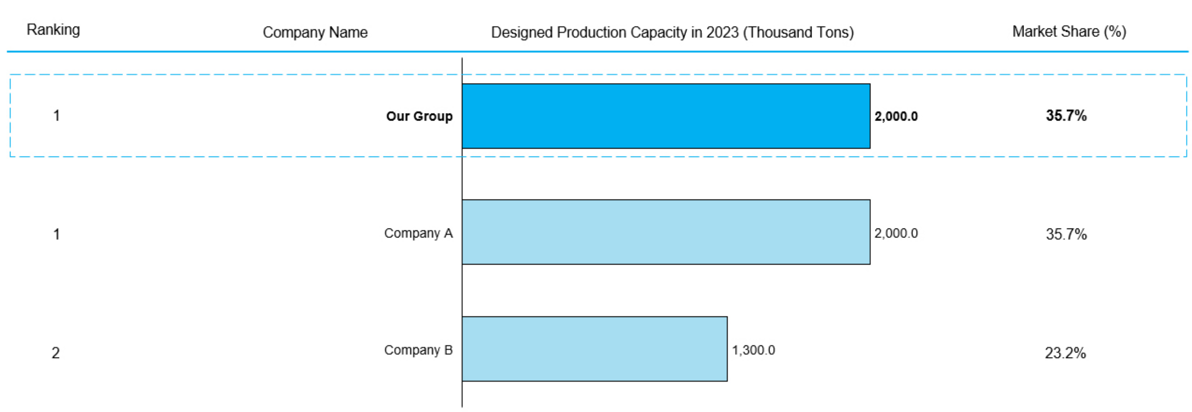
**Note: The above alumina prices are based on average prices from major alumina exporting countries around the world, including but not limited to China, Australia, Brazil, Indonesia, and so on. Due to the numerous factors influencing alumina prices, Frost & Sullivan, based on the currently available public information, provides a forecast for the next two years solely for reference, considering the reliability of the data and information.*

Source: BAIINFO, CRU, SMM, IEA, Interviews with Industry Experts, Frost & Sullivan Report

Competitive Landscape Analysis of Global and Southeast Asia Alumina Industry

In 2023, the global alumina industry witnessed a slight decrease in output, declining from 142.2 million tons in 2022 to 141.8 million tons in 2023. The majority of this production, about 94%, was derived from metallurgical-grade alumina, with the remaining 6% being non-metallurgical-grade. The Southeast Asia alumina market is characterised by a high level of concentration, with the top three producers in Southeast Asia accounting for approximately 94.6% of the total market share. In 2023, our Group, together with Company A, emerged as the largest producers in the region in terms of designed production capacity, which refers to the maximum output a facility is engineered to achieve under optimal conditions. Specifically, our Group's designed production capacity stood at 2 million tons, representing 35.7% of the Southeast Asia alumina industry in 2023.

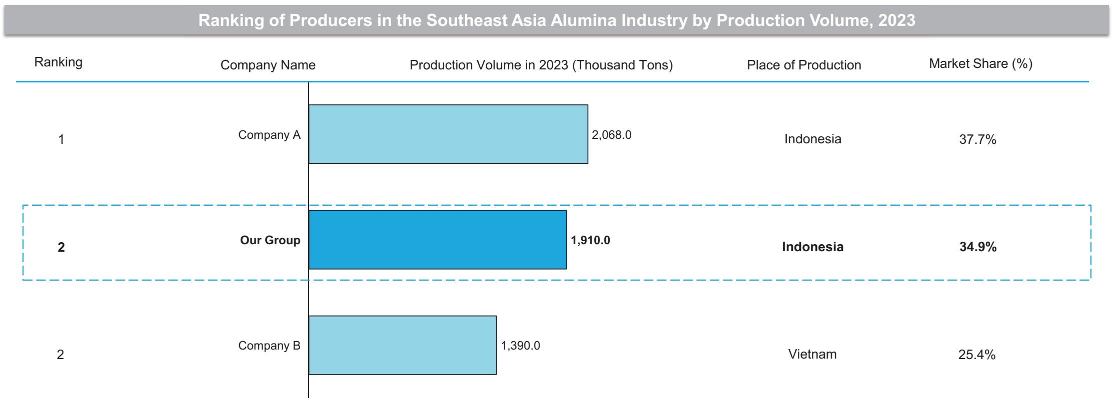
Top Three Producers in the Southeast Asia Alumina Industry by Designed Production Capacity, 2023



Source: Interviews with Industry Experts, Frost & Sullivan Report

In 2023, the Southeast Asia alumina industry's production volume totaled approximately 5.5 million tons. The market was highly concentrated, with around seven alumina producers. Of these, three were still in the planning and construction phases and are expected to begin operations gradually between 2025 and 2026. As a result, only four producers had active alumina production capacity in Southeast Asia in 2023. The top three producers accounting for approximately 98.0%

of the total market share by production volume in 2023. Our Group was the second-largest producer in both the Indonesian and Southeast Asian alumina markets, achieving a total production volume of 1,910 thousand tons.



Source: Interviews with Industry Experts, Official Websites of Comparable Companies, Frost & Sullivan

Notes:

Company A is a jointly owned enterprise, established in 2012 as a foreign investment firm through the collaboration of private entities hailing from the Republic of Indonesia and the People's Republic of China. The company is currently not publicly traded on the stock exchange. Specialising in aluminium processing and refining, the company is located in the Kendawangan District of Ketapang Regency, West Kalimantan, with a designed production capacity for alumina of 2 million tons.

Company B, a Vietnamese mining company established in 1995, specialises in coal and mineral mining. The company is currently not publicly traded on the stock exchange. The company, which has its headquarters in Hạ Long, Quảng Ninh Province, operates in the alumina sector with two domestic alumina refinery plants. These plants are located in Đắk Nông Province and Lam Dong Province, each having a designed alumina production capacity of 650 thousand tons.

In the future, it is expected that the market share of leading companies in the Southeast Asia alumina market will continue to increase. As the demand for alumina from downstream applications continues to grow, the leading companies will consistently expand and upgrade their production lines and enhance both capacity and efficiency to meet market needs. Moreover, they will gradually extend their presence along the value chain, shifting their core products from alumina to downstream products such as electrolytic aluminum. This strategy will allow them to gain greater control over the supply chain, reduce production costs, and improve their competitive position within the industry.

OVERVIEW OF LAWS AND REGULATIONS IN INDONESIA IN RESPECT OF CERTAIN ASPECTS OF OUR GROUP AS TO THE INDONESIAN LAW

Overview on Limited Liability Companies in Indonesia

In Indonesia, corporate legislation is governed by Law number 40 from 2007 on Limited Liability Company ("**Company Law**"). The Company Law has been subsequently amended by Law number 6 of 2023 on the Stipulation of Government Regulation No. 2 of 2022 in Lieu of Law No. 11 of 2020 on Job Creation into Law ("**Job Creation Law**"). The Company Law as amended, provides a comprehensive legal framework for the establishment, operation, and dissolution of limited liability companies in Indonesia, commonly known as "Perseroan Terbatas" (PT.).

As stipulated by our Company Law (as amended), each company operating in Indonesia must consist of at least two shareholders. The law also sets out the structural organisation of a company, which includes the General Meeting of Shareholders (GMS), Board of Directors (BOD), and Board of Commissioners (BOC). The law specifies the roles, responsibilities, and powers of each corporate body. The BOD (which must consist of at least 1 individual director) holds the responsibility of acting as the company's legal representative, essentially managing its daily operations, while the role of the BOC (which must consist of at least 1 individual commissioner) is to act as the supervising authority and providing counsel to the board of directors of the company. Under the law, the shareholders' general meetings, the BOD, and the BOC constitute the company's governing bodies, with the shareholders' general meetings holding the highest authority in the company's governance hierarchy.

In addition to the above, our Company Law stipulates further obligations related to the company's day-to-day management. These include creating a shareholders' register, issuing share certificates, setting aside net profits, among others. The Company Law also outlines governance protocols, including quorum requirements for shareholders meetings and votes on specific corporate actions. These corporate actions encompass the appointment or dismissal of directors and commissioners, amendments to the company's constitutional document, mergers and acquisitions, and the company's liquidation, among others. Although our Company Law does not specify sanctions for non-compliance, these provisions serve as guidelines for corporate best practices in Indonesia. Nonetheless, a violation of these guidelines could provide stakeholders with legal grounds to file a claim against the company, particularly if the stakeholder can prove a loss directly attributable to the breach.

Investment Related Regulation

Foreign investment in an Indonesian limited liability company is subject to compliance with the pertinent laws and regulations of Indonesia that are applicable to the investment sector. Such foreign investment is principally governed under Law No. 25 of 2007 concerning Investment ("**Investment Law**"), as subsequently amended by the Job Creation Law. In accordance with the Investment Law, foreign investors are permitted to engage in investment activities within Indonesia either by establishing a new company or by acquiring shares in an existing entity.

The framework for foreign investment, whether through company formation or share acquisition, is further articulated by Presidential Regulation No. 10 of 2021 concerning Investment Business Sectors, as amended by Presidential Regulation No. 49 of 2021. This regulation delineates the share ownership caps and/or restrictions specific to various industry or business sectors. While the approach is to broadly permit foreign investment across most spheres, certain sectors are subject to stringent measures; some are constricted or exclusively reserved for the Indonesian Government or micro, small, and medium enterprises. It is notable that the sector concerned with alumina production does not encounter such restrictions, including foreign ownership limitations.

Special Economic Zone

The governance of Special Economic Zones (SEZs) in Indonesia is legislated under Law Number 39 of 2009 concerning Special Economic Zones ("**SEZ Law**"), as amended by the Job Creation Law. An SEZ is a demarcated region within the Indonesian territory, specifically established to perform distinctive economic activities and to benefit from certain facilities and incentives.

The SEZ Law stipulates the scope of activities that may be conducted within these zones, which encompass a broad range of economic functions, including but not limited to manufacturing, logistics, technological innovation, tourism, education, healthcare services, energy production, and several other critical economic endeavours as determined by the National Council of Special Economic Zones.

Entities operating in an SEZ benefit from a comprehensive suite of incentives and facilities designed to stimulate economic activity and attract investment. These benefits extend across various areas such as tax exemptions and incentives, streamlined customs and excise procedures, unencumbered movement of goods, simplified employment processes, expedited immigration for expatriate workers, facilitative measures for land utilisation, efficient issuance of business permits, and a host of additional provisions that support business and investment operations.

Tax Facilities in the SEZ

Tax incentives in SEZs are regulated under the Ministry of Finance Regulation Number 237/PMK.010/2020, as amended by Ministry of Finance Regulation Number 33/PMK.010/2021 ("**PMK 237**"). PMK 237 establishes the requisite procedures for qualifying and acquiring tax facilities within an SEZ, notably including the Corporate Income Tax Exemption (commonly referred to as a "**Tax Holiday**").

To be eligible for a Tax Holiday, applicants must satisfy specific criteria set forth by the regulation:

1. The applicant must be an Indonesian tax resident that engages in an economic activity recognised as a principal business within the SEZ.

2. The applicant must commit to an investment of at least IDR100 billion (approximately US$7 million).

3. The applicant must be a legally established Indonesian entity.

4. The applicant should not have received any other tax incentives granted by the Indonesian government at the time of the Tax Holiday application.

Prospective recipients of a Tax Holiday must submit their application before commencing commercial operations. Once the application is approved, they are allowed a maximum of two years to fulfil their investment commitment. Subsequent to investment realisation and the readiness to begin operations, they are entitled to request the Tax Holiday Utilisation Decree. The tax benefits conferred will commence with the issuance of this decree.

In adherence to the tax facilities, beneficiaries are obliged to annually report their production activities as a condition for continued Tax Holiday entitlement. Failure to provide these reports may prompt a physical inspection by the Directorate General of Tax to ascertain ongoing eligibility for the Tax Holiday. Non-compliance or discrepancies observed during inspection may lead to the withdrawal of the Tax Holiday.

Industrial Business Licence

For operations involving the refining of bauxite not integrated with mining activities, governance falls under the industrial regulatory framework. These activities are subject to Law No. 3 of 2014 concerning Industry ("**Industrial Law**"), as amended by the Job Creation Law. To conduct industrial activities legally, it is mandatory to obtain an Industrial Business Licence (Izin

Usaha Industri, or "IUI"), effective from the date of issuance and remaining valid so long as the industrial operations comply with the licence's conditions. The ability to apply the rights of the new IUI is contingent upon fulfilling certain specified commitments, which typically include meeting the stated requirements of the business and/or Commercial or Operational Licence.

Operationally, a company is not authorised to commence commercial production until such commitments have been adequately met within specified deadlines. However, under the provisions of the Job Creation Law and the promulgation of Government Regulation Number 5 of 2021 concerning Risk-Based Business Licensing, the IUI's universal applicability across all industrial activities has been tailored; licences are now assessed and granted based on a tiered "risk" approach as classified by the government, ranging from low to high. Specifically, in the context of bauxite purification, this activity is designated as high-risk, necessitating both a Business Identification Number (Nomor Induk Berusaha, or "NIB") and an IUI.

To maintain the operational licences, companies must fulfil certain reporting obligations via the National Industry Information System (Sistem Informasi Industri Nasional, or "SIINAS") as prescribed by Ministry of Industry Regulation Number 2 of 2019. This entails submitting biannual reports on industrial activity, and further complemented by quarterly Investment Activity Reports through the Online Single Submission (OSS) system. Reports must consistently be lodged both before and after the company initiates commercial production.

Land Law

In Indonesia, the framework of land ownership is delineated by Law No. 5 of 1960 on Basic Agrarian Law ("**Indonesian Agrarian Law**"), which has been expanded by the Job Creation Law and further defined by Government Regulation No. 18 of 2021 ("**GR 18/2021**"). GR 18/2021 elaborates on rights to manage the land, structures in the airspace and subsurface, and recognises electronic documentation associated with land transactions.

The principal land rights accessible to companies in Indonesia are identified as follows:

(1) **Right to Build (Hak Guna Bangunan or "HGB")**: This right permits the construction and ownership of buildings on the land. Eligible recipients include Indonesian citizens and legal entities incorporated and based in Indonesia. HGB can be obtained over state land, Right of Management land, and Right to Own land. The initial duration of HGB is up to 30 years, extendable by another 20 years, and renewable thereafter for up to 30 years. The process of extension or renewal is subject to specific procedural timelines.

(2) **Right to Cultivate (Hak Guna Usaha or "HGU")**: Granted to Indonesian citizens and legal entities, this right allows for the cultivation of state land and Right of Management land, including other agricultural-related activities. The term is set for a specified period.

(3) **Right to Use (Hak Pakai)**: This right is segmented into two types based on the duration of the grant:

a. **Fixed-term Hak Pakai**: Available to various entities, including foreign residents and legal entities in Indonesia, for utilisation on state land, Right to Own land, and Right of Management land. Duration extends to 30 years with an option for a 20-year extension and a 30-year renewal.

b. **Indefinite-term Hak Pakai**: Exclusive to government bodies, religious and social institutions, and foreign representatives, specified for state land and Right of Management land.

After the grant, extension, or renewal phase, land utilisation and ownership may be restructured by the Ministry of Agrarian Affairs and Spatial Planning/National Land Agency (ATR/BPN). Priority may be given to former holders, provided they continue to meet the set criteria.

Notably, the Indonesian Agrarian Law differentiates between "land control" and "land ownership." While the aforementioned land titles confer legal land rights to the holder (companies), control simply denotes physical occupation, often evidenced by a Land Transfer Letter (Surat Keterangan Penguasaan dan Pengoperan Tanah or "**SKPPT**"). Although this document reflects the occupier's control over the land, it does not legitimise ownership, hence making the land susceptible to disputes. To legally establish ownership rights, the possessor must initiate a separate application process, using the SKPPT as supporting documentation.

Building Law

In compliance with Indonesian regulatory statutes, building proprietors are obligated to procure Building Approval, known locally as "Persetujuan Bangunan Gedung" or ("**PBG**"), prior to the initiation of any construction-related activities. These activities encompass new construction, modifications, expansions, reductions, and maintenance of a structure in adherence to determined technical standards. Subsequent to the completion of construction works, occupancy or operational use of the building is contingent upon obtaining a Certificate of Proper Building Functioning ("**Sertifikat Laik Fungsi**" or "**SLF**") from the Technical Agency. The SLF encompasses three components: the SLF documents, their attached supporting documents, and the SLF label. In the case of multiple structures constructed within a singular ambit and following a unified technical layout, each edifice is individually assigned its own SLF.

Periodic renewal of the SLF is mandated, occurring every 20 years for private and terraced residential dwellings, and every 5 years for other building categories.

In addition to the standard permit acquisition process, certain local jurisdictions in Indonesia have instituted an Investment Facilities for Direct Construction scheme (Kemudahan Investasi Langsung Konstruksi or "**KLIK**"), designed to expedite construction undertakings for investors. Distinguished from conventional procedures, KLIK permits the initiation of construction concurrently with the formal application processes for both the PBG and SLF. An example of this facilitation exists within the Bintan Regency, where Regulation of the Regent of Bintan Number 48 of 2018 explicitly delineates guidelines pertinent to KLIK provisions. It is critical to note that KLIK is a procedural expedient rather than a waiver; investors remain bound to fulfil the PBG and SLF requirements, albeit with the latitude to progress construction in parallel with their formal processing. The oversight of KLIK deployment is administered by the local Bintan government, which mandates progress reporting from investors regarding both ongoing construction and the procurement of the requisite PBG and SLF credentials.

Environment

Under Government Regulation No. 22 of 2021 concerning the Implementation of Environmental Protection and Management, it is required for businesses to secure Environmental Approval before engaging in any activity that could potentially affect the environment. This approval is a prerequisite for obtaining a business licence.

Key environmental compliance documents include:

a. Environmental Impact Assessment (*Analisis Mengenai Dampak Lingkungan* or "AMDAL");

   AMDAL is necessitated for business plans or operations anticipated to have significant environmental repercussions. It is mandatory when:

   — The scale of the project or business necessitates an AMDAL.

   — The location is within or directly adjacent to a protected area.

Entities must compile an AMDAL composed of a Terms of Reference Form, the actual AMDAL report, along with an Environmental Management Plan and Monitoring Plan (RKL-RPL). These documents face scrutiny by the Environmental Feasibility Assessment Team which generates a recommendation for the Minister of Environment and Forestry to consider when deciding on granting Environmental Eligibility.

b. Environmental Management Efforts and Environment Monitoring Efforts (known as "Upaya Pengelolaan Lingkungan Hidup dan Upaya Pemantauan Lingkungan Hidup" or UKL-UPL);

UKL-UPL is necessary for business activities that:

— Are of a nature that does not significantly impact the environment.

— Are situated outside or not directly adjacent to a protected area.

— Are not obligated to undertake an AMDAL.

The UKL-UPL document, prepared by the business entity, must be reviewed and issued by the appropriate authority, whether that be the Minister, governor, or regent/mayor.

The Environmental Approval is valid indefinitely, provided the business operation or activity continues unchanged. To maintain this standing, the approval holder is obliged to:

(1) Submit biannual environmental reports to the regional office of environmental and forestry services, detailing the fulfilment of environmental commitments as pledged in the Environmental Approval; and

(2) Secure additional Technical Approval, which is complemented by an Environmental Feasibility Letter (Surat Kelayakan Operasional or "**Environmental SLO**").

These reports are essential in demonstrating compliance with specific obligations unique to each type of business activity. Such obligations are designated based on the projected environmental impact and adherence to emissions norms established by local legislation.

Employment

In Indonesia, employment matters are regulated by Law No. 13 of 2003 concerning Manpower ("**Manpower Law**"), as amended by the Job Creation Law. This legal framework prescribes the fundamental principles of employer-employee relationships and mandates the formulation of employment agreements that cover specifics such as compensation, benefits, as well as the rights and duties of each party.

The Manpower Law further requires that companies employing more than ten individuals institute a Company Regulation, which outlines the general rights and responsibilities of employees, including benefits and leave entitlements. For companies employing over fifty individuals, the establishment of a Bipartite Cooperation Institution is obligatory. This body serves as the channel of dialogue between management and staff, aimed at preventing and resolving potential labour disputes.

Additional regulations are in place to oversee the employment of foreign nationals. Per Government Regulation No. 34 of 2021 on the Use of Foreign Workers ("**Foreign Worker Law**"), all foreign employees must receive approval from the Ministry of Manpower, in the form of a Foreign Worker Utilisation Permit. This is issued to the employer and is accompanied by several key stipulations:

- Foreign nationals may not be engaged as permanent staff but are limited to temporary or contractual positions.

- There exist positional restrictions for foreign workers, which can be relaxed through the submission of justification documents by the employing company which should be submitted to the Ministry of Manpower.

Moreover, the Manpower Law ensures worker protection by advocating for mandatory inclusion of all employees in the National Social Security Programme (Badan Penyelenggara Jaminan Sosial or "**BPJS**"). According to Law No. 24 of 2011 regarding BPJS ("**BPJS Law**"), employers are responsible for registering each employee with the Employment BPJS, availing them of healthcare, pension, life, and work-accident insurance.

Electricity Generation

The regulatory landscape for the electricity sector in Indonesia is defined by Law No. 30 of 2009 concerning Electricity ("**Electricity Law**"), revised by the Job Creation Law, and complemented by the Ministry of Energy and Mineral Resources Regulation No. 11 of 2021 on the Implementation of Electricity Business Activities ("**MEMR 11/2021**"). The governance of electricity activities under these frameworks is segmented into three principal classifications:

(1) Electricity supply for public interests: This category encompasses the distribution of electricity to third-party consumers. Entities intending to engage in this form of supply are obliged to secure a Business Licence to Supply Electricity For Public Interest (*Izin Usaha Penyediaan Tenaga Listrik untuk Kepentingan Umum* or "**IUPTLU**"). The validity of the IUPTLU spans a period of ten years and is subject to extension. Licence holders are mandated to annually report to the regulators, delineating the previous year's electricity generation details, including any related construction, developments, and certifications;

(2) Electricity supply for private interests: Such supply is distinct from public interest provision and pertains to the generation and usage of electricity for private consumption, not involving sale to third parties. To conduct this activity, the relevant business actor is required to obtain a Business Licence to Supply Electricity for Private Interest (*Izin Usaha Penyediaan Tenaga Listrik Untuk Kepentingan Sendiri* or "**IUPTLS**"). Holders of this IUPTLS must, similar to holders of an IUPTLU, annually report their activities to regulators regarding their electricity generation activities. In addition to activities of private electricity generation, holders of an IUPTLS may also sell their excess generated power to third parties, provided certain conditions are met; and

(3) Electricity supporting services: This category includes services that are ancillary but necessary for the provision and maintenance of a reliable electricity supply infrastructure, such as equipment supply, repair, and maintenance services.

Moreover, the Electricity Law stipulates that all operators of electricity generation facilities must obtain an Operability Certificate (Sertifikat Laik Operasi or "**Electricity SLO**"). The issuance of the SLO is pivotal as it ascertains that the electrical installation meets the requisite safety and operational standards for utilisation.

Language Law

Pursuant to Law No. 24 of 2009 concerning the Flag, Language, State Emblem, and National Anthem further elaborated by Presidential Regulation Number 63 of 2019 on the Use of the Indonesian Language (collectively the "**Language Law**"), it is incumbent upon any contractual arrangement that involves an Indonesian entity to furnish corresponding documentation in Bahasa Indonesia. While the Language Law itself does not explicitly prescribe sanctions for non-adherence to this obligation, judicial precedents within the Indonesian jurisdiction have set consequential outcomes for non-compliance. Further interpretation of this law has been stipulated within the Annexes of the Indonesian Supreme Court Circular Letter Number 3 of 2023, in which the Supreme Court officially instructed all courts in Indonesia to not consider the absence of an Indonesian version of a document to be void, unless it can be proven that the absence of an Indonesian translation was a result of bad faith practices by the parties to the document.

Currency Law

Pursuant to Law No. 7 of 2011 concerning Currency, as amended by Law No. 4 of 2024 concerning the Development and Strengthening of the Financial Sector, the Indonesian Rupiah must be used for all financial transactions within the territory of the Republic of Indonesia. This includes transactions intended for payment purposes, the settlement of other obligations that must be fulfilled with money, and other financial transactions. However, there are specific exceptions to this requirement. These exceptions include transactions related to the execution of the state budget, the receipt or provision of grants from or to foreign countries, international trade transactions, deposits in banks in foreign currency, and international financing transactions. These exemptions allow for the use of foreign currencies in situations where international dealings or specific financial instruments are involved, acknowledging the practicalities of global trade and finance while maintaining the use of the Rupiah for domestic transactions.

The regulatory landscape on the use of currency is granted to the Bank of Indonesia, who provides oversight pursuant to Bank of Indonesia Regulation Number 17/3/PBI/2015 of 2015 which is further elaborated under Circular Letter of the Bank of Indonesia Number 17/11/DKSP of 2015 concerning the Obligation to Utilise Rupiah within the Territory of the Republic of Indonesia ("Bank of Indonesia Regulation"). Under the applicable Bank of Indonesia Regulation, all cash and non-cash transactions conducted within Indonesia must use the Rupiah as the currency. Within the Currency Law, there are exceptions to the use of Rupiah namely:

(1) Certain transactions to fulfil the annual state budget and spending plan;

(2) Receiving or granting gifts to or from a foreign national;

(3) Transactions in the nature of international trade, which includes the export or import of goods and services to or from the Indonesia customs area;

(4) Savings in a bank utilising a foreign currency; or

(5) International financing transactions.

Within the Bank of Indonesia Regulation, it is generally stated that the Rupiah cannot be refused, unless there is a written clause within an agreement which explicitly appoints the use of another foreign currency.

Special Terminals

The regulatory framework for the operation of a Special Terminal for Private Use (*Terminal untuk Kepentingan Sendiri* or "**TUKS**") can be found within Law Number 17 of 2008 on Shipping, which is further elaborated within Government Regulation Number 31 of 2021 on the Organisation of the Shipping Sector and Ministry of Transportation Regulation Number PM.52 of 2021 on Special Terminals for Private Use which has revoked Ministry of Transportation Regulation Number PM.51 of 2011 as amended by Ministry of Transportation Regulation Number PM.73 of 2014 (collectively the "**Special Terminal Laws**"). The Special Terminal Laws indicate that a private company may independently establish and operate a TUKS in the event where:

(1) The nearest terminal is unable to support the main business activities to be conducted; or

(2) Based on economic and technical operational considerations, the activities will be carried out more efficiently and effectively and guarantee the safety and security of shipping if the special terminal were constructed and operated.

In order to operate a TUKS, the company must obtain a Licence to Construct the TUKS and a Licence for TUKS Operation, which shall be administered by the:

(1) Central Ministry of Transportation for TUKS located in the working area of Main Ports and Terminals;

(2) The Governor of the Province for TUKS located in the working area of Regional Ports and Terminals; or

(3) The Reagent or Mayor for TUKS located in the working area of Local Ports and Terminals.

The Licence to Construct the TUKS shall be obtained prior to construction, and the company shall be granted a period of 5 years, with an additional 2-year extension, to complete construction of the TUKS. After the construction has been completed, the company shall be able to apply for the Licence for TUKS Operation which shall be granted for a period of 5 years.

TRANSFER PRICING GUIDELINES, LAWS AND REGULATIONS

Overview of Organization for Economic Co-operation and Development's ("OECD") Guidelines

The OECD, an international organization of international cooperation, promulgated the transfer pricing guidelines for multinational enterprises and tax administrations (the "**OECD Guidelines**"), which is consistent with the transfer pricing regulations in the tax jurisdictions involved in our covered transactions including Indonesia and Singapore. This section primarily includes the summary for the OECD Guidelines and the relevant laws and regulations, considering that the OECD Guidelines is the general guiding principle for the treatment of issues of transfer pricing worldwide.

The OECD Guidelines provide that the arm's length standard should be used to establish transfer prices between associated enterprises.

The arm's length standard is applied by comparing controlled transactions with transactions between independent enterprises based on "economically relevant characteristics". Comparability is achieved if: (i) no differences between the controlled and uncontrolled transactions exist; (ii) the differences that do exist do not materially affect the condition being examined; or (iii) reasonably accurate quantitative adjustments can be made to eliminate the effect of any differences. The methods presented in the OECD Guidelines can be categorized into three groups:

Comparable uncontrolled price/transaction methods

This method compares the price charged for property or services transferred in a controlled transaction to the price charged for property or services transferred in a comparable uncontrolled transaction in comparable circumstances. If there is any difference between the two prices, this may indicate that the conditions of the commercial and financial relations of the associated enterprises are not arm's length, and that the price in the controlled transaction may need to be substituted for the price in the uncontrolled transaction.

Other traditional transaction methods

Other traditional transaction methods include resale price and cost plus: (1) The resale price method begins with the price at which a product that has been purchased from an associated enterprise is resold to an independent enterprise. This resale price is then reduced by an appropriate gross margin on this price (the "resale price margin") representing the amount out of which the reseller would seek to cover its selling and other operating expenses and, in the light of the functions performed (taking into account assets used and risks assumed), make an appropriate profit. What is left after subtracting the gross margin can be regarded, after adjustment for other costs associated with the purchase of the product (e.g. customs duties), as an arm's length price for the original transfer of property between the associated enterprises; (2) The cost plus method begins with the costs incurred by the supplier of property (or services) in a controlled transaction for property transferred or services provided to an associated purchaser. An appropriate mark-up is then added to this cost, to make an appropriate profit in light of the functions performed and the market conditions. What is arrived at after adding the mark up to the above costs may be regarded as an arm's length price of the original controlled transaction.

Transaction profit methods

A transactional profit method examines the profits that arise from particular controlled transactions. The transactional profit methods for purposes of these Guidelines are the transactional profit split method and the transactional net margin method. Profit arising from a controlled transaction can be a relevant indicator of whether the transaction was affected by conditions that differ from those that would have been made by independent enterprises in otherwise comparable circumstances.

The OECD Guidelines state that the objective is to select the method "that is apt to provide the best estimation of an arm's length price." Notwithstanding this overall objective, the OECD Guidelines adopt the "most appropriate method to the circumstances of the case" principle for the selection of transfer pricing method.

It is also acknowledged that the OECD Guidelines establish the hierarchy between the traditional transaction methods and transactional profit methods when both can be applied in an "equally reliable manner" that the traditional transaction methods should be selected.

Transfer Pricing in Indonesia

Based on applicable Indonesian laws and regulations on transfer pricing, specifically Ministry of Finance Regulation Number 172 of 2023 on the Implementation of Arms-Length Principle in Transactions Affected by Special Relationships ("**PMK 172/2023**"), a company conducting related party transactions shall implement the Arm's Length Principle by conducting an analysis upon the industry in the related party transaction, the commercial and/or financial relationship between the related parties transacting, and a comparative analysis with the market for the goods/services being purchased. The industry analysis shall include the type of goods/services, characteristics of the industry and market, competitors and nature of competition in the market, efficiency and comparative advantage of the tax subject, economic conditions which impact the working conditions in such industry, regulations which may impact the industry, other factors as may be applicable which may impact market conditions. Furthermore, the commercial and/or financial relationship may be evaluated by observing the contractual terms, the functions which are conducted, assets used, and risks undertaken, characteristics of the transacted products, economic conditions, and business strategies executed.

In addition, a comparative analysis shall also be made with observations made towards whether an independent transaction would be subject to the same conditions of the related party transactions, if there are differences in circumstances, whether such circumstances impact the pricing of the transaction, and whether adequate adjustments have been made to eliminate the material difference between an independent and related-party transaction.

Under PMK 172/2023, methods in determining transfer pricing may take the form of a comparable uncontrolled price method, resale price method, cost plus method, profit split method, transactional net margin method, comparable uncontrolled transaction method, tangible asset and intangible asset valuation, or business valuation. Such methods shall be implemented based on the evaluation made previously on such related-party transaction.

Transfer Pricing in Singapore

Transactions between related parties in Singapore may be subject to transfer pricing adjustments under section 34D of the Singapore Income Tax Act 1947 ("**SITA**"). Two persons would be related parties if (1) either person, directly or indirectly, controls the other person, or (2) both persons are, directly or indirectly, controlled by a common person. In this regard, kindly note that permanent establishments in Singapore are treated as separate and distinct persons from permanent establishments outside Singapore and may therefore be considered related parties.

For transfer pricing adjustments to be made, the following conditions should be met:

1. The two persons must be related parties.

2. The conditions made or imposed between them in their commercial or financial relations are not arm's length. Conditions are not arm's length if they differ from conditions which would be made or imposed if they were not related parties and dealing independently with one another in comparable circumstances.

3. If arm's length conditions had been made or imposed, one of those parties' tax liability in Singapore would have been higher. This can arise in 3 ways: (1) if the person's income sourced or received in Singapore would have been greater, (2) if the deductions allowed to that person would have been less, or (3) the loss incurred by that person would have been less.

If the above conditions are met, the Comptroller of Income Tax may make one or more of the following adjustments, depending on how the person's tax liability was affected: (1) increase the amount of the income for the year of assessment of the person whose income sourced or received in Singapore would have been greater had arm's length conditions been imposed, (2) reduce the amount of the deduction that may be allowed for the year of assessment to the person whose deductions would have been less had arm's length conditions been imposed, and/or (3) reduce the amount of the loss for the year of assessment of the person whose amount of loss would have been less had arm's length conditions been imposed. Further, if transfer pricing adjustments are made, the Comptroller may, from and including year of assessment 2019, recover a surcharge equal to 5% of the amount of the increase or reduction from the person as a debt due to the Government.

Singapore's tax authority has recommended taxpayers adopt a three-step approach to apply the arm's length principle in their related party transactions. The first step is to conduct a comparability analysis. The second step is to identify the most appropriate transfer pricing method and tested party. There are five internationally accepted methods endorsed by Singapore's tax authority. They are the (1) CUP method, (2) resale price method, (3) cost plus method, (4) transactional profit split method, and (5) the transactional net margin method. The third step is to apply the chosen transfer pricing method on the data of comparable independent party transaction(s) to arrive at the arm's length result.

In relation to this, from and including year of assessment 2019, certain companies, firms, and trusts are required by section 34F of the SITA to, subject to specific exemptions, prepare transfer pricing documentation. Companies, firms, and trusts would fall within the ambit of section 34F of the SITA if: (1) the gross revenue of derived from their trade or business for the basis period concerned is more than S$10 million, or (2) the transfer pricing documentation was required to be prepared for a transaction undertaken by them in the basis period immediately before the basis period concerned. Failure to comply with section 34F of the ITA may be an offence attracting a fine not exceeding S$10,000.

OECD'S PILLAR TWO FRAMEWORK

BEPS Pillar 2 in Singapore

The BEPS Pillar 2 rules are implemented in Singapore via the Multinational Enterprise (Minimum Tax) Act 2024 ("**MMTA**"). It introduces (1) the Multinational Enterprise Top-Up Tax ("**MTT**"), and (2) the Domestic Top-Up Tax ("**DTT**").

The MMTA will apply to a multinational enterprise ("**MNE**") group for a financial year beginning on or after 1 January 2025 if its annual consolidated group revenue (determined by reference to the consolidated financial statements of its ultimate parent entity) for at least 2 financial years out of the 4 financial years immediately before that financial year is equal to or exceeds EUR 750 million.

MTT applies to a Singapore parent entity's ownership interest in its relevant entities outside Singapore and its stateless entities but does not apply to its ownership interest in its domestic entities. The minimum rate for MTT is 15% and the top-up amount is computed using the effective tax rate ("**ETR**") that is calculated on a jurisdictional basis for an MNE group. The charging provision for MTT is found in section 12 of the MMTA, which imposes MTT on an entity if:

1. the entity is a responsible member of an MNE group at any time in the financial year;

2. the MNE group is an in-scope MNE group for the financial year;

3. the entity holds an ownership interest in another constituent entity ("**CE**") of the MNE group at any time in the financial year;

4. that other CE is located in a jurisdiction outside Singapore or is a stateless entity, and has a top up amount for the financial year; and

5. the entity is located in Singapore.

The DTT imposes a top-up tax on CEs located in Singapore to raise their ETR to at least 15%. The charging provision for the DTT is section 28 of the MMTA, which imposes DTT on an MNE group for a financial year if:

1. The MNE group is an in-scope MNE group;

2. At least one of its CEs (including Joint Venture and Joint Venture Subsidiary for the purpose of DTT) is located in Singapore or is: (1) a flow through entity established, formed, incorporated or registered under the laws of Singapore, (2) not a responsible member, and (3) a reverse hybrid entity with respect to any of its income, expenditure, profit or loss; and

3. the MNE group has a top up amount for that financial year.

In-scope MNE groups are subject to various administrative requirements. This includes registering under the MMTA, designating a Singapore CE to be a Designated Local DTT Filing Entity ("**DFE**")/Designated Local GIR Filing Entity ("**GFE**"), submitting MTT and DTT returns, and making a GloBE information return ("**GIR**") filing.

However, excluded entities are excluded from the MTT and DTT. While their revenue is still taken into account to determine if the MNE group is in-scope, their attributes such as their profits, losses, taxes accrued, tangible assets, and payroll expenses are excluded from the various computations under MTT and DTT including the de minimis exclusion. Further, such entities are not required to perform any administrative obligations under MTT and DTT, such as the filing of a GloBE Information Return. Excluded entities include a governmental entity, an international organisation, a non-profit organisation, a pension fund, a qualifying non-profit subsidiary, a qualifying service entity, a qualifying exempt income entity, and an investment fund or a real estate investment vehicle which is the ultimate parent entity of an MNE group.

Further, the MTT and DTT regimes also provide for safe harbours that help reduce the MNE groups' compliance burden. Where an MNE group is eligible for safe harbour relief and elects to apply such safe harbour for a jurisdiction, the top-up amounts for qualifying entities of the MNE group in the jurisdiction are treated as nil. As Singapore has not implemented UTPR, it has adopted three GloBE safe harbours which include: (1) transitional CbCR Safe Harbour, (2) simplified Calculations Safe Harbour, and (3) QDMTT Safe Harbour.

Penalties may be imposed under the MMT Act where an in-scope MNE group fails to meet its obligations for MTT and DTT. As MTT and DTT rules are new, MNEs will require time to familiarise themselves with the rules. In view that some MNEs have given feedback that such rules are complex, IRAS will adopt a light touch approach for the first 3 FYs from FY2025, if an MNE group can demonstrate that it has taken reasonable measures to ensure the correct application of the rules.

OVERVIEW

We are an alumina manufacturer in Southeast Asia. In 2023, our Group ranked among the first in Indonesia and Southeast Asia in terms of designed production capacity, second in terms of actual production volume in the Southeast Asian alumina market and had a 34.9% market share in the Southeast Asia alumina industry by actual production volume, according to Frost & Sullivan. We are committed to strengthening our market position in the region. Our dedication is rooted in the principles of excellence, continuous improvement, and relentless pursuit of growth. With these development philosophies, we strive to establish our presence as a globally recognised enterprise and also to cultivate a brand that achieves renown worldwide. Capitalising on the advantageous position exerted in the whole aluminium industry chain by Nanshan Aluminium, BAI officially launched the plan to construct an alumina refinery with designed annual production capacity of two million tons in Indonesia in 2017. We commenced commercial production in the second quarter of 2021 and recorded revenue since July 2021.

Business Development Milestones

The following table outlines our key business development milestones:

Year	Key business development milestones
2017	• We officially launched the plan to construct an alumina refinery with designed annual production capacity of two million tons in Indonesia.
2019	• We began construction of the main structure of the alumina refinery.
2021	• Our Phase I Alumina Production Project (with designed annual alumina production capacity of one million tons) was put into operation. • Our thermal power plant commenced electricity generation since April 2021.
2022	• Our Phase II Alumina Production Project (with designed annual alumina production capacity of one million tons) was put into operation.

Year	Key business development milestones
2023	• Our Company was incorporated in the Cayman Islands. • The Spin-off of our Group was approved by the shareholders of Nanshan Aluminium in November 2023 in accordance with the relevant rules and regulations.
2024	• We have commenced the construction of our New Alumina Production Project. • We have completed the Reorganisation of our Group in preparation for the Listing.

HISTORY AND DEVELOPMENT

Background

The background of Nanshan Aluminium and its spin-off of our Group

Our Controlling Shareholder, Nanshan Aluminium, is an A-share main board listed company on the Shanghai Stock Exchange since 1999, which has been deeply engaged in the aluminium industry for decades and has built a complete industry chain.

It has accumulated rich technical reserves and know-how experience in the aluminium industry. Nanshan Aluminium has production lines throughout the fully integrated aluminium industry chain. Its main products include upstream products such as electricity, alumina and aluminium alloy ingots, and downstream products including aluminium strips (automobile panels, aviation panels, can materials), aluminium profiles (industrial profiles, construction profiles), aluminium foil and other product types, with the end products being extensively used in several fields, among which, the aluminium plate and strip products are mainly used for processing aviation panels, automobile panels, tank lid materials, etc., industrial profile products are mainly used in containers, photovoltaic vertical products, new energy vehicle aluminium materials, rail transit, etc., construction profile products are mainly used in aluminium alloy doors, windows, curtain walls, etc., and aluminium foil vertical products are mainly used in power battery foil, food flexible packaging, cigarette packaging, medical packaging, air conditioning foil, etc. Leveraging Nanshan Aluminium's advantageous position across the whole aluminium industry chain, we began construction of the main structure of our alumina refinery in Indonesia in 2019, and commenced operation of our Phase I Alumina Production Project and Phase II Alumina Production Project in the second quarter of 2021 and last quarter of 2022, respectively, which have an aggregate designed annual alumina production capacity of two million tons.

During an extraordinary shareholders' general meeting held on 28 November 2023, the shareholders of Nanshan Aluminium approved the Spin-off of our Group.

We believe that the Spin-off is commercially beneficial to our Group and Nanshan Aluminium Group as a whole, for the following reasons:

(i) the Spin-off should better reflect the value of our Group on our own merits and increase our operational and financial transparency through which investors will be able to appraise and assess the performance and potential of our Group separately and distinctly from those of the Parent Group;

(ii) our Group's business will appeal to an investor base that specialises in our Group's businesses, which is different from the relatively more diverse business model of the Parent Group's operations;

(iii) the value of our Group is expected to be enhanced through the Spin-off which will in turn benefit Nanshan Aluminium (as Controlling Shareholder), its subsidiaries and shareholders as a whole; and

(iv) enable our Group to directly and independently access both equity and debt capital markets in the future should the need arise.

The background of Press Metal

Press Metal SPV is a substantial shareholder of our Company. Press Metal SPV is a direct wholly-owned subsidiary of Press Metal. Press Metal is the largest integrated aluminium company in Southeast Asia, with an annual alumina demand of over two million tons, and has entered into a long-term alumina offtake arrangement with our Company agreeing to purchase alumina from our Company. For details in relation to the alumina offtake arrangement, please refer to the section headed "Connected Transactions — Continuing Connected Transactions — 5. Alumina Sales Contract" in this prospectus. Our Company has established a stable and long-term cooperation relationship with Press Metal, which helps to secure the stability of our Group's income source.

The background of Santony Family

We have procured and sourced raw materials from the Santony Family during the Track Record Period. Mr. Santony operates certain bauxite mines in Indonesia and has extensive local business network. We maintain good relationship with the Santony Family for the stable supply of construction service and high-quality bauxite to our Group. Redstone is the investor of our Company, and is wholly-owned by Mr. George Santos, the son of Mr. Santony. Mr. Santony holds 2.3% equity interest in BAI through MKU, a company controlled by Mr. Santony.

Our Subsidiaries

BAI

BAI was incorporated in Indonesia on 10 May 2012, and is our indirect non wholly-owned subsidiary. BAI acts as our principal operating subsidiary. BAI was principally engaged in the production and sales of alumina products. BAI did not record any revenue for activities conducted since its incorporation in 2012 until 2021. During this period of time, BAI's activities consisted of land acquisition, and construction of various infrastructure currently utilised by BAI. In particular, in 2017, BAI commenced preparatory works in relation to construction of our alumina production base in Indonesia. In connection with production and sales, BAI began the construction of our Phase I Alumina Production Project since the first quarter of 2019, with designed annual alumina production capacity of one million tons. BAI completed the construction and installation of equipment of our Phase I Alumina Production Project and commenced commercial production in relation to its principal business in the second quarter of 2021 and recorded revenue since July 2021. BAI began construction of our Phase II Alumina Production Project since the last quarter of 2020, with designed annual alumina production capacity of one million tons. BAI completed the construction and installation of equipment of our Phase II Alumina Production Project and commenced production in the last quarter of 2022.

At the time of its incorporation, it had an initial authorised share capital of IDR15 billion with a par value of IDR15 million each, divided into 1,000 shares, of which 575 shares and 425 shares were allotted and issued to MKU and PT. Genergindo International, an Independent Third Party, at the total nominal value of IDR8,625 million and IDR6,375 million, respectively.

On 1 November 2012, PT. Genergindo International transferred all its issued share capital in BAI to the then shareholder, PT. Sanmas Mekar Abadi, a company held as to 90% by Mr. Santony as at the Latest Practicable Date, at the nominal value of IDR6,375 million, pursuant to the deed of statement of shareholders' resolutions dated 1 November 2012.

On 28 November 2013, (i) PT. Sanmas Mekar Abadi transferred all of its issued share capital in BAI to GAI, at the consideration of IDR7,350 million; and (ii) a portion of the issued share capital in BAI owned by MKU, specifically 442 out of 575 issued shares was transferred to GAI, at the consideration of IDR7,650 million, pursuant to the deed of statement of shareholders' resolutions dated 28 November 2013. This deed also resolved the increase of authorised share capital of BAI to IDR800 billion, the issued and paid-up capital to IDR200 billion and further issued 185,000 new shares, each with a nominal value of IDR1 million, equating to a total nominal value of IDR185 billion. GAI has proportionally subscribed for 184,995 shares, corresponding to a total nominal value of IDR184,995 million, while MKU holds five shares, amounting to a total nominal value of IDR5 million. Upon completion of above transfers and subscription, GAI and MKU held 99% and 1% of the issued share capital in BAI, respectively.

On 29 March 2018, pursuant to the deed of statement of shareholders' resolutions dated 29 March 2018, BAI resolved to issue an additional 440,000 shares and the issued share capital was increased from IDR200 billion to IDR640 billion, which was subscribed in full by GAI and MKU, respectively. On 28 August 2018, pursuant to the deed of statement of shareholders' resolutions dated 28 August 2018, the authorised capital of BAI was further increased to IDR3,000 billion. This deed also resolved to issue an additional 309,900 shares and the issued share capital was increased from IDR640 billion to IDR949.9 billion, which was subscribed in full and proportionally by GAI and MKU, respectively.

On 9 March 2019, pursuant to the deed of statement of shareholders' resolutions dated 9 March 2019, BAI resolved to issue an additional 44,200 shares and the issued share capital was increased from IDR949.9 billion to IDR994.1 billion, which was subscribed in full and proportionally by GAI and MKU, respectively.

On 15 November 2019, MKU, Press Metal and BAI had entered into a share subscription agreement, pursuant to which, among other things, MKU further subscribed and Press Metal agreed to subscribe for 56,898 shares and 908,533 shares in BAI, respectively. On the same day, MKU, Press Metal, GAI and BAI entered into a shareholders' agreement (the "**BAI Shareholders' Agreement**") in relation to the carrying on the business of BAI, pursuant to which, certain shareholder rights including those in relation to director nomination rights, commissioners nomination rights, reserved matters, dividend and distribution policy, share transfer restrictions, non-compete and non-solicitation and deadlock mechanisms were agreed among the parties. On 20 June 2024, a deed of termination was duly executed by MKU, Press Metal, GAI and BAI to terminate the BAI Shareholders' Agreement and the shareholders' rights stipulated therein were terminated accordingly, while the Alumina Offtake Arrangement was not terminated and shall survive and continue in full force. For more details, please refer to "Reorganisation" in this section and the section headed "Connected Transactions — Continuing Connected Transactions — 5. Alumina Sales Contract" in this prospectus. Upon completion of the aforesaid subscription which became effective on 12 February 2020, BAI was owned by GAI, MKU and Press Metal, as to 2,642,013 shares, 83,585 shares and 908,533 shares (representing approximately 72.7%, 2.3% and 25.0% issued share capital thereof), respectively.

On 12 February 2020, pursuant to the deed of statement of circular resolution of shareholders in lieu of extraordinary general meeting of shareholders dated 12 February 2020, the authorised capital of BAI was increased to IDR14,500 billion.

On 2 April 2020, pursuant to the deed of statement of circular resolution of shareholders in lieu of extraordinary general meeting of shareholders dated 2 April 2020, BAI resolved to issue an additional 3,683,000 shares and the issued share capital was increased from IDR3,634.1 billion to IDR7,317.1 billion, which was subscribed in full and proportionally by GAI, MKU and Press Metal, respectively.

Subsequently, on 3 July 2020, pursuant to the deed of statement of circular resolution of shareholders in lieu of extraordinary general meeting of shareholders, dated 3 July 2020, BAI resolved to issue an additional 921,000 shares and the issued share capital was increased from IDR7,317.1 billion to IDR8,238.1 billion, which was subscribed in full and proportionally by GAI, MKU and Press Metal, respectively.

On 6 August 2020, pursuant to the deed of statement of circular resolution of shareholders in lieu of extraordinary general meeting of shareholders dated 6 August 2020, BAI further issued an additional 1,692,000 shares and the issued share capital was further increased from IDR8,238.1 billion to IDR9,930.1 billion, which was further subscribed in full and proportionally by GAI, MKU and Press Metal, respectively.

On 21 January 2021, pursuant to the deed of statement of circular resolution of shareholders in lieu of extraordinary general meeting of shareholders dated 21 January 2021, BAI issued an additional 3,881,000 shares and the issued share capital was further increased from IDR9,930.1 billion to IDR13,811.131 billion, which was further subscribed in full and proportionally by GAI, MKU and Press Metal, respectively.

On 16 August 2023, the authorised capital of BAI was increased to IDR17,500 billion pursuant to the deed of statement of circular resolution of shareholders in lieu of extraordinary general meeting of shareholders dated 16 August 2023, along with BAI issued an additional 1,613,000 shares and the issued share capital was further increased from IDR13,811.131 billion to IDR15,424.131 billion, which was further subscribed in full and proportionally by GAI, MKU and Press Metal, respectively. Immediately prior to the Reorganisation, the authorised share capital of BAI was IDR17,500 billion and BAI was held by GAI, Press Metal and MKU as to 11,213,343 shares, 3,856,033 shares and 354,755 shares (representing approximately 72.7%, 25.0% and 2.3% issued share capital thereof), respectively. For details in relation to the shareholding after the Reorganisation, please refer to the "Reorganisation" and "Corporate Structure after the Reorganisation and immediately before the Global Offering" in this section.

GAI

Our Group has one subsidiary in Singapore, GAI, which is wholly-owned by our Company after completion of our Reorganisation and act as the holding company of our Indonesian operating subsidiary.

GAI was incorporated on 4 April 2013 and acts as the immediate holding company of BAI. At the time of its incorporation, it had an issued and paid-up share capital of US$100.00. The principal businesses of GAI are the trading of alumina and related products and investment holding.

On 3 April 2013, NAS and Redstone had entered into a joint venture agreement in relation to, *inter alia*, the carrying on of the business of GAI (the "**GAI JV Agreement**"). Immediately prior to the Reorganisation, GAI was held by NAS and Redstone as to 746,864,063 shares and 39,308,635 shares (representing 95.0% and 5.0% issued share capital thereof), respectively, and upon completion of the Reorganisation, GAI has become our wholly-owned subsidiary.

MGB

MGB was incorporated in Indonesia on 14 September 2024, and is our indirect non wholly-owned subsidiary. MGB is 99% owned by BAI and 1% owned by PT Gbkek Industri Park. PT Gbkek Industri Park is indirect majority-owned by Nanshan Group. Since its establishment, MGB has no business operation.

GBAI

GBAI was incorporated in Indonesia on 25 October 2024, and is our indirect non wholly-owned subsidiary. GBAI is 99% owned by BAI and 1% owned by GAI. Since its establishment, GBAI has no business operation.

Our Company and offshore intermediate companies

For the purpose of the Listing, we have incorporated various offshore intermediate companies to form our Group's offshore corporate structure, including our Company.

Our Company

Our Company was incorporated in the Cayman Islands as an exempted company with limited liability on 28 June 2023 with an authorised share capital of US$50,000 divided into 50,000 shares with a par value of US$1.00 each. On the date of its incorporation, one share was allotted and issued to NAIHL. As a result, our Company became directly and wholly-owned by NAIHL. NAIHL acts as an immediate holding company of the shareholding in our Company.

PAIHL

PAIHL was incorporated in the BVI with limited liability on 6 July 2023 and is authorised to issue a maximum of 50,000 shares of a single class each with a par value of US$1.00. On the date of its incorporation, one share was allotted and issued to our Company. As a result, PAIHL became directly and wholly-owned by our Company.

GAIHL

GAIHL was incorporated in the BVI with limited liability on 6 July 2023 and is authorised to issue a maximum of 50,000 shares of a single class each with a par value of US$1.00. On the date of its incorporation, one share was allotted and issued to our Company. As a result, GAIHL became directly and wholly-owned by our Company.

NAM

NAM was incorporated in Hong Kong with limited liability on 21 July 2023. On the date of its incorporation, one share was allotted to our Company. As a result, NAM became directly and wholly-owned by our Company.

PAIL

PAIL was incorporated in Hong Kong with limited liability on 21 July 2023. On the date of its incorporation, one share was allotted to SMA. As a result, PAIL became directly and wholly-owned by SMA. Upon completion of the Reorganisation, PAIL became a wholly-owned subsidiary of our Company.

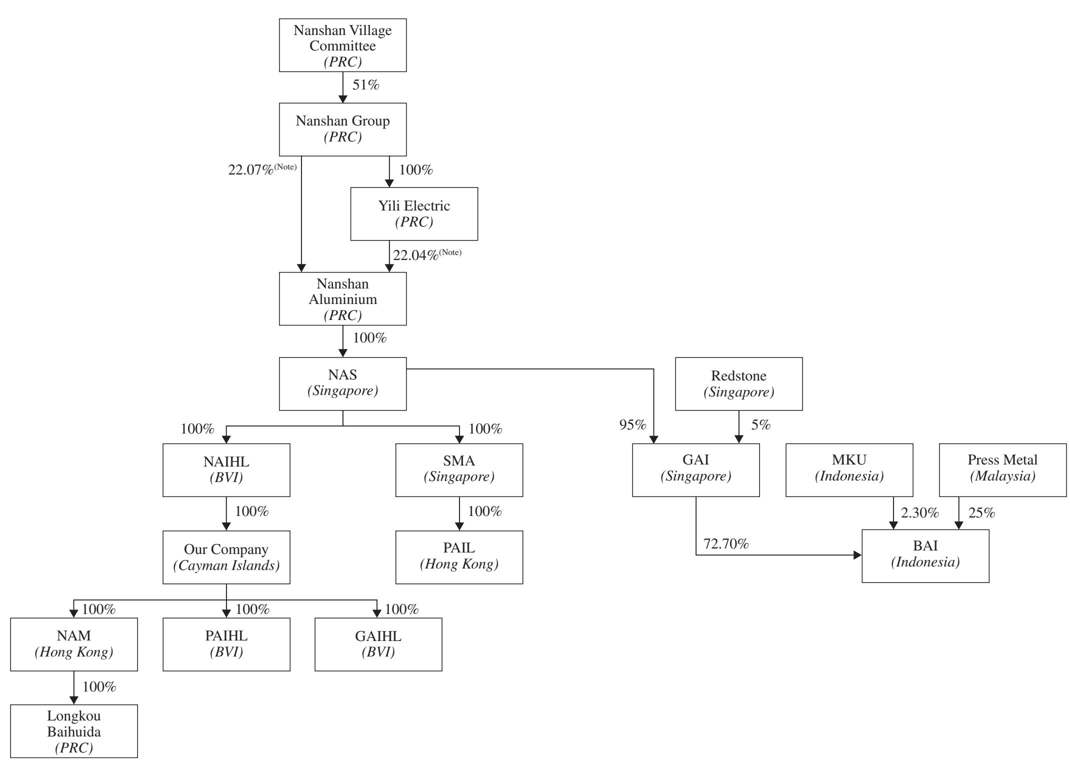
Longkou Baihuida

Longkou Baihuida was established in the PRC with limited liability on 7 October 2023 with a registered capital of RMB5 million. On 29 February 2024, the registered capital has been increased from RMB5 million to RMB6 million. Since establishment, Longkou Baihuida has no substantial business.

On 8 November 2023, 100% equity interest in Longkou Baihuida was transferred from an Independent Third Party, to NAM at nil consideration. The consideration was determined with reference to the fact that Longkou Baihuida had no business operation and its registered capital had not been paid up at the relevant time. As a result, Longkou Baihuida became directly and wholly-owned by NAM.

CORPORATE STRUCTURE PRIOR TO THE REORGANISATION

The following chart sets out our corporate and shareholding structure immediately prior to the Reorganisation:



Note: In April 2023, Nanshan Group issued certain exchangeable bonds ("**Exchangeable Bonds**") to professional investors, pursuant to which certain number of shares of Nanshan Aluminium have been pledged by Nanshan Group. Prior to the Reorganisation, the Exchangeable Bonds would represent 3.42% of total equity interests of Nanshan Aluminium (assuming full exercise of the Exchangeable Bonds) and such Exchangeable Bonds have not been exercised.

REORGANISATION

In preparation for the Listing, we underwent the Reorganisation which involved the following steps:

(1) Acquisition of 100% issued equity interests of PAIL by PAIHL

PAIHL acquired 100% equity interests in PAIL from SMA, at the consideration of HK$1.00. The registration of the share transfer was completed on 14 June 2024. Upon completion, PAIL became a wholly-owned subsidiary of PAIHL.

(2) Acquisition of 95% issued share capital of GAI by GAIHL from NAS

On 18 June 2024, GAIHL acquired 95% issued share capital in GAI from NAS in consideration of which GAIHL issued a promissory note ("**Note A**") in the principal amount of US$747,562,387.04 to NAS, determined with reference to approximately 95% of the net assets value of GAI (which corresponds to approximately 95% issued share capital thereof) as recorded in the management accounts of GAI as at 31 May 2024.

(3) Subdivision of shares of our Company

On 14 June 2024, each issued and unissued shares with a par value of US$1.00 each in our Company is subdivided into 1,000,000 shares with a par value of US$0.000001 each. Following the share subdivision, the authorised share capital of our Company was US$50,000 comprising 50,000,000,000 shares with a par value of US$0.000001 for each share, and NAIHL holds 1,000,000 shares of our Company.

(4) Extinguishment of the notes by way of contribution of Note A by NAS as equity injection

On 18 June 2024, NAS contributed Note A as equity injection to NAIHL in consideration of which NAIHL issued 99 of its shares to NAS. On the same date, NAIHL in turn contributed Note A as equity injection to our Company in consideration of which our Company issued 69,690,891 of its shares to NAIHL, and our Company in turn contributed Note A as equity injection to GAIHL in consideration of which GAIHL issued 90 of its shares to our Company, pursuant to which Note A was thereby discharged by way of capitalisation.

(5) Acquisition of 5% issued share capital of GAI by GAIHL from Redstone

On 19 June 2024, pursuant to the sale and purchase agreement entered into by Redstone and GAIHL, GAIHL acquired 5% issued share capital in GAI from Redstone in consideration of which GAIHL issued a promissory note ("**Note B**") in the principal amount of US$39,345,388.79 to Redstone, determined with reference to approximately 5% of the net assets value of GAI (which corresponds to approximately 5% issued share capital thereof) as recorded in the management accounts of GAI as at 31 May 2024).

On the same day, a deed of termination was duly executed by GAI, GAIHL and Redstone to terminate the GAI JV Agreement.

(6) Transfer/Assignment of Note B by Redstone to our Company; Extinguishment of Note B by way of contribution of Note B by our Company as equity injection down to GAIHL

On 19 June 2024, pursuant to the subscription and assignment agreement entered into by our Company and Redstone, our Company issued 3,720,573 shares in our Company to Redstone in consideration of which Redstone transferred Note B to our Company.

On the same day, our Company contributed Note B as equity injection to GAIHL in consideration of which GAIHL issued nine (9) of its shares to our Company, pursuant to which Note B was thereby set off and extinguished.

(7) Acquisition of 25% issued share capital of BAI by PAIL from Press Metal

On 20 June 2024, PAIL and Press Metal entered into a sale and purchase agreement, pursuant to which Press Metal shall transfer 3,856,033 shares in BAI to PAIL at a consideration of a promissory note in the amount of US$329,798,445.90 ("**Note C**"). On the same day, a deed of termination was duly executed by MKU, Press Metal, GAI and BAI to terminate the BAI Shareholders' Agreement. On 11 July 2024, PAIL acquired 25% issued share capital in BAI from Press Metal in consideration of which PAIL issued Note C in the principal amount of US$329,798,445.90 to Press Metal, determined with reference to approximately 25% of the net assets value of BAI (which corresponds to approximately 25% issued share capital thereof) as recorded in the management accounts of BAI as at 31 May 2024.

(8) Transfer/Assignment of Note C by Press Metal SPV to our Company; Extinguishment of Note C by way of contribution of Note C by our Company as equity injection down to PAIL

On 20 June 2024, our Company, Press Metal SPV and Press Metal entered into a subscription agreement, pursuant to which our Company shall allot and issue 25,588,536 shares in our Company at a consideration of US$329,798,445.90 to Press Metal SPV, which will be satisfied by way of the assignment by Press Metal SPV to our Company of Note C. In the said subscription agreement, each of Press Metal and Press Metal SPV shall undertake, and procure that their affiliates, to provide a lock-up undertaking(s) for the period of six (6) months from the date of the Listing, to the extent required by regulatory authorities or requested by the underwriters of the Listing. On 11 July 2024, our Company issued 25,588,536 shares in our Company to Press Metal SPV in consideration of which Press Metal SPV transferred Note C to our Company.

On the same day, our Company contributed Note C as equity injection to PAIHL in consideration of which PAIHL issued 99 of its shares to our Company, PAIHL in turn contributed Note C as equity injection to PAIL in consideration of which PAIL issued 99 of its shares to PAIHL, pursuant to which Note C was thereby set off and extinguished.

LABOUR TRANSFER

In order to facilitate the construction of our Phase I Alumina Production Project and Phase II Alumina Production Project, our Group required certain know-how and on-site technical support to implement the construction of our production facilities. As such, Nanshan Aluminium, our Controlling Shareholder, together with its subsidiaries, has provided our Group with on-site technical maintenance and know-how support services via secondment of selected staff under a technical support framework agreement. This arrangement enabled us to benefit from their knowledge and personnel support and guidance, as we worked in close collaboration to ensure seamless integration and knowledge sharing. Our Directors considered that having a stable management and staff with requisite expertise is of paramount importance for the operations of our Group. The total staff costs attributable to the services provided by such selected staff to our Group amounted to US$10.4 million, US$11.5 million, US$12.0 million and US$6.3 million in each year/period of the Track Record Period. These costs were charged to our Group under the Technical Support Framework Agreement. For details, please refer to the section headed "Connected Transactions — Continuing Connected Transactions Exempt from Independent Shareholders' Approval Requirement — 1. Technical Support Framework Agreement" in this prospectus. Coupled with the view of restructuring for the purpose of our Listing, we initiated the transfer of around 800 selected staff from Nanshan Aluminium Group to our Group. Following the transfer, these individuals held positions related to operational, technical, supporting and logistics, management, functional and marketing and procurement. As at Latest Practicable Date, we have completed the transfer of the said selected staff to our Group. As advised by our Indonesia Legal Advisers, we have complied with all applicable laws and regulations of Indonesia governing the employment of foreign nationals in material aspects, including the requirements regarding the Foreign Worker Utilisation Permit issued by the Ministry of Manpower. The foreign workers do not hold positions that are prohibited under laws and regulations of Indonesia.

MAJOR ACQUISITIONS, DISPOSALS AND MERGERS

We had not carried out any major acquisitions, disposals or mergers during the Track Record Period and up to the Latest Practicable Date.

SUBDIVISION OF SHARES

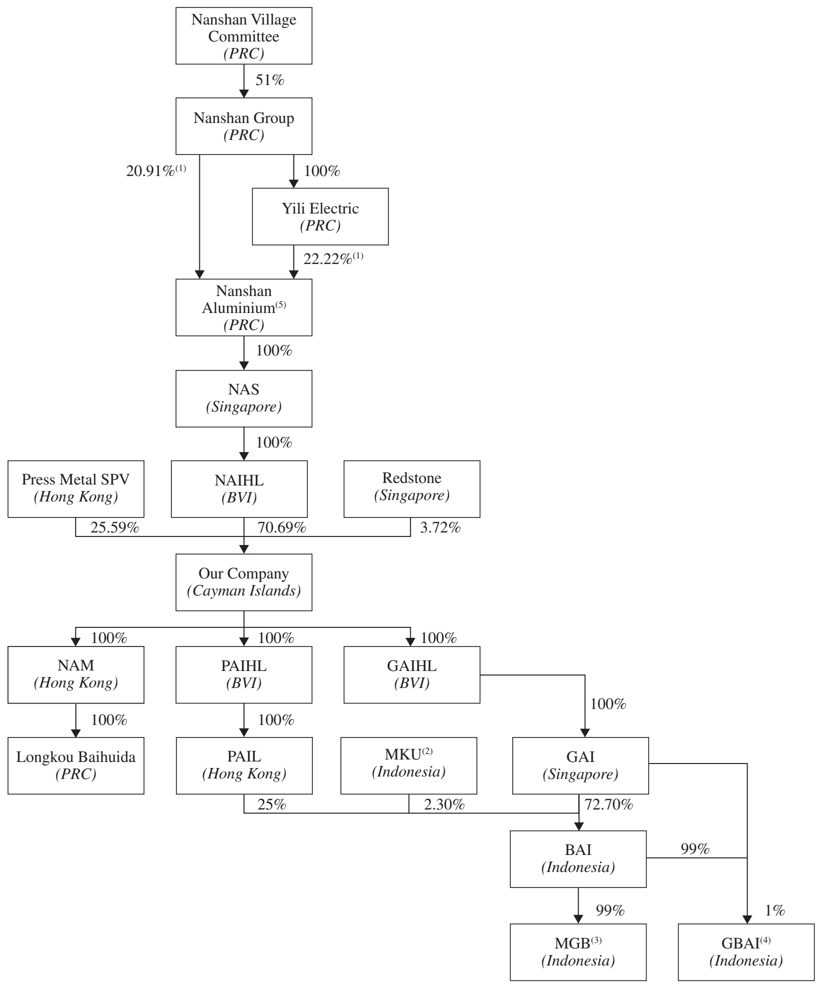
In contemplation of the Global Offering, on 10 March 2025, our Company subdivided all its issued and unissued shares with a par value of US$0.000001 each into 5 shares with a par value of US$0.0000002 each so that our Company's authorised share capital became US$50,000 divided into 250,000,000,000 shares of US$0.0000002 each.

GLOBAL OFFERING

A total of 88,235,300 new Shares, representing 15.0% of the total issued share capital of our Company immediately after the Reorganisation and completion of the Global Offering (without taking into account any Shares which may be issued pursuant to the exercise of the Over-allotment Option or any option which may be granted under the Share Option Scheme) will be offered for subscription pursuant to the Global Offering.

CORPORATE STRUCTURE AFTER THE REORGANISATION AND IMMEDIATELY BEFORE THE GLOBAL OFFERING

The following chart sets out our corporate and shareholding structure after the Reorganisation and immediately prior to completion of the Global Offering:



Note:

(1) Denotes the shareholding of Nanshan Group in Nanshan Aluminium as at the Latest Practicable Date.

(2) MKU is a company owned as to 99% and 1% by Mr. Santony and Mr. George Santos, respectively. Accordingly, MKU is a majority-controlled company held by Mr. Santony and Mr. George Santos, and therefore an associate of Mr. George Santos, and accordingly a connected person of our Company.

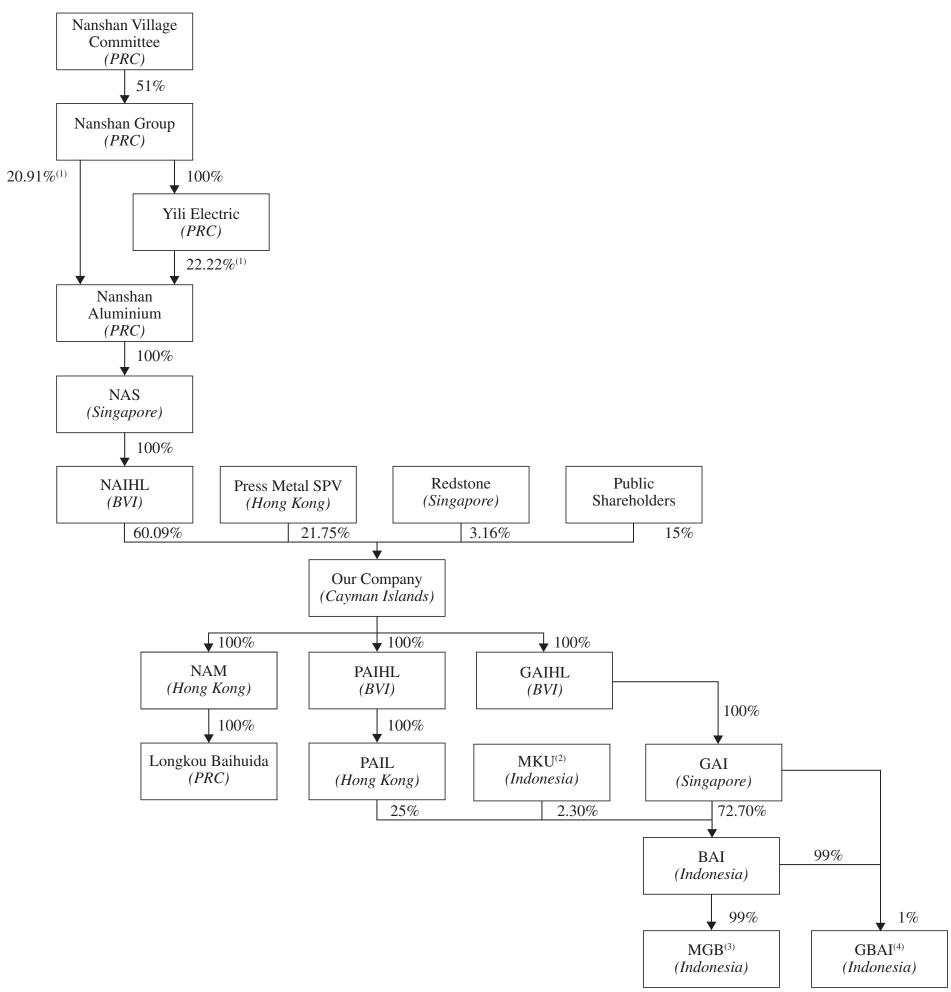
(3) MGB is a company owned as to 99% by BAI and 1% by PT Gbkek Industri Park. PT Gbkek Industri Park is indirectly majority-owned by Nanshan Group. MGB is incorporated after the Reorganisation.

(4) GBAI is a company owned as to 99% owned by BAI and 1% owned by GAI. GBAI is incorporated after the Reorganisation.

(5) To the best knowledge of our Directors and based on information provided by Nanshan Aluminium, as well as publicly available information as at 30 September 2024, the remaining shareholders of Nanshan Aluminium, apart from Nanshan Group and its affiliates, are widely held by other shareholders. Among these, two entities each holds more than 5% of the total equity interests of Nanshan Aluminium, comprising a clearing services company and a financial services company. Both entities are independent from Nanshan Aluminium. Other shareholders each holds less than 5% of the total equity interests of Nanshan Aluminium.

CORPORATE STRUCTURE IMMEDIATELY AFTER COMPLETION OF THE GLOBAL OFFERING

The following chart sets out our corporate and shareholding structure immediately after completion of the Global Offering (assuming the Over-allotment Option is not exercised and without taking into account any Shares to be issued upon exercise of any options that may be granted under the Share Option Scheme):



Note:

(1) Assuming there has been no change or exercise of the Exchangeable Bonds since the Latest Practicable Date.

(2) MKU is a company owned as to 99% and 1% by Mr. Santony and Mr. George Santos, respectively. Accordingly, MKU is a majority-controlled company held by Mr. Santony and Mr. George Santos, and therefore an associate of Mr. George Santos, and accordingly a connected person of our Company.

(3) MGB is a company owned as to 99% by BAI and 1% by PT Gbkek Industri Park. PT Gbkek Industri Park is indirectly majority-owned by Nanshan Group.

(4) GBAI is a company owned as to 99% owned by BAI and 1% owned by GAI.

PUBLIC FLOAT

So far as our Directors are aware, immediately following the completion of the Global Offering (assuming the Over-allotment Option is not exercised and without taking into account any Shares to be issued upon exercise of any options that may be granted under the Share Option Scheme), the Shares held by our core connected persons, representing 85.00% of the total issued share capital of our Company, will not be counted towards the public float for the purpose of Rule 8.08 of the Listing Rules after the Global Offering. Details of these core connected persons are set out below:

- NAIHL, being our Controlling Shareholder, is a core connected person of our Company, directly holding approximately 60.09% of the total issued share capital of our Company;

- Press Metal SPV, being our substantial shareholder, is a core connected person of our Company, directly holding approximately 21.75% of the total issued share capital of our Company; and

- Redstone is wholly-owned by Mr. George Santos, our non-executive Director, and accordingly is a close associate of Mr. George Santos and a core connected person of our Company, who holds approximately 3.16% of the total issued share capital of our Company.

As such, the public float shareholding immediately following the completion of the Global Offering (assuming Over-allotment Option is not exercised and without taking into account any Shares to be issued upon exercise of any options that may be granted under the Share Option Scheme) is 15.00%.

We have applied to the Stock Exchange and the Stock Exchange has granted our Company a waiver from strict compliance with the requirements of Rule 8.08(1)(a) of the Listing Rules, pursuant to which the public float of our Company may fall below 25% of the issued share capital of our Company. For details of the relevant waiver, see the section headed "Waivers and Exemption — Public Float Requirements" in this prospectus.

LEGAL COMPLIANCE

Indonesia

Our Indonesia Legal Advisers confirmed that all necessary approvals, permits and licences required under the Indonesia laws and regulations in connection with the Reorganisation and the Listing have been obtained, and the Reorganisation and the Listing have complied with all applicable laws and regulations of Indonesia.

PRC

Our PRC Legal Advisers confirmed that all necessary approvals, permits and licences required under the PRC laws and regulations in connection with the Reorganisation and the Listing have been obtained, and the Reorganisation and the Listing have complied with all applicable laws and regulations of the PRC.

OVERVIEW

We are an alumina manufacturer in Southeast Asia and are committed to continually strengthening our market position in the region. Our dedication is rooted in the principles of excellence, continuous improvement, and relentless pursuit of growth. With these development philosophies, we strive to not only establish our presence as a globally recognised enterprise but also to cultivate a brand that achieves renown worldwide.

Since our inception, our primary focus has been tapping into Indonesia's abundant bauxite and coal reserves, utilising these resources to fuel our operations. We believe our strategic position within the Special Economic Zone amplifies our logistical and economic efficiencies, and enables us to forge a highly efficient and technologically advanced alumina production base. In line with our commitment, we proactively responded to the Belt and Road Initiative by undertaking the planning and construction of an alumina production base in the Special Economic Zone at Bintan Island, Riau Islands Province, Indonesia.

According to Frost & Sullivan, the main alumina-producing countries in Southeast Asia as of the end of 2023 are Indonesia and Vietnam, we are among the three major alumina production enterprises in Southeast Asia. The completion of Phase II Alumina Production Project allowed our designed annual alumina production capacity to reach two million tons, which allowed our Group to rank among the first in Indonesia and Southeast Asia in terms of designed annual production capacity in 2023, according to Frost & Sullivan. In 2023, our Group was the second-largest producer in the Southeast Asian alumina market and had a 34.9% market share in the Southeast Asia alumina industry in terms of actual production volume, according to Frost & Sullivan. Our achievements above are also testaments to our technological strengths, operational excellence, and commitment to growth.

In line with our strategy to further expand our market share in Southeast Asia, in the first half of 2024, we initiated the construction of additional alumina production facilities with our New Alumina Production Project which has a designed annual alumina production capacity of two million tons. Our metallurgical-grade alumina is a crucial raw material in the production of electrolytic aluminium. It enjoys a robust demand in the Southeast Asian market due to its pivotal role in meeting the stringent requirements for high-performance aluminium products according to Frost & Sullivan. Our product quality surpasses AO-1 Grade of GB/T 24487-2022 standard, as demonstrated by its exceptional chemical composition.

We have established a stable and long-term cooperation relationship with Press Metal, who accounted for a significant percentage of the sales of alumina produced by our Company in view of the offtake arrangement we have with them. We have a mutually beneficial relationship with Press Metal. By having a strong and consistent purchaser, we are able to secure and lock a significant portion of our production capacity. In turn, we believe Press Metal benefits from a reliable and consistent supply of high-quality alumina, which is crucial for their own operations and overall business success. For further details, please refer to "Our customer concentration and cooperation with Press Metal" in this section.

Our Business Model

Our business model centres on producing and selling metallurgical-grade alumina. Specifically, we source bauxite domestically in Indonesia and utilise the low-temperature Bayer process. This approach ensures the production of premium metallurgical-grade alumina, as confirmed by Frost & Sullivan. Our products, recognised for their quality, primarily cater to the demands of Southeast Asia markets amongst the leading integrated aluminium producers and commodity traders for manufacturing electrolytic aluminium.

Our business model integrates crucial elements that we believe to have enshrined our comprehensive competitiveness across production scale, cost effectiveness, technological advancement, and stringent quality control. In addition, capitalising on our strategic location, we enjoy streamlined procurement and expansive sales opportunities, alongside promising prospects in the downstream market. Since initiating our production operations, our Company has achieved continuous growth in production and sales volume, evidencing our robust market presence.

- *Top alumina manufacturing company in Southeast Asia:* As of the end of 2023, we are the top alumina manufacturer in Southeast Asia by designed production capacity, the second-largest producer in the Southeast Asian alumina market and had a 34.9% market share in the Southeast Asia alumina industry in terms of actual production volume, according to Frost & Sullivan. The local government policies and industrial policies of Southeast Asian countries have provided favourable conditions for the aluminium industry's burgeoning development.

- *Efficient, automated production facilities:* Our highly automated production and ancillary facilities demonstrate our operation efficiency and provide a distinct cost advantage in our operations. Our comprehensive infrastructure encompasses a self-use thermal power plant, in-house reservoirs and water treatment facilities, coal gasification plants, and deep-water ports, ensuring autonomous control over production.

- *Our geographical advantages enhance cost efficiency:* Our strategic geographical location on Bintan Island boosts our costs efficiency in raw material procurement locally in Indonesia, transportation, and sales. We benefit from tax incentives specially approved by the Indonesian government.

- *Cutting-edge production process and strategic partnership:* Our cutting-edge production process not only ensures the high product quality but also strengthens our position in the international bulk trade markets. Using the low-temperature Bayer process, we produce metallurgical-grade alumina in sand form. Our product consistently achieves a 100% qualification rate, with the particle size meeting the industry's higher standard. Our customers portfolio mainly spans across Southeast Asia, bolstered by a 10-year strategic collaboration with Press Metal, the leading integrated aluminium producers in Southeast Asia, and our established trade ties with major international commodity traders.

We believed the aforementioned advantages contribute to a positive gross profit margin surpassing the industry average, enhancing our ability to navigate cost fluctuations and shifts in the profit distribution dynamics among industry players.

Our excellence and contributions have been acknowledged through numerous provincial-level awards and recognitions. For details of our awards and recognitions, please refer to "Awards and Accreditations" in this section. These honours not only highlight our significant contributions to the Southeast Asian economy but also affirm our prominent standing in the industry.

Our Product

Our primary product, alumina, is produced in accordance with the AO-1 Grade requirement of GB/T 24487-2022 standard. For details of the AO-1 Grade requirements and the quality control of our product, please refer to "Quality Control" in this section.

As confirmed by Frost & Sullivan, the quality of alumina significantly influences the electrolytic aluminium production process and the quality of the final product. Utilising higher-grade of alumina, known for its elevated purity levels, enhances both efficiency and product quality. Such grades not only minimise waste generation during manufacturing but also improve the final product's standard. In addition, as confirmed by Frost & Sullivan, the use of higher-grade alumina can lead to efficiency gains. For example, it can lower energy consumption needed to produce electrolytic aluminium, offering a pathway to cost reductions in the long term for electrolytic aluminium producers.

Our Performance

Throughout the Track Record Period, our financial performance has showcased our production management prowess and industrial growth. Concurrently, our revenue escalated from US$172.8 million in FY2021 to US$466.8 million in FY2022, and again surged to US$677.8 million in FY2023, achieving a CAGR of 98.0%. In 9M2024, our revenue further increased from US$482.7 million in 9M2023 to US$683.0 million. For further details, please refer to the section headed "Financial Information" in this prospectus.

OUR COMPETITIVE STRENGTHS AND ADVANTAGES

We believe that the following competitive strengths and advantages are key factors to our success to date and will help us continue to increase our market share and capture the anticipated future growth in the alumina market.

Our prominent status in the alumina industry has allowed us to benefit from the region's soaring demand and robust investment momentum.

Southeast Asia's economic growth rate exceeds the global average, and Indonesia's supportive policies have spurred the aluminium industry's development.

We hold a leading position in the alumina industry in Southeast Asia and benefit from high regional demand and investment momentum. The Southeast Asia's economic expansion is outpacing the global average, with Indonesian policies further propelling the alumina industry's synchronised growth. In terms on economic volume, according to Frost & Sullivan, Southeast Asia's Nominal GDP is expected to grow at a CAGR of 7.1% from 2024 to 2028, far exceeding the global Nominal GDP growth rate of 3.0% for the same timeframe. Additionally, the population of Southeast Asia is anticipated to reach approximately 505.4 million by 2028.

Situated in Indonesia, a pivotal ASEAN member, our production facilities are at the heart of Southeast Asia's development trend. In 2023, Indonesia's Nominal GDP was approximately US$1,370 billion, placing it at the forefront of the Southeast Asian countries. With a population of approximately 277.4 million in the same year, Indonesia not only stands as the most populous country in Southeast Asia but also ranks fourth globally. Indeed, Indonesia stands out not only for its economic size and population in Southeast Asia but also for its rich bauxite resources, ensuring a steady supply of raw material for our metallurgical grade alumina production.

Coherent macro policies and a robust investment environment in the Southeast Asian region contribute to the sound development of aluminium industry.

The economic cooperation and integration among ASEAN member countries have laid a fertile ground for the development of Indonesia's aluminium industry, especially with the establishment of the ASEAN Economic Community ("**AEC**"). This has notably promoted the integration of production and supply chain activities. Furthermore, the ASEAN Free Trade Area ("**AFTA**") agreement has played a critical role in diminishing trade barriers among the member countries, encouraging the unrestricted movement of aluminium and expanding market access. Since our existing trade partners are predominantly located in Southeast Asia, we can leverage this locality advantage during our transactions with them.

Southeast Asia's industrial growth creates strong demand for downstream aluminium products, allowing us, as a local leader, to meet this demand and drive the aluminium industry's development in the region.

Our metallurgical-grade alumina serves as a crucial raw material in the production of electrolytic aluminium, underpinning its manufacturing process with a foundation of quality and reliability. According to Frost & Sullivan, alumina is readily tradable in the international commodity market. Typically, the projected alumina demand in Southeast Asia is expected to reach 8,696 thousand tons by 2028, surpassing the region's expected production capacity, highlighting a supply shortfall that offers a strong growth opportunity for us.

In recent years, the wave of urbanisation has led to a substantial uptick in infrastructure investment across Southeast Asia, demonstrating strong growth trends, according to Frost & Sullivan. Publicly available data indicates that Indonesia's infrastructure investment was US$58.3 billion in 2023 and is projected to reach US$65.7 billion by 2028. This ongoing growth of infrastructure investment in Indonesia provides strong market dynamics, significantly boosting the demand for window frames, door frames and other aluminium products used in buildings, therefore pulling up the demand of aluminium in the region.

As confirmed by Frost & Sullivan, Indonesia is leveraging its advantages to attract foreign investments on alumina production capacity. Leveraging ongoing enhancement of our production capacity and technological advancements, we maintain an advantage in satisfying the increasing demand for alumina within Southeast Asia. Our Directors believe that our pivotal role bolsters the competitiveness of the region's aluminium industry and curtails reliance on imported bauxite or alumina, particularly from suppliers such as Australia.

By leveraging our strategic location, we benefit from a stable raw material supply, strong policy support, and efficient transportation networks, ensuring smooth and effective operations.

Reserves of upstream bauxite and coal resources and policy safeguards.

We believe that long-term stable supply of raw materials is crucial for upstream manufacturers in the aluminium industry. During the Track Record Period, our production was dependent on timely raw material supply. The main raw materials required for our production include bauxite, coal, and caustic soda, among which bauxite and coal are the two major raw materials we sourced locally for use in our production.

Indonesia has abundant reserves of good quality bauxite. According to Frost & Sullivan, as at the end of 2023, Indonesia's proven bauxite reserves amounted to approximately one billion tons, ranking sixth globally and second in Southeast Asia in terms of reserves. According to Indonesia's Ministry of Energy and Mineral Resources, Central Kalimantan's bauxite reserve is approximately 100 million wet metric tons. With a strategic shift towards enhancing bauxite mining in Central Kalimantan, Indonesia's bauxite mining lifespan is expected to exceed 30 years. In terms of bauxite quality, Indonesia's lateritic bauxite has significant advantages in the production of metallurgical-grade alumina, which contains a high proportion of aluminium oxide content, allowing for higher production yield and efficiency when extracting metallurgical-grade alumina from the ore. Its high purity reduces the need for additional purification steps in the refining process.

Indonesia is a major coal reserve and mining country and possesses one of the largest coal reserves in the world. According to Frost & Sullivan, Indonesia's confirmed coal reserves in 2023 reached approximately 37 billion tons, leading Southeast Asia and ranking sixth worldwide, and based on Indonesia's coal production of approximately 0.8 billion tons in 2023, Indonesia's coal reserves are expected to be used up in approximately 50 years. The abundant coal resources provide a solid foundation for our Company's capacity development and supplier procurement.

We considered government policy support to be crucial to us, which stabilise the raw material supplies to the manufacturer. In recent years, Indonesia's industrial policies have been focused on promoting the development of downstream industries for domestic raw mineral resources and assisting economic transformation. According to Frost & Sullivan, pursuant to local laws and regulations issued by the Indonesian Minister of Energy and Mineral Resources, at least 25% of the realised annual coal production of coal companies must be sold domestically. In addition, the Law No. 4 of 2008 regarding Mineral and Coal Mining also stipulates that holders of Mining business licence (IUP) or special mining business licence (IUPK) are required to prioritise the utilisation of local labour, goods, and services in the country. These policies ensure that domestic needs are prioritised during shortages, significantly stabilising energy costs for alumina manufacturers like us. Besides, based on the scale of our investment, our production base enjoys tax reduction or exemption policies specially approved by Indonesian government departments, which further enhances our competitiveness within the industry.

Building upon abundant resource reserves and favourable policies, abundant resource reserves, and cost advantages mentioned above, we strategically positioned our alumina production base on Bintan Island in Riau Islands Province, Indonesia, to secure access to Indonesia's vast reserves of high-quality bauxite and coal resources. Additionally, our production base's deep-water port enables convenient transportation of raw materials. These allow us to procure raw materials effectively and efficiently in the resource-rich Indonesia.

Our production base enjoys cost advantages in raw materials and shipping distance.

According to Frost & Sullivan, our production cost of alumina is below industry average. Bauxite is the primary raw material for our alumina product and represents the highest proportion of costs in our finished product. The location of our production base allows us to enjoy comprehensive cost advantages in bauxite raw materials by having shorter transportation routes and pricing methods while benefiting from Indonesia's abundant mineral resources, in particular its good quality bauxite. Our bauxite is sourced from high-grade suppliers within Indonesia and delivered to our production base through convenient short-haul shipping. By contrast, alumina manufacturers in other countries such as the PRC rely on long-distance transportation of bauxite imported from Australia and Guinea. Therefore, we have a significant cost advantage compared to such producers.

Indonesia, an important member of ASEAN, has implemented a series of policies aimed at supporting the aluminium industry's growth. The government's support is multifaceted, offering tax incentives and, where applicable, funding for research and development. Our production base benefits directly from these government initiatives, enjoying specific tax reductions or exemptions, which give us a clear advantage in terms of profit margins. Our production base benefits from special approvals by Indonesian government department for reductions or exemptions from VAT and income tax.

The convenient sales and transportation brought by the location of our port

To ensure the timeliness and convenience transportation of our material and equipment procurement and product sales, we have built our own port terminal within our production base.

- Our port is located on the eastern side of Bintan Island, Riau Islands Province, and is strategically positioned at the gateway between the Pacific Ocean and the Indian Ocean, encompassing the Strait of Malacca and the Singapore Strait. According to Frost & Sullivan, the Strait of Malacca is one of the busiest and largest-capacity commercial shipping routes in the world. As confirmed by Frost & Sullivan, in 2023, approximately one-fourth of global trade goods were transported through the Strait of Malacca, showcasing its significant shipping volume.

- Our customers are mainly located in Southeast Asia. The number of potential customers in Southeast Asia and its surrounding regions has been increasing year by year. The proximity to high-capacity shipping routes and international trade ports brings convenient transportation for our point-to-point delivery, ensuring efficient shipment and delivery. Furthermore, our port can accommodate large vessels up to 35,000 tons for loading, offering superior transportation conditions and enabling efficient delivery, which is leading among the alumina manufacturers in Southeast Asia.

Our Directors believed that we have a geographical advantage compared to other alumina production enterprises in terms of procurement and product transportation and trade, in view of the fact that (i) our production base is strategically located near the core raw material sources, (ii) our own deep-water port is adjacent to busy shipping routes with high throughput, and (iii) we benefit from government policy safeguard in both procurement and finished product sales.

Our self-constructed comprehensive infrastructure and production facilities boost productivity and operational efficiency, leading to significant cost and profitability advantages.

With a long-term development vision to establish comprehensive infrastructure construction, our mature scale brings excellent productivity.

We took the initiative to carry out the construction of a complete set of production and ancillary facilities. We have embarked on planning and construction from scratch, starting from levelling the land for workshop, pipeline and conveyance belt construction, and have achieved a mature scale as at the Latest Practicable Date. We have constructed our own facilities, including Phase I Alumina Production Project and Phase II Alumina Production Project and accompanying coal-gasification plant, thermal power plant, reservoir, and port facilities. As confirmed by our

Directors, both the production and the ancillary facilities have been carefully customised and continuously improved to make sure that they are fully effective in all aspects. The operational characteristics of "customised production workshops, low utility costs, efficient year-round continuous production, and ready-to-instal finished products" are highlighted, making our overall efficiency significantly better than that of other companies in the industry.

We aim to optimise the processes through systematic improvements and utilisation large-scale, efficient technical equipment for each operation. We adopt modular and intensive configurations to minimise material transportation distances and achieve recycling of thermal energy. With high automation, our integrated and centralised control platform enables real-time monitoring and adjustment of production processes. Since the commencement of operation of the Phase I Alumina Production Project in the second quarter of 2021 and the Phase II Alumina Production Project in the last quarter of 2022, the annual total production has steadily increased. Our alumina production reached approximately 0.49 million tons, 1.21 million tons, 1.91 million tons and 1.62 million tons in FY2021, FY2022, FY2023 and 9M2024, respectively.

Further, we have, on our own initiative, constructed comprehensive ancillary facilities to improve overall operational efficiency, including a self-owned power plant, self-built reservoir and water treatment plant and a deep-water port. For details, please refer to "Business — Our Production and Other Ancillary Facilities — Our ancillary facilities" in this section.

- Self-owned power plant: According to Frost & Sullivan, among the three alumina manufacturers operating in Indonesia, only two have their own power plants, and we are one of them. The 160-MW thermal power plant is capable of meeting the entire production and office needs in our production base. Moreover, since we generate electricity for our own use on cost basis without any premium, enabling us to have a more advantageous position in terms of production costs when compared to purchasing electricity from external sources.

- Self-built reservoir and water treatment plant: Designed with a total reservoir capacity of over 7.5 million cubic metres, the reservoir adopts a "water storage area + dam" design scheme. Our water plant is capable of supplying 56,000 cubic metres of fresh water per day, which is capable of satisfying substantially all of our production needs.

- Coal gasification plant: Provides natural gas to the alumina calcination furnace, using a circulating fluidised bed gasifier. The supporting construction includes five 40,000 Nm^3/h circulating fluidised bed gasifiers to meet the natural gas demand for the calcination process.

- Deep-water port: Consists of self-built deep-water port with one 35,000-ton multi-purpose berth and one 35,000-ton general-purpose berth, used for alumina loading operations, caustic soda unloading operations, and general cargo handling. There are also four 10,000-ton bulk cargo berths. The entire port is equipped with bridge-type grab ship unloaders, grab gate machines, ship loaders, and corresponding crawler conveyor systems, which facilitates our inbound raw material delivery and shipment of alumina products.

We have been successful in optimising the overall energy consumption of our production and transportation processes with the aid of our state-of-art production line and the seamless operation of our ancillary facilities. Our goal is to achieve a level of management that allows us to "process raw materials upon arrival" and "load alumina for shipment upon it is produced". The cost advantages brought about by the refined operation and the independent supply of water, electricity and gas enable our annual production volume to climb to our designed capacity and at the same time while effectively controlled the costs of production, inventory storage and transportation. As a result, our gross profit margin reached 25.9%, 24.0%, 29.2% and 46.3% for FY2021, FY2022, FY2023 and 9M2024, respectively.

We continue to improve and accumulate our technological expertise, in order to deliver high quality products and strengthen our quality control.

We aim to obtain customer recognition and satisfaction through our high-quality product, while showcasing our competitive advantage in quality control capabilities among similar enterprises in the industry. Our alumina is characterised by large particle size, easy flowability, fast dissolution and low transportation loss. The quality of alumina is crucial for the efficiency, cost-effectiveness, and environmental sustainability of the electrolytic aluminium production process. High-quality alumina, characterised by its rapid dissolution rate, minimal impurity content, and uniform particle size to ensure optimal feeding rates, is essential for maintaining a stable and efficient electrolysis process. Our alumina can also be fully blended with fine alumina powder produced by other factories, making our product highly favoured by customers in terms of quality.

We employ a low-temperature Bayer process in our production which we believe could ensure our product quality. This process guarantees the particle size entering the calcination stage, ensuring high-quality alumina particles in the final product. As confirmed by our Directors, the proportion of particles smaller than 45μm in our product is significantly below the standard requirement of 20%, measuring at no more than 6%. According to Frost & Sullivan, this level meets the industry's higher standard.

We adhere to the international ESG governance standards to promote green and sustainable development.

We honour our commitment to investment and construction, and places great emphasis on fulfilling our corporate social responsibility. In terms of environmental protection, we adhere to green and low-carbon development, significantly reduce energy consumption and reduce the generation of pollutants. We place great attention to preserve land, as well as ecological and environmental protection by improving the management measures for handling exhaust gas, wastewater, noise, waste and other pollutants. Further, we place great emphasis on the utilisation of reusable resources. For example, we reuse our production water as cooling water in alumina production. The residual heat energy recovered from the calcination furnace during the alumina calcination process is used to heat up the water for equipment washing and other purposes.

In the social aspect, we have carried out proper relocation and resettlement of villagers and community building planning and have promoted the local traditional culture and religious beliefs. We built a prayer place in our production base, and have actively organised and participated in local festival celebrations and public welfare activities. At Ramadan 2024 in Indonesia, we participated in public welfare celebrations by visiting and donating to the local elderly home, orphanage, etc, and reached out to over 1,000 people. Our Company received awards from the government because we donated various kinds of materials and daily necessities to the community and the government during the fight against the COVID-19 and torrential rains flood in Indonesia.

In terms of the governance, we are actively exploring scientific management methods, solving local employment problems and focusing on labour protection for employees. We actively carry out the certification of ISO9001 quality management system. We also conduct training and are concerned with development of our employees, and regularly conduct quality training activities according to our training plan. All new employees are required to participate in a induction training programme. We have also maintained training and examination in the area of skills and safety for employees to participate. In addition, all of our employees are insured with BPJS Ketenagakerjaan (workforce social security) in Indonesia.

We have a team of experienced management with significant industry expertise to work in hand with our shareholders and strategic partners in creating a new chapter in the industry chain.

Experienced and visionary management team with significant industry expertise

We are led by an experienced and stable management team, and was able to set up our business in Indonesia in just a few years since 2017, with extensive experience in the aluminium industry. Our core management team is familiar with various business developments and operational decisions in the aluminium industry chain. In particular, our executive Director, Mr. Hao has more than 12 years of management experience in the aluminium industry and has been responsible for overseeing our general operations. Our senior management, Mr. Jia Zhenjiang and Mr. Huo Liang, have over 17 and 11 years of management experience in the aluminium industry respectively. Our management team has a proven track record of successfully producing and marketing our high quality alumina.

Highly qualified and cohesive business team

We adhere to our corporate vision of "creating a world-class enterprise, establishing a globally renowned brand" and uphold the business philosophy of "leading in science and technology, innovating and increasing efficiency, growing together, and making steady progress" With continuous accumulation of know-how and experience in the aluminium industry chain, we have built a business team possessing high-level expertise and corresponding technical qualifications, with strong professional production and operational capabilities.

Our Directors believe that our experienced and committed management team is capable of developing and implementing our strategies quickly in response to market changes.

Long-term accompanying and synergistic shareholders and strategic partners

Our Controlling Shareholder, Nanshan Aluminium, has rich technological accumulation in the entire aluminium industry chain. Our substantial shareholder, Press Metal, has demonstrated strength in the downstream electrolytic aluminium production, whilst our investor, the Santony Family and its related parties, has abundant bauxite reserves to be supplied as our raw materials. The long-term accompanying and synergistic support from these shareholders and strategic partners provide business support for our conducting business in Southeast Asia. During the Track Record Period, Nanshan Aluminium actively supported our Company's development through the provision of technical support and know-how, whilst the Santony Family supplied high-quality bauxite raw materials to our Company with Press Metal served as a stable income source with long-term cooperation, which resulted in a harmonious win-win synergistic effect in terms of business development. For details of our relationship and business cooperation with Press Metal and Santony Family respectively, please refer the section headed "Connected Transactions — Continuing Connected Transactions" in this prospectus.

Our Controlling Shareholder — Nanshan Aluminium

Our Controlling Shareholder, Nanshan Aluminium, is an A-share main board listed company since 1999, which has been deeply engaged in the aluminium industry for decades and has a built a complete industry chain. It has accumulated rich technical reserves and know-how experience in the aluminium industry.

Nanshan Aluminium has production lines throughout the entire aluminium industry chain. Relying on Nanshan Aluminium's advantageous position across the whole aluminium industry chain, we commenced preparatory works in relation to construction of our alumina production base in Indonesia in 2017, and completed construction of the Phase I Alumina Production Project and Phase II Alumina Production Project. For more details in relation to our relationship with Nanshan Aluminium, please refer to "Our Suppliers — Our relationship with Nanshan Aluminium" in this section.

Our substantial shareholder and strategic partner — Press Metal

Press Metal is a substantial shareholder of our Company. Press Metal is the leading integrated aluminium company in Southeast Asia, with an annual alumina demand of over two million tons, and has signed a 10-year Alumina Offtake Arrangement with our Company, agreeing to purchase alumina from our Company. Our Company has established a stable and long-term cooperation relationship with Press Metal, which ensures the stability of our Company's income source.

Our investor and business partner — Santony Family

We have procured and sourced raw materials from the Santony Family during the Track Record Period. Santony Family operates certain bauxite mines in Indonesia and has a strong network to source raw materials locally. We maintain good relationship with the Santony Family to ensure the stability of our Company's raw material supply of high-grade bauxite. Redstone is the investor of our Company, and is wholly-owned by Mr. George Santos, the son of Mr. Santony. Mr. Santony holds 2.3% equity interest in BAI through MKU, a company controlled by Mr. Santony.

We expect that we will continue to expand our territory in the aluminium industry chain through the strategic insight of our experienced and visionary management team, the hard work of our highly qualified and cohesive business team, and the business synergies generated from our cooperation with our shareholders and strategic partner.

OUR BUSINESS STRATEGIES

We are committed to becoming a world-class enterprise in alumina production and to establish a globally renowned brand. Our goal is to provide customers with high-quality products, promote regional economic development, create social value, and achieve sustainable business growth and maximisation of shareholder interests. We plan to achieve this goal by executing the following business strategies:

To increase our production capacity in tandem with surging market demand and to achieve greater economy of scale.

Through our dedicated efforts in Indonesia for years, we have successfully completed our Phase I Alumina Production Project and Phase II Alumina Production Project, encompassing a designed annual production capacity of two million tons of alumina. Leveraging our experience, we plan to further expand our designed annual alumina production capacity to four million tons through our New Alumina Production Project, in order to satisfy the surging market demand in the aluminium industry and to achieve a greater economy of scale. The expected operation commencement date for the first one million tons per annum of the New Alumina Production Project is in the second half of 2025 and the second one million tons per annum in the second half of 2026. We aim to enhance our production capacity to meet the diverse needs of our customers, contribute to regional economic development, and ensure sustainable business growth while maximising shareholder value.

New Alumina Production Project

The first one million tons per annum of the New Alumina Production Project in the Special Economic Zone, Bintan Island, Riau Islands Province, Indonesia serves as the foundational phase of this expansion. Key elements include foundational work, the construction of related alumina production facilities and the purchase of related machinery and equipment to streamline production to achieve a designed annual production capacity of one million tons of alumina. Additionally, our coal gasification plant will undergo expansion to increase capacity by 700 million cubic meters, for the purpose of meeting the demands of coal gas for expanded production. Further enhancements include the expansion of staff and living quarter and surrounding roads.

Following the first one million tons, the second one million tons per annum of the New Alumina Production Project will further expand the production facilities of an additional one million tons of designed annual production capacity. This phase focuses on scaling up related alumina production facilities and the further purchase of related machinery and equipment similar to that of our first one million tons. The coal gasification plant shall be further expanded to increase capacity by another 700 million cubic meters.

In tandem with the construction of alumina production facilities in the New Alumina Production Project, there will be an expansion of the deep-water port with the construction of additional 70,000 tons berths and ancillary equipment in the deep-water port, for the purpose of logistical enhancements.

Our Group expects the total capital commitment on our New Alumina Production Project to be approximately RMB6,300 million. The capital expenditures for the construction of our New Alumina Production Project will be funded by a mix of our internal resources, the net proceeds from the Global Offering and cash inflows generated from our operating activities. We intend to apply approximately 90% (approximately HK$2,187.4 million) of the net proceeds from the Global Offering to the construction and expansion of our second one million tons of designed production capacity under our New Alumina Production Project. For further details, see "Future Plans and Use of Proceeds — Use of Proceeds". We believe this strategic increase in our designed production capacity will support long-term profitability and growth, solidifying our role as a key player in the Southeast Asia alumina market.

By integrating resources, fostering cooperation and innovation, and optimising processes, we aim to reduce costs and improve our efficiency, enhancing our competitiveness and sustainable development.

The main costs involved in the alumina production process include bauxite, coal, and caustic soda. The location of our production plant allows us to enjoy the advantageous position of shorter transportation routes for bauxite and coal, as a result of the abundant bauxite and coal resources in Indonesia.

While we have been endeavouring to reducing the costs of bauxite and coal, we also plan to further reduce the cost of caustic soda by sourcing caustic soda with a closer proximity from our production plant. As part of our strategic initiatives, our Company aims to collaborate with leading caustic soda producer to establish a caustic soda production project within the Special Economic Zone. This strategic initiative is expected to reduce our transportation costs for caustic soda by cutting down on transportation distances.

At the same time, through years of devotion to the aluminium industry, our management and operational team are experienced in all aspects of alumina production. We endeavour to reduce waste and production costs through process improvements and efficiency enhancements, while optimising energy usage to reduce energy consumption costs, for example, to minimise generation of waste and emissions and to enhance production efficiency, reducing costs, and optimising energy usage by implementing energy-efficient equipment and technologies.

In the future, we will continue to optimise our processes in order to further implement our strategy of cost reduction and efficiency enhancement. These measures will assist our Company in maintaining its competitiveness and improve its profitability in a highly competitive market, as well as laying the foundation for sustainable development in the future.

Continuously attract, develop and motivate talents to build a global leading production and management team.

We have always been adhering to the concept of “moral integrity and talent, meritocracy, applying talents appropriately and making the best use of our people” in managing our talents, building a diversified management team with strategic vision and management experience to provide solid support for the company’s future strategic layout. At the same time, we are committed to building a team of talented people that meets the demand of Indonesia’s local culture and international development, and to cultivating employees with professional skills and an international outlook. To support these objectives, we plan to continue to recruit and train up talented and experienced personnel to support our business from time to time, in line with our planned increase in designed production capacity. In particular, we shall focus on the recruitment of additional personnel whose functions are expected to be consistent with those of our existing employees. This strategic increase in headcount will support our New Alumina Production Project, laying the groundwork for the sustained growth in our operational capabilities. We expect to primarily recruit our employees through channels and talent markets such as universities and third-party recruitment agencies.

As for our Company’s existing employees, we provide them with on-the-job training to enhance their business capabilities. In the future, we plan to increase skills training in areas such as automation, intelligent equipment, cultural exchange between Mainland China and Indonesia, and business management under the existing training structure to enhance employees’ operating capabilities in technical skills, production management, and resource utilisation, to fully mobilise the enthusiasm and creativity of the staff, to attract and retain outstanding management talent and business backbone, and to ensure our Company’s long-term, stable, and healthy development, safeguarding our core competitiveness. At the same time, we provide our Indonesian employees with on-the-job training so as to enable them to gradually touch upon more complex tasks. We target to continue to increase the proportion of Indonesian employees in the future.

Increasing ESG investment, building a century-long foundation, and setting a benchmark for sustainable development.

We have been emphasising on the theme of “green, low-carbon and sustainable development”, and aiming at the pursuit of the common development of economy, environment and society. We have integrated environmental and social responsibilities into our strategic business activities, prudently managed environmental and social risks, practised green development concepts, improved our social responsibility management system, and promoted the overall development of the industry. In practice, we have been conscientiously implementing the relevant regulations and laws of the Ministry of Environment and Forestry of Indonesia, and strictly enforcing the industry and Indonesia's environmental protection standards, so as to achieve compliance and emission standards. As at the Latest Practicable Date, we are in compliance with the current environmental protection standards of Indonesia in the emissions of smoke and red mud, etc., in terms of both the emissions and storage:

- Environmental: We are committed to technological innovation, improving production efficiency, reducing energy consumption and environmental impact. For example, we introduce energy-saving and environmentally friendly production processes to promote green manufacturing; in production, we adopt measures for resources recycling to improve overall sustainability.

- Social Responsibility: We maintain a high level of corporate governance, continuously optimise and improve our internal management mechanism, thereby enhancing shareholders' value and safeguarding their rights and interests. We also actively participate in social welfare activities, train local staffs and continuously promoting the high-quality development of society as a whole.

- Governance: We adhere to the concept of "moral integrity and talent, meritocracy, applying talents appropriately and making the best use of our people" in managing our talents, and have established an incentive mechanism to ensure our Company's long-term, stable and healthy development, and to ensure its core competitiveness.

Our Directors believe that we will play a role in the practice of ESG in the Indonesian aluminium industry.

OUR PRODUCTS

Our Group's main product is metallurgical grade alumina, produced through the low-temperature Bayer process. Occasionally, at the request of our customers, we also supply them with aluminium hydroxide, which is a semi-finished product during our alumina production. Alumina, also known as aluminium oxide (Al_2O_3), is a fine, white crystalline substance with a powdery texture. According to Frost & Sullivan, alumina is the main raw material for the production of electrolytic aluminium (i.e., aluminium metal) through electrolysis, with over 90% of the world's alumina production being used for this purpose. Alumina is also applied in various industries, including ceramics, refractory materials, and electronics. In the electrolysis process, alumina is dissolved in a molten cryolite bath and then electrolysed to produce aluminium metal. The aluminium metal is then cast into ingots, and further made into other semi-finished aluminium products such as plate, strip, cable and foil, depending on the intended application.

We are committed to delivering high-quality alumina to meet the diverse needs of our customers. We believe our production facilities, combined with our strategic location and self-sufficient energy production capabilities, enable us to maintain a competitive edge in the industry and capitalise on the growing demand for alumina in Southeast Asia.

As at the Latest Practicable Date, our production base, comprised our Phase I Alumina Production Project and Phase II Alumina Production Project, has an aggregate designed annual production capacity of two million tons of alumina. In addition, we are also expanding our production capacity by engaging in our New Alumina Production Project at our production base, which is expected to have a designed annual alumina production capacity of approximately two million tons, the production operation for the first one million tons of alumina per annum and the second one million tons of alumina per annum are expected to commence in the second half of 2025 and second half of 2026, respectively. Our designed annual production capacity of alumina on a weighted average annualised basis was 500,000 tons, 1,250,000 tons, 2,000,000 tons and 1,500,000 tons for FY2021, FY2022, FY2023 and 9M2024, respectively.

Our revenue generated from sale of alumina accounted for substantially all of our revenue derived from our operations for each of FY2021, FY2022, FY2023 and 9M2024. The following table sets forth the sales volume, revenue and average selling price of alumina produced by us:

	FY2021			FY2022			FY2023			9M2024		
	Volume	Revenue	Average Selling Price(1)	Volume	Revenue	Average Selling Price(1)	Volume	Revenue	Average Selling Price(1)	Volume	Revenue	Average Selling Price(1)
	'000 tons	*US$'000*	*US$/ton*	*'000 tons*	*US$'000*	*US$/ton*	*'000 tons*	*US$'000*	*US$/ton*	*'000 tons*	*US$'000*	*US$/ton*
Alumina	472	172,842	366	1,214	466,777	385	1,902(2)	677,785	356	1,602(2)	683,038	426

Notes:

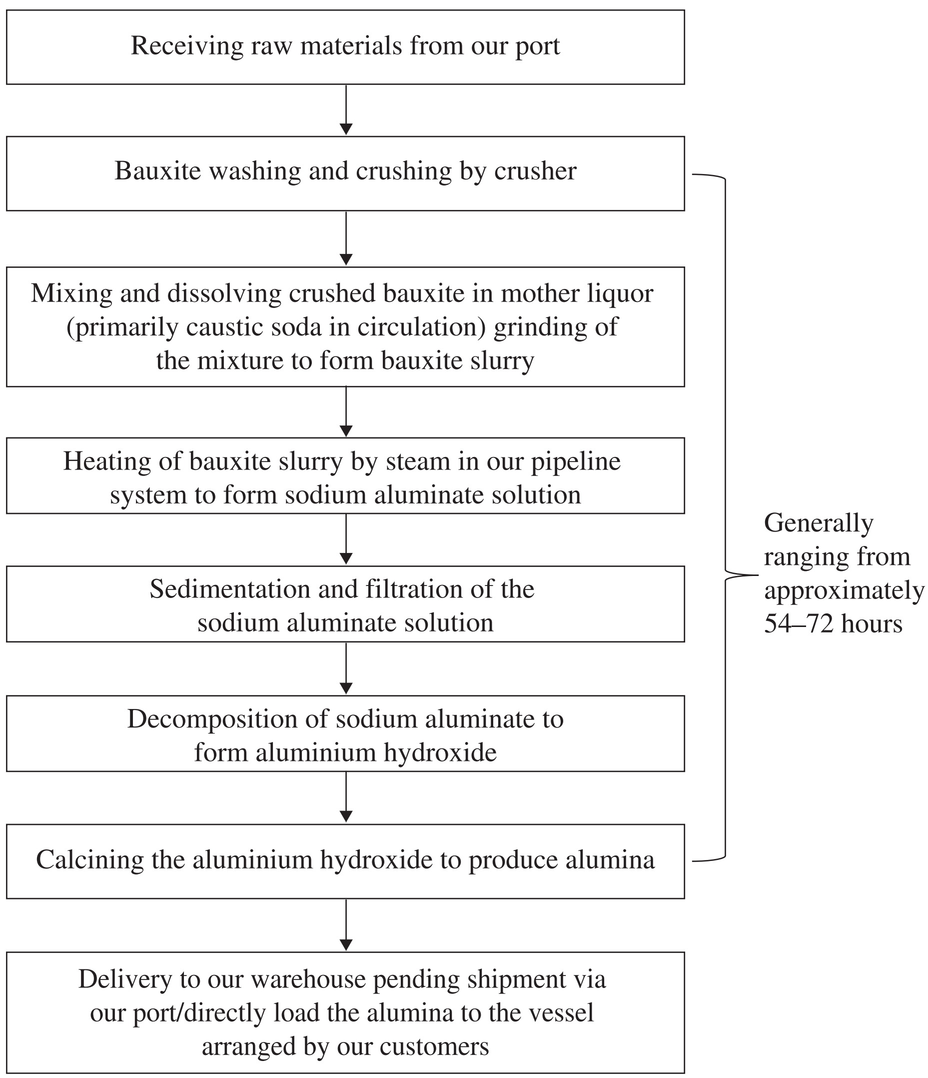
1. Arithmetic calculation by dividing the revenue by the volume.

2. Inclusive of the sales of approximately eight thousand tons and 10.5 thousand tons of aluminium hydroxide, a semi-finished product during our alumina production, in FY2023 and 9M2024, respectively, accounting for US$2.18 million and US$2.74 million of our revenue for the same periods, respectively.

OUR PRODUCTION PROCESS

Our alumina production process is designed to maximise efficiency and enhance profitability. The low-temperature Bayer process is a widely used method for the production of alumina, which involves several steps that transform bauxite ore into alumina through a series of chemical reactions.

Set out below is a flowchart summarising the principal steps of our alumina production and delivery process:



Receiving raw materials from our port

Our raw materials for production, including bauxite and caustic soda, are being transported to our own port by sea. Upon unloading the raw materials from our port, the bauxite will be transferred to our storage through a conveyance belt system, and the caustic soda will be stored in our storage tanks, which will be put in circulation in our pipeline system. We typically follow the low-temperature Bayer process in our alumina production process, which generally involves the following steps:

Bauxite washing and crushing by crusher

Bauxite, one of the raw materials for alumina production, is crushed and washed by a crusher to remove impurities and prepare it for further processing.

Mixing and dissolving crushed bauxite

The crushed bauxite is mixed and dissolved in a mother liquor, which is primarily composed of caustic soda (sodium hydroxide) in circulation in our pipeline system. This mixture is generated to form bauxite slurry.

Heating of bauxite slurry by steam

The bauxite slurry is then heated by steam generated by our power plant. After heating, the bauxite slurry mixture is transferred to an incubator where it is stored for a certain period. The incubation period allows for the desired chemical reactions to take place, resulting in the formation of sodium aluminate in the bauxite slurry mixture, which will be subsequently be diluted.

Sedimenting and filtration of sodium aluminate solution

Sedimentation techniques are used to separate the solid residue from the liquid solution. The bauxite residue, which consists of solid impurities and undissolved components, settles at the bottom of the solution. Filtration is then employed to further remove any remaining solid particles. The solid residues are known as "red mud", which will be washed and processed, and thereafter stored in a designated area.

Decomposition of sodium aluminate to form aluminium hydroxide

The sodium aluminate solution obtained from the previous step is subjected to a precipitation and decomposition process. To facilitate the precipitation and decomposition process, aluminium hydroxide is added to the solution to act as seed crystals, providing a surface for the precipitation of additional aluminium hydroxide particles. This process could result in larger particle size of our end product.

Calcining the aluminium hydroxide

The obtained aluminium hydroxide is then subjected to calcination, which involves heating the aluminium hydroxide at a high temperature. The fuel for our calcination process is the coal gas produced by our own coal gasification plant. Calcination removes the chemically bound water molecules from the aluminium hydroxide, transforming it into alumina (aluminium oxide).

With a strong focus on automation, our entire production process is seamlessly integrated and highly automated, and we have a centralised control platform to exert real-time monitoring and overall control over each stage of our production process. From the initial stages of bauxite crushing to the final production of alumina, the solid state raw materials are transferred through a conveyance belt system and all materials in liquid state are transferred through a well-designed pipeline system, which could effectively reduce and minimise losses during raw material transfer and throughout the production process. The automated production process also enables precise control over material transfer, ensuring minimal wastage and maximising resource utilisation.

OUR PRODUCTION AND OTHER ANCILLARY FACILITIES

Our production facilities

Our production facilities are all located in the Special Economic Zone, Bintan Island, Riau Islands Province. Our alumina production facilities currently in operation under Phase I Alumina Production Project and Phase II Alumina Production Project, with designed annual alumina production capacity of two million tons, are all under the command of our centralised control platform. Our New Alumina Production Project has already commenced construction and it is expected that the production operation for the first one million tons of alumina per annum and second one million tons of alumina per annum will commence in the second half of 2025 and the second half of 2026, respectively. As confirmed by our Indonesia Legal Advisers, we have obtained the local government approvals for the construction and operation of our Phase I Alumina Production Project and Phase II Alumina Production Project.

Phase I Alumina Production Project

We began construction of our Phase I Alumina Production Project since the first quarter of 2019, with designed annual alumina production capacity of one million tons. We completed the construction and installation of equipment of our Phase I Alumina Production Project and commenced production in the second quarter of 2021.

Phase II Alumina Production Project

We began construction of our Phase II Alumina Production Project since the last quarter of 2020, with designed annual alumina production capacity of one million tons. We completed the construction and installation of equipment of our Phase II Alumina Production Project and commenced production in the last quarter of 2022.

New Alumina Production Project

We are in the course of constructing our New Alumina Production Project in the Special Economic Zone, with designed annual alumina production capacity of two million tons. The capital expenditures for the construction of our New Alumina Production Project will be funded by a mix of our internal resources, the net proceeds from the Global Offering and cash inflows generated from our operating activities. We expect to complete the construction and installation of equipment of our New Alumina Production Project and commence production operation for the first one million tons of alumina per annum and the second one million tons of alumina per annum in the second half of 2025 and the second half of 2026, respectively.

As advised by our Indonesia Legal Advisers, building permits are required for the construction of the New Alumina Production Project which includes obtaining the relevant Building Approval (PBG) for each building, certifying each building with Certificate of Proper Building Functioning (SLF) prior to its use, and additional licensing may be required for construction of certain structures from relevant government authorities. As confirmed by our Indonesia Legal Advisers, BAI has received a decree granting access to Direct Construction Investment ("**KLIK**") facilities, pursuant to which BAI is allowed to begin construction with the building permits and certifications (i.e., Building Approval (PBG) and Certificate of Proper Building Functioning (SLF)) being processed simultaneously (not prior) to construction, and the KLIK facility is applicable for current and the New Alumina Production Project. As confirmed by our Directors, BAI is currently preparing the documents for the application of the relevant building permits and certifications. As confirmed by our Indonesia Legal Advisers, there should be no legal impediments to such applications.

Our principal equipment includes ball mills, pipeline heating and dissolving machine set, thickener, evaporator and calciner.

The following table sets forth the details of our existing production facilities:

Project	Designed annual alumina production capacity	Location	Construction commencement date[(1)]	Operation commencement date
Phase I Alumina Production Project.	1,000,000 tons	Special Economic Zone, Bintan Island, Riau Islands Province	First quarter of 2019	Second quarter of 2021
Phase II Alumina Production Project.	1,000,000 tons	Special Economic Zone, Bintan Island, Riau Islands Province	Last quarter of 2020	Last quarter of 2022

Note:

(1) means the commencement date of the construction of the alumina plant(s).

The following table sets forth the details of our planned production facilities:

Project	Designed annual alumina production capacity	Location	Construction commencement date[(1)]	Expected operation commencement date
New Alumina Production Project . .	2,000,000 tons	Special Economic Zone, Bintan Island, Riau Islands Province	First half of 2024	First 1,000,000 tons of alumina per annum in the second half of 2025
				Second 1,000,000 tons of alumina per annum in the second half of 2026

Note:

(1) means the commencement date of the construction of the alumina plant(s).

The following table sets forth information relating to our weighted average designed annualised production capacity for FY2021, FY2022, FY2023 and 9M2024, our actual production volumes and the utilisation rates for the same period:

	FY2021	FY2022	FY2023	9M2024
Weighted average designed annualised[(1)] production capacity (tons)	500,000	1,250,000	2,000,000	1,500,000
Production volume (tons)[(2)]	488,000	1,205,000	1,910,000	1,621,000
Utilisation rate[(3)]	97.7%	96.4%	95.5%	108.1%[(4)]

Notes:

(1) The weighted average annual production capacity for each period is determined by multiplying the designed annual production capacity of each production phase by the number of months in that period when the production phase operated at full capacity, and then dividing the total by 12.

(2) Rounded to the nearest thousand tons.

(3) The utilisation rate is calculated by dividing the production volume for the specific period by the weighted average annual production capacity as of the end of that year.

(4) Calculated on a pro rata basis. The designed annual production capacity is the theoretical estimation of the maximum volume of goods the production facilities are able to produce over a year. As we could not predict the quality of the raw material we would be able to obtain, when determining the designed production capacity, we took into account the feedstock characteristics, assuming that the bauxite would be of lower quality to ensure that the production facilities could achieve their designed production capacity even with bauxite of lower quality, and such assumption is in line with industry standards as confirmed by Frost & Sullivan. As confirmed by our Directors, the utilisation rate in exceeding 100% of the designed production capacity in 9M2024 was primarily attributable to, (i) the better quality of bauxite being used, with higher aluminium oxide content and fewer impurities, which enabled more aluminium hydroxide being formed after decomposition of sodium aluminate, and for details of our production process, please refer to the section headed "Business — Our Production Process"; and (ii) the improved control of our production process and optimisation of the process parameters based on adjustments and optimisations made to our production process with reference to historical operating experience and data, which resulted in a higher decomposition rate and recycling efficiency at a rate higher than the parameters we used to determine our designed production capacity.

Our ancillary facilities

Our thermal power plant

Our self-owned thermal power plant is an advanced facility that plays a vital role in generating electricity for our alumina production process. The construction of our thermal power plant commenced in December 2018, currently installed with six sets of electricity generators. Our thermal power plant commenced electricity generation since April 2021. As at the Latest Practicable Date, our thermal power plant had an installed generation capacity of 160MW, which efficiently caters to substantially all our production and other energy needs. By having our own thermal power plant, we substantially ensure a reliable and uninterrupted power supply for our alumina production process.

Our electricity cost for alumina production represents the costs for generating electricity on our own without any premium. We believe this cost advantage allows us to remain competitive in the industry while maintaining a high level of efficiency.

The following table sets forth the total amount of electricity generated by our own thermal power plant for FY2021, FY2022, FY2023 and 9M2024:

	FY2021	FY2022	FY2023	9M2024
Electricity (MWh)	131,076	312,335	473,625	404,441

In the course of electricity generation, our thermal power plant also produces heat in the form of steam as by product, which is used to heat up the bauxite and caustic soda mixture to facilitate chemical reaction at the dissolving process. For details, please refer to the section headed "Business — Our Production Process — Mixing and dissolving crushed bauxite" in this prospectus. In addition to the economic benefits, our self-owned power plant grants us greater control over our energy supply chain. We are not dependent on external electricity providers, which means we can partially mitigate the risks associated with potential disruptions to our production due to power shortage. This independence and reliability are crucial for the smooth operation of our alumina production process. Our Directors believe that the electricity generated by our thermal power plant will be sufficient for our production activities under our Alumina Production Projects.

Our deep-water port

We have constructed a self-built deep-water port with comprehensive facilities, the construction of such deep water port and the installation of equipment thereof had been completed at the time when our Phase I Alumina Production Project commenced commercial production. As at the Latest Practicable Date, our deep-water port consists of one 35,000-ton multi-purpose berth, one 35,000-ton general purpose berth, and four 10,000-ton bulk cargo berths. Our deep-water port is designed to handle vessels with a maximum displacement of up to 35,000 tons. The 35,000-ton multi-purpose berth is specifically designed for alumina loading and caustic soda unloading operations and the 35,000-ton general-purpose berth is dedicated to handling general cargo. The four 10,000-ton bulk cargo berths are used for the unloading of coal and bauxite. To support these operations, we have installed two 1,000t/h bridge-type grab ship unloaders, two grab gate machines, one 1,000t/h ship loader, and an accompanying conveyor system which is fully integrated into the conveyance belt system of our production process. These facilities ensure efficient unloading of all raw materials and materials required for production and facilitate the seamless transportation of our product.

With the aid of our deep-water port, we have significantly enhanced our logistical capabilities. The port enables us to achieve a high turnover rate, ensuring prompt delivery of raw materials and immediate loading of alumina. Our Directors consider that we possess a significant cost advantage over our competitors due to the capability of our deep-water port to accommodate larger ships. This advantage stems from our ability to transport larger cargo volumes in a single trip when we purchase our raw materials, resulting in reduced transportation costs per unit. As we are able to provide efficient and cost-effective transportation solutions, our customers can also be benefitted from the lowered per unit transportation costs when purchasing alumina from us. Our Directors believe our deep-water port's capacity to handle large vessels is a significant asset that contributes to our overall cost advantage and strengthens our position in the industry.

Our water plant

Our water plant is a comprehensive facility that integrates raw water treatment, domestic water supply and sewage treatment. We have adopted the "water storage area + dam" design when designing our reservoir with a designed total reservoir capacity exceeding 7.5 million cubic metres, which is also completed with pump stations and elevated water tanks. The water from the reservoir undergoes pre-treatment and is then distributed to various units through a system of elevation differences. The raw water treatment process employs a combination of chemical dosing and ultrafiltration techniques, ensuring the provision of fresh water for both production and domestic water usage in our production base. As at the Latest Practicable Date, our water plant is capable of supplying 56,000 cubic metres of fresh water per day, which is capable of satisfying our production needs for all of our alumina production projects, as well as other demands for various purposes.

Our coal gasification plant

We have constructed our own coal gasification plant, which plays a vital role in supplying coal gas to our alumina calcination furnace. This plant utilises a circulating fluidised bed gasifier, ensuring efficient and reliable coal gas production. With the support of five 40,000 Nm^3/h circulating fluidised bed gasifiers, we can meet the coal gas demand of our alumina calcination furnace effectively. This integrated system enables us to optimise our production processes and maintain a steady supply of coal gas, contributing to the smooth operation of our alumina production facilities.

SALES AND MARKETING

Our commerce department

Apart from our sales to Press Metal, which have entered into a ten-year offtake agreement, and our sales to Customer D, which have entered into an offtake agreement for a term of 7.5 years, we sell our products through our own sales and marketing team, which is under the governance of our commerce department. For details of our sale to Press Metal, please refer the section headed "Connected Transaction — Non-exempt Continuing Connected Transactions — 5. Alumina Sales Contract" and "Business — Sales and Marketing — Our customers — Our cooperation with Press Metal" in this prospectus.

Our commerce department oversees the comprehensive management of our sales and marketing operations, encompassing market research and development, customer relations, and the implementation of our sales plan. As our production schedule is closely tied to sales, the commerce department collaborates closely with our production department to ensure the timely manufacturing and delivery of our alumina.

In addition to the head office, we have dedicated sales and marketing teams responsible for their respective regions. These teams are tasked with identifying business and market opportunities, fostering business networks, nurturing existing customer relationships, and cultivating new customer connections. They also develop monthly sales plans and diligently manage the collection of receivables from our customers, contributing to the overall success of our sales and marketing efforts.

Sales and marketing

Our sales and marketing team sells products to downstream manufacturers and commodity traders. We typically sell our alumina products directly to our customers or through agents, who help us process corresponding orders with our end customers. According to Frost & Sullivan, it is common for alumina producers to engage agents when dealing with end customers. Our Directors believe that as our Group was a relatively new entrant to the Southeast Asia alumina manufacturing market, our Group can utilize agents' connections to reach previously unacquainted potential customers. We usually approach our customers by face-to-face meetings, email or calling them. Generally, our commerce department will, after setting aside the capacity for Press Metal and based on our proposed annual production and delivery plan, prepare written inquiry letters to our potential customers. Our sales and marketing team will then conduct negotiations with these potential customers. We would inquire with our potential customers and invite them to provide us with a quotation, which will be summarised in the form of quotation report for our management's approval. After the quotation report is approved in writing by our management, the commerce department is responsible for signing the sales contract with the potential customers which submitted the highest quotes amongst the others. We also sell our remaining alumina products through spot-market from time to time.

Sales contract terms

We sell our alumina to customers primarily in Asia, in particular the Southeast Asia. We have entered into a ten year offtake agreement with Press Metal, pursuant to which Press Metal Group's annual purchase volume shall be one million tons of alumina when BAI's production capacity is two million tons and shall be 1.5 million tons when BAI's production capacity reaches three million tons. For capacities between these thresholds, the applicable sales quantity defaults to the lower defined threshold until the next production capacity level is reached. The quantity to be purchased by Press Metal for the subsequent year shall be determined no later than the end of October of the current year. The pricing of the alumina sold to Press Metal will be determined with reference to, among others, (i) the applicable Alumina pricing indices, (ii) average alumina prices that are consistent with the prevailing international market rates for similar quality of alumina, and (iii) the bidding prices from other customers. We have also entered into an offtake agreement with Customer D for a term of 7.5 years. Other than Press Metal and Customer D, we usually enter into supply agreements of one year, as opposed to one-off supply contracts, which contains terms of quality, volume, pricing, settlement and delivery, with our customers or agents. For sales through agents, we would enter into contracts with the agents which would in turn enter into corresponding back-to-back contracts with the end customers. We do not enter into tripartite agreements between the Group, agents and end customers. Our contracts with the agents contain terms of quality, volume, pricing and settlement method, including payment to be made by a letter of credit or payment within certain period of time upon the agent receiving the sales proceed from the end-customer, and delivery. The commission payable to the agents ranged from 0.25% to 2% of the sales price of the corresponding transaction. Our Directors confirm that the agents involved in our sales to customers during the Track Record Period are all Independent Third Parties. We also enter into individual sales contracts with our customers for spot trading. The majority of sales other than our sales to Press Metal are executed through one-year contracts, with a preference for high-priced and reputable companies for collaboration, with the remaining to be sold through spot-market. During the Track Record Period, we have not participated in any futures transactions in relation to the alumina we produced.

The table below sets out the typical principal terms of the agreements entered into between us and our customers:

Material	Sandy calcined metallurgical grade alumina complying with the typical producer specifications of the source refinery at the time of shipment
Quantity	A specified quantity with shipping tolerance of +/- 5-10%
Source Refinery	Alumina refinery of BAI located in Bintan Island, Indonesia
Delivery	Free On Board ("**FOB**")
Pricing	API plus a premium
Payment	Bank transfer or letter of credit
Loading	Buyer shall nominate the vessel at least 5 (five) business days prior to the vessel's estimated time of arrival at the seller's terminal

The table below sets out the typical principal terms of the agreements entered into between us and our agents:

Material	Sandy calcined metallurgical grade alumina complying with the typical producer specifications of the source refinery at the time of shipment
Quantity	A specified quantity with shipping tolerance
Source Refinery	Alumina refinery of BAI located in Bintan Island, Indonesia
Delivery	Free On Board ("**FOB**")
Pricing	API plus a premium
Payment	Bank transfer or letter of credit
Loading	The loading period at the loading port shall be mutually agreed by the Buyer and the Seller not later than 30 days prior to the corresponding planned month of delivery

Upon execution of the contract, our sales and marketing team and the production department will collaborate with each other to perform the contract. We are generally not responsible for the delivery of our product to customers as we usually adopt FOB as our delivery terms. The advantage of using FOB terms is that the risk of the alumina is passed from us to the customer once the alumina is loaded onto the customer's vessel at our own port and as we directly load our product to the vessel, it can help reduce the cost and risk associated with packaging. Our customer will arrange the vessel for shipping the alumina and upon the arrival of the vessel, our port will be notified for the loading of alumina into the ship based on the loading instructions provided to us. The alumina is loaded into the vessel using our conveyor system and upon loading the alumina onto the vessel the ownership and the risk of the product pass to our customer. We generally issue invoice and relevant documents to the customer or agent via email, followed by sending them the original documents through courier services before actual shipment of our product. Upon receiving the documents, the customer or agent makes the payment as per the contract terms. We usually conduct our sales in USD and require our customers to make full payments within 30 working days. Our customers normally pay us by bank transfer or letter of credit. Our total trade receivables amounted to US$14.7 million, US$11.5 million, US$62.6 million and US$45.5 million as at 31 December 2021, 2022 and 2023, and 30 September 2024, respectively. During the Track Record Period and up to the Latest Practicable Date, we did not experience any product return.

Our Pricing Policy

We price our product for sales other than sales through spot trading by using a formula based approach, taking into the account market recognised price indices including the API published by independent third parties during a reference period before the actual shipment date. Annual contracts are priced using API plus a premium based on overseas market supply and demand, as well as shipping costs trend. As for spot trading of alumina, the pricing is determined through a bidding process, taking into account the API as a reference. Considerations are also given to the market conditions, pricing strategies of other alumina producers in the industry and the quality of our product. We produce our alumina in accordance with the PRC standard GB/T 24887-2022. For details of our product quality, please refer to "Business — Quality Control" in this section. As a matter of policy, we will only enter into a contract if the contract is profitable to us and no contract without gross profit and/or will result in a loss to our Company will be accepted so that our Company's interests are not compromised. We generally do not offer any discount to our customers.

Our customers

During the Track Record Period, our customers included downstream manufacturers, which processed our alumina, into electrolytic aluminium, and global commodity market traders, who in turn resold our products to downstream aluminium or aluminium products manufacturers or other traders. We usually become acquainted with our customers through participation in exhibitions or introductions by industry participants. There is no substantial difference in the terms and pricing strategy towards these two groups of customers, whether they purchase from us directly or through agent. In each year of the Track Record Period, our five largest customers were located in Malaysia, Mainland China, Hong Kong, Switzerland, Singapore and South Korea.

Our five largest customers accounted for 100% of our revenue in each year/period of the Track Record Period, of which we had four customers in FY2021 and FY2022. Our largest customer, Press Metal Group, accounted for 73.3%, 53.3%, 47.0% and 53.4% of our revenue in each year/period of the Track Record Period. Sales volume of our alumina[(Note)] was 0.47 million tons, 1.21 million tons, 1.90 million tons and 1.60 million tons in each year/period of the Track Record Period. For breakdowns of revenue by geographical region, distribution channels and customer types, please refer to the section headed "Financial Information — Revenue" in this prospectus.

Our Directors confirm that, apart from Press Metal who is our substantial shareholder, there is no past or present relationship between our other customers and our Company or our subsidiaries, our respective shareholders, directors, senior management or any of their respective associates, other than being a customer of our Group.

Our sales to commodity traders

We actively seek to diversify our customer matrix. Besides downstream manufacturers, we also supply our alumina to commodity traders in the international markets. According to Frost & Sullivan, it is common for these traders to participate in deals related to aluminium industry, both as buyers or sellers, depending on the availability and pricing of these products.

The way we transact with these commodity traders, including pricing terms, are substantially the same as when we directly transact with downstream manufacturers. Our relationship with these commodity traders is a buyer and seller relationship as opposed to a principal-and-agent relationship. We recognise the sales revenue for the transactions with these commodity traders in the same manner as we do so with downstream aluminium manufacturers.

Note: Inclusive of sales of approximately eight thousand tons and 10.5 thousand tons of aluminium hydroxide, a semi-finished product during our alumina production, in FY2023 and 9M2024, respectively.

The table below sets forth the details of our top customers in each year of the Track Record Period:

FY2021

Rank	Customer[(2)]	Business Profile	Place(s) of incorporation[(3)]	Year of commencement of business relationship	Payment method	Revenue derived from the customer	Percentage of our total revenue
						US$'000	*%*
1	Press Metal Group [(1)(7)] . . .	Press Metal is a company listed on the Bursa Malaysia (stock code: 8869) and mainly engaged in the manufacturing and trading of primary, value added and extruded aluminium products.	Malaysia	2021	Letter of credit, bank transfer	126,714	73.3
2	Customer A [(4)(8)] .	An A-share main board listed company on the Shanghai Stock Exchange since 1977 and mainly engaged in the purchase and supply of commodities such as agricultural products, chemicals, metals and minerals. In FY2023, its total asset was approximately RMB129,705 million and its total revenue was approximately RMB459,035 million.	Mainland China	2021	Bank transfer	34,786[(15)]	20.1

Rank	Customer[(2)]	Business Profile	Place(s) of incorporation[(3)]	Year of commencement of business relationship	Payment method	Revenue derived from the customer	Percentage of our total revenue
						US$'000	*%*
3	Customer B [(9)] . .	A private company established in 2011 that mainly engaged in providing cargo handling, warehousing, logistics services and metal and metal ores wholesale services. Customer B is wholly-owned by a company operating in various sectors including logistics and trading, power transmission and transformation, energy and new material. Customer B is one of the operating subsidiaries of its holding company's logistics and trading business. In FY2023, the holding company's total revenue and revenue of its logistics and trading business were approximately RMB101.436 billion and RMB2.026 billion, respectively.	Mainland China	2021	Bank transfer	6,139	3.6
4	Customer C [(10)] . .	A private company established in 2009 that mainly engaged in sales of ferrous metal raw materials and products, non-ferrous metals and construction materials. Customer C is wholly-owned by a PRC state-owned enterprise operating in various sectors including trading, cultural tourism and real estate. Customer C is one of the main operating subsidiaries of its holding company's trading business. In FY2022, the holding company's total revenue and revenue of its trading business were approximately RMB13.564 billion and RMB11.368 billion, respectively.	Mainland China	2021	Bank transfer	5,203	3.0
					Total revenue	172,842	100.0

FY2022

Rank	Customer[(2)]	Business Profile	Place(s) of incorporation[(3)]	Year of commencement of business relationship	Payment method	Revenue derived from the customer	Percentage of our total revenue
						US$'000	*%*
1	Press Metal Group [(1)(7)] . . .	Press Metal is a company listed on the Bursa Malaysia (stock code: 8869) and mainly engaged in the manufacturing and trading of primary, value added and extruded aluminium products.	Malaysia	2021	Bank transfer	248,965	53.3
2	Customer D [(4)(11)]	It is mainly engaged in the sourcing, marketing and trading of commodities. It is the subsidiary of a public company that is listed on the Johannesburg Stock Exchange and the London Stock Exchange, and one of the world's largest globally diversified natural resource company with a total asset of approximately US$123,869 million and total revenue of approximately US$217,829 million in FY2023.	Switzerland	2022	Bank transfer	138,126	29.6
3	Customer A [(8)] . .	An A-share main board listed company on the Shanghai Stock Exchange since 1977 and mainly engaged in the purchase and supply of commodities such as agricultural products, energy, chemicals, metals and minerals. In FY2023, its total asset was approximately RMB129,705 million and its total revenue was approximately RMB459,035 million.	Mainland China/ Hong Kong/ Singapore	2021	Bank transfer	59,380	12.7

Rank	Customer[2]	Business Profile	Place(s) of incorporation[3]	Year of commencement of business relationship	Payment method	Revenue derived from the customer	Percentage of our total revenue
						US$'000	*%*
4	Customer E [4][12] .	It is mainly engaged in the trading in crude and petroleum products, power and renewables, non-ferrous concentrates, refined metals and bulk commodities such as coal and iron ore. It is the subsidiary of one of the world's largest suppliers of commodities which had a total asset of approximately US$83,383 million and total revenue of approximately US$244,280 million for the financial year ended 30 September 2023.	Singapore	2022	Bank transfer	20,306	4.4
					Total revenue	466,777	100.0

FY2023

Rank	Customer[(2)]	Business Profile	Place(s) of incorporation[(3)]	Year of commencement of business relationship	Payment method	Revenue derived from the customer	Percentage of our total revenue
						US$'000	*%*
1	Press Metal Group [(1)(7)] . . .	Press Metal is a company listed on the Bursa Malaysia (stock code: 8869) and mainly engaged in the manufacturing and trading of primary, value added and extruded aluminium products.	Malaysia	2021	Bank transfer	318,880	47.0
2	Customer F [(5)(6)(13)]	A private company established in 2014 mainly engaged in trading of various raw materials including petroleum coke, coal tar pitch, aluminium fluoride, fuel oil, aluminium and alloys. In FY2023, the revenue of Customer F was approximately US$1,047 million.	Hong Kong	2023	Bank transfer	202,756	29.9
3	Customer A [(8)] . .	An A-share main board listed company on the Shanghai Stock Exchange since 1977 and mainly engaged in the purchase and supply of commodities such as agricultural products, energy, chemicals, metals and minerals. In FY2023, its total asset was approximately RMB129,705 million and its total revenue was approximately RMB459,035 million.	Mainland China/ Hong Kong/ Singapore	2021	Bank transfer	143,354	21.2

Rank	Customer[2]	Business Profile	Place(s) of incorporation[3]	Year of commencement of business relationship	Payment method	Revenue derived from the customer	Percentage of our total revenue
						US$'000	*%*
4	Customer D [4][11] .	It is mainly engaged in the sourcing, marketing and trading of commodities. It is the subsidiary of a public company that is listed on the Johannesburg Stock Exchange and the London Stock Exchange, and one of the world's largest globally diversified natural resource company with a total asset of approximately US$123,869 million and total revenue of approximately US$217,829 million in FY2023.	Switzerland	2022	Bank transfer	10,617	1.6
5	Customer G [14] . .	A private company established in 1998 mainly engaged in sales of medical and dental devices.	South Korea	2023	Bank transfer	2,177	0.3
					Total revenue	677,785	100.0

9M2024

Rank	Customer[2]	Business Profile	Place(s) of incorporation[3]	Year of commencement of business relationship	Payment method	Revenue derived from the customer	Percentage of our total revenue
						US$'000	*%*
1	Press Metal Group [1][7] . . .	Press Metal is a company listed on the Bursa Malaysia (stock code: 8869) and mainly engaged in the manufacturing and trading of primary, value added and extruded aluminium products.	Malaysia	2021	Bank transfer	364,680	53.4
2	Customer F [5][13] .	A private company established in 2014 mainly engaged in trading of various raw materials including petroleum coke, coal tar pitch, aluminium fluoride, fuel oil, aluminium and alloys. In FY2023, the revenue of Customer F was approximately US$1,047 million.	Hong Kong	2023	Bank transfer	242,743[16]	35.5
3	Customer E [12] . .	It is mainly engaged in the trading in crude and petroleum products, power and renewables, non-ferrous concentrates, refined metals and bulk commodities such as coal and iron ore. It is the subsidiary of one of the world's largest suppliers of commodities which has a total asset of approximately US$83,383 million and total revenue of approximately US$244,280 million for the financial year ended 30 September 2023.	Singapore	2022	Letter of credit	50,609	7.4

Rank	Customer[(2)]	Business Profile	Place(s) of incorporation[(3)]	Year of commencement of business relationship	Payment method	Revenue derived from the customer	Percentage of our total revenue
						US$'000	*%*
4	Customer A [(8)] . .	An A-share main board listed company on the Shanghai Stock Exchange since 1977 and mainly engaged in the purchase and supply of commodities such as agricultural products, energy, chemicals, metals and minerals. In FY2023, its total asset was approximately RMB129,705 million and its total revenue was approximately RMB459,035 million.	Singapore	2021	Letter of credit	22,262	3.3
5	Customer G [(14)] . .	A private company established in 1998 mainly engaged in sales of medical and dental devices.	South Korea	2023	Letter of credit	2,744	0.4
					Total revenue	683,038	100.0

Note:

(1) During the Track Record Period, pursuant to the Alumina Offtake Arrangement and Original Alumina Sales Contract, Press Metal committed to purchase certain quantity of alumina from BAI. Our Directors expect that the transactions with Press Metal in relation to such sales of alumina shall continue upon Listing. Please refer to the section headed "Connected Transaction — Continuing Connected Transactions — Non-exempt Continuing Connected Transactions — 5. Alumina Sales Contract" in this prospectus for further details on the said connected transactions.

(2) Represents our customers, including end customers when we sold our products through agents.

(3) Represents the place(s) of incorporation of our customers within a group during the relevant period.

(4) Include sales conducted through Agent A. Agent A is a private company incorporated in Singapore, primarily engaged in commodities sales agent services and trading. To the best of our knowledge, Agent A has no past or present relationships with our Company or our subsidiaries, including our respective shareholders, directors, senior management and the respective associates of such parties apart from being an agent of our Group.

(5) Include sales conducted through Agent B. Agent B is a private company established in Hong Kong and primarily engaged in commodities sales agent services and trading. To the best of our knowledge, Agent B has no past or present relationships with our Company or our subsidiaries, including our respective shareholders, directors, senior management and the respective associates of such parties apart from being an agent of our Group.

(6) Include sales conducted through Agent C. Agent C is a private company established in Hong Kong and primarily engaged in commodities sales agent services and trading. To the best of our knowledge, Agent C has no past or present relationships with our Company or our subsidiaries, including our respective shareholders, directors, senior management and the respective associates of such parties apart from being an agent of our Group.

(7) Press Metal is a Substantial Shareholder of our Company. Our Group became acquainted with Press Metal through its share subscription in BAI in 2019, and to the best knowledge of our Directors, Press Metal was introduced to Nanshan Aluminium through their common customer in or around 2013, which prompted their business cooperation via BAI.

(8) Our Group became acquainted with Customer A through Nanshan Aluminium, who, to the the best knowledge of our Directors, met Customer A at an event of a PRC metal association in or around 2015.

(9) Our Group became acquainted and began our business relationship with Customer B through introduction by Nanshan Aluminium in 2021.

(10) Our Group became acquainted and began our business relationship with Customer C through introduction by Nanshan Aluminium in 2021.

(11) Our Group became acquainted and began our business relationship with Customer D through introduction by Agent A in 2022.

(12) Our Group became acquainted and began our business relationship with Customer E through introduction by Agent A in 2022.

(13) Our Group became acquainted and began our business relationship with Customer F through introduction by Agent C in late 2022.

(14) Our Group became acquainted and began our business relationship with Customer G through introduction by Nanshan Aluminium in 2023.

(15) US$7,056,000 of the revenue derived from Customer A was derived from sales conducted through Agent A.

(16) US$228,836,000 of the revenue derived from Customer F was derived from sales conducted through Agent B.

Save as disclosed where in relation to Press Metal Group, none of our Directors or their respective associates or any Shareholder (whom to the knowledge of our Directors owns more than 5% of the issued Shares) had any interest in any of our five largest customers in each year of the Track Record Period and up to the Latest Practicable Date. During the Track Record Period and up to the Latest Practicable Date, we did not have any customers which were also our suppliers and we did not have any material disputes with our customers.

Our customer concentration and cooperation with Press Metal

During the Track Record Period, our top customer, Press Metal Group, accounted for a significant percentage of the sales of alumina produced by our Company in view of the offtake arrangement we have with them. Press Metal is a substantial shareholder of our Company and is the largest integrated aluminium company in Southeast Asia, with an annual alumina demand of over two million tons. According to Frost & Sullivan, about two tons of alumina are needed to produce one ton of electrolytic aluminium. It follows that to ensure unremitting operation of its smelters within the locality of such a massive scale, Press Metal would require constant and stable supply of great volume of alumina, which supplier is not easily identifiable within the region. Our Group is one of the major suppliers of alumina to Press Metal. Based on their publicly disclosed smelting capacity of 1.08 million tons of electrolytic aluminium per annum, our Directors estimate that the offtake arrangement with our Group can secure at least 45% of Press Metal's alumina requirements. In addition, we also believe that the close proximity of our production facilities to Press Metal Group's smelters also enhances Press Metal Group's logistics and cost efficiencies. Press Metal has entered into a long term alumina offtake arrangement with BAI (i.e., the Alumina Sales Contracts). The Alumina Sales Contracts may be terminated by notice by the non-breaching party upon various grounds of termination, including (a) inability of the breaching party to remedy a breach within the stipulated timeframe; (b) the breaching party committing a non-remediable breach of any of the material terms and conditions; or (c) insolvency of the breaching party. The Alumina Sales Contracts include provisions for managing supply disruptions caused by force majeure events, including but not limited to epidemic, war, blockade, revolution, riot, insurrection, civil commotion, strike, lockout, explosion, fire, flood, ice, storm, tempest, earthquake, blackouts or power outages, destruction of machines, of factories, and of any kind of installations and the consequences arising therefrom. Each party will be excused for its failure or delay in performance of its obligations due to force majeure events. Failure to deliver or to accept delivery in whole or in part because of the occurrence of a force majeure event shall not constitute a default or subject either party to liability for any resulting loss or damage. For details, please refer to the section headed "Connected Transaction — Continuing Connected Transactions — Non-exempt Continuing Connected Transactions — 5. Alumina Sales Contract" in this prospectus. Our Directors believe that upon commencement of production of our New Alumina Production Project, the sales to Press Metal will account for a lower percentage of our revenue generated from our operation.

Although our five largest customers accounted for 100% of our revenue in each year/period of the Track Record Period, of which we had four customers in FY2021 and FY2022, according to Frost & Sullivan, it is common within the industry for alumina manufacturer to enter into long-term supply contracts of substantial volume with its customers and have concentration of sales with a single customer or several customers, and it is also common for market participants within the metals manufacturing industry to enter into joint ventures or to establish a bonding amongst them in order to secure a substantial portion of the raw materials supply and the demand for their products. Alumina, being an upstream product in the aluminium production chain and the key raw materials for the production of electrolytic aluminium, are often traded in bulk and require strategic partnerships to consume the production capacity. Furthermore, our Directors believe that the relationship between our Group and Press Metal is mutually beneficial. By having a strong and consistent purchaser, we are able to secure and lock a significant portion of our production capacity and at the same time Press Metal can secure a stable supply of their key raw materials in manufacturing electrolytic aluminium. This stability allows us to plan our operations more efficiently and optimise our resources allocation, and can assist to lower our per unit costs in view of the economy of scale. In turn, we believe Press Metal benefits from a reliable and consistent supply of high-quality alumina, which is crucial for their own operations and overall business success. In addition, Press Metal is also a substantial shareholder of our Company we believe such close relationship reduces the risk of default or non-payment, as Press Metal's vested interest generally aligns with the success of our Company and this shareholder connection adds an extra layer of trust and confidence in the business relationship, further solidifying our strategic partnership.

Given that we normally send price inquiry and obtain quotations well in advance of our actual production, if there is any material adverse change to our relationship with Press Metal, we can reallocate the production capacity set aside for Press Metal and conduct sales with other potential customers, or directly sell the alumina produced through the spot-market in view of the product nature as a commodity traded in bulk in the global market. Furthermore, the relationship between our Group and Press Metal is also governed by a long-term supply agreement and we also closely monitor the public information issued by Press Metal in respect of their relationship with our Group. Accordingly, our Directors believe that we have sufficient safeguard to mitigate the exposure to any material adverse changes to our relationship with Press Metal, and in view of the mutually beneficial relationship between us and Press Metal, our Directors believe that our Group's relationship with Press Metal would unlikely terminate or have any material adverse change.

In addition, to diversify any potential risk of reliance on any customer accounting for significant percentage of sales, we have been actively engaging a strategic move to broaden our customer base as well as to reduce our percentage of sales to a single customer. We are still in the course of implementing this strategic move, and has proven to reduce our sales to a single customer significantly. Our Group conducts regular assessments of market conditions and customer portfolios to identify new opportunities and ensure the effectiveness of these efforts.

In terms of percentage, our sales to Press Metal dropped from 73.3% in FY2021 to 53.4% in 9M2024 to our total revenue, and in terms of volume from 70.7% in FY2021 to 53.4% in 9M2024 to our total production.

It is expected that upon completion of our New Alumina Production Project, our sales to Press Metal in terms of percentage to our total sales would further decrease and account for no more than 37.5% of our total sales volume, in view of the fact that our sales to Press Metal under our Alumina Offtake Arrangement restrain our total sales to Press Metal to be capped at no more than 1.5 million tons per annum and this restriction is also part of our strategic move to reduce any reliance on a single customer and to broaden our customer base because we could then allocate our production capacity to other customers or potential customers.

According to Frost & Sullivan, given that alumina is a crucial raw material for downstream segment and is also widely used in various industries and is readily tradable in the global commodity market, the demand of alumina is increasing in Southeast Asia, our Directors believe that if a customer fails to perform its obligations under a sales agreement with us, we can find substitute customers in the market.

OUR SUPPLIERS

Our suppliers primarily include suppliers for bauxite, caustic soda, coal and other materials. Our suppliers are primarily in Indonesia and the PRC. We may source raw materials through sourcing agents. Our five largest suppliers together accounted for 79.4%, 68.9%, 53.7% and 47.0%, respectively, of our total procurement in each year/period of the Track Record Period. Supplier A was our largest supplier in each year/period of the Track Record Period, accounting for 30.8%, 26.9%, 15.7% and 14.3% of our total procurement amount during the same periods. During the Track Record Period, we have not participated in any futures transactions in relation to the raw materials we used.

We purchased bauxite in Indonesia locally and our suppliers for bauxite include the associates of Mr. Santony. We have entered into a Bauxite Supply Framework Agreement with Mr. Santony and MKU, a company controlled by Mr. Santony for the supply of bauxite, commencing from the Listing Date. For details of the Bauxite Supply Agreement, please refer to the section headed "Connected Transaction — Continuing Connected Transactions — Non-exempt Continuing Connected Transactions — 4. Raw Material Master Purchase Agreement and Bauxite Supply Framework Agreement" in this prospectus. We have also entered into a Raw Material Master Purchase Agreement with Mr. George Santos and/or his affiliates for the supply of bauxite, coal and other materials, commencing from the Listing Date. For details of the Raw Material Master Purchase Agreement, please refer to the section headed "Connected Transaction — Continuing Connected Transactions — Non-exempt Continuing Connected Transactions — 4. Raw Material Master Purchase Agreement and Bauxite Supply Framework Agreement" in this prospectus. We purchased coal for our electricity generation and coal gasification from several suppliers, including state-owned enterprise of Indonesia. We sourced caustic soda primarily from suppliers in the PRC and Japan.

Typically, based on our production status and requirements, our production department initiates procurement request through our internal approval system, and upon approval by our management, our procurement department then coordinates the placing of orders with suppliers which have entered into long-term or framework agreements with us or through sourcing agents, or selection of suppliers and procurement of these materials, aligning with our production requirements and inventory policy. In supplier selection, we primarily consider factors such as the price, the quality of the raw materials, the timing of the delivery, payment method, candidate's credit history, and feedback received from our production department. This comprehensive approach serves to ensure that we not only have competitive pricing but also maintain high standards of supplier reliability and material quality.

The table below sets out the typical principal terms of the agreements entered into between us and our suppliers of principal raw materials:

Bauxite

Quantity	Specified quantity
Specification	Specified aluminium oxide content and silica percentage level
Pricing	FOB price with a price adjustment mechanism if the impurities level exceeded the range specified in the agreements
Quality inspection	Quality analysed at the lab of BAI
Payment	Bank transfer

Caustic Soda

Quantity	Specified quantity plus or minus 5% at seller's option
Specification	Quality of caustic soda shall fulfil caustic soda level, sodium chloride level, sodium chlorate level, iron level etc.
Pricing	Specified CIF
Quality inspection	An independent commodity inspection agency authorized by the seller and recognized by the buyer
Right to reject	The buyer has the right to reject the goods if the test results of the sample do not confirm with the standards and specifications stipulated
Payment	Bank transfer

Coal

Quantity	Specified quantity
Specification	Quality of coal shall fulfil parameters including total moisture, inherent moisture, ash etc.

Pricing	Specified cost, insurance and freight price ("CIF") with a price adjustment mechanism depending on the fulfilment of parameters
Quality inspection	Quality tested and determined by an accepted industry-qualified third-party
Payment	Bank transfer, cheque or letter of credit

Our production department usually provides our procurement department with a monthly raw materials requirement schedule for its production need for the next month. In accordance with our production requirements and inventory policy, our procurement department will arrange the selection of suppliers and procurement of raw materials. When we select suppliers, we not only take into account the bidding price, but also carefully consider the candidate's credit history, the quality of the raw materials and feedback from our production department.

Our relationship with Nanshan Aluminium

During the Track Record Period, Nanshan Aluminium, together with its subsidiaries, have provided our Group with on-site technical maintenance and know-how support services via secondment of selected staff. Our Group has relied, to an insignificant extent, on Nanshan Aluminium's expertise in the aluminium industry to commence construction of our alumina production base in Indonesia. Nanshan Aluminium and its associates have also assisted our Group in sourcing certain equipment, machinery, consumables, and provided other related services during the Track Record Period. Our Group intends to continue the acquisition of technical and know-how support, as well as the procurement of equipment, machinery, consumables, and other related services after Listing. For details, please refer to the section headed "History, Development and Reorganisation — Labour Transfer", the section headed "Connected Transactions — Continuing Connected Transactions — Continuing Connected Transactions Exempt from Independent Shareholders' Approval Requirement — 1. Technical Support Framework Agreement" and the section headed "Connected Transactions — Continuing Connected Transactions — Non-exempt Continuing Connected Transactions — 3. Procurement Framework Agreement" in this prospectus.

The table below sets forth the details of our five largest suppliers in each year of the Track Record Period:

FY2021

Rank	Supplier[2]	Business Profile	Place of incorporation	Major products and/or services supplied	Year of commencement of business relationship	Payment method	Purchase amount	
							US$'000	*%*
1	Supplier A	A company listed on the Indonesia Stock Exchange and mainly engaged in mining and infrastructure development, power plant business development and coal downstream business. In FY2023, its total asset was approximately IDR38.77 trillion and its revenue was approximately IDR38.49 trillion.	Indonesia	Coal	2021	Bank transfer	43,665	30.8
2	Santony Family [1] .	Mainly engaged in the business of mineral resources and construction services.	Indonesia	Bauxite, coal and others	2021	Bank transfer	32,931	23.2
3	Supplier B	A company listed on the Tokyo Stock Exchange and mainly engaged in manufacturing and offering products including energy, metals, machinery, chemicals and living essentials. For the financial year ended 31 March 2024, it had a total asset of approximately 23,459,572 million Japanese Yen and revenue of approximately 19,567,601 million Japanese Yen.	Japan	Caustic soda	2021	Bank transfer	27,229	19.2
4	Supplier C	A company listed on the Indonesia Stock Exchange and mainly engaged in the trading and distribution of petroleum and basic chemicals. In FY2023, its total asset was approximately IDR30,255 billion and its revenue was approximately IDR42,087 billion.	Indonesia	Caustic soda	2021	Bank transfer	5,304	3.7
5	Supplier D	A private company mainly engaged in sea transportation.	Indonesia	Transportation	2021	Letter of credit, bank transfer	3,576	2.5
						Top five suppliers combined	112,705	79.4
						All other suppliers	29,215	20.6
						Total	141,921	100.0

FY2022

Rank	Supplier[2]	Business Profile	Place of incorporation	Major products and/or services supplied	Year of commencement of business relationship	Payment method	Purchase amount	
							US$'000	%
1	Supplier A	A company listed on the Indonesia Stock Exchange and mainly engaged in mining and infrastructure development, power plant business development and coal downstream business. In FY2023, its total asset was approximately IDR38.77 trillion and its revenue was approximately IDR38.49 trillion.	Indonesia	Coal	2021	Letter of credit	83,715	26.9
2	Santony Family [1] .	Mainly engaged in the business of mineral resources and construction services.	Indonesia	Bauxite, coal and others	2021	Letter of credit, bank transfer	56,475	18.1
3	Supplier E	A private company mainly engaged in manufacture of salt-related industrial chemicals.	Mainland China	Caustic soda	2022	Bank transfer	26,340	8.5
4	Supplier F	It mainly engaged in the production of caustic soda and is a subsidiary of an A-share main board listed company. In FY2023, it has a total asset of RMB4,418.2 million and a net profit of RMB861.7 million.	Mainland China	Caustic soda	2022	Bank transfer	24,179	7.8
5	Supplier G	A private company mainly engaged in supplying products including caustic soda, potassium hydroxide, polyaluminium chloride.	Mainland China	Caustic soda	2021	Bank transfer	23,672	7.6
						Top five suppliers combined	214,381	68.9
						All other suppliers	97,334	31.1
						Total	311,715	100.0

FY2023

Rank	Supplier[(2)]	Business Profile	Place of incorporation	Major products and/or services supplied	Year of commencement of business relationship	Payment method	Purchase amount	
							US$'000	%
1	Supplier A	A company listed on the Indonesia Stock Exchange and mainly engaged in mining and infrastructure development, power plant business development and coal downstream business. In FY2023, its total asset was approximately IDR38.77 trillion and its revenue was approximately IDR38.49 trillion.	Indonesia	Coal	2021	Letter of credit	71,611	15.7
2	Supplier H	A private company mainly engaged in bauxite mining.	Indonesia	Bauxite	2023	Bank transfer	71,533	15.7
3	Supplier I	A private company mainly engaged in bauxite mining.	Indonesia	Bauxite	2023	Bank transfer	38,631	8.5
4	Santony Family[(1)] . .	Mainly engaged in the business of mineral resources and construction services.	Indonesia	Bauxite, coal and others	2021	Letter of credit, bank transfer	33,862	7.4
5	Supplier J	A company listed on the Indonesia Stock Exchange and mainly engaged in the business of mining minerals and operation through three segments including nickel, precious metals and refinery, and bauxite and alumina. In FY2023, it had a total asset of approximately IDR42,851,329 million and a total revenue of approximately IDR41,047,693 million.	Indonesia	Bauxite	2022	Bank transfer	29,047	6.4
						Top five suppliers combined	244,685	53.7
						All other suppliers	210,127	46.3
						Total	454,812	100.0

9M2024

Rank	Supplier[(2)]	Business Profile	Place of incorporation	Major products and/or services supplied	Year of commencement of business relationship	Typical payment method	Purchase amount	
							US$'000	*%*
1	Supplier A	A company listed on the Indonesia Stock Exchange and mainly engaged in mining and infrastructure development, power plant business development and coal downstream business. In FY2023, its total asset was approximately IDR38.77 trillion and its revenue was approximately IDR38.49 trillion.	Indonesia	Coal	2021	Letter of credit, bank transfer	37,529	14.3
2	Supplier E	A private company engaged in manufacture of salt-related industrial chemicals.	Mainland China	Caustic Soda	2022	Bank transfer	29,563	11.3
3	Supplier K	A private company mainly engaged in the supply of bauxite.	Indonesia	Bauxite	2024	Bank transfer, cheque	22,710	8.7
4	Supplier F	It mainly engaged in the production of caustic soda and is a subsidiary of an A-share main board listed company. In FY2023, it has a total asset of RMB4,418.2 million and a net profit of RMB861.7 million.	Mainland China	Caustic Soda	2022	Bank Transfer	16,938	6.5
5	Supplier L	A private company mainly engaged in the supply of bauxite.	Indonesia	Bauxite	2021	Bank transfer	16,143	6.2
						Top five suppliers combined	122,883	47.0
						All other suppliers	138,679	53.0
						Total	261,562	100.0

Notes:

(1) Santony Family, means Mr. Santony, Mr. George Santos and their affiliates, which includes their associates. During the Track Record Period, we have purchased bauxite in Indonesia locally from the associates of Mr. Santony. Our Directors expect that the transactions with the associates of Mr. Santony and Mr. George Santos in relation to the purchase of bauxite, coal, other raw materials and others shall continue upon Listing. For details, please refer to the

sections headed "Connected Transaction — Continuing Connected Transactions — Non-exempt Continuing Connected Transactions — 4. Raw Material Master Purchase Agreement and Bauxite Supply Framework Agreement" in this prospectus.

(2) Represents our suppliers, including the ultimate suppliers when we engaged sourcing agents.

Save as disclosed in this prospectus in relation to the Santony Family, none of our Directors or their respective associates or any Shareholder (whom to the knowledge of our Directors owns more than 5% of the issued Shares) had any interest in any of our five largest suppliers in each year of the Track Record Period and up to the Latest Practicable Date. During the Track Record Period and up to the Latest Practicable Date, we did not have any material disputes with our suppliers.

Procurement of raw materials

Our procurement department is responsible for the assessment and selection of suppliers and procurement of raw materials. The principal raw materials which we use in production include bauxite, caustic soda and coal. We typically procure our raw materials directly from our suppliers or through sourcing agents. We usually enter into procurement agreement with our suppliers or sourcing agents, which contains terms of quantity, volume, pricing and delivery. When we source raw materials through agents, after we place orders, these agents will place corresponding orders with relevant raw material suppliers. According to Frost & Sullivan, it is common for alumina producers to engage agents who will help to source raw material suppliers.

We price our annual contracts for sales of alumina using API plus a premium based on overseas market supply and demand, as well as shipping costs trend, and adopt a bidding process for the spot trading of alumina. As a matter of policy, we will only enter into a contract if the contract is profitable to us and no contract without gross profit and/or will result in a loss to our Company will be accepted. Therefore, we can manage the fluctuations in raw material prices by adjusting our pricing and passing the costs to our customers.

Our suppliers, including our major suppliers, generally grant us credit terms of up to 30 working days from the invoice date. Occasionally, we may prepaid for our raw materials purchases.

During the Track Record Period and as at the Latest Practicable Date, we did not experience material shortages or delays in the supply of raw materials.

Bauxite

Bauxite is one of the principal raw materials which we use in production. Our purchase amount of bauxite was US$46.7 million, US$95.9 million, US$247.8 million and US$98.7 million for FY2021, FY2022, FY2023 and 9M2024, respectively, representing 32.9%, 30.8%, 54.5% and 37.8% of our total purchases for FY2021, FY2022, FY2023 and 9M2024, respectively. We have stocked up on bauxite in FY2023 to cater for contingency. During the Track Record Period, we primarily purchase bauxite from mining companies controlled by Mr. Santony and other leading bauxite mining companies in Indonesia.

For alumina manufacturer, it is crucial to secure sufficient and stable long-term supply of bauxite. By virtue of the Bauxite Supply Framework Agreement we entered into with Mr. Santony and MKU and Raw Material Master Purchase Agreement we entered into with Mr. George Santos, both being the non-exempt continuing connected transactions, and our established relationship and stable upstream supply channels with other bauxite suppliers in Indonesia, we have secured our raw material needs for our production and built a solid foundation for our long-term business expansion. For details of the Bauxite Supply Agreement and Raw Material Master Purchase Agreement, please refer to the sections headed "Connected Transaction — Continuing Connected Transactions — Non-exempt Continuing Connected Transactions — 4. Raw Material Master Purchase Agreement and Bauxite Supply Framework Agreement". For FY2021, FY2022, FY2023 and 9M2024, Mr. Santony, Mr. George Santos and his associates were our largest supplier of raw materials and our major supplier of bauxite.

We typically enter into framework agreements with our bauxite suppliers, which specify the volume, pricing and delivery terms and specification of the metallurgical grade bauxite we required, including but not limited to the aluminium oxide content and silica percentage level, with a price adjustment mechanism when the impurities level exceeded the range specified in the agreements and to reflect the market price of the bauxite periodically. We are also entitled to return the bauxite if the bauxite supplied do not match our specification requirement.

During the Track Record Period, a pivotal move has been the Indonesian government's imposition of a ban on bauxite exports in 2023, necessitating local smelting or refining before export. According to Frost & Sullivan, the export ban on bauxite in Indonesia is a strategic policy aimed at fostering the development of the refinery industry within the country and currently there is an over-supply of bauxite in Indonesia as a result of the export ban since June 2023. By implementing this ban, Indonesia seeks to encourage domestic processing and value-added activities, promoting the growth of its own refining capabilities and the downstream development in the domestic aluminium industry. As a result, we have been able to benefit from this policy by sourcing bauxite within Indonesia and allowing us to have access to local bauxite suppliers ensures a stable and dependable supply of this crucial raw material, supporting our operations and our planned expansion.

Our Directors consider that we do not have material reliance on Mr. Santony, Mr. George Santos and/or his associates as our Group can find substitute suppliers for bauxite in Indonesia with the abundant supply of good quality bauxite locally. Since bauxite is a commodity that is traded in bulk and readily available in Indonesia, it could be supplied easily by other suppliers locally. With the aid of our deep-water port, we can shift to obtaining raw materials from alternative suppliers easily through sourcing locally in a timely manner. In any event, if Mr. Santony, Mr. George Santos and/or his associates are not able to provide our Group with bauxite in sufficient quantities or at all, our Directors believe that we are able to source bauxite locally from other domestic suppliers within West Kalimantan of Indonesia or other parts of Indonesia.

Caustic soda

Caustic soda is the other raw material in our production process. Our purchase amount of caustic soda was US$37.9 million, US$103.1 million, US$88.8 million and US$76.5 million for FY2021, FY2022, FY2023 and 9M2024, respectively, representing 26.7%, 33.1%, 19.5% and 29.2% of our total purchases for FY2021, FY2022, FY2023 and 9M2024, respectively.

We generally enter into supply contract with our caustic soda suppliers, which contain terms relating to the agreed price, quality in terms of concentration, the delivery and payment terms. These suppliers primarily located outside of Indonesia. Our suppliers are responsible to arrange shipment of caustic soda to our port.

Coal

We rely on stable supply of coal for electricity generation by our thermal power plant and for manufacturing coal gas for use at our calcination process. Our purchase amount of coal was US$49.1 million, US$96.2 million, US$98.0 million and US$67.9 million for FY2021, FY2022, FY2023 and 9M2024, respectively, representing 34.6%, 30.9%, 21.5% and 26.0% of our total purchases for FY2021, FY2022, FY2023 and 9M2024, respectively.

To ensure a stable supply of coal, since the commencement of our operation, we have consistently purchased coal from the local suppliers in Indonesia. The supply agreements contain details terms on pricing by reference to the Indonesia Coal Index with price adjustment mechanism, quality, delivery and payment terms. We are responsible to arrange shipment of coal to our own port.

INVENTORY CONTROL

Our Company has implemented a robust inventory policy to ensure an adequate supply of the alumina we produced. This policy takes into account the demand for our alumina, our planned production capacity, and lead times for raw materials and finished goods. Our Company aims to maintain a minimum inventory level of finished goods to avoid stockouts and ensure timely delivery to customers. In addition, our Company conducts regular inventory audits to monitor inventory levels and identify any potential issues. By implementing an effective inventory policy, we can optimise production and minimise the risk of excess inventory or stockouts, ensuring a steady supply of alumina produced to meet our customer's demand.

For bulk raw materials, which are significantly influenced by international environmental factors and domestic policies in Indonesia, we have established a rational safety stock level to mitigate potential disruptions. We aim to maintain raw materials sufficient for at least 3 months' production activities to minimise the risk of disruption to our production due to shortage of raw materials. We also retain flexibility in our inventory policy and, may stock up raw materials to cater for contingency depending on market conditions. To ensure smooth production operations, we have implemented a system for spare parts, setting minimum and maximum inventory levels. We would make timely procurement when our spare part inventory level reaches the minimum threshold. We believe such system would allow us to maintain sufficient level of spare parts, and minimise the risk of interruptions to our production. In Indonesia, we actively seek reliable suppliers with a view to establish long-term partnerships, while also strengthening connections with PRC enterprises in the same industry to facilitate mutual support. We engage in annual supply contracts, scheduling shipment dates based on production volume one month in advance to ensure timely product delivery.

QUALITY CONTROL

We place a strong emphasis on quality control throughout our manufacturing processes, and we have established a dedicated quality control department to closely monitor our manufacturing process. As at 30 September 2024, we had a quality control workforce of 86 personnel. We also operate our own laboratory to conduct inspections on our product as well as the raw materials, enabling us to analyse the chemical elements of our product and raw materials accurately. We have also developed comprehensive manuals and documents outlining standardised production procedures, which our employees are required to follow diligently to maintain product quality. Our commitment to meeting the high standards expected by our customers is reflected in our quality control procedures, implemented at every stage of the manufacturing process, including incoming, in-process, and outgoing stages. Additionally, we regularly conduct quality control training sessions for our employees, promoting both the adoption of quality control technologies and an overall awareness of quality control principles.

Our alumina is produced in accordance with GB/T 24487-2022 standard which require the purity level of alumina of at least 98.5%.

The following table set forth the chemical components and physical properties of GB/T 24487-2022:

	Chemical components						Physical properties	
	Al_2O_3	SiO_2	Fe_2O_3	Na_2O	CaO	LOI	Specific surface area	Particle size less than 45μm content
	≥ %	≤ %	≤ %	≤ %	≤ %	≤ %	≥ m^2/g	≤ %
AO-G	98.6	0.018	0.015	0.35	0.03	1.0	60	20
AO-1	98.6	0.020	0.020	0.45	0.03	1.0	60	20
AO-2	98.5	0.040	0.020	0.55	0.04	1.0	60	25

GB/T 24487-2022 also specifies the standards in relation to various areas including: (1) quality of alumina; (2) sample test required to be conducted to examine the purity of alumina; and (3) labelling, packaging, transportation and storage. The alumina produced by us are primarily AO-1 Grade alumina, with aluminium oxide purity level of 98.6%.

We have received various quality control related certifications from recognised organisations. For example, BAI is certified to ISO 9001:2015 quality management system and ISO 45001:2018 occupational health and safety management system, all of which are evidence that our quality management system meets international standard.

During the Track Record Period and up to the Latest Practicable Date, we have not received any complaint or have any dispute with our customers in relation to our product quality.

INTELLECTUAL PROPERTY RIGHTS

As at the Latest Practicable Date, we (i) owned two domain names which are material to our operations, (ii) registered one trademark in each of Hong Kong and Singapore and three trademarks in Indonesia, and (iii) are in the course of applying three trademarks in Hong Kong, Singapore and Indonesia. For further information, please refer to the section headed "Statutory and General Information — B. Further Information about Our Business — 2. Intellectual property rights" in Appendix V to this prospectus.

During the Track Record Period and as at the Latest Practicable Date, we were not aware of any material infringements (i) by us of any intellectual property rights owned by third parties, or (ii) by any third parties of any intellectual property rights owned by us. During the Track Record Period and as at the Latest Practicable Date, we were also not aware of any pending or threatened claims against us or against any members of our Group in relation to any material infringement of intellectual property rights of third parties.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE

ESG Governance

We integrate Environment, Social and Governance (hereinafter referred as "**ESG**") into our Company's strategy and daily operations and management. We established an ESG management structure from top to bottom. As the highest regulatory authority of the ESG affairs, our Board is responsible for reviewing ESG risks, opportunities and materiality issues of our Company, assessing ESG strategies and goals, regularly supervising and reviewing our Company's ESG performance and completion progress of ESG goals. For the level of management, the ESG committee is responsible for identifying, determining, managing and supervising the important ESG risks of our Company, and assisting our Board in risk analysis and decisions. For the execution level, we established an ESG working group, responsible for ensuring the implementation of all ESG affairs.

We have developed effective strategies to maintain a balance between its business objectives and environmental and social impact, with the aim of achieving sustainable development by enhancing its ESG capabilities. The Board of Directors routinely reviews the ESG strategies we have formulated to ensure their alignment with our overarching development plans.

ESG Policy

We have formulated and implemented a comprehensive set of ESG related policies to ensure the achievement of sustainable development goals. Our ESG policy covers multiple aspects such as emissions, resource use, environment and natural resources, climate change, employment, health and safety, development and training, labor standards, supply chain management.

ESG and Climate Change Risk Identification and assessment

Our internal and external stakeholders mainly include investors, employees, customers, suppliers, partners, regulatory authorities, communities and the public, etc. By establishing communication channels and mechanisms with different stakeholders, our Company is committed to listening to their opinions, thereby helping us make more efficient ESG management decisions.

Based on the concerns of internal and external stakeholders on ESG issues, and the business traits of our Company, with reference to opinions of third-party professionals, we identified and summarised the following key ESG topics and their potential risks and opportunities which include environment management, quality management, supply chain management, employees rights, interests and development, occupational health and safety, climate changes, business ethics and anti-corruption. With reference to recommendations of the Task Force on Climate-related Financial Disclosures (TCFD), our Company identifies and assesses climate change risk issues and proposes corresponding countermeasures. We integrate measures for addressing climate change into the course of our production and operation and continue to improve the level of dealing with risks of climate changes.

Risk Management

Our Company has developed various mitigation methods and measures to prevent impacts of risks on our business. We continue to identify and control risks that may have a material impact on our Company. For more details, please refer to "ESG Management Initiatives" in this section.

Metrics and Targets

To better cope with the risks related to ESG and climate change, we have set goals for energy use efficiency and short-, medium- and long-term environmental targets, and conducted relevant performance appraisals. The appraisal results will be pegged with the performance-based pay of the senior management.

Energy Efficiency . .	Targets	By 2025, the comprehensive energy consumption of products will not exceed 0.6 tons of standard coal equivalent/tons of products.
Gas Emissions	Targets	By 2025, the intensity of SOx will decrease 50% compare with the base year 2022 (4.48 kg/tons of products). The intensity of NOx will decrease 15% compare with the base year 2022 (1.18 kg/tons of products). The intensity of particulate matter will decrease 50% compare with the base year 2022 (0.1 kg/tons of products).

Wastewater	Targets	100% of industrial wastewater will be recycled back into the production system. 100% of domestic wastewater will be discharged in compliance with standards. By 2025, the intensity of wastewater will not increase compare with the base year 2023 (0.04 m^3/tons of products).
Solid Waste	Targets	100% compliant disposal of solid waste By 2025, the intensity of solid waste will decrease 2% compare with the base year 2022 (1.16 tons/tons of products).

For more details, please refer to "Energy Management" in this section.

Environmental indicators[1] of our Company from FY2021 to FY2023 and 9M2024 are as follows:

Indicators	Unit	FY2021	FY2022	FY2023	9M2024
Emissions					
Greenhouse gas emissions					
Greenhouse gas emissions per unit of production volume[2]	tons CO_2e/tons of products	1.33	1.09	1.01	0.99
Waste					
Intensity of hazardous waste produced	kg/tons of products	0.02	0.03	0.05	0.08
Intensity of solid waste produced	tons/tons of products	1.03	1.16	0.94	1.13
Air emission					
Intensity of NO_x produced	kg/tons of products	0.17	1.18	0.98	0.98
Intensity of SO_x produced	kg/tons of products	0.10	4.48	2.55	0.03
Particulate matter in the flue gas from roasters	g/m^3	31.50	72.30	158.40	106.50
Intensity of particulate matter produced	kg/tons of products	0.01	0.10	0.03	0.04

1 The environmental performance includes relevant data of energy consumption, greenhouse gas emissions, water resource use, and waste in the Track Record Period.

2 Greenhouse gas emissions indicators are calculated with reference to the *GHG Protocol* issued by the World Resources Institute (WRI) and the World Business Council for Sustainable Development (WBCSD), the *2006 IPCC Guidelines for National Greenhouse Gas Inventories* issued by the Intergovernmental Panel on Climate Change (IPCC), and the *Guidelines for Accounting and Reporting Greenhouse Gas Emissions from the Smelting and Rolling of Other Non-ferrous Metals Industrial Enterprises (Trial)* issued by the National Development and Reform Commission. There is no indirect greenhouse gas emissions by our Company.

Indicators	Unit	FY2021	FY2022	FY2023	9M2024
Use of resources					
Water resource[4]					
Water consumption per unit of production volume .	m^3/tons of products	3.68	2.99	1.95	1.63
Wastewater per unit of production volume	m^3/tons of products	0.03	0.02	0.04	0.05
Comprehensive energy consumption[5]					
Energy consumption per unit of production volume .	Tons of standard coal/tons of products	0.51	0.42	0.38	0.38

ESG Management Initiatives

- **Environmental management**

Our Company places great importance on environmental management and is committed to fulfilling its corporate responsibility for ecological and environmental protection. We strictly abide by the relevant environmental laws and regulations in the places where we operate. We have also formulated and implemented internal policies such as the *Environmental Protection Management System* to continuously improve our internal environmental protection management system.

Our Company has set up a comprehensive organisational structure for environmental management. Our Safety and Environmental Protection Department is responsible for overseeing the conduction of environmental protection related works, organises supervision and inspection to ensure the implementation of the environmental protection responsibility system.

Our Company actively puts in place pollution prevention and control as well as energy saving and emission reduction in each production link. We have developed corresponding internal management systems for air pollution, water pollution, waste management, energy and water consumption management.

3 There is no indirect greenhouse gas emissions by our Company.

4 Water resource comes from self-built reservoir, which originates from surface water from rainfall.

5 Comprehensive energy consumption indicators are calculated by reference to the General Rules for Calculation of Comprehensive Energy Consumption (GB2589-2020).

- ***Emission management***

We strictly follow the laws and regulations on emissions management issued by the authorities in the places where we operate. We strive to manage our air emission, wastewater and wastes through continuously carrying out multiple practical measures including the technological transformation of environmental protection, solid waste disposal and waste recycling to ensure that our production meets emission standards.

— Air emission management: We treat air pollutants such as dust and particulate matter by means of electric dedusting and cloth bag dedusting to reduce their emission concentration and avoid impacting the surrounding air environment. Meanwhile, we use desulphurisation towers to remove sulphur dioxide from the waste gas and reduce sulphur dioxide emissions. In 2023, we commissioned an external testing agency to monitor the emissions of waste gas from the production sites, the power plant chimney, and nearby residential areas, and passed all the tests conducted.

— Wastewater: To achieve zero discharge of production wastewater, all the wastewater generated in the production and the rainwater collected from the ring groove in the workshop will be pumped back into the system for reuse. In addition, we conduct wastewater tests at the inlet and outlet of each wastewater treatment facility, and inspect multiple wastewater discharge points, domestic water, and drinking water on a monthly basis.

— Solid waste: We adopt targeted treatment measures for different types of wastes. Red mud is one of the main wastes produced in the alumina production process. The red mud is filtered and stored in piling yard in a dry mode. We are also actively researching and exploring the application practices of red mud solidification and reuse. Meanwhile, we have signed a hazardous waste treatment cooperation agreement with a licenced third party to transfer the hazardous waste (e.g. waste oil) for treatment.

Energy management

To achieve the target of energy consumption intensity, our Company has set three paths, namely, (i) integrating energy conservation and emission reduction measures into the manufacturing and operation process, (ii) energy recycling and recovery, and (iii) replacing fossil energy with renewable energy.

- Our Company aims to continuously improve energy efficiency and reduce energy consumption through process optimisation, equipment upgrades, facility replacement and renovations. We have implemented a process improvement project of flashing discharge through evaporation of aluminium oxide liquid with a view to improve thermal efficiency of the evaporation process and reduce steam consumption. In addition, the power plant has increased the amount of blending combustion through a blending combustion process of coal gas and fly ash to reduce coal consumption.

- Our Company aims to minimise losses and wastes in all processes from energy production to consumption and use, and utilises energy more efficiently and rationally, so as to reduce greenhouse gas emissions. As an important way to save and efficiently utilise energy in the alumina industry, the technique of cascade waste heat recovery of aluminium oxide roasters is adopted for efficient utilisation and to effectively save the use of steam

- Utilising renewable energy is one of the keys to achieving our low-carbon transformation. In the future, our Company aim to gradually reduce the use of fossil energy by increasing the use of renewable/clean energy. Our Company will actively explore collaboration opportunities for the supply of renewable energy. In addition, our Group has a long-term plan to introduce natural gas as the fuel for calcination and is in the process of formulating the implementation plan.

- ***Water resource management***

Our Company attaches importance to the management of water resources. We observe and implement the relevant laws and regulations in connection with water resources in the places where we operate. Through the allocation of resources, water resource saving and recycling, and other efforts, we aim to improve the efficiency of water utilisation.

— Risk assessment of water resource

We have developed a risk assessment and emergency mechanism for water resources based on the probability of occurrence, the severity of the hazard, and the risk level of water resources risks. In light with the results of such assessments, we have formulated risk monitoring mechanisms and contingency plans, preventive water risk management measures, and normalised water resources management to ensure that water resources are plentiful and efficiently utilised during the production process.

— Reuse and recycle of water resource

Aside from the effective reuse of wastewater from production, we are also actively exploring multiple water resources reuse methods to improve water utilisation. For example, it is our policy to reuse steam condensate for circulating water pool replenishment and washing process based on its water quality. Besides, we also use the reclaimed water produced by the sewage station of the living area for the greening of the plant area.

- ***Conservation of biodiversity***

Our Company conducts biodiversity assessments throughout the construction and operation phases in accordance with the relevant requirements of the place where we operate. In selecting project development and operation sites, we took into account ecological conservation redlines and eco-sensitive zones, in order to avoid disturbing wildlife habitats, water and soil erosion and deforestation. During the construction of our Phase I Alumina Production Project and Phase II Alumina Production Project, we considered the biological survival environment and passages were intentionally left for small animals, with a view to reduce the impact of production and operation on the surrounding creatures.

Social management

- **Quality management**

Our Company is dedicated to providing high-quality products to global customers. Our quality production system has been certificated with ISO 9001 quality management system. Based on the requirements of ISO 9001, we have defined the quality management responsibilities of our senior management and staff of various executive departments, and set up a quality management policy of "independent innovation, scientific management, and continuous improvement". With a robust quality management mechanism in place, our Company established and achieved the quality management goal of 100% product qualification rate and 100% product completion rate in 2023.

- **Supply Chain Management**

For new suppliers, our Company has established clear criteria for selection of suppliers, including requirements on quality, occupational health and safety, business ethics, and environmental management. In terms of supplier management, we have implemented a hierarchical management system, conduct regular assessments and send written notice to the supplier if any default is identified in accordance with the contract, requiring the supplier to rectify accordingly. We also track the results of the corrective actions.

Our Company unwaveringly opposes the use of any metals that come from armed conflicts, illegal mining, and mining under poor working environments, namely "conflict minerals". Suppliers are required to investigate the content of gold (Au), tantalum (Ta), tin (Sn), tungsten (W), and aluminium (Al) in their products, and to confirm the sources of these metals based on the "OECD Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas".

It is our policy to only engage suppliers who have a legal mining development permit (RKAB) and environmental permits issued by the Indonesian government. This helps to ensure that our suppliers go through the review and certification of environment protection and social responsibility by the government in the process of obtaining the development permit.

- **Business ethics and anti-corruption**

Our Company has formulated the *Anti-Corruption and Anti-Bribery Policy* (《反腐敗和反賄賂制度》) internally. Corruption and other irregularities are strictly prohibited to ensure the transparency and integrity of our Company's business activities.

In terms of internal supervision and management, our audit department regularly assigns personnel to conduct internal audits in accordance with the procedures of *Financial Audit Management Policy* (《財務審計管理制度》) and *Procurement Business Audit Management Policy* (《採購業務審計管理制度》). By doing so, our Company exerts relentless efforts in improving the internal management system.

In addition, our Company implement monthly training for all marketing staff to enhance employees' business ethics and integrity awareness.

Employees' rights and interests and development

We respect Indonesian local customs and culture in our recruitment and employment practices, and strive to eliminate any forms of discrimination based on race, religion, gender, age, or marital status, and will never use child labour or forced labour. Meanwhile, we also organise social and campus recruitment fairs, thereby promoting the local employment.

Our Company respects the rights of our employees such as their rights to remuneration, holdings entitlement labour safety and social insurance and benefits. On top of that, we conduct employee performance evaluation and appraisal on a regular basis. The results will be used as the basis for, among others, employee promotion, salary adjustment and recognition of outstanding employees so as to provide a fair, just and transparent promotion channel for employees.

Our Company also offers employees with training programmes to improve the professional operation level of employees.

- **Occupational health and safety**

Our Company is committed to ensuring compliance with the applicable laws and regulations related to occupational health and safety. In accordance with the requirements of the ISO45001 Occupational Health and Safety Management System, we have established a series of management policies related to occupational health and safety, such as the *Responsibility System for Safety in Production* (《安全生產責任制》) and the *Inspection Policy on Safety in Production* (《安全生產檢查制度》), to standardise safety management practices.

Our Company has set up a Safety and Environmental Protection Department, which is responsible for supervising each plant's exercise of the key responsibilities under the safe production and the safety production responsibility policy, and each plant has set up a safety department taking the overall responsibility of the day-to-day safety management, making regular safety reports, and organising inspections over safety production and occupational health. To further improve the management efficiency, our Company includes the safety performance into the performance indicators of the senior management to ensure the realisation of our Company's safety management targets.

By June 2023, the occupational health check of all employees has been completed. Our Company also provides all employees with applicable safety protection equipment including safety helmets, safety shoes, protective masks, earplugs, and goggles. In addition, firefighting facilities are well provided on site. Our Company uses HIRADC[6] to identify occupational hazards, assess risks and determine control measures to identify occupational hazards and diseases. Our Company also samples and tests the air quality, noise, and other environmental indicators in the working area to ensure that the workplace environment meets the standards. Based on the actual conditions of the site, we have formulated and adjusted emergency response procedures.

Each plant of our Company formulates a health and safety training plan at the beginning of each year, and carries out training and drills based on such plan to improve employees' safe operation skills and health self-protection awareness.

6 Hazard Identification, Risk Assessment and Determining Control (HIRADC) is part of OHSAS 18001:2007 Occupational Health and Safety Management System, which provides that organisations should establish, implement and maintain necessary control procedures to continuously identify hazards.

Our Company has won multiple awards and honours, including the BPJS (Badan Penyelenggara Jaminan Sosial Ketenagakerjaan)[7] — Social Security Compliance Award, and the K3 (Safety, Health, and Occupation)[8] Safety Activities Award sponsored by the local government. During the track record period and up to the Latest Practicable Date, we have not experienced any major accidents involving personal injury or property damage.

AWARDS AND ACCREDITATIONS

As at the Latest Practicable Date, we have received numerous awards and accreditations, including:

Entity	Award Type	Awarding Institutions/Authority	Award Date
BAI	Certificate of participation and support to the vocational education	Governor of Kepulauan Riau	May 2024
BAI	ISO 9001:2015 quality management system	Intertek Certification Limited	2 February 2024
BAI	Association appreciation award	Governor of Kepulauan Riau	29 January 2024
BAI	ISO 45001:2018 occupational health and safety management system	Intertek Certification Limited	24 January 2024
BAI	Certificate of Merit for Participation in the handling and control of COVID-19 in Tanjung Pinang from 2020 to 2022	Ministry of Health of the Republic of Indonesia	13 March 2023

7 BPJS (Badan Penyelenggara Jaminan Sosial Ketenagakerjaan) is the health and social security authority in Indonesia.

8 K 3 stands for KESELAMATAN (safety), KESEHATAN (health) and KERJA (occupation).

Entity	Award Type	Awarding Institutions/Authority	Award Date
BAI	Award of the Highest Appreciation for Largest Foreign Export Contributor (Non-Oil and Natural Gas) in 2022	DJBC Directorate General of Customs and Excise	27 February 2023
BAI	Certificate of Merit for Compliance in Paying Motor Vehicle Taxes in the Riau Islands Province	Governor of Riau Islands Province	17 August 2022
BAI	Certificate of Merit for Participation in the Healthy Worker Gymnastics Competition to Celebrate National Occupational Safety and Health Month	Governor of Riau Islands Province	11 February 2022
BAI	Certificate of Recognition for Compliance in the Implementation of the 2021 Employment Social Security Programme	BPJS Kesehatan (Social Security Agency on Health)	8 February 2022

CERTIFICATES, LICENCES, PERMITS AND APPROVALS

We confirm that, during the Track Record Period and up to the Latest Practicable Date, we had complied with all relevant applicable laws and regulations in all material respects and had obtained all requisite licences, approvals and permits from relevant regulatory authorities for our material businesses in the jurisdictions in which we operate.

The table below sets forth our material licences and permits and their corresponding expiry dates.

Name of Member of Our Group	Name/Category of Licence/ Approvals/Permits/Certificates	Expiry Date
BAI	Industrial Business Licence	indefinite until the business activities have ceased
BAI	Electricity Generation Licence	valid for 10 years until 17 April 2032
BAI	Environmental Approval	valid insofar that there is no alteration to the business and/or activity
BAI	Approval for the Management of Terminal For Private Use	23 February 2025(Note 1)
BAI	Building Construction Permit	N/A(Note 2)
BAI	Certificate of Proper Function for Buildings	must be renewed every 5 years since the date of issuance

Notes:

1. As confirmed by our Indonesia Legal Advisers, BAI has obtained the Licence for TUKS Operation through the issuance of Decree of the Directorate General of Sea Transportation Number BX-89/PP 008 dated 23 February 2015 where such license was valid until 23 February 2025. As advised by our Indonesia Legal Advisers, BAI is in the process of renewing the Approval for Management of Terminal for Private Use (i.e. License for TUKS Operation) and the local port authorities has already completed port inspection, pending formal issuance of the renewed license by the Ministry of Transportation. As advised by our Indonesia Legal Advisers, there is no legal impediment for the License for TUKS Operation renewal.

   As confirmed by our Indonesia Legal Advisers, BAI's Licence for TUKS Operation was issued on the basis of Ministry of Transportation Regulation Number PM.51 of 2011 as amended by PM.73 of 2014 (which was applicable at the time of the TUKS' construction). Under such regulation, there is no separate licence to construct a Special Terminal for Private Use (TUKS) required from the Ministry of Transportation. Therefore, the construction would rely on generally applicable construction requirements, i.e. obtaining a Building Approval (PBG) and a Certificate of Proper Building Functioning (SLF).

2. As confirmed by our Indonesia Legal Advisers, in Indonesia, Building Construction Permits (i.e. Building Approval) (*Persetujuan Bangunan Gedung* or PBG) do not have an expiration date.

Name of Member of Our Group	Name/Category of Licence/ Approvals/Permits/Certificates	Expiry Date
		valid until 29 June 2026 for the coal fired power plant building valid until 2 July 2026 for the alumina production factory building including low voltage distribution room, digestion and dilution LV power distribution room and evaporation power distribution room valid until 11 November 2029 for the ancillary facilities including spare parts storage center, water reservoir pump room and machining workshop
BAI	Certificates of Proper Operation (Electricity Operability Certificate)	valid until 24 June 2029 and 28 June 2029, and must be renewed every 5 years since the date of issuance
BAI	Right to Build Certificate(Note 3)	expire in 30 years, extendable for another 20 years, and renewable for another 30 years
BAI	Letter of Land Transfer and Control	N/A(Note 4)

Notes:

3. Gunung Kijang SHGB Nos. 00134 (issued on 29 September 2015 and expire on 29 September 2045), 00140 (issued on 6 October 2017 and expire on 6 October 2047), 00141 to 00145 (issued on 29 January 2018 and expire on 29 January 2048), 00146 (issued on 9 October 2020 and expire on 9 October 2050), 00150 and 00151 (issued on 23 March 2021 and expire on 23 March 2051), 00152 (issued on 19 May 2021 and expire on 19 May 2051), 00153 (issued on 2 August 2021 and expire on 2 August 2051).

4. As confirmed by our Indonesia Legal Advisers, Letter of Land Transfer and Control (*Surat Keterangan Penguasaan dan Pengoperan Tanah* or SKPPT) does not have an expiry date and shall continue to be valid until such a time the relevant land parcel has been transferred.

WORKPLACE SAFETY

We are subject to the safety laws and regulations of Indonesia, which establish the legal standards for health and safety measures that we must adhere to in our operations. We consistently review and ensure that our occupational health and safety procedures align with all applicable legal standards. We prioritise the safety of our employees and are committed to providing them with the necessary education, training, and safety equipment that meet national and local standards. We also enforce strict adherence to our work safety rules and procedures through employee education and supervision. As advised our Indonesia Legal Advisers, certifications were granted to PT BAI employees for the operation of equipment in accordance with workplace safety regulations. We have devoted a substantial amount of resources to work safety and accident prevention. During the Track Record Period and as at the Latest Practicable Date, we had not been involved in any accident causing death or serious bodily injury in the course of our business operations.

We have implemented a comprehensive set of occupational health and safety procedures for our business operations since our establishment. We have developed guidelines and procedures for occupational safety, including measures for handling emergencies, which are communicated to all employees. We have established a regular work safety meeting mechanism at various management levels to exchange information, address issues, and enhance our overall work safety and accident prevention efforts. Our dedicated production safety management division oversees the implementation of occupational health and safety practices at our facilities.

PROPERTIES

As at the Latest Practicable Date, we occupy certain properties in Indonesia in connection with our business operations. They mainly include premises such as production facilities and ancillary facilities, offices, canteens and dormitories. As advised by our Indonesia Legal Advisers, we have obtained either the land use rights under Sertifikat Hak Guna Bangunan (Right to Build Certificate) ("**SHGB**") or the land occupation rights under "Surat Keterangan Pengoperan dan Penguasaan Tanah" (Letter of Land Transfer and Control) ("**SKPPT**"), and all of our land certificates in Indonesia, under which our properties, assets, buildings or structures are held are in full force and effect. As advised by our Indonesia Legal Advisers, under the SHGB, we have legal and valid SHGB title to the land, real properties, buildings and structures of the property, where the property is owned free and clear of all liens, charges, encumbrances or other security interests whilst under the SKPPT all immovable goods and all other properties, assets, buildings and structures held by us are valid, legal and enforceable, and we can apply to the relevant authorities to register SKPPT into SHGB as and when required. Our Directors believe that there should be no legal impediments in our Group's application for the SHGB in the future for all of our properties currently held under SKPPT and that such application will not affect the operation of our Group. For details of the SHGB and SKPPT, please refer to the section headed "Regulatory Overview — Overview of Laws and Regulations in Indonesia in respect of Certain Aspects of our Group as to the Indonesian Law — Land Law" and "Appendix III — Property Valuation Report" in this prospectus. The Property Valuation Report from Jones Lang LaSalle Corporate Appraisal and Advisory Limited, our independent property valuer in Appendix III of this prospectus sets out details of the properties held by our Group as of 31 December 2024. They have valued our Industrial complex located in Desa Gunung Kijang, Kecamatan, Gunung Kijang, Kabupaten Bintan, Kepulauan Riau, Indonesia as at 31 December 2024 at IDR14,042,400,000,000. For details, see "Property Valuation Report" in Appendix III to this prospectus. Except for the property interests set out in section headed "Property Valuation Report" in Appendix III to this prospectus, no single property interest that forms part of our Company's non-property activities has a carrying amount of 15% or more of total assets of our Company. We believe that our current properties will meet our future needs and are consistent with our business plans.

The details of the statement setting out the reconciliation of the net book value of the relevant plant and building and land use rights as at 30 September 2024 are reflected in Appendix I with the valuation of these property interests as at 31 December 2024 set out in Appendix III. For details, please refer to the section headed "Financial Information — Property Interests and Property Valuation — Property valuation reconciliation" in this prospectus.

Owned Land and Buildings

As at the Latest Practicable Date, we held land use rights for over 600 parcels of land located in Desa Gunung Kijang, Kecamatan Gunung Kijang, Kabupaten Bintan with an aggregate site area of more than 12,940,000 sq.m. In particular, we held a total site area of approximately 3,220,000 sq.m. under SHGB and a total site area of approximately 9,720,000 sq.m. under SKPPT located in Desa Gunung Kijang, Kecamatan, Gunung Kijang, Kabupaten Bintan, Kepulauan Riau, Indonesia.

As at the Latest Practicable Date, we owned properties located in Desa Gunung Kijang, Kecamatan, Gunung Kijang, Kabupaten Bintan, Kepulauan Riau, Indonesia, comprising various buildings with a total gross floor area of approximately 209,292 sq.m. and ancillary structures erected thereon. The buildings mainly include production facilities, offices, hotel, commercial building, canteens and staff quarters. Ancillary structures mainly include road, river channel, dam, boundary walls, storage facilities, tanks, chimney and dock facilities. The locality of the property is an industrial area with some large-scale factory complexes. The following table sets forth details of our owned properties as of the Latest Practicable Date:

Function	Approximate Gross Site Area (sq.m.)
Production	1,978,004
Ancillary facilities	2,260,077

Function	Approximate Gross Site Area (sq.m.)
Offices, canteen and dormitories	205,861

On 5 August 2024, to streamline and facilitate business development and negotiation with our customers, suppliers and business partners, we have purchased an office building in Jakarta with a gross floor area of approximately 599 sq.m.

INSURANCE

We have maintained a range of insurance policies to safeguard our assets and operations. One of the key policies we have in place is our property all risk insurance, which provides comprehensive coverage for risks such as fire, theft, and natural disasters. This ensures that our physical assets, including buildings, equipment, and inventory, are safeguarded against unforeseen events. To specifically address the risk associated with our machinery and equipment, we have also obtained machinery breakdown insurance, which covers damage or breakdown that may occur. These policies provide coverage with business interruption caused by property damages or machinery breakdown, compensating for any loss of gross profit during the interruption period and helping us mitigate the financial impact in the case such incidents do occur. Considering the transportation of our raw materials by sea, we have also obtained marine cargo insurance, which protects us against potential risks and damages that may occur during the transit of bauxite and coal.

In addition to protecting our physical assets and operations, we also prioritise the well-being of our employees. In accordance with local regulations, we have contributed to the payment of social security contributions, including BPJS Ketenagakerjaan (workforce social security) and BPJS Kesehatan (health insurance) for our employees. Moreover, we have obtained overseas group accident insurance, a commercial insurance policy that provides coverage for our employees working abroad, offering them additional protection and support. By maintaining these various insurance policies, our Directors believe that we demonstrate our commitment to risk management, business continuity, and the well-being of our employees.

EMPLOYEES

As at the Latest Practicable Date, we employed 3,380 employees, and over two-third of which are Indonesian. The table below sets forth the breakdown of our employees by functions as at the Latest Practicable Date.

Function	Number of employees
Operational	2,459
Technical	290
Supporting and logistics	262
Management	220
Others[1]	149
Total:	3,380[2]

Note:

(1) Includes functional (human resources, administration, translation and accounting, etc.) and marketing and procurement personnel.

(2) Includes selected staff transferred from Nanshan Aluminium Group to our Group. For further details, please refer to the section headed "History, Development and Reorganisation — Labour Transfer" in this prospectus.

Our employees' remuneration consists of a combination of wages, allowances, performance-based pay. The wage structure is determined based on the nature of the position, while allowances are tailored to the specific work positions, locations, and special job requirements. Basic salary and performance-based pay are determined according to job levels, with no fixed ratio to the base salary. The Company's performance assessment primarily rewards employees through an increase in performance-based pay on top of their original salary. The amount of performance-based pay is linked to the achievement of monthly assessment targets, with each position having 3-5 assessment indicators weighted according to their importance. These assessments are conducted by superiors and relevant supervisory departments.

To support the professional development and growth of our employees, the company regularly organises various training programmes. We provide comprehensive training sessions for new employees to ensure a smooth onboarding process. Additionally, we conduct monthly training sessions for employees, focusing on topics related to safety, technical skills, and overall competency enhancement. Language training sessions are also held on a weekly basis to improve language proficiency. To foster a competitive and innovative environment, we organise technical competitions every six months, allowing employees to showcase their skills and learn from one another. Language assessments are also conducted to evaluate language proficiency levels. Our training programmes encompass a diverse range of formats, including presentations, hands-on practical exercises, and written examinations, ensuring a comprehensive and engaging learning experience for our employees.

During the Track Record Period and up to the Latest Practicable Date, as advised by our Indonesia Legal Advisers, BAI has been registered and maintained its registration with the National Social Security Programme for their employees in Indonesia. Furthermore, as confirmed by our Indonesia Legal Advisers, there are no mandatory housing provident funds under the prevailing laws of Indonesia. Our Directors believe that we have complied with the relevant laws and regulations in relation to social security and housing provident fund in the jurisdictions where it operates in all material aspects during the Track Record Period and up to the Latest Practicable Date.

TRANSFER PRICING ARRANGEMENT

A. Transfer pricing arrangement

During the Track Record Period, we carried out our operations mainly in Indonesia, where we currently enjoy a 20-year exemption of corporate income tax, and Singapore, where we are subject to a corporate income tax rate of 17%. During the Track Record Period, some of our sales were made through GAI, and our Group's major intra-group transaction was GAI's purchase of alumina (including aluminium hydroxide) from BAI ("**Covered Transaction**").

The following diagram sets forth the transactional flow in respect of the Covered Transaction.

BAI is responsible for processing the alumina (including aluminium hydroxide) which GAI procures for resale to third party customers without any alterations on a back-to-back basis. In addition to the aforementioned procurement activities, GAI is also engaged in sales activities (i.e., soliciting new customers, maintaining customer relationships, negotiating and entering into sales contracts with third party customers, performing administrative and aftersales activities), as well as marketing activities (i.e., executing our Group's marketing strategies to manage customer relationships and conducting market research).

In the Covered Transaction, the transfer prices are determined based on the relevant alumina indices. The pricing policy is based on API averaged over the quotational period plus a nominal premium.

B. Transfer pricing assessment

According to the independent tax service firm (the "**transfer pricing adviser**") we engaged, the Singapore Income Tax Act establishes the legal requirement for related party transactions to be carried out at arm's length, and the Comptroller of Income Tax of Singapore may enforce the arm's length principle and make necessary adjustments to the taxable profits of a Singapore taxpayer if the transactions with its related parties are not carried out on an arm's length basis.

As advised by the transfer pricing adviser, under the seventh edition of the Singapore Transfer Pricing Guidelines ("**Singapore TP Guidelines**") issued by the Inland Revenue Authority of Singapore ("**IRAS**"), Singapore taxpayers are required to maintain adequate documentation to demonstrate that reasonable efforts have been made to ascertain that the pricing of related party dealings are consistent with arm's length principle (i.e., that transactions between related parties should be conducted on similar terms to those that would have been agreed had those parties been dealing independently from one another in otherwise similar circumstances); although Singapore is not a member of the OECD, the IRAS endorses the arm's length principle and accepts the definition thereof endorsed by the OECD which are set out in the OECD Transfer Pricing Guidelines for Multinational Enterprises and Tax Administrations 2022 ("**OECD TP Guidelines**") for subject matters not specifically addressed in the Singapore TP Guidelines.

In order to ensure compliance with the Singapore TP Guidelines, we have engaged the transfer pricing adviser to conduct benchmarking study on the Covered Transaction during the Track Record Period in accordance with the Singapore TP Guidelines and applicable rules and laws on transfer pricing from a Singapore transfer pricing perspective. An analysis of the Covered Transaction during the Track Record Period is set out below:

Based on the functional analysis performed, it was substantiated that GAI may be characterised as a routine distributor of alumina (including aluminium hydroxide), engaging in wholesale trading and marketing of products purchased from its related party supplier (i.e., BAI) on back-to-back basis for resale to third party customers, and in its performance of such functions, GAI bears market risk and credit risk normally associated with carrying on a distribution business.

Of the transfer pricing methodologies to test the arm's length nature of the Covered Transaction, Transactional Net Margin Method ("**TNMM**") on an operating margin ("**OM**") basis was selected as the most reliable transfer pricing methodology to test the Covered Transaction. The TNMM compares the net profit margin realised by GAI in its role as a distributor with the net profit margins of comparable entities dealing independently. The economic analysis performed by using the TNMM included a search covering the Far East and Central Asia, Oceania region, identifying comparable companies performing similar distribution functions as GAI, and reviewing their weighted average inter-quartile range of OMs.

The transfer pricing adviser has compared the OMs of GAI (i.e., tested party) during the Track Record Period with the three-year (for the period 2020 to 2022) weighted average inter-quartile range of OMs for independent comparable companies and discovered that GAI's OM from its distribution activities for the Track Record Period lies below the inter-quartile range of OM achieved by the set of independent comparable companies. Nonetheless, as GAI's low profitability for the Track Record Period was a result of GAI being unable to generate sufficient sales volumes and the materialisation of the market risk it assumes, this can be considered extraordinary business circumstances and not caused by transfer-pricing related factors.

On the basis of the above, it was concluded by the benchmarking study performed that the Covered Transaction during the Track Record Period is in accordance with the arm's length principle from a Singapore transfer pricing perspective and has complied with the Singapore TP Guidelines with respect to requiring the related party transaction to be carried out on an arm's length basis.

Our Directors confirm that the tax authorities in each relevant jurisdiction have not challenged the transfer pricing practices of the Covered Transaction nor initiated any transfer pricing audit during the Track Record Period and up to the Latest Practicable Date. In any event, given the scale of GAI's operation, our Directors believe that our potential exposure to transfer pricing related tax issues, if any, will not be material to our operations or financial performance.

INTERNAL CONTROL

We have engaged an independent external consultant ("**Internal Control Consultant**"), to review our internal control and risk management systems, so that we could improve our overall internal control system. The internal control review covered areas including corporate governance, financial reporting and information disclosure and operation control. During the period between 1 January 2023 to 31 December 2023, our Internal Control Consultant conducted an initial internal control review and did not identify any material internal control risk of deficiencies. Our Internal Control Consultant also performed a follow-up review between 1 March 2024 to 31 July 2024 and is satisfied that there continues to be no material deficiencies in the adequacy and effectiveness of our Group's internal control systems.

COMPLIANCE MATTERS

During the Track Record Period and up to the Latest Practicable Date, there was no non-compliance incidents which our Directors believe would, individually or in the aggregate, have a material operational or financial impact on our business as a whole.

LEGAL PROCEEDINGS

During the Track Record Period and up to the Latest Practicable Date, there was no material litigation, arbitration or administrative proceedings pending or threatened against our Company or any of our Directors which could have a material and adverse effect on our financial condition or results of operations. We may from time to time become a party to various legal, arbitration or administrative proceedings arising in the ordinary course of our business.

CONTROLLING SHAREHOLDERS

Immediately upon completion of the Global Offering, without taking into account any Shares which may be issued upon the exercise of the Over-allotment Option and any options which may be granted under the Share Option Scheme, NAIHL will control approximately 60.09% of our Shares in issue. As at the Latest Practicable Date, NAIHL is a company wholly-owned by NAS, which is in turn wholly-owned by Nanshan Aluminium.

As at the Latest Practicable Date and to the best of our knowledge, Nanshan Aluminium was directly owned as to approximately 20.91% by Nanshan Group, and is also owned as to approximately 22.22% by Yili Electric, a 100% owned subsidiary of Nanshan Group. Accordingly, Nanshan Group directly and indirectly owned as to a total of approximately 43.13% shares of Nanshan Aluminium as at the Latest Practicable Date. As at the Latest Practicable Date, Nanshan Group was owned as to 51% by Nanshan Village Committee. As such, NAIHL, NAS, Nanshan Aluminium, Yili Electric, Nanshan Group and Nanshan Village Committee will be our Controlling Shareholders upon completion of the Global Offering.

Nanshan Aluminium, one of our Controlling Shareholders, is a company listed in the PRC. The listing of our Company constitutes the spin-off listing of Nanshan Aluminium as a domestic listed company as defined under the CSRC Spin-Off Rules (the "**Spin-off**"). Nanshan Aluminium published the relevant announcements related to the Spin-off on the Shanghai Stock Exchange on 13 October 2023, and subsequently the Spin-off has been approved by the shareholders of Nanshan Aluminium at an extraordinary general meeting held on 28 November 2023.

DELINEATION OF BUSINESS

Information on Nanshan Group and Nanshan Aluminium

Nanshan Group is a company established in the PRC with limited liability. Nanshan Group, together with its subsidiaries, are a conglomerate with principal businesses encompassing aluminium, textile apparel, petrochemical, finance, real estate, healthcare, education and tourism.

Nanshan Group conducts its aluminium business primarily through one of its major operating subsidiaries, namely, Nanshan Aluminium. Nanshan Aluminium is a company established in the PRC with limited liability, the shares of which are listed on the Shanghai Stock Exchange (stock code: 600219). Nanshan Aluminium Group is an integrated aluminium group, and principally engaged in the provision of cold-rolled products, hot-rolled products, aluminium profiles, alloy ingots and aluminium foils.

Clear delineation between businesses of our Group and Parent Group

The Parent Group is principally engaged in the manufacturing and distribution of aluminium products, it has formed a complete aluminium processing industrial chain. The aluminium products of the Parent Group are composed of both upstream and downstream products, mainly including, among others, cold-rolled products, hot-rolled products, aluminium profiles, alloy ingots and aluminium foils (the "**Parent Group Business**"). In contrast, our Group solely specialises in the production and sale of alumina, which demonstrates a clear distinction between the principal businesses of our Group and the Parent Group.

Furthermore, the alumina produced by the Parent Group are mainly self-consumed in its own downstream production process and a portion of it are also sold in Mainland China, while the alumina produced by our Group was predominantly for external sale. Since the second half of 2023, our Group has ceased to conduct any sales to customers in Mainland China. As such, the business operation and models and the products differ between the Parent Group and our Group.

Key differences between our Group's business and the Parent Group Business

In respect of alumina business, our Group's business and the Parent Group Business are different in terms of various aspects, including location of alumina production base, client base of alumina and the source of bauxite supply.

The table below summarises such key differences in the production and sales of alumina between our Group's business and the Parent Group Business as at the Latest Practicable Date:

	Our Group	The Parent Group
Location of alumina production base	Bintan Island, Indonesia	Longkou City, Shandong Province, the PRC
Client base of alumina	Mainly Southeast Asia; outside of Mainland China	Mainland China
Source of bauxite supply	From Indonesia	From Australia, Guinea and Solomon Islands

(i) Different location of alumina production base

The Group's principally business layout is external sales in the Southeast Asian market, and our Group's production facilities are located in Bintan Island, Indonesia, granting us a significant advantage in terms of raw material access (including bauxite as mentioned below), government support and efficient transportation. On the other hand, the Parent Group's production base is located in Longkou City, Shandong Province, the PRC, which covers the supply to its own downstream enterprises located in Longkou City for its self consumption.

(ii) Different client base of alumina

Our Group's customers are outside of Mainland China primarily located in Southeast Asia, particularly in Malaysia and Singapore, whereas the Parent Group considered factors such as the circumstances of development of the downstream industrial chain of products, cross-border transportation costs and foreign tariff costs, therefore it has mainly commenced production and operation, and has a client base for alumina within Mainland China. As such, there would be no overlapping of customers between our Group and the Parent Group.

(iii) Different source of bauxite supply

In terms of suppliers, in view of the abundant and high quality bauxite resources in Indonesia and the relatively low price for procuring bauxite within Indonesia, our Group sources bauxite locally. On the other hand, the Parent Group purchases their bauxite from suppliers in Australia, Guinea and Solomon Islands. As such, there would be no overlapping of our bauxite suppliers with that of the Parent Group.

Summary

In light of the above differences, our Directors are of the view that, at the time of Listing, the business of our Group will be clearly delineated from that of the companies controlled by our Controlling Shareholders, and there will be no direct or indirect material competition between our Group and the companies controlled by our Controlling Shareholders.

To further safeguard our Group from any potential competition from our Controlling Shareholders, each of our Controlling Shareholders had entered into the Deed of Non-Competition which shall be effective upon Listing in favour of our Group. Please refer to "Non-competition Undertaking" in this section for further details.

As at the Latest Practicable Date, none of our Controlling Shareholders, their respective close associates and our Directors had any interest in any business which competed or was likely to compete, directly or indirectly, with our Company's business in a manner that would require disclosure under Rule 8.10 of the Listing Rules.

INDEPENDENCE FROM CONTROLLING SHAREHOLDERS

Having considered the following factors, our Directors believe that our Group is capable of carrying on our business independently from our Controlling Shareholders and their respective close associates after Listing.

Management independence

Our management and operational decisions are made by our Board and senior management. Our Board comprises two executive Directors, three non-executive Directors and three independent non-executive Directors. None of our Directors are Controlling Shareholders. As at 21 September 2024, all Directors do not hold any position in any member of the Nanshan Group and its close associates.

We consider that our Board and senior management will function independently from our Controlling Shareholders because:

(a) 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 best interest of our Company and does not allow any conflict between his/her duties as a Director and his/her personal interests;

(b) in the event that there is a potential conflict of interest arising out of any transaction to be entered into between our Group and our Directors or their respective associates, the interested Director(s) shall abstain from voting at the relevant board meetings of our Company in respect of such transactions, and shall not be counted in forming quorum subject to the provision of the Articles of Association;

(c) our Company has established internal control mechanisms to identify connected transactions to ensure that our Shareholders or Directors with conflicting interests in a proposed transaction will abstain from voting on the relevant resolutions pursuant to the relevant requirements under the Articles of Association and/or the Listing Rules; and

(d) all our senior management members are independent from our Controlling Shareholders. Our Group has established our own management, finance, human resources, administration, procurement, sales and marketing, quality control departments which are responsible for daily operations of our Group.

Based on the above, our Directors are of the view that our Board and senior management as a whole are capable to perform their roles in our Company independently and manage our business independently from members of our Controlling Shareholders and their respective close associates after the Listing.

Operational independence

We engage in our businesses independently from our Controlling Shareholders and their close associates, with the independent right to make operational decisions and to implement such decisions and will continue to do so after Listing.

In particular, we confirm that, during the Track Record Period and up to the Latest Practicable Date, we had obtained all relevant licences, permits and approvals necessary to carry on and operate our business and we have sufficient workforce to operate independently from our Controlling Shareholders and their close associates. For details of our certificate, licences, permits and approvals, please see the section headed "Business — Certificates, Licences, Permits and Approvals" in this prospectus.

Our Group's customers and suppliers are all independent from our Controlling Shareholders. Our Group does not rely on our Controlling Shareholders or their respective close associates and has an independent management team to handle our day-to-day operations. We have independent access to such customers, our suppliers as well as our other business partners.

We do not share operation team, facilities and equipment with our Controlling Shareholders and their close associates. Our Group has also established a set of internal control measures to facilitate the effective operations of our business. As of the Latest Practicable Date, all the properties and facilities necessary for our business operations are independent from our Controlling Shareholders and their respective associates.

As at the Latest Practicable Date, all of our full-time employees were recruited independently from our Controlling Shareholders and their respective close associates. We primarily recruit our employees through channels and talent markets such as universities and third-party recruitment agencies.

Although we have entered into certain continuing connected transactions which will continue after the Listing, such transactions have been entered into and will continue to be entered into on normal commercial terms and in the ordinary course of business of our Company and would not affect our operational independence from the Controlling Shareholders. While our Group shall receive technical and know-how support from the Parent Group upon Listing, the consideration for these services shall not be significant and these services shall be engaged on an as-needed and on-demand basis and will not be essential to our core existing operations. Selected technical staff have already been transferred from the Parent Group to facilitate knowledge transfer and to train local personnel, ensuring our Group's operational independence. Our Group also has in-house capabilities, including internal maintenance teams, to autonomously support ongoing operations of our alumina production facilities.

Additionally, while we shall continue to procure certain equipment, machinery and consumables from the Parent Group upon Listing, the Parent Group primarily sources these resources from Mainland China. We believe that we have the capability to procure these resources directly from Mainland China or through other agents from Mainland China, if necessary.

In summary, our transactions with the Parent Group provide supplementary support that is not essential to our ongoing operations and therefore would not impact our operational independence. For more information on our connected transactions that will continue after the Listing, please refer to the section headed "Connected Transactions" in this prospectus.

Financial independence

We have an independent financial system and make financial decisions according to our own business needs. We have the ability to operate independently from members of our Controlling Shareholders and their respective close associates from the financial perspective. We have an independent financial system and make financial decisions according to our own business needs. We have our independent financial department with a team of independent financial staff responsible for discharging the treasury function, and an audit committee comprising mainly of independent non-executive Directors to oversee our accounting and financial reporting processes.

During the Track Record Period, Nanshan Aluminium had provided corporate guarantee to a bank for the purpose of securing letter of credit issued to our Group not exceeding the amount of US$35 million. As at the Latest Practicable Date, our Directors confirmed that the term of the said corporate guarantee has expired and a new corporate guarantee is expected to be given by our Company as soon as commercially practicable. As confirmed by our Directors, all balances due to and from which are non-trade in nature our Controlling Shareholders and their respective close associates will also be fully settled upon Listing. Our Directors further confirmed that we do not intend to enter into any funding arrangements which are non-trade in nature with our related parties in the future. Hence, our Directors are of the view that we will be financially independent of our Controlling Shareholders and their respective close associates upon Listing.

In addition, we have our own internal control and accounting systems, accounting and finance department, independent treasury function for cash receipts and payment and independent access to third-party financing. In view of the foregoing, we believe we are able to maintain financial independence from our Controlling Shareholders and their respective close associates.

NON-COMPETITION UNDERTAKING

Our Controlling Shareholders, namely NAIHL, NAS, Nanshan Aluminium, Yili Electric, Nanshan Group and Nanshan Village Committee (the "**Covenantors**", and each of them, a "**Covenantor**"), entered into a Deed of Non-Competition in favour of our Company (for itself and as trustee for our subsidiaries):

(a) Subject to the terms and conditions of the Deed of Non-Competition, each of the Covenantors jointly, severally, irrevocably and unconditionally undertakes to and covenants with our Company (for itself and as trustee for our subsidiaries) that, during the period in which the Covenantors are subject to the provisions of the deed:

(i) he/it will not, and will procure his/its close associates and/or the companies controlled by him/it (other than members of our Group) not to, directly or indirectly, either on his its own account or in conjunction with or on behalf of any person, firm or company, partnership, joint venture, or other contractual arrangement, whether for profit or not, carry on, engage in, control (in each case whether as a shareholder, partner, agent, employee or otherwise and whether for profit, reward or otherwise) any business which is or may be similar to or in competition with any business including the production and sales of alumina (the "**Restricted Business**") currently and from time to time engaged by our Group in the countries and regions in which any member of our Group currently carries out the business of production and sales of alumina products. If any member of our Group expands its business to other countries and regions in the future, such additional countries and regions will automatically be included in the restraint area, and the undertakings and obligations of the Covenantors made will be applicable to such additional countries and regions, but Mainland China is not included in the restraint area at any time (the "**Restraint Area**");

(ii) if he/it and/or any of his/its close associates has received, is offered or has identified any business investment or other business opportunity that competes or may compete, directly or indirectly, with the Restricted Business in the Restraint Area (the "**New Business Opportunity**"), he/it and/or any of his/its close associates shall (1) promptly (in any event not later than seven days) give a notice in writing to our Company in respect of such New Business Opportunity, setting out all reasonably necessary information for our Group to make an informed assessment; and (2) use his/its/their best efforts to assist our Company in acquiring such New Business Opportunity at terms and conditions no less favourable than those available to him/it and/or his/its close associates;

(iii) Subject to the foregoing, neither he/it nor any of his/its close associates, directly or indirectly, carries out, is engaged in, invests in, or is interested or otherwise involved in the Restricted Business in the Restraint Area otherwise than through our Group or is otherwise engaged in any business which competes or is likely to compete with those of our Group;

(iv) Subject to the Rules Governing the Listing of Stocks on Shanghai Stock Exchange and relevant requirements of other laws and regulations of the Covenantors, he/it will provide all necessary information for our Directors (including our independent non-executive Directors) to review his/its compliance with and implementation of the Deed of Non-Competition on an annual basis and, if necessary, make annual statements in respect of his/its compliance with and implementation of the Deed of Non-Competition in the annual reports of our Company;

(v) Subject to the Rules Governing the Listing of Stocks on Shanghai Stock Exchange and relevant requirements of other laws and regulations of the Covenantors, he/it will allow our Directors, their respective representatives and auditors to have full access to his/its records and/or will procure his/its close associates to use their best efforts to allow our Directors, their respective representatives and auditors to have full access to their records, in order for him/it to meet the terms and conditions of the Deed of Non-Competition; and

(vi) Subject to the Rules Governing the Listing of Stocks on Shanghai Stock Exchange and relevant requirements of other laws and regulations which the Covenantors are subject to, for so long as he/it or any of his/its close associates, either alone or as a whole, remains the Controlling Shareholder of our Company (within the meaning of the Listing Rules) or a Director:

1. he/it will not participate in, carry on or invest in any project or business opportunity that competes or may compete, directly or indirectly, with the business conducted by our Group from time to time;

2. he/it will, in accordance with the Articles of Association and the Listing Rules, declare his/its interests and, where required, abstain from voting at any board meeting and/or general meeting of our Company and not be counted as quorum where required, if there is any actual or potential conflict of interests;

3. he/it and his/its close associates (other than our Group) will not solicit any existing or then existing employee of our Group;

4. without the consent of our Company, he/it will not use any information pertaining to the business of our Group which may have come to his/its knowledge in his/its capacity as the Controlling Shareholder of our Company and/or a Director for any purposes; and

5. he/it will procure his/its close associates (other than our Group) not to participate in, carry on or invest in any project or business opportunity mentioned above (except pursuant to paragraph (b)(i) below).

(b) The restrictions which each of the Covenantors have agreed to undertake pursuant to the Deed of Non-Competition will not apply to the holding of or interests in the shares or other securities by any of the Covenantors and/or his/its close associates in any company which conducts or is engaged in any Restricted Business, provided that, in the case of such shares, they are listed on a recognised stock exchange as specified under the SFO and either:

(i) the relevant Restricted Business (and assets relating thereto) accounts for less than 10% of the relevant consolidated turnover or consolidated assets of the company in question, as shown in the latest audited accounts of the company in question; or

(ii) the total number of the shares held by any of the Covenantors and his/its close associates or in which they are together interested does not exceed 5% of the issued shares of that class of the company in question, provided that any of the Covenantors and his/its close associates, whether acting singly or jointly, are not entitled to appoint a majority of the directors of that company and that at all times there is a holder of such shares holding (together, where appropriate, with its close associates) a larger percentage of the shares in question than the Covenantor and his/its close associates together hold.

CORPORATE GOVERNANCE MEASURES

Our Company will adopt the following corporate governance measures to manage potential conflict of interests between our Group and our Controlling Shareholders, and to safeguard the interests of our Shareholders:

(a) The decision-making mechanism of our Board as set out in the Articles of Association includes provisions to avoid conflicts of interest by providing, among other things, that a Director shall not vote (nor be counted in the quorum) on any resolution of our Board approving certain contract or arrangement or other proposal in which he or any of his close associates is materially interested. In this context, such interest include interest which our Directors have in their capacity as Controlling Shareholders of our Group;

(b) The independent non-executive Directors shall give their independent opinions to the Shareholders on the relevant connected transaction(s) pursuant to the Listing Rules;

(c) Our Directors (including the independent non-executive Directors) will seek independent and professional opinions from external advisers at our Company's cost as and when appropriate in accordance with the Code on Corporate Governance Practices and Corporate Governance Report as set out in Appendix C1 to the Listing Rules;

(d) Any transactions between our Company and its connected persons shall be in compliance with the relevant requirements of Chapter 14A of the Listing Rules, including the announcement, annual reporting and independent shareholders' approval requirements (if applicable) under the Listing Rules; and

(e) Our Company has appointed UOB Kay Hian (Hong Kong) Limited as our compliance adviser and will appoint a Hong Kong legal adviser upon completion of the Listing, which will provide advice and guidance to us in respect of compliance with the Listing Rules and applicable laws, rules, codes and guidelines, including but not limited to various requirements relating to Directors' duties and internal controls.

Our Directors consider that our Company has sufficient control mechanisms to manage any potential conflict of interests between our Controlling Shareholders and their respective close associates and our Group and to protect the interests of our Shareholders.

OVERVIEW

We have entered into certain transactions in the ordinary and usual course of business with entities that will become our connected persons upon the Listing, and certain of such transactions will constitute continuing connected transactions for our Company under Chapter 14A of the Listing Rules.

OUR CONNECTED PERSONS

The following connected persons of our Company will conduct continuing connected transactions with our Group upon Listing:

Name	**Information of our Connected Persons and Relationship with our Group**
Nanshan Aluminium	As at the Latest Practicable Date, the Company was owned as to 70.69% by NAIHL, NAIHL was a company wholly-owned by NAS, which was in turn wholly-owned by Nanshan Aluminium. Accordingly, as at the Latest Practicable Date, the Company was indirectly owned as to 70.69% by Nanshan Aluminium. Immediately following the completion of the Global Offering (assuming the Over-allotment Option is not exercised), Nanshan Aluminium will hold approximately 60.09% interest in our share capital, and will therefore be our Controlling Shareholder and is a connected person of our Company. Nanshan Aluminium is a company established in the PRC with limited liability, the shares of which are listed on the Shanghai Stock Exchange (stock code: 600219). Nanshan Aluminium Group is an integrated aluminium group, and principally engaged in the provision of cold-rolled products, hot-rolled products, aluminium profiles, alloy ingots and aluminium foils. For further details, please refer to the section headed "Relationship with Controlling Shareholders — Delineation of Business — Information on Nanshan Group and Nanshan Aluminium" in this prospectus.

Name	**Information of our Connected Persons and Relationship with our Group**
Press Metal (together with its subsidiaries, the "**Press Metal Group**")	Press Metal is principally engaged in the business activities of the manufacturing and trading of primary, value-added and extruded aluminium products. As at the Latest Practicable Date, the Company was owned as to 25.59% by Press Metal SPV, which was wholly owned by Press Metal. Accordingly, Press Metal is one of our Substantial Shareholders, and therefore is a connected person of our Company.
Mr. George Santos	Mr. George Santos is a non-executive Director and therefore a connected person of our Company.
Mr. Santony	Mr. Santony is the father of Mr. George Santos (a non-executive Director) and therefore an associate of Mr. George Santos, and accordingly a connected person of our Company.
MKU	MKU is principally engaged in mining and excavation of bauxite, aluminium and other minerals, and trading in metals and metal ores. As at the Latest Practicable Date, MKU was a company owned as to 99% and 1% by Mr. Santony and Mr. George Santos, respectively. Accordingly, MKU is a majority-controlled company held by Mr. Santony and Mr. George Santos, and therefore an associate of Mr. George Santos, and accordingly a connected person of our Company.
Santony Family	The Santony Family, comprising Mr. Santony, Mr. George Santos and their respective affiliates, is principally engaged in bauxite mining, construction services, agency and trading, and other businesses. Mr. Santony operates certain bauxite mines in Indonesia and has extensive local business network. Mr. Santony holds 2.3% equity interest in BAI through MKU, a company controlled by Mr. Santony.

CONTINUING CONNECTED TRANSACTIONS

The following transactions with the abovementioned connected persons and their respective associates, which will continue after the Listing, will constitute continuing connected transactions for our Company under Chapter 14A of the Listing Rules.

Summary of our Continuing Connected Transactions

	Annual caps for		
Nature of Transactions	**FY2025**	**FY2026**	**FY2027**
Continuing connected transactions exempt from independent shareholders' approval requirement			
1. Technical Support Framework Agreement			
Provision of technical support by Nanshan Aluminium	RMB40.0 million (equivalent to US$5.6 million)(2)	RMB45.0 million (equivalent to US$6.3 million)(2)	RMB50.0 million (equivalent to US$7.0 million)(2)
2. Construction Services Framework Agreement			
Purchase of construction services from Santony Family	IDR148,500 million (equivalent to US$9.1 million)(2)	IDR22,000 million (equivalent to US$1.3 million)(2)	IDR11,000 million (equivalent to US$0.7 million)(2)
Non-exempt continuing connected transactions			
3. Procurement Framework Agreement			
Purchase of equipment, consumables or services from Nanshan Aluminium	RMB1,400.0 million (equivalent to US$195.2 million)(2)	RMB500.0 million (equivalent to US$69.7 million)(2)	RMB200.0 million (equivalent to US$27.9 million)(2)

Nature of Transactions	Annual caps for FY2025	FY2026	FY2027
4. Raw Material Master Purchase Agreement and Bauxite Supply Framework Agreement			
(a) Raw Material Master Purchase Agreement			
Procurement of raw materials, miscellaneous items and shipping services from Mr. George Santos and/or his affiliates	US$23.0 million	US$24.1 million	US$15.3 million
(b) Bauxite Supply Framework Agreement			
Purchase of bauxite from Mr. Santony, MKU and/or their affiliates	US$120.0 million	US$180.0 million	US$240.0 million
After aggregation:	US$143.0 million	US$204.1 million	US$255.3 million

	FY2025	FY2026 to FY2035
5. Alumina Sales Contract		
Sale of alumina to Press Metal Group	1,050,000 tons[(1)]	1,575,000 tons[(1)]

Notes:

(1) We have applied for waiver from strict compliance with the monetary annual caps requirements under Rule 14A.53 of the Listing Rules. For details, please refer to the section headed "Waivers from the Stock Exchange — Waiver from Strict Compliance with the Monetary Annual Caps Requirements" in this prospectus.

(2) For illustrative purposes only, RMB has been translated at US$1 to RMB7.1733 and IDR has been translated at US$1 to IDR16,326.0000, respectively.

CONTINUING CONNECTED TRANSACTIONS EXEMPT FROM INDEPENDENT SHAREHOLDERS' APPROVAL REQUIREMENT

The following transactions are made in the ordinary and usual course of business and on normal commercial terms or better where, as our Directors currently expect, the highest applicable percentage ratio for the purpose of Chapter 14A of the Listing Rules will be more than 0.1% but less than 5% on an annual basis. Under Rule 14A.76(2)(a) of the Listing Rules, the following transactions will be subject to the announcement, reporting and annual review requirements under Chapter 14A of the Listing Rules but will be exempt from the circular (including independent financial advice) and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

1. Technical Support Framework Agreement

Background and Reasons

Historically, our Group required certain know-how and on-site technical support to implement the construction and operations of our production facilities, including our Phase I Alumina Production Project and Phase II Alumina Production Project. As such, during the Track Record Period, Nanshan Aluminium Group provided BAI with such on-site technical maintenance and know-how support services through secondment of certain selected staff. In anticipation of our Listing, we have completed the transfer of such selected staff from Nanshan Aluminium Group (excluding our Group) to our Group. For details, please refer to the section headed "History, Development and Reorganisation — Labour Transfer" in this prospectus.

We believe that the continuous cooperation and close collaboration with Nanshan Aluminium Group would be beneficial to us in terms of the stable technical and repair maintenance support, product quality and cost efficiency. Given that Nanshan Aluminium Group has a proven record and well-established business in the aluminium production industry, as well as our long business relationship, Nanshan Aluminium Group would be in an excellent position to provide tailored on-site technical support services to our Group to cater to our needs at our future expansion.

As our Group intends to increase the alumina production capacity via our New Alumina Production Project, and to provide an arrangement after the Listing, on 10 March 2025, our Company (for itself and as trustee for each member of our Group) and Nanshan Aluminium (for itself and as trustee for each member of Nanshan Aluminium Group, excluding our Group) entered into a technical support framework agreement (the "**Technical Support Framework Agreement**").

Principal Terms

Pursuant to the Technical Support Framework Agreement, Nanshan Aluminium Group (excluding our Group) shall provide on-demand technical support services as our Group may request from time to time. Such services include, among others, technical service on equipment construction, installation and testing, on-site technical repair and maintenance guidance services, through specialists and technical personnel to assist in the production of alumina products, research and development support for alumina production technology, product inspection and quality control, product improvement, skills training and assessment, scientific and technological personnel and technical personnel training. Its term is for a period commencing from the Listing Date and ending on 31 December 2027 (both dates inclusive).

Pricing Policy

The service fees shall be determined in the relevant definitive agreement(s) and will be determined based on normal commercial terms or better, with reference to, among others, (i) the prevailing market prices of similar services obtained through internal checks and research conducted by our Group; (ii) the quality and prices of comparable technical services offered by accessible Independent Third Party suppliers; and/or (iii) the expected expenses and costs and the associated labour costs to be incurred by Nanshan Aluminium Group in providing such services.

Historical Transaction Amounts

The table below sets out the historical transaction amounts during the Track Record Period:

	FY2021	FY2022	FY2023	9M2024
Historical transaction amounts .	RMB66.0 million (equivalent to US$10.4 million)[(1)]	RMB78.0 million (equivalent to US$11.5 million)[(1)]	RMB85.0 million (equivalent to US$12.0 million)[(1)]	RMB45.0 million (equivalent to US$6.3 million)[(1)]

Note:

(1) For illustrative purposes only, the exchange rates used in the calculation reflect the historical rates applied at the time of preparing the historical financial information.

Annual Caps

For FY2025, FY2026 and FY2027, the maximum aggregate annual transaction amounts under the Technical Support Framework Agreement shall not exceed the following annual caps:

	FY2025	FY2026	FY2027
Annual caps	RMB40.0 million (equivalent to US$5.6 million)[(1)]	RMB45.0 million (equivalent to US$6.3 million)[(1)]	RMB50.0 million (equivalent to US$7.0 million)[(1)]

Note:

(1) For illustrative purposes only, RMB has been translated at US$1 to RMB7.1733.

Basis of Annual Caps

The above annual caps have been determined on normal commercial terms or better with reference to among others, (i) the estimated duration of the service period, number of staff and service fees required for the New Alumina Production Project; (ii) the estimated delivery schedule of BAI in the future three years; (iii) the expected scale of operations of our Group and the corresponding needs for technical support services in connection with the New Alumina Production Project, considering the needs for such services after the transfer of selected staff from Nanshan Aluminium Group; (iv) the historical transaction amounts paid for such technical support services during the Track Record Period; and (v) any upward adjustment due to macro-economic factors such as inflation.

2. Construction Services Framework Agreement

Background and Reasons

During the Track Record Period, BAI has entered into transactions with Santony Family for the provision of construction and engineering services by Santony Family. Such construction services were required for certain projects of BAI in its ordinary and usual course of business, which include reservoir construction, water tunnel and asphalt road project, passing pipe culvert project, commercial area exhibition hall project, reinforcement of high-tension iron tower foundation and batching plant brick project (the "**Construction Services**").

With its strong local network, Santony Family is positioned to carry out the construction services we required in Indonesia. Coupled with our the existing working relationship with the Santony Family for the provision of Construction Services, our Directors believe that the entering into of the Construction Services Framework Agreement would provide convenient and helpful support to meet our needs for the construction services arising out of our alumina production activities.

In view of the above, and in anticipation of our Listing, on 10 March 2025, our Company (for itself and as trustee for each member of our Group), Mr. George Santos, Mr. Santony and MKU (for itself and as trustee for each member of MKU and its subsidiaries and affiliates ("**MKU Group**")) entered into the Construction Services Framework Agreement.

Principal Terms

Pursuant to the Construction Services Framework Agreement, each of Mr. George Santos, Mr. Santony and MKU agrees to, and procures their affiliates to agree to, severally provide the respective Construction Services to our Company. Its term is for a period commencing from the

Listing Date to 31 December 2027 (both dates inclusive), renewable for a further period of three years by mutual agreement subject to compliance with the Listing Rules and applicable laws and regulations.

Pricing and Pricing Policy

The service fee payable for the Construction Services shall be determined in the relevant definitive agreement(s) and will be determined based on normal commercial terms or better, with reference to, among others, (i) the prevailing market prices of similar services obtained through internal checks and research conducted by our Group; (ii) the quality and prices of comparable construction services offered by accessible Independent Third Party suppliers; and (iii) the expected expenses and costs and the associated labour costs as incurred by Santony Family in providing such services.

Historical Transaction Amounts

The table below sets out the historical transaction amounts for the Construction Services during the Track Record Period:

	FY2021	FY2022	FY2023	9M2024
Historical transaction amounts .	IDR229,571.2 million (equivalent to US$16.0 million)[(1)]	IDR16,761.9 million (equivalent to US$1.1 million)[(1)]	IDR30,242.7 million (equivalent to US2.0 million)[(1)]	IDR72,271.6 million (equivalent to US$4.6 million)[(1)]

Note:

(1) For illustrative purposes only, the exchange rates used in the calculation reflect the historical rates applied at the time of preparing the historical financial information.

Annual Caps

For FY2025, FY2026 and FY2027, the maximum aggregate annual transaction amounts under the Construction Services Framework Agreement shall not exceed the following annual caps:

	FY2025[(2)]	FY2026[(2)]	FY2027[(2)]
Annual caps	IDR148,500.0 million (equivalent to US$9.1 million)[(1)]	IDR22,000.0 million (equivalent to US$1.3 million)[(1)]	IDR11,000.0 million (equivalent to US$0.7 million)[(1)]

Notes:

1. For illustrative purposes only, IDR has been translated at US$1 to IDR16,326.0000.

2. The annual cap for FY2025 is expected to increase as compared to the corresponding historical transaction figures during the Track Record Period, mainly due to the majority of the Construction Services required during the period for our New Alumina Production Project, consistent with the construction schedule, which are expected to complete construction and commence production operation for the first one million tons of alumina per annum and second one million tons of alumina per annum in the second half of 2025 and the second half of 2026, respectively. Majority of the Construction Services, including preparation works and land leveling, which are the initial phases for laying the foundation for the project, are undertaken in FY2024 and FY2025. These activities are essential to prepare the site for subsequent construction and operational phases. As such, FY2024 and FY2025 are the peak construction period for preparation works and land leveling in connect with the expansion of our production capacity. The amount of the annual cap for FY2026 is lower than that for FY2025, as the majority of the construction work for preparation works and land leveling is completed in FY2025 and fewer Construction Services are expected to be required, leading to a reduction in the annual cap. The lower annual cap reflects the natural progression of a large-scale construction project, where initial phases in FY2024 and FY2025 demand higher expenditures and followed by a tapering of construction needs in FY2026 as our New Alumina Production Project reaches completion. The annual cap for FY2027 is lower than that of FY2026, as our New Alumina Production Project is expected to be completed in the second half of 2026. The remaining construction work in FY2027 only primarily relates to finalising ancillary facilities and variation orders for construction work that may arise during the operation of our New Alumina Production Project.

Basis of Annual Caps

The above annual caps have been determined on normal commercial terms or better with reference to, among others, (i) the service fees in relation to the Construction Services payable to the Santony Family by BAI for the Track Record Period; (ii) the construction schedule of and the expected scope of work in relation to the New Alumina Production Project and the estimated amount to be recognised; and (iii) the other expected demand from our Group for the Construction Services, including the expected maintenance work for FY2025, FY2026 and FY2027.

NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS

The following transactions are made in the ordinary and usual course of business and on normal commercial terms or better where, as our Directors currently expect, the highest applicable percentage ratio for the purpose of Chapter 14A of the Listing Rules will be more than 5% on an annual basis. As such, the following transactions will be subject to the annual review, announcement, reporting, circular (including independent financial advice) and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

3. Procurement Framework Agreement

Background and Reasons

During the Track Record Period, BAI has from time to time purchased certain equipment, machinery and consumables and other services from Nanshan Aluminium and its associates, for our alumina production process and for the construction of our production facilities including our Phase I Alumina Production Project and Phase II Alumina Production Project. The equipment, machinery and consumables include diesel generator, cooling tower, air compressor, dehumidifier, dust collector, steel, arc suppression coil, masks and others.

Given the business track record of Nanshan Aluminium Group, as well as our long-term cooperation with Nanshan Aluminium Group and its familiarity with our requests, we consider that the continuing cooperation with Nanshan Aluminium Group would be beneficial to our Group in ensuring stability of access to such equipment, machinery and consumables which would further contribute to our operational efficiency.

In view of the above, and in anticipation of our Listing, on 10 March 2025, our Company (for itself and as trustee for each member of our Group) and Nanshan Aluminium (for itself and as trustee for each member of Nanshan Aluminium Group, excluding our Group) entered into a procurement framework agreement (the "**Procurement Framework Agreement**").

Principal Terms

Pursuant to the Procurement Framework Agreement, our Group will purchase equipment, machines, spare parts, auxiliary materials, consumables and other items and services (collectively, the "**Items**") that are to be used by our Group in its production and operations. Prior to each relevant procurement, relevant members of our Group and Nanshan Aluminium Group (excluding our Group) will enter into specific procurement agreements and/or confirmatory documents (such as orders). Its term is for a period commencing from the Listing Date to 31 December 2027 (both dates inclusive), and may be renewed for a further period of three years by mutual agreement subject to compliance with the Listing Rules and applicable laws and regulations.

Pricing and Pricing Policy

The terms of the Procurement Framework Agreement (including the amount of consideration payable by our Group and the payment terms) shall be on normal commercial terms and on terms which from, among other things, our Group's perspective, are no less favourable to our Group than those which our Group can obtain from other Independent Third Party suppliers.

The amount payable by our Group under the Procurement Framework Agreement shall be determined on a cost plus basis, with a margin of no more than 5% with reference to, among others, the following factors when determining the amount payable by our Group under individual agreements: (i) the prevailing market prices of similar Items obtained through internal checks and research conducted by our Group; and (ii) the expected expenses and costs to be incurred by Nanshan Aluminium Group (excluding our Group) in providing such Items.

Historical Transaction Amounts

The table below sets out the historical transaction amounts paid by our Group to Nanshan Aluminium Group during the Track Record Period:

	FY2021	FY2022	FY2023(1)	9M2024
Historical transaction amounts	RMB405.6 million (equivalent to US$62.9 million)(2)	RMB373.5 million (equivalent to US$55.2 million)(2)	RMB67.4 million (equivalent to US$9.5 million)(2)	RMB48.3 million (equivalent to US$6.7 million)(2)

Note:

(1) The historical transaction amount recorded in FY2023 and 9M2024 were significantly lower compared to FY2021 and FY2022. This was primarily due to the higher procurement needs of Items from Nanshan Aluminium and its associates for the construction of our production facilities including our Phase I Alumina Production Project and Phase II Alumina Production Project in FY2021 and FY2022.

(2) For illustrative purposes only, the exchange rates used in the calculation reflect the historical rates applied at the time of preparing the historical financial information.

Annual Caps

For FY2025, FY2026 and FY2027, the maximum aggregate annual transaction amounts under the Procurement Framework Agreement shall not exceed the following annual caps:

	FY2025(2)	FY2026(2)	FY2027(2)
Annual caps	RMB1,400.0 million (equivalent to US$195.2 million)(1)	RMB500.0 million (equivalent to US$69.7 million)(1)	RMB200.0 million (equivalent to US$27.9 million)(1)

Notes:

(1) For illustrative purposes only, RMB has been translated at US$1 to RMB7.1733.

(2) The annual cap for FY2025 is significantly higher than the historical figures of 9M2024 (on an annualised basis), mainly due to our Group's planned procurement of majority of the Items in FY2025, which aligns with the timetable of our New Alumina Production Project. FY2024 and FY2025 account for the completion of the main preparation works and land leveling, which lay the foundation for the New Alumina Production Project. During the preparation and land leveling phase, the procurement needs of the Items are significantly lower, as these stages primarily focus on groundworks. Immediately following the completion of the preparation works and land leveling, FY2025 also marks the peak procurement phase of our New Alumina Production Project, driven by the acquisition of machinery and equipment and procurement of consumables, spare parts, and auxiliary materials needed for construction and equipment installation for our alumina production and ancillary facilities, including expansion of coal gasification plant and deep-water port. The expected operation commencement date for the first one million tons per annum of our New Alumina Production Project is in the second half of 2025 and it marks the transition from construction phase to production phase. The annual cap for FY2026 is lower than that of FY2025, as procurement needs taper off as the project progresses further into the production phase with the expected operation commencement date for the second one million tons per annum in the second half of 2026. The lower annual cap reflects the reduced needs of procurement activities, while taking into account regular operational needs as the project reaches production phase. The decrease in the annual cap from FY2026 to FY2027 reflects the shift in procurement needs, as we will primarily focus on the purchase of spare parts for equipment, consumables and auxiliary materials for operational and production use in FY2027. This reflects the anticipated completion and operationalisation of the production facilities under our New Alumina Production Project by the second half of 2026, thereby reducing the need for large-scale procurement associated with construction.

Basis of Annual Caps

The aforementioned annual caps have been determined on normal commercial terms with reference to, among others, (i) the prevailing market rates for the similar types of Items; (ii) the historical transaction amounts paid by us for the procurement of Items from Nanshan Aluminium Group, in particular, for the entire Phase I Alumina Production Project and Phase II Alumina Production Project over the past years; and (iii) the expected demand for the Items required for our New Alumina Production Project.

4. Raw Material Master Purchase Agreement and Bauxite Supply Framework Agreement

(a) Raw Material Master Purchase Agreement

Background and Reasons

During the Track Record Period, BAI has been entering into transactions with Mr. George Santos and/or his affiliates ("**Santos Affiliates**"), in which Santos Affiliates, as sourcing agent, have sourced certain raw materials including bauxite, coal and other raw materials (the "**Raw Materials**") and the relevant shipping and logistic services as arranged by Santos Affiliates including providing freight forwarding services and arranging transportation of the Raw Materials to our port ("**Shipping Services**"), as well as provided various miscellaneous items, consumables and other goods such as concrete, diesel fuel, gas, plastic barrel and scrap material, etc. (the "**Miscellaneous Items**"), based on our instructions through certain individual agreement(s).

Santony Family, which include Mr. George Santos, operates certain bauxite mines in Indonesia and has a strong network to source raw materials. As such, our Company is of the view that the entering into of the Raw Material Master Purchase Agreement will enable our Group to maintain its smooth operation by securing such raw materials procurement arrangement. We believe that, with the Raw Material Master Purchase Agreement, our Group can continue to secure a stable supply of raw materials and required items for the use in our production process, and leverage the strong business network of Santos Affiliates. Furthermore, as advised by Frost & Sullivan, the arrangement of the purchase of the Raw Materials and the related Shipping Services is normal within the alumina industry.

As our production capacity of alumina is expected to increase, the entering into of the Raw Material Master Purchase Agreement would enable our Group to procure the necessary raw materials and consumables we required in accordance with our production plan through a reliable and stable source and at a reasonable price, thereby saving time and costs for us in sourcing such materials or items as required.

In view of the above, and in anticipation of our Listing, on 10 March 2025, our Company (for itself and as trustee for each member of our Group) and Mr. George Santos (for himself and as trustee of its affiliates) entered into a framework agreement (the "**Raw Material Master Purchase Agreement**") which specifies the terms and conditions for the procurement of the Raw Materials and related Shipping Services and Miscellaneous Items in the future.

Principal Terms

Under the Raw Material Master Purchase Agreement, Mr. George Santos agrees to, or procures Santos Affiliates to source or provide, the Raw Materials and related Shipping Services and Miscellaneous Items to our Company, as part of its normal and ordinary course of business, subject to the annual caps as set out in the Raw Material Master Purchase Agreement. Its term is for a period commencing from Listing Date and ending 31 December 2027 (both dates inclusive), renewable for a further period of three years by mutual agreement subject to compliance with the Listing Rules and applicable laws and regulations.

Pricing and Pricing Policy

The fees payable under the Raw Material Master Purchase Agreement shall be determined on the cost-plus basis, i.e. the actual costs of procurement of the Raw Materials (which include the relevant costs for the related Shipping Services) or Miscellaneous Items, plus a reasonable margin, taking into account factors such as quality and specifications of the Raw Materials and

Miscellaneous Items (where applicable) and the freight rate (for the Shipping Services). The margin would be generally determined based on the prices charged by accessible Independent Third Party.

The fees payable for the Raw Materials and related Shipping Services and Miscellaneous Items purchased under the Raw Material Master Purchase Agreement shall be determined as specified in the relevant definitive agreement.

Historical Transaction Amounts

The table below sets out the historical transaction amounts for the purchase of Raw Materials (and the related Shipping Services) and Miscellaneous Items during the Track Record Period:

	FY2021	FY2022	FY2023	9M2024
Historical transaction amounts	US$10.9 million	US$9.1 million	US$13.5 million	US$13.3 million

(b) Bauxite Supply Framework Agreement

Background and Reasons

During the Track Record Period, BAI has been entering into transactions with members of Mr. Santony, MKU and/or their affiliates ("**Santony/MKU Affiliates**"), in which BAI as buyer and members of Santony/MKU Affiliates as seller agreed to purchase and sell metallurgical grade bauxite, respectively.

Mr. Santony, an operator of private bauxite mines in Indonesia, possesses a robust local network for raw material sourcing. MKU is principally engaged in bauxite mining and trading business and is a bauxite supplier with its own bauxite mines in Indonesia. We consider maintaining a strong rapport with the Santony Family is advantageous to the consistent supply of quality bauxite to our Group.

In this regard and in anticipation of our Listing, on 10 March 2025, our Company (for itself and as trustee for each member of our Group), and Mr. Santony and MKU (for themselves and as trustee for each member of the Santony/MKU Affiliates) entered into a bauxite supply framework agreement (the "**Bauxite Supply Framework Agreement**") to specify the terms and conditions for the procurement of bauxite by our Group upon Listing.

Our Directors believe that the entering into of the Bauxite Supply Framework Agreement allows our Group to secure a long-term supply arrangement for bauxite, and such arrangement would assist our Group in producing our products and would be favourable to our smooth operation. We believe that would deepen our cooperation with Mr. Santony and/or MKU, and allow our Group to leverage the strength and strong foundation Mr. Santony or MKU in Indonesia and capture the opportunities in alumina industry ahead. By securing the supply of bauxite, being one of the important raw materials for the production of our products, we consider that our operation would be less likely to face interruption and thereby providing our Group with a reliable income source and positive impact on our financial performance.

Principal Terms

Under the Bauxite Supply Framework Agreement, relevant members of our Group (including BAI) purchase metallurgical grade bauxite which shall be directly supplied by Santony/MKU Affiliates. Its term is for a period commencing from the Listing Date to 31 December 2027 (both dates inclusive), renewable for a further period of three years by mutual agreement subject to compliance with the Listing Rules and applicable laws and regulations.

Pricing and Pricing Policy

The consideration under the Bauxite Supply Framework Agreement is determined between the parties based are on normal commercial terms or better. In particular, the price of the such bauxite to be delivered under the Bauxite Supply Framework Agreement shall be agreed by the parties in definitive supply agreement by reference to the prevailing market price on a FOB or CIF basis as adjusted according to the variation of specifications of the bauxite provided, such as the content of aluminium oxide and silicon dioxide. The market price of the bauxite will be determined by reference to, among other things, (i) the prevailing market price of similar products as publicly announced on public websites, if any; or (ii) the pricing terms of bauxite of comparable quality, specifications, quantities and required time of delivery offered by the Independent Third Party suppliers to our Group. The purchase price shall be determined by our Group and Santony/MKU Affiliates from time to time and specified in the relevant definitive agreement.

Historical Transaction Amounts

The table below sets out the historical transaction amounts for the purchase of the said directly-supplied bauxite from Santony/MKU Affiliates during the Track Record Period:

	Historical transaction amounts for			
	FY2021	**FY2022**	**FY2023(1)**	**9M2024(1)**
Historical amounts	US$29.9 million	US$50.6 million	US$21.7 million	US$11.8 million

Note:

1. The historical transaction amounts for the Bauxite Supply Framework Agreement recorded for FY2023 and 9M2024 were significantly lower than the historical transaction amounts recorded in FY2021 and FY2022 due to the export ban on bauxite imposed by the Indonesian government in June 2023. As confirmed by Frost & Sullivan, during this period, there is a temporary over-supply of bauxite in Indonesia as bauxite suppliers sought to liquidate their stock domestically and some local bauxite mines were shut down temporarily due to the over-supply. This temporary over-supply drove bauxite prices lower in the domestic market and allowed our Group to diversify our supplier mix and develop new supplier-customer relationships. In particular, as confirmed by Frost & Sullivan, the temporary over-supply was considered to be a consequence of the export ban, which was only a one-off event and had a greater impact on small and medium-sized mine owners in Indonesia, who were on one hand more vulnerable to external challenges, including policy changes, yet on the other hand able to act more swiftly in response to such changes by shifting their focus to domestic market. As such, suppliers which were previously not active in domestic markets redirected their bauxite supply to the domestic market, creating new opportunities for our Group to approach them and initiate transactions. By engaging with these suppliers, our Group was able to test the quality of their bauxite to evaluate its impact on our operations and alumina production processes.

   In contrast, based on our understanding, Santony/MKU Affiliates, as well-established private mine owners in Indonesia, were less affected by the temporary over-supply compared to small and medium-sized mine owners, and given their greater resilience to sudden market changes resulting from policy changes, they could navigate market fluctuations during this period. As a result, during the second half of 2023 and 9M2024, our Group strategically and primarily sourced bauxite with other independent suppliers domestically, leading to less procurement from Santony/MKU Affiliates.

Annual Caps

For FY2025, FY2026 and FY2027, the maximum aggregate annual transaction amounts under the Raw Material Master Purchase Agreement and the Bauxite Supply Framework Agreement shall not exceed the following aggregate annual caps:

	FY2025	FY2026	FY2027
Raw Material Master Purchase Agreement	US$23.0 million[(1)]	US$24.1 million[(1)]	US$15.3 million[(1)]
Bauxite Supply Framework Agreement	US$120.0 million[(2)]	US$180.0 million[(2)]	US$240.0 million[(3)]
Aggregated annual caps	**US$143.0 million**	**US$204.1 million**	**US$255.3 million**

Notes:

(1) The annual caps for FY2025 and FY2026 under the Raw Material Master Purchase Agreement are larger than our historical figures during the Track Record Period, primarily due to our Group's expected increase in the procurement of concrete and diesel required for the construction of facilities and production purposes under our New Alumina Production Project. The annual caps remain relatively consistent across FY2025, and FY2026. The concrete and diesel procurement aligns with the timeline of our New Alumina Production Project, where the majority of construction works requiring concrete occur in FY2024 and FY2025 while diesel will be used for production-related activities as the project progresses. While construction activities under our New Alumina Production Project taper off in FY2026, the caps allow for flexibility to address residual procurement needs of concrete during the finalisation phase of the project and for other supporting auxiliary facilities from time to time.

The slight increase in the annual cap for FY2026 compared to FY2025 also reflects our Group's expected increase in the procurement of Raw Materials scaling with our increased production capacity reaching 4 million tons per annum in FY2026. The decrease in the annual cap from FY2026 to FY2027 reflects the anticipated completion and operation of the production facilities under our New Alumina Production Project. As our New Alumina Production Project is expected to be completed in the second half of 2026, the procurement of concrete through Santos Affiliates is anticipated to substantially decrease in FY2027.

(2) The annual cap for FY2026 under the Bauxite Supply Framework Agreement is higher than that for FY2025. This is mainly because of our Group's plan to continue to purchase more bauxite from Santony/MKU Affiliates in view of (i) our Group's expected increase in production capacity of alumina to three million tons per annum in the second half of 2025 and to four million tons per annum in the second half of 2026 from our New Alumina Production Project, which will result in a corresponding increase in our bauxite required for production in FY2025 and FY2026, respectively. In particular, refining bauxite into alumina typically requires 2 to 3 tons of bauxite per ton of alumina, as confirmed by Frost & Sullivan. The annual caps for FY2025 and FY2026 therefore respectively reflect a normal procurement amount required for production (representing a portion of the total amount of bauxite required) and aligned with our Group's increased production capacity; (ii) Santony/MKU Affiliates as supplier ensure a consistent supply of bauxite, supporting our Group's increased production capacity under our New Alumina Production Project; and (iii) as confirmed by Frost & Sullivan, the anticipated recovery of market conditions in the local bauxite mining industry and the gradual stabilisation of bauxite mining operations following the temporary shutdown of certain local bauxite mines due to the export ban imposed by the Indonesian government.

(3) The increase in the annual cap from FY2026 to FY2027 reflects the growth in our production capacity, driven by the completion and full operation of the additional two million tons per annum of our designed production capacity under our New Alumina Production Project. This increase accounts for the corresponding rise in bauxite procurement needed to support our expanded production capacity.

Despite the increase in the annual transaction amounts of bauxite to be purchased from Santony/MKU Affiliates as demonstrated in the annual caps for the Bauxite Supply Framework Agreement, our Directors consider that we do not have material reliance on Mr. Santony, Mr. George Santos and/or his associates, even if there is any such reliance, any change in the relationship between our Group and Santony Family will not have a material adverse impact on our Group's business as our Group is able to effectively mitigate its risk exposure. In particular:

(a) our Group can find substitute suppliers for bauxite in Indonesia with the abundant supply of good quality bauxite locally. Since bauxite is a commodity that is traded in bulk and readily available in Indonesia, it could be supplied easily by other suppliers locally. With the aid of our deep-water port, we can also shift to obtaining bauxite from alternative suppliers easily through sourcing locally within West Kalimantan of Indonesia or other parts of Indonesia in a timely manner;

(b) our Group has made considerable effort and formulated a solid plan to purchase bauxite from Independent Third Parties, and will continue to search for cooperation with more Independent Third Party bauxite suppliers with an aim to reduce reliance;

(c) according to Frost & Sullivan, it is common for alumina companies in Indonesia to purchase bauxite from a single or major supplier and it is unlikely for companies in the same line of business as our Company to break off the business relationship with a major supplier; and

(d) in any event, the relationship between our Group and Santony/MKU Affiliates is mutual and complementary to each other, and unlikely to be materially and adversely changed or terminated. Our Directors believe that our Group and Santony/MKU Affiliates will continue to have such a long and stable business relationship as the cooperation between our Group and Santony Family began in 2012 and since then, our Group has been an important business partner of Santony/MKU Affiliates. Since the commencement of our Group's business relationship with Santony/MKU Affiliates up to the Latest Practicable Date for over twelve years, there has not been any material disruption in the business relationship between the parties. Also, with such equity investment relationship in our Group, our Company expects that the business relationship between our Group and Santony Family will continue and remain mutually beneficial and unchanged.

Basis of Annual Caps

The above annual caps have been determined on normal commercial terms or better with reference to, among others:

In relation to the Raw Material Master Purchase Agreement:

(i) the volume of historical transactions for the purchase of the Raw Materials, Shipping Services and Miscellaneous Items;

(ii) the expected demand for the Raw Materials, Shipping Services and Miscellaneous Items based on our projected production capacity; and

(iii) the prevailing market conditions relating to in the demand and/or prices of the Raw Materials, Shipping Services and Miscellaneous Items.

In relation to the Bauxite Supply Framework Agreement:

(i) the volume of the total demand for bauxite of BAI in the past;

(ii) the expected production capacity for our Alumina Production Projects and the corresponding expected demand for bauxite in satisfying our needs for the alumina production; and

(iii) the estimated future demand for bauxite, market conditions, operation and business environment.

5. Alumina Sales Contract

Background and Reasons

Pursuant to the BAI Shareholders' Agreement, Press Metal shall enter into long-term agreement(s) with BAI to purchase (i) a certain quantity of the alumina produced by the refinery plant of BAI in Bintan Island, Indonesia prior to the completion of the Phase I Alumina Production Project and Phase II Alumina Production Project, and (ii) between the certain quantity of the alumina produced and up to 1.5 million tons of which produced by such refinery plant, upon completion of the Phase I Alumina Production Project and Phase II Alumina Production Project (the "**Alumina Offtake Arrangement**").

Such Alumina Offtake Arrangement shall be for a term of a least 10 years, provided that BAI, GAI and Press Metal agree to re-negotiate the terms of the Alumina Offtake Arrangement in the event that Press Metal ceases to be a shareholder of BAI. For the avoidance of doubt, despite the termination of the BAI Shareholders' Agreement as part of our Reorganisation, the Alumina Offtake Arrangement was not terminated and shall survive and continue in full force.

Such Alumina Offtake Arrangement is incidental to the entering into of the BAI Shareholders' Agreement and this mutually beneficial relationship allows our Group to secure a strong and consistent customer while leveraging Press Metal Group's considerable demand for alumina products. Press Metal is a company with its shares listed on the Bursa Malaysia (stock code: 8869) and as confirmed by Frost & Sullivan, Press Metal Group is the largest aluminium producer in Southeast Asia.

Pursuant to the Alumina Offtake Arrangement, BAI as seller and Press Metal (subsequently novated to one of its subsidiaries) as buyer entered into an alumina sales contract on 20 November 2020 (the "**Original Alumina Sales Contract**"), to set out the terms and conditions in relation to the Alumina Offtake Arrangement. On 20 November 2024, a termination agreement was entered into to terminate the Original Alumina Sales Contract with effect from 1 January 2025.

BAI and Press Metal entered into a legally-binding term sheet on 18 June 2024 and for the purpose of listing, BAI and Press Metal entered into an alumina sales contract on 13 November 2024, which shall govern the sale and purchase of alumina between BAI and Press Metal from 1 January 2025 onwards, and as subsequently novated by Press Metal to Press Metal Bintulu Sdn. Bhd. ("**PMB**"), a non-wholly owned subsidiary of Press Metal on 14 January 2025 (the "**Alumina**

Sales Contract", together with the Original Alumina Sales Contract, the "**Alumina Sales Contracts**"). Save as disclosed in this section, the material contract terms of the Alumina Sales Contract remained unchanged as compared to the Original Alumina Sales Contract.

Principal Terms

The Alumina Sales Contract provides the mechanism for the operation of sale and purchase of sandy calcined metallurgical grade alumina from our alumina production projects. It is envisaged that from time to time as required, individual sale agreements will be entered into between BAI and PMB in compliance with the terms and conditions set out in the Alumina Offtake Arrangement. Each sale agreement for the sale and purchase of alumina from our alumina production projects will set out, among others, the specifications, price, payment terms, shipment schedules, delivery terms, and other usual conditions (including those dealing with weights and assays, title and risk, insurance requirements and termination rights) provided that such terms and conditions must be on normal commercial terms.

During the original term of the Original Alumina Sales Contract of a period from 1 January 2021 to 31 December 2030, the annual quantity committed to Press Metal Group as the buyer corresponds to the Alumina Offtake Agreement, in particular, after completion of our New Alumina Production Project, Press Metal Group shall purchase a certain quantity of alumina produced by the said refinery plant and subject to a maximum of 1.5 million tons of alumina per annum.

The Alumina Sales Contract shall govern the sale and purchase of alumina from 1 January 2025 onwards. Its term is for a period of 10 years commencing from 1 January 2025, provided that the parties agree to renegotiate the terms if Press Metal ceases to be a shareholder of BAI (whether direct or indirect). The Original Alumina Sales Contract shall be terminated and the parties shall conduct the transactions pursuant to the Alumina Sales Contract commencing from 1 January 2025. In the event of a change of material term(s) of the Alumina Sales Contract, our Group will re-comply with the provisions of Chapter 14A of the Listing Rules as and when required upon or after Listing.

The Alumina Sales Contract may be terminated by notice by the non-breaching party upon various grounds of termination, including (a) inability of the breaching party to remedy a breach within the stipulated timeframe; (b) the breaching party committing a non-remediable breach of any of the material terms and conditions; or (c) insolvency of the breaching party.

Pursuant to Rule 14A.52 of the Listing Rules, the period for continuing connected transactions must not exceed three years, except in cases where the nature of the transactions requires the contract to be of a duration longer than three years. The Alumina Sales Contract shall govern the sale and purchase of alumina from 1 January 2025 onwards and it is for a period of 10 years commencing from 1 January 2025.

With respect to the longer term of the Alumina Sales Contract, based on the information provided by our Company, the representations and confirmations provided by our Company to the Sole Sponsor, and the Sole Sponsor's due diligence works, the Sole Sponsor is of the view that it is in accordance with normal business practice for agreements of this type and it is common for the Alumina Sales Contract to have a term longer than three years, due to the following reasons:

(a) the ability to produce, sell and distribute alumina produced from our alumina production projects is core to our Group's business. Considering the nature of our Group's business and our investment relationship with Press Metal Group, any disruption to this relationship or the need to renegotiate terms every three years would have a detrimental effect on the business continuity and successful operation of our Group;

(b) the Alumina Sales Contract were agreed in connection with, the investment of Press Metal Group in our Group in 2019, reflecting the basis upon which Press Metal Group's investments into our Group were made, and renegotiating and amend the terms of the Alumina Sales Contract would unnecessarily increase our administrative costs; and

(c) as advised by Frost & Sullivan, it is common in the alumina industry that such supply, offtake and distribution arrangements agreements are fixed with a long term more than three years. Hence, our Directors, including our independent non-executive Directors, are of the view that it is normal business practice for agreements such as the Alumina Sales Contract to be of such relatively long duration.

Our Company believes that the nature of our Group's business and the market in which it operates requires that the tenure of the Alumina Sales Contract exceed three years and it is the normal business practice for contracts of this type to be of such duration.

Products and Offtake Allocation

Pursuant to the Alumina Sales Contract, when the production capacity of BAI is two million tons, PMB shall purchase one million tons of alumina, and when BAI's production capacity reaches three million tons, PMB's annual purchase volume shall be 1.5 million tons, and the quantity for the subsequent year shall be determined no later than the end of October of the current year. For capacities between these thresholds, the applicable sales quantity defaults to the lower defined threshold until the next production capacity level is reached.

Pricing and Pricing Policy

The pricing will be determined with reference to, among others, (i) the applicable Alumina pricing indices, (ii) average alumina prices that are consistent with the prevailing international market rates for similar quality of alumina, and (iii) the bidding prices from other customers.

Historical Transaction Amounts and Volumes

The table below sets out the relevant historical transaction amounts and volumes during the Track Record Period:

	Historical transaction amounts/volumes for			
	FY2021	**FY2022**	**FY2023**	**9M2024**
Historical amounts	US$126.7 million	US$249.0 million	US$318.9 million	US$364.7 million
Historical transaction volumes *('000 tons)*	334.1	629.5	920.0	856.2

Annual Caps

The maximum aggregate annual transaction volume under the Alumina Sales Contract shall not exceed the following non-monetary annual caps:

	FY2025	**FY2026 to FY2035**
	('000 tons)	*('000 tons)*
Non-monetary annual caps (in terms of sales volume of alumina)[(1)]	1,050	1,575

Note:

(1) We have applied for waiver from strict compliance with the monetary annual caps requirements under Rule 14A.53 of the Listing Rules. For details, please refer to the section headed "Waivers from the Stock Exchange — Waiver from Strict Compliance with the Monetary Annual Caps Requirements" in this prospectus.

Basis of Annual Caps

The above annual caps are determined on normal commercial terms with reference to the terms of the Alumina Sales Contract, in particular, among others, (i) the sales quantity in which PMB shall purchase one million tons of alumina annually when BAI's production capacity is two million tons, and PMB shall purchase 1.5 million tons of alumina annually when BAI's production capacity reaches three million tons; and (ii) an additional 5% shipping tolerance on the sales quantity on individual shipment.

Durations of Alumina Sales Contract and Bauxite Supply Framework Agreement

The differing durations of the Alumina Sales Contract (i.e., 10 years) and the Bauxite Supply Framework Agreement (i.e., 3 years) reflect the distinct market conditions and strategic considerations in the alumina and bauxite market segments.

For alumina, as confirmed by Frost & Sullivan, the downstream market is characterised by a relatively stable demand base, where customers, including aluminium producers, prefer long-term agreements to secure consistent supply. In particular, as confirmed by Frost & Sullivan, aluminium producers rely on alumina as a key input for their operations, and any disruption in supply could significantly impact their production processes. To ensure security of supply, downstream customers often prefer long-term supply arrangements, which provide them with stability and predictability in managing their input costs and production planning. A 10-year duration for the Alumina Sales Contract allows our Group to foster stronger relationships with our key customer, ensure stable revenue streams, and mitigate potential fluctuations in market demand and volatility. This long-term arrangement also aligns with our Group's production capacity planning and operational stability, especially as it scales up production with the New Alumina Production Project. For details, please refer to the section headed "Business — Sales and Marketing — Our customers — Our customer concentration and cooperation with Press Metal" in this prospectus.

In contrast, the bauxite supply market in Indonesia has experienced temporary over-supply due to the export ban imposed by the Indonesian government in June 2023. These dynamics have resulted in favourable pricing conditions for our Group. A shorter 3-year term for the Bauxite Supply Framework Agreement provides greater flexibility for our Group to renegotiate terms periodically in response to shifting market conditions. This flexibility enables our Group to optimise costs, explore alternative sourcing opportunities, and adapt to any changes in the regulatory or market environment.

The respective durations of these agreements are tailored to meet our Group's strategic needs. The Alumina Sales Contract align with the steady demand and preferences of downstream customers, securing long-term revenue stability, while the Bauxite Supply Framework Agreement allows our Group to optimise our procurement strategy in response to competitive market conditions, ensuring flexibility and supply chain resilience.

Sensitivity analysis

To illustrate how different alumina prices affect the monetary values under the Alumina Sales Contract, the table below sets forth the estimated annual transaction amount between 2025 and 2035, assuming a volume equals to the proposed annual caps has been off-taken in each year, under the following scenarios: (i) the alumina price has remained at US$750.65 per ton, being the highest API during the Track Record Period and until 30 November 2024; (ii) the alumina price has remained at US$217.85, being the lowest API during the Track Record Period and until 30 November 2024; (iii) the alumina price has remained at US$377.59, being the average API during the Track Record Period and until 30 November 2024; (iv) the alumina price has remained at US$502.20, being the API at June 2024; and (v) the alumina price has remained at US$529.79, being the API at September 2024.

Year	2025	2026–2035
Annual cap *('000 tons)*	1,050	1,575
Annual transaction amount *(US$ million)*		
At US$750.65 per ton of alumina	788.2	1,182.3
At US$271.85 per ton of alumina	285.4	428.2
At US$377.59 per ton of alumina	396.5	594.7
At US$502.20 per ton of alumina	527.3	791.0
At US$529.79 per ton of alumina	556.3	834.4

INTERNAL CONTROL MEASURES

In order to ensure that the terms under relevant framework agreements for the continuing connected transactions are fair and reasonable, and no less favourable to us than terms available to or from Independent Third Parties, and the connected transactions are carried out under normal commercial terms, we will adopt the following internal control procedures to review the pricing under the continuing connected transactions as contemplated under the aforementioned agreements, and to confirm that the price are fair and reasonable and on normal commercial terms or better from our Company's perspective:

(a) with respect to the Alumina Sales Contract and Bauxite Supply Framework Agreement, as part of our ordinary operation, our marketing department will constantly monitor the outlook of the global alumina market, and the movement and trend of the prices of alumina products and bauxite around the world from reliable sources. The relevant findings will be reported to the senior management and our Board. In particular, we have subscribed to authoritative market reports issued by well-known industry expert to keep abreast of the latest development and price trend of the global alumina and bauxite market. The market knowledge enables our Directors to assess whether the prices are on normal commercial terms or better;

(b) in the event that our Directors consider the existing information is not sufficient for a thorough assessment of the fairness and reasonableness of the pricing and wish to obtain additional expert advice, our Directors may, at our Company's cost, consult external independent industry adviser or expert on the latest market environment and the fairness and reasonableness of the prices;

(c) we will adopt and implement a management system on connected transactions. Under such system, the audit committee under our Board is responsible for the review on compliance with relevant laws, regulations, our Company's policies and the Listing Rules in respect of the continuing connected transactions. In addition, the audit committee under our Board, our Board and various internal departments of our Company (including but not limited to the finance department and legal department) are jointly responsible for evaluating the terms under framework agreements for the continuing connected transactions, in particular, the fairness of the pricing policies and annual caps under each transaction;

(d) the audit committee under our Board, our Board and various internal departments of our Company also regularly monitor the fulfilment status and the transaction updates under the framework agreements. In addition, the management of our Company also regularly reviews the pricing policies of the framework agreements;

(e) our independent non-executive Directors will conduct annual review of the continuing connected transactions under the framework agreements and provide annual confirmation to ensure that the transactions are conducted (i) in the ordinary and usual course of business of our Group; (ii) on normal commercial terms or better; and (iii) according to the agreement governing them on terms that are fair and reasonable and in the interests of our Company and our Shareholders as a whole, in accordance with the Listing Rules;

(f) our auditors will provide annual confirmation to our Board confirming that there has not been anything that have come to their attention that causes them to believe that the continuing connected transactions: (i) have not been approved by our Board; (ii) were not, in all material respects, in accordance with the pricing policies of our Group; (iii) were not entered into, in all material respects, in accordance with the relevant agreement governing the transactions; and (iv) have exceeded the cap; and

(g) when considering the service fees, and other fees provided to us by the above connected persons, our Company will continue to regularly research in prevailing market conditions and practices and make reference to the pricing and terms between our Company and Independent Third Parties for similar transactions, to ensure that the pricing and terms offered by the above connected persons are fair, reasonable and are no less favourable than those offered to Independent Third Parties.

WAIVERS FROM THE STOCK EXCHANGE

Waiver from Strict Compliance with the Announcement, Circular and Independent Shareholders' Approval Requirements

As the material terms of each of the continuing connected transactions exempt from independent Shareholders' approval and non-exempt continuing connected transactions are disclosed in this prospectus and potential investors will participate in the Global Offering on the basis of the disclosures, our Directors consider that strict compliance with the announcement requirement, and, where applicable, the circular the independent Shareholders' approval requirements under Chapter 14A of the Listing Rules, would be impracticable and unduly burdensome and, in particular, would incur unnecessary administrative costs to our Company.

As a result, our Company has applied to the Stock Exchange for, and has been granted, subject to the condition that the value of the annual transactions shall not exceed their respective estimated annual caps as stated above:

(a) a waiver under Rule 14A.105 of the Listing Rules to exempt the transactions set out in "Continuing Connected Transactions Exempt from Independent Shareholders' Approval Requirement" in this section from strict compliance with the announcement requirement under Rule 14A.35 of the Listing Rules; and

(b) a waiver under Rule 14A.105 and Rule 14A.53(1) of the Listing Rules to exempt the transactions set out in "Non-exempt Continuing Connected Transactions" in this section from strict compliance with the announcement, circular and independent Shareholders' approval requirements under Rule 14A.35 and Rule 14A.36 of the Listing Rules.

Waiver from Strict Compliance with the Monetary Annual Caps Requirements

Rule 14A.53 requires that the listed issuer must set an annual cap for the continuing connected transactions. The cap must be: (1) expressed in monetary terms; (2) determined by reference to previous transactions and figures in the published information of the listed issuer's group. If there were no previous transactions, the cap must be set based on reasonable assumptions; and (3) approved by shareholders if the transaction requires shareholders' approval.

We have applied for a waiver from strict compliance with the requirements for monetary annual caps under the Alumina Sales Contract under Rule 14A.53 of the Listing Rules, respectively, based on the following grounds described below.

Our Directors are of the view that an annual cap with a fixed monetary amount for the transactions under the Alumina Sales Contract would impose an arbitrary ceiling on the sales of alumina to Press Metal Group which may eventually hinder the business development of our Group. The annual production volume of our alumina production projects is relatively stable and predictable, compared to the annual monetary transactional amount. Given the fluctuations in the global alumina market price, which forms the basis of determining the sales price of alumina under the Alumina Sales Contract, are beyond the control of our Company and Press Metal Group, setting a fixed monetary cap which would require an arbitrary assumption of alumina prices and exchange rates for the upcoming three years neither represents an accurate forecast of the actual transaction amounts and/or price of alumina for the relevant financial years, nor provides any meaningful information to the investors for making any informed decisions or forming any reasonable expectation with regard to the performance and management of our Company for the relevant financial years.

Unless unrealistically large amounts are set as the annual caps, a fixed monetary annual cap would unnecessarily restrain our Group from smoothly conducting or expanding our businesses in the ordinary course and as part of our normal businesses, weaken the flexibility of future development and adjustments, and lessen the competitive edge of businesses operated by our Group. The annual caps will also be easily exceeded as a result of increasing index prices and fluctuating foreign exchange rates. Such volatile movement in the index price is not within the control of, or predictable by, our Company. If we are unable to effect any required upward adjustment of monetary cap on a timely basis, or at all, it may also result in our inability to timely discharge and hence breach our contractual obligations to Press Metal Group, exposing us to potential claims. In terms of the Alumina Sales Contract, any increased alumina market price may result in increased monetary transaction amount, which in turn could lead to the annual cap being exceeded, thus setting such an annual cap in monetary terms would be inappropriate as it would not be within our Group's control as to whether the annual cap is exceeded. Further, our Directors are of the view that setting an annual cap with a fixed monetary amount would cause unnecessary disruption to our Group's operations, and would not be in the best interest of our Group and would not be commercially practicable if we are required to seek our Board's approval regularly to increase the monetary annual cap to align the cap with fluctuations in the alumina market price, considering that the convening of Board meetings shall require compliance with, among others, our internal corporate governance policy, our Articles of Association and the compliance requirements arising from our status as a listed company on the Stock Exchange. Our Directors consider an alternative non-monetary cap based on the transaction volume to be appropriate in the circumstances because it will be difficult for our Company to reasonably estimate the monetary annual cap for the transactions under the Alumina Sales Contract. Our Directors are, therefore, of the view that it is not in the interest of our Company and our Shareholders to impose an annual cap in monetary terms for the Alumina Sales Contract as prescribed by Rule 14A.53(1) of the Listing Rules.

Based on the foregoing, we believe that a waiver from strict compliance with Rule 14A.53 of the Listing Rules, under which transactions contemplated under the Alumina Sales Contract would not be subject to any monetary cap, is the most consistent with the nature of our businesses and align with the best interests of our Company and our Shareholders as a whole. Having considered the above, the Sole Sponsor is of the view that it is normal business practice for the Alumina Sales Contract to have non-monetary caps.

The Stock Exchange has granted us the waiver from strict compliance with the requirement under Rules 14A.53 of the Listing Rules in respect of the non-exempt continuing connected transactions under the Alumina Sales Contract to subject to the following conditions:

(a) our Company will comply with the announcement, circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules if there is any material change to the terms of the Alumina Sales Contract;

(b) our Company will designate a team to execute and ensure that the transactions contemplated under the Alumina Sales Contract are undertaken in accordance with the terms of the Alumina Sales Contract;

(c) the chief executive officer of our Company will use his best endeavours to supervise the compliance with the terms of the Alumina Sales Contract and applicable Listing Rules requirements to the extent not waived by the Stock Exchange on a regular basis, including (a) conducting quarterly reviews on transaction terms (pricing, volumes, delivery) to ensure alignment with the Alumina Sales Contract; (b) conducting periodic discussions with the operations team to confirm that transactions are executed in accordance with the Alumina Sales Contract and operational needs; (c) providing regular updates to the Audit Committee and the Board on transaction status, cap utilisation, and compliance risks; and (d) ensuring annual reviews by external auditors to confirm transactions comply with the Alumina Sales Contract and Listing Rules;

(d) the independent non-executive Directors and the auditors of our Company will review the transactions in relation to the Alumina Sales Contract on an annual basis and confirm in our annual reports the matters set out in Rule 14A.55 and Rule 14A.56 of the Listing Rules, respectively;

(e) our Company will disclose in this prospectus the background for entering into the Alumina Sales Contract, the terms of the Alumina Sales Contract, the grounds for the waiver sought and our Directors' and the Sole Sponsor's views on the fairness and reasonableness of the transactions under the Alumina Sales Contract;

(f) in the event of any future amendments to the Listing Rules imposing more stringent requirements than those as at the date of this prospectus on the above continuing connected transactions, our Company will take immediate steps to ensure compliance with such new requirements; and

(g) our Company will comply with other requirements under Chapter 14A of the Listing Rules.

CONFIRMATION FROM OUR DIRECTORS

Our Directors (including our independent non-executive Directors but excluding relevant Directors abstained from voting) consider that the continuing connected transactions described under "— Continuing Connected Transactions Exempt from Independent Shareholders' Approval Requirements" and "— Non-exempt Continuing Connected Transactions" above have been entered into, and will be carried out, (i) in the ordinary and usual course of our business and are on normal commercial terms or better which are fair and reasonable and in the interests of our Company and our Shareholders as a whole; and (ii) the proposed annual caps of such continuing connected transactions are fair and reasonable and in the interests of our Company and the Shareholders as a whole.

CONFIRMATION FROM THE SOLE SPONSOR

The Sole Sponsor has reviewed the relevant information and historical figures prepared and provided by our Company relating to the continuing connected transactions described under "— Continuing Connected Transactions Exempt from Independent Shareholders' Approval Requirements" and "— Non-exempt Continuing Connected Transactions" above, and have obtained confirmations from our Company. Based on the Sole Sponsor's due diligence, the Sole Sponsor concurred with the Directors' views (including the reasons in relation thereto) as described above, and is of the view that:

(i) the continuing connected transactions described above for which waivers are sought have been entered into in the ordinary and usual course of business of our Group and are on normal commercial terms which are fair and reasonable and in the interests of our Company and the Shareholders as a whole;

(ii) the proposed annual caps of such continuing connected transactions set out above are fair and reasonable and in the interests of our Company and the Shareholders as a whole; and

(iii) it is justifiable and normal business practice for the Alumina Sales Contract and the transactions contemplated thereunder to (a) have non-monetary caps; and (b) be of a duration longer than three years.

SUBSTANTIAL SHAREHOLDERS

So far as our Directors are aware, immediately following completion of the Global Offering (without taking into account any Shares which may be issued pursuant to the exercise of the Over-allotment Option and the exercise of any options which may be granted under the Share Option Scheme), the following persons will have interests or short positions in our Shares or underlying Shares which would fall to be disclosed to us and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who will be directly or indirectly, interested in 10% or more of the issued voting shares of any other member of our Group:

LONG POSITIONS IN SHARES OF OUR COMPANY

Name	Capacity/Nature of Interest	Number of Shares held at the Latest Practicable Date (1)	Percentage of shareholding as at the Latest Practicable Date	Number of Shares held/interested in after completion of the Global Offering (1)	Percentage of Shareholding after completion of the Global Offering
Nanshan Village Committee (2)	Interest in controlled corporation	70,690,891 ordinary shares (L)	70.69%	353,454,455 Shares (L)	60.09%
Mr. Song Jianbo (3)	Interest in controlled corporation	70,690,891 ordinary shares (L)	70.69%	353,454,455 Shares (L)	60.09%
Ms. Sui Yongqing (4)	Interest of spouse	70,690,891 ordinary shares (L)	70.69%	353,454,455 Shares (L)	60.09%
Nanshan Group (2)	Interest in controlled corporation	70,690,891 ordinary shares (L)	70.69%	353,454,455 Shares (L)	60.09%
Yili Electric (2)	Interest in controlled corporation	70,690,891 ordinary shares (L)	70.69%	353,454,455 Shares (L)	60.09%
Nanshan Aluminium (2)	Interest in controlled corporation	70,690,891 ordinary shares (L)	70.69%	353,454,455 Shares (L)	60.09%

Name	Capacity/Nature of Interest	Number of Shares held at the Latest Practicable Date [1]	Percentage of shareholding as at the Latest Practicable Date	Number of Shares held/interested in after completion of the Global Offering [1]	Percentage of Shareholding after completion of the Global Offering
NAS [2]	Interest in controlled corporation	70,690,891 ordinary shares (L)	70.69%	353,454,455 Shares (L)	60.09%
NAIHL	Beneficial owner	70,690,891 ordinary shares (L)	70.69%	353,454,455 Shares (L)	60.09%
Press Metal [5]	Interest in controlled corporation	25,588,536 ordinary shares (L)	25.59%	127,942,680 Shares (L)	21.75%
Press Metal SPV	Beneficial owner	25,588,536 ordinary shares (L)	25.59%	127,942,680 Shares (L)	21.75%

Notes:

(1) The letter "L" denotes the person's long positions in the Shares.

(2) NAIHL is wholly-owned by NAS, which is in turn wholly-owned by Nanshan Aluminium. Nanshan Aluminium is owned as to 22.22% by Yili Electric and 20.91% by Nanshan Group. Yili Electric is wholly-owned by Nanshan Group. Nanshan Group is owned as to 51.0% by the Nanshan Village Committee and 49.0% by Mr. Song Jianbo. Accordingly, NAS, Nanshan Aluminium, Yili Electric, Nanshan Group and Nanshan Village Committee are therefore be deemed or taken to be interested in the Shares in which NAIHL is interested pursuant to the SFO.

(3) For the purpose of relevant disclosure obligations, Mr. Song Jianbo is deemed to be interested in the Shares held by NAIHL in our Company since he controls one-third or more of Nanshan Group pursuant to the SFO. However, Mr. Song Jianbo is not regarded as a Controlling Shareholder of our Company under the Listing Rules.

(4) For the purpose of relevant disclosure obligations, Ms. Sui Yongqing is the spouse of Mr. Song Jianbo. Ms. Sui Yongqing is therefore deemed to be interested in the Shares in which Mr. Song Jianbo is interested pursuant to the SFO. However, Ms. Sui Yongqing is not regarded as a Controlling Shareholder of our Company under the Listing Rules.

(5) Press Metal SPV was wholly-owned by Press Metal. Accordingly, Press Metal is therefore be deemed or taken to be interested in the Shares in which Press Metal SPV is interested pursuant to the SFO.

Save as disclosed above and the section headed "Statutory and General Information — C. Further Information about Directors and Shareholders — 1. Disclosure of interests" in this prospectus, our Directors are not aware of any other person who will, immediately following completion of the Global Offering (assuming no Shares are to be issued upon the exercise of the Over-allotment Option or any options which may be granted under the Share Option Scheme), have an interest or short position in the Shares or underlying Shares, which would be required to be disclosed to our Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, directly or indirectly, be interested in 10% or more of any class of share capital carrying rights to vote in all circumstances at the general meetings of any other member of our Group.

DIRECTORS

Our Board currently consists of eight Directors, comprising two executive Directors, three non-executive Directors and three independent non-executive Directors. The functions and duties of our Board include convening shareholders' meetings, reporting on our Board's work at these meetings, implementing the resolutions passed at these meetings, determining business and investment plans, formulating our annual budget and final accounts, and formulating our proposals for profit distributions and for the increase or reduction of registered capital. In addition, our Board is responsible for exercising other powers, functions and duties in accordance with the Articles of Association. The table below sets out certain information in respect of the members of our Board:

Name	Age	Present position	Role and responsibility	Date of joining our Group	Date of appointment as Director	Relationship with the other Directors and senior management
Executive Directors						
Mr. Hao Weisong (郝維松) .	48	Chairman of our Board, executive Director, chief executive officer and general manager	Overall strategic planning, management and procurement and sales	26 February 2018	7 February 2024	None
Mr. Wang Shisan (王仕三) . . .	51	Executive Director and chief financial officer	Overall finance and accounting management	11 June 2018	29 September 2023	None
Non-executive Directors						
Ms. Wang Yanli (王艷麗) . . .	46	Non-executive Director	Providing guidance for the strategy and business development of our Group	31 May 2024	13 September 2024	None
Mr. Loo Tai Choong . .	56	Non-executive Director	Providing guidance for the strategy and business development of our Group	16 September 2024	16 September 2024	None
Mr. George Santos . .	29	Non-executive Director	Providing guidance for the strategy and business development of our Group	13 September 2024	13 September 2024	None

Name	Age	Present position	Role and responsibility	Date of joining our Group	Date of appointment as Director	Relationship with the other Directors and senior management
Independent non-executive Directors						
Mr. Wen Xianjun (文獻軍). .	62	Independent non-executive Director	Supervising and providing independent advice to our Board	10 March 2025	10 March 2025	None
Mr. Cheung Kwong Tat (張廣達). .	57	Independent non-executive Director	Supervising and providing independent advice to our Board	10 March 2025	10 March 2025	None
Ms. Dong Meihua (董美華). .	45	Independent non-executive Director	Supervising and providing independent advice to our Board	10 March 2025	10 March 2025	None

Executive Directors

Mr. Hao Weisong (郝維松), aged 48, is the chairman of our Board, executive Director and chief executive officer and general manager. He was appointed to our Board as a Director on 7 February 2024 and was designated as an executive Director on 22 September 2024. Since February 2018, Mr. Hao has been a general manager of BAI and since March 2019, he is also a director of BAI. He is primarily responsible for the overall management of our Group, in particular overseeing the strategic planning, overall management and procurement and sales.

Mr. Hao has approximately 12 years of experience in electric power and alumina-related production industry. Mr. Hao joined Nanshan Aluminium in October 1996. From October 1996 to December 2011, Mr. Hao held various positions in the power plants of Nanshan Aluminium, including manager and deputy manager of the boiler maintenance department, manager of the turbine maintenance department, manager of the expansion office and deputy chief engineer of the deputy general office. From January 2012 to February 2018, he held several positions in the Nanshan Power Corporation* (南山電力總公司) ("**Nanshan Power Corporation**") of Nanshan Aluminium, including assistant commander-in-chief, assistant general manager and deputy general manager, where he was responsible for operation and technical management and electric safety operation. From April 2021 to June 2023, Mr. Hao was the deputy general manager of Nanshan Aluminium and from July 2023 to January 2024, Mr. Hao was a director of Nanshan Aluminium. Mr. Hao is a director of GAI, MGB and GBAI since June 2018, September 2024 and October 2024, respectively.

Mr. Hao obtained a bachelor's degree in thermal energy and power engineering from the Harbin Institute of Technology (哈爾濱工業大學) in Harbin, the PRC, in July 2014.

Mr. Wang Shisan (王仕三), aged 51, is our executive Director and chief financial officer. He was appointed to our Board as a Director on 29 September 2023 and was designated as an executive Director on 22 September 2024. He joined BAI in June 2018 as the chief financial officer and is primarily responsible for overseeing the overall finance and accounting management.

Mr. Wang Shisan has over 30 years of experience in financial accounting and management. Between September 1994 and February 2002, he worked for Rizhao Sanyin Textile Co., Ltd.* (日照三銀紡織有限公司) as the financial manager, responsible for financial accounting and auditing functions of the company. Subsequently, he served as the cost control director of Asia Symbol (Shandong) Pulp and Paper Co., Ltd.* (山東亞太森博漿紙有限公司) from March 2002 to February 2010. Before joining our Group, Mr. Wang Shisan served as the vice president of Yinyi Philippines Investment and Holding Group* (銀億集團菲律賓控股公司) from March 2010 to June 2018, responsible for financing, tax, accounting and auditing.

Mr. Wang Shisan obtained a bachelor's degree in accounting from the Shandong University of Finance and Economics (山東財政學院) in Shandong, the PRC in July 2002.

Non-executive Directors

Ms. Wang Yanli (王艷麗), aged 46, is our non-executive Director. She is primarily responsible for providing guidance for the strategy and business development of our Group. She was appointed to our Board as a Director on 13 September 2024 and was designated as a non-executive Director on 22 September 2024.

Ms. Wang Yanli was a director of Longkou Kaisheng New Material Technology Co., Ltd.* (龍口凱盛新材料科技有限公司) from August 2013 to November 2023 and the chairman of Longkou Xinde Aluminium Industry Development Co., Ltd.* (龍口新德鋁業發展有限公司) until September 2018. From February 2020 to March 2024, she served as the operations manager of Jaron Energy Pte. Ltd. where she was responsible for overseeing and managing the day-to-day operations. Since May 2024, she is a director of PAIHL, PAIL, GAIHL and NAM.

She graduated from Yantai Nanshan University* (烟台南山學院) in the PRC in January 2015 with an undergraduate course in the specialty of tourism management.

Ms. Wang Yanli was a director, member of the management or the legal representative of the following companies in the PRC immediately prior to their respective deregistration:

Name of the company	Nature of business	Place of incorporation	Position	Reason of deregistration	Date of the deregistration
1. Longkou Kaisheng New Material Technology Co., Ltd.* (龍口凱盛新材料科技有限公司)	Scientific research and technical services	PRC	Director	Voluntarily dissolved due to cessation of business operation	6 November 2023
2. Longkou Xinde Aluminum Industry Development Co., Ltd.* (龍口新德鋁業發展有限公司)	Manufacturing	PRC	Chairman	Voluntarily dissolved due to cessation of business operation	4 September 2018
3. Longkou Nanshan Textile General Factory* (龍口市南山紡織總廠)	Manufacturing	PRC	Member of the management	Voluntarily dissolved due to cessation of business operation	19 September 2017
4. Longkou Kaili Seafood Breeding Co., Ltd.* (龍口市凱麗海產品養殖有限公司)	Sales and farming of seafoods	PRC	Member of the management	Voluntarily dissolved due to cessation of business operation	25 October 2016
5. Longkou Nanshan Green Plant Planting Co., Ltd.* (龍口南山綠色植物種植有限公司)	Management of cultivation and plantation	PRC	Legal representative	Voluntarily dissolved due to cessation of business operation	29 June 2015
6. Longkou Donghai New Alloy Materials Co., Ltd.* (龍口東海新型合金材料有限公司)	Manufacturing	PRC	Legal representative	Voluntarily dissolved due to cessation of business operation	14 January 2015
7. Yantai Tiandi Renhe Economic and Trade Co., Ltd.* (煙台天地人和經貿有限公司)	Wholesale and retail trade	PRC	General manager	Voluntarily dissolved due to cessation of business operation	29 January 2013

Mr. Loo Tai Choong, aged 56, is our non-executive Director. He is primarily responsible for providing guidance for the strategy and business development of our Group. He was appointed to our Board as a Director on 16 September 2024 and was designated as a non-executive Director on 22 September 2024.

Mr. Loo Tai Choong has more than 23 years of experience in the alumina industry. He joined Press Metal in February 2001 and was promoted to the position of group financial controller in 2002. He was subsequently redesignated as the chief financial officer of Press Metal in January 2024. Mr. Loo Tai Choong started his career as an auditor, involved in a wide range of audit and tax consultation, as well as corporate investigation works, specialising particularly in manufacturing, banking and insurance industries. Prior to joining Press Metal, he was the accountant of a Malaysia banking group.

Mr. Loo Tai Choong is currently a member of the Malaysian Institute of Certified Public Accountants.

Mr. George Santos, aged 29, is our non-executive Director. He is also the son of Mr. Santony, a connected person of our Company. He is primarily responsible for providing guidance for the strategy and business development of our Group. He was appointed to our Board as a Director on 13 September 2024 and was designated as a non-executive Director on 22 September 2024.

Since September and October 2019, he has been serving as the president director in PT. Solid Tambang Indonesia which is principally engaged in bauxite trading and PT. Bukit Batu Mulia which is principally engaged in coal trading, respectively. Since January 2023, he served as a commissioner of PT. Bintangar Maju Abadi, a bunker trader.

He graduated from Tridharma School of Economics in Indonesia with a bachelor of economics majoring in management in October 2018. He further obtained a master of management majoring in human resources management in Winata Mukti University in Indonesia in September 2021.

Independent Non-executive Directors

Mr. Wen Xianjun (文獻軍), aged 62, was appointed as our independent non-executive Director on 10 March 2025. He is primarily responsible for supervising and providing independent advice to our Board.

Mr. Wen Xianjun has served as an independent director in various listed companies. From August 2008 to July 2021, he served as an independent non-executive director of China Zhongwang Holdings Limited (中國忠旺控股有限公司) (a company listed on the Main Board of the Stock Exchange, stock code: 1333, and was delisted from the Stock Exchange in April 2023). He served as an independent director of Henan Zhongfu Industrial Co., Ltd. (河南中孚實業股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 600595) from October 2009 to November 2015 and since November 2021, an independent director of Ningxia Orient Tantalum Industry Co., Ltd. (寧夏東方鉭業股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 000962) from April 2011 to October 2014, an independent director of Wanbangde Pharmaceutical Holding Group Co., Ltd. (萬邦德醫藥控股集團股份有限公司) (previously named as Zhejiang Dongliang New Material Co., Ltd. (浙江棟樑新材股份有限公司)) (a company listed on the Shenzhen Stock Exchange, stock code: 002082) from May 2011 to September 2013, an independent director of Jiaozuo Wanfang Aluminum Manufacturing Co., Ltd. (焦作萬方鋁業股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 000612) from July 2013 to February 2016, an independent director of ZYF Lopsking Aluminium Co., Ltd (中億豐羅普斯金材料科技有限公司) (previously named as Suzhou Lopsking Aluminium Co. Ltd. (蘇州羅普斯金鋁業股份有限公司)) (a company listed on the Shenzhen Stock Exchange, stock code: 002333) from October 2013 to December 2014. He has served as an independent director of Henan Shenhuo Coal & Power Co., Ltd. (河南神火煤電股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 000933) since May 2020, an independent non-executive director of China Hongqiao Group Limited (中國宏橋集團有限公司) (a company listed on the Main Board of the Stock Exchange, Stock Code: 1378) since March 2021, an independent non-executive director of Xingfa Aluminium Holdings Limited (興發鋁業控股有限公司) (a company listed on the Main Board of the Stock Exchange, stock code: 0098) since August 2021, and an independent director of Zhejiang Hailiang Co., Ltd (浙江海亮股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 002203) since September 2021.

He graduated from Central South University (中南大學) (previously known as Central South University of Mining and Metallurgy* (中南礦冶學院)) in the PRC with a bachelor's degree in engineering majoring in metallic materials in July 1984 and Beijing Non-Ferrous Research Institute* (北京有色金屬研究總院) in the PRC with a master's degree in engineering degree majoring in metallic materials and thermal treatment in June 1990.

Mr. Cheung Kwong Tat (張廣達), aged 57, was appointed as our independent non-executive Director on 10 March 2025. He is primarily responsible for supervising and providing independent advice to our Board.

Mr. Cheung is currently the treasurer and management team member of Asia Carbon Institute, a non-profit organisation dedicated to fostering sustainable climate action throughout Asia and beyond, focusing on development and implementation of climate position initiatives and bespoke solutions that address Asia's unique environmental challenges and opportunities.

Mr. Cheung was the founding regional managing partner of Western China of Deloitte China. He has solid experience and extensive network in both Hong Kong and China, particularly in the sector of Hong Kong initial public offering market. Mr. Cheung also served Deloitte China Governance Board for over six years and has experience in corporate governance and business development strategies. Other than his technical expertise, Mr. Cheung is very active in serving the community. He has served as the director of Rotarian Lodge of Hong Kong Charitable Foundation Limited since September 2022. Since August 2024, he is an independent non-executive director of Wonderful Sky Financial Group Holdings Limited (皓天財經集團控股有限公司) (a company listed on the Main Board of the Stock Exchange, stock code: 1260).

Mr. Cheung obtained a bachelor of social sciences from The University of Hong Kong. He is a member of the Hong Kong Institute of Certified Public Accountants since 1996, a fellow member of Association of Chartered Certified Accountants and a fellow member of Certified Public Accountants Australia since 2016.

Ms. Dong Meihua (董美華), aged 45, was appointed as our independent non-executive Director on 10 March 2025. She is primarily responsible for supervising and providing independent advice to our Board.

Ms. Dong Meihua has over 23 years of experience in auditing and management. She joined Shandong Huaxing Certified Public Accountants Firm* (山東華興有限責任會計師事務所) as auditor and department manager from August 2001 to September 2005. Subsequently, she served as department manager in Beijing China Enterprise Appraisals Juncheng Certified Public Accountants Shandong Branch* (北京中企華君誠會計師事務所有限公司山東分所) from October 2005 to November 2009. Since December 2009, she has been appointed as the partner and the person in charge of the Shandong Branch in Beijing Xinghua Certified Public Accountants (Special General Partnership) (北京興華會計師事務所(特殊普通合夥)).

She obtained a bachelor's degree in computer engineering majoring in information management and information system from Shandong University of Finance and Economics (山東財政學院) in the PRC in July 2001. She further obtained a master in business management from Shandong University (山東大學) in the PRC in June 2020. She has been a certified public accountant of the Chinese Institute of Certified Public Accountants (中國註冊會計師協會) since May 2003. She is also a council member and a member of the disciplinary committee of the Shandong Institute of Certified Public Accountants (山東省註冊會計師公會).

Ms. Dong Meihua was a member of the management of the following company in the PRC immediately prior to its deregistration:

Name of the company	Nature of business	Place of incorporation	Position	Reason of deregistration	Date of the deregistration
1. Beijing Xinghua Certified Public Accountants Shandong Branch* (北京興華會計師事務所有限責任公司山東分所)	Accounting	PRC	Member of the management	Restructured to partnership	14 September 2017

General

Save as disclosed, none of our Directors:

(i) held any other positions in our Company or other members of our Group as at the Latest Practicable Date;

(ii) had any other relationship with any Directors, senior management or substantial Shareholders or Controlling Shareholders of our Company as at the Latest Practicable Date;

(iii) held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years prior to the Latest Practicable Date; and

(iv) have any interest in the Shares within the meaning of Part XV of the SFO or is a director or an employee of a company which has an interest or short position in the Shares and underlying Shares of our Company.

Save as disclosed above, to the best of the knowledge, information and belief of our Directors after having made all reasonable enquiries, there were no other matters with respect to the appointment of our Directors that needs to be brought to the attention of our Shareholders and there was no information relating to our Directors that was required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules as at the Latest Practicable Date.

SENIOR MANAGEMENT

The senior management team of our Group, in addition to our Directors listed above, is as follows:

Name	Age	Present position	Role and responsibility	Date of joining our Group	Date of appointment as senior management	Relationship with the other Directors and senior management
Mr. Jia Zhenjiang (賈振江). .	61	Chief project officer	Overall planning, project construction, production management, supervision and safety	2 May 2020	1 September 2020	None
Mr. Lin Jiqiang (林吉強) . . .	49	Deputy general manager	Overseeing the engineering construction and environment protection	26 February 2018	14 July 2020	None
Mr. Huo Liang (霍亮).	52	Deputy general manager	Overseeing the safety production management and equipment management	16 January 2020	3 March 2022	None
Mr. Zhu Jiahui (朱家輝) . . .	51	Deputy general manager	Overseeing the power management, and procurement and sales planning and management	26 December 2018	3 January 2023	None
Mr. Jiang Yongqiang (姜永強). .	43	Director of overall management	Overseeing the administration and public relations	5 August 2020	5 August 2020	None
Mr. Sui Meizhao (隋美釗). .	40	Assistant general manager	Overall human resources and day-to-day personnel management	2 January 2022	2 January 2022	None

Mr. Jia Zhenjiang (賈振江), aged 61, is our chief project officer. He joined BAI in May 2020. From May 2020 to August 2020, he was the deputy general manager of BAI. Since September 2020, Mr. Jia Zhenjiang has been the chief project officer of BAI, and was responsible for overseeing the overall planning, project construction, production management, supervision and safety.

Mr. Jia Zhenjiang has approximately 17 years of experience in electric power and alumina-related production industry. Before joining our Group, he served in Yili Electric as the chief engineer and plant manager from June 2007 to December 2016. From January 2017 to May 2020, he served various positions in Nanshan Power Corporation, including deputy general manager and plant manager of a thermal power plant.

In July 1987, Mr. Jia Zhenjiang obtained a bachelor's degree in engineering majoring in industrial electrical automation from Shandong Mining University* (山東礦業學院) (currently known as Shandong University of Science and Technology (山東科技大學)) in Shandong, the PRC.

Mr. Lin Jiqiang (林吉強), aged 49, is our deputy general manager. From February 2018 to January 2020, he was an assistant general manager of BAI, and he has been serving as the deputy general manager since July 2020, and was responsible for overseeing engineering construction and environment protection.

Mr. Lin Jiqiang has approximately 16 years of experience in electric power and alumina-related production industry. Mr. Lin Jiqiang served various positions in Yili Electric from February 2008 to December 2015 including deputy chief engineer for operations and deputy chief engineer for a power plant expansion project. From January 2016 to February 2018, he served various positions in Nanshan Power Corporation, including the deputy head of Indonesia projects, and the assistant general manager in the expansion project department, responsible for the construction management of the power plant expansion project and technical renovation.

In July 2015, he obtained a bachelor's degree in engineering in mechanical engineering and automation from Northeastern University (東北大學) in Shenyang, the PRC.

Mr. Huo Liang (霍亮), aged 52, is our deputy general manager. From January 2020 to March 2022, he joined BAI as deputy factory manager and factory manager, responsible for overseeing the construction and production operations of the alumina projects. Since March 2022, he served as the deputy general manager of BAI, responsible for overseeing the safety production management and equipment management of BAI.

Mr. Huo Liang has more than 11 years of experience in the alumina-related production industry. From September 2014 to January 2020, Mr. Huo Liang held various positions in Donghai Alumina Co., Ltd.* (龍口東海氧化鋁有限公司) ("**Donghai Alumina**"), including deputy head of equipment and assistant general manager, where he was in charge of safety, environmental protection, technology transformation and equipment management for alumina.

In June 1993, Mr. Huo Liang obtained a bachelor's degree in engineering majoring in mechanical manufacturing processes and equipment from Southeast University (東南大學) in Nanjing, the PRC.

Mr. Zhu Jiahui (朱家輝), aged 51, is our deputy general manager since January 2023. He joined BAI in December 2018, responsible for overseeing power management, and procurement and sales planning and management. From December 2018 to January 2020, he was the deputy chief engineer of equipment of BAI, responsible for equipment management of BAI's power plant. From January 2020 to February 2021, he was the deputy factory manager responsible for construction of the power plant for BAI, and later became the factory manager of the power plant from February 2021 to January 2023 whose duties were the power management of the production facilities for alumina production.

Mr. Zhu Jiahui has approximately 22 years of experience in electric power and alumina-related production industry. From October 2002 to December 2018, he held various positions in Yili Electric, such as head of equipment department and head of electrical branch.

In June 1996, Mr. Zhu Jiahui obtained a bachelor's degree in engineering majoring in power supply technology from Shandong Engineering University* (山東工程學院) (currently known as Shandong University of Technology (山東理工大學)) in Shandong, the PRC.

Mr. Jiang Yongqiang (姜永強), aged 43, is our director of overall management. He joined BAI in August 2020 and has been the director of overall management, responsible for overseeing the administration and public relations management.

Between February 2014 to December 2019, Mr. Jiang Yongqiang served various positions in Nanshan Group and its subsidiaries including the training supervisor, deputy head of the human resources department and secretary to general manager.

In July 2005, Mr. Jiang Yongqiang obtained a bachelor's degree in business administration from Shandong University of Science and Technology (山東科技大學) in Shandong, the PRC. In May 2017, he further obtained a master degree in business administration from Central South University (中南大學) in Hunan, the PRC.

Mr. Sui Meizhao (隋美釗), aged 40, is our assistant general manager. He joined BAI in January 2022, responsible for overseeing human resources management for the alumina projects in Indonesia.

Mr. Sui Meizhao held various positions in Nanshan Aluminium such as head of general office and secretary to the general manager from June 2009 to August 2021. From August 2021 to January 2022, he joined Donghai Alumina as the assistant general manager responsible for operational management.

In July 2008, Mr. Sui Meizhao obtained a bachelor's degree in business administration from Shandong University (山東大學) in Shandong, the PRC.

COMPANY SECRETARY

Mr. Leung Ka Hong (梁家康), aged 37, joined our Group in December 2023. He is the finance director and company secretary of our Company, responsible for the finance and company secretarial matters of our Company.

Mr. Leung Ka Hong has over 15 years of working experience in the accounting, finance, mergers and acquisitions, and risk management field. He was with the audit department of an international accounting firm from October 2009 to April 2014. He took positions as senior finance executives in a Hong Kong subsidiary of a state-owned enterprise of PRC from September 2014 to March 2017, and a privately owned enterprise in Hong Kong from April 2017 to February 2021, the businesses of both included investments and finance related operations. He served as a senior finance executive in a manufacturing company listed on the Main Board of the Stock Exchange from February 2021 to October 2022. Subsequently, from December 2022 to November 2023, Mr. Leung Ka Hong was the executive director, the chief financial officer and the joint company secretary of a company listed on the Main Board of the Stock Exchange, where he was responsible for overseeing the business development, financial and capital management and the company secretarial matters.

He is a Certified Public Accountant and a fellow of the Hong Kong Institute of Certified Public Accountants. He is also a fellow of the Hong Kong Chartered Governance Institute and the Chartered Governance Institute, a member of the Association of Chartered Certified Accountants as well as a Certified Financial Risk Manager of the Global Association of Risk Professionals. In October 2009, he graduated from the Hong Kong Polytechnic University with a bachelor's degree in accounting and finance. In November 2022, he further obtained a master's degree in science majoring in corporate governance and compliance from Hong Kong Baptist University. Since July 2024, he is a director of PAIL. Save as disclosed, he has no directorship or management involvement in our Group.

AUTHORISED REPRESENTATIVES

Mr. Hao and Mr. Leung Ka Hong (梁家康) are the authorised representatives of our Company for the purpose of the Listing Rules.

BOARD COMMITTEES

The Board has established the audit committee, the remuneration committee and the nomination committee and delegated various responsibilities to these committees, which assist our Board in discharging its duties and overseeing particular aspects of our Group's activities.

Audit Committee

Our Company established an audit committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code and Corporate Governance Report as set out in Appendix C1 to the Listing Rules. The audit committee has three members, namely Mr. Cheung Kwong Tat (張廣達), Ms. Dong Meihua (董美華) and Ms. Wang Yanli (王艷麗). Mr. Cheung Kwong Tat (張廣達), our independent non-executive Director, has been appointed as the chairman of the audit committee, and has the appropriate professional qualifications required under the Listing Rules. The primary duties of the audit committee are to review and supervise the financial reporting process, internal control system and risk management system of our Group, oversee the audit process and perform other duties and responsibilities as assigned by our Board.

Remuneration Committee

Our Company established a remuneration committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code and Corporate Governance Report as set out in Appendix C1 to the Listing Rules. The remuneration committee has three members, namely Ms. Dong Meihua (董美華), Mr. Hao and Mr. Cheung Kwong Tat (張廣達). Ms. Dong Meihua (董美華), our independent non-executive Director, has been appointed as the chairman of the remuneration committee. The primary duties of the remuneration committee are to establish and review the policy and structure of the remuneration for our Directors and senior management and make recommendations on employee benefit arrangements.

Nomination Committee

Our Company established a nomination committee with written terms of reference in compliance with the Corporate Governance Code and Corporate Governance Report as set out in Appendix C1 to the Listing Rules. The nomination committee has three members, namely Mr. Hao, Mr. Wen Xianjun (文獻軍) and Ms. Dong Meihua (董美華). Mr. Hao, our executive Director, has been appointed as the chairman of the nomination committee. The primary duties of the nomination committee are to make recommendations to our Board on the appointments of our Directors, assess the independence of the independent non-executive Directors, take up references and consider related matters.

CORPORATE GOVERNANCE

Our Directors recognise the importance of incorporating elements of good corporate governance in the management structures and internal control procedures of our Group so as to achieve effective accountability. Our Company has adopted the code provisions stated in the Corporate Governance Code.

Our Company is committed to the view that our Board should include a balanced composition of executive Directors, non-executive Directors and independent non-executive Directors so that there is a strong independent element on our Board, which can effectively exercise independent judgement. It is expected that our Group will be able to continue to comply with the code provisions in the Corporate Governance Code upon the Listing.

Except for the deviation from paragraph C.2.1 of Part 2 of the Corporate Governance Code, our Company's corporate governance practices have complied with the Corporate Governance Code as at the Latest Practicable Date. Paragraph C.2.1 of Part 2 of the Corporate Governance Code stipulates that the roles of chairman of the board and chief executive should be separate and should not be performed by the same individual. We do not have a separate chairman and chief executive and Mr. Hao currently performs these two roles. In view that Mr. Hao has been assuming day-to-day responsibilities in operating and managing our Group since 2018 and the steady development of our Group, our Board believes that with the support of Mr. Hao's extensive experience and knowledge in the business of our Group, vesting the roles of both chairman and chief executive of our Company in Mr. Hao strengthens the consistent and solid leadership of our Group, and thereby allows for efficient business planning and decision which is in the best interest to our Group as a whole. Our Board will continue to review and consider splitting the roles of executive chairman of our Board and the chief executive officer of our Company at a time when it is appropriate by taking into account the circumstances of our Group as a whole.

Our Directors consider that the deviation from paragraph C.2.1 of Part 2 of the Corporate Governance Code is appropriate in such circumstances. Notwithstanding the above, our Board is also of the view that the current management structure is effective for our Group's operations, and sufficient checks and balances are in place. Our Board will continue to review the effectiveness of the corporate governance structure of our Company in order to assess whether separation of the roles of chairman of our Board and chief executive officer is necessary.

BOARD DIVERSITY POLICY

Our Company has adopted a board diversity policy (the "**Board Diversity Policy**"), which sets out its approach to achieve and maintain diversity on our Board in order to enhance the effectiveness of our Board. Our Company recognises and embraces the benefits of our Board diversity to enhance the quality of its performance and endeavours to ensure that our Board has appropriate balance and level of skills, experience and perspectives required to support the execution of its business strategies. Our Company seeks to achieve Board diversity by selection of candidates for our Board through the consideration of a number of factors, including but not limited to gender, age, cultural and education background, professional experience, skills, knowledge and length of service. Our Company has also taken, and will continue to take into consideration factors based on its own business model and specific needs from time to time in determining the optimum composition of our Board. All Board appointments will continue to be based on meritocracy having due regard for the benefits of diversity on our Board. The ultimate decision will continue to be based on merit and contribution that the selected candidates will bring to our Board.

Our Board comprises of eight (8) members, including two female Directors. Our Directors also have a balanced mix of knowledge and experience in the areas of accounting, legal and engineering. None of the Directors are related to one another. We have three independent non-executive Directors with different industry backgrounds, representing around two-third of the members of our Board. Furthermore, the ages of our Directors range from 29 years old to 61 years old.

We will review the objectives of our Board Diversity Policy from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives. After Listing, the Nomination Committee will review our Board Diversity Policy and monitor its implementation. The Nomination Committee will report annually to shareholders in the corporate governance section of the annual report of our Company on the process adopted in relation to our Board appointments and the consideration given to the diversity on our Board.

MANAGEMENT PRESENCE IN HONG KONG

Pursuant to Rule 8.12 of the Listing Rules, we must have sufficient management presence in Hong Kong. This normally means that at least two of the executive Directors must be ordinarily residents in Hong Kong. Our Group's business operations are located in Indonesia. Due to the business requirements of our Group, none of our executive Directors has been, is or will be based in Hong Kong.

Our Company has applied for, and the Stock Exchange has granted, a waiver from the strict compliance with the requirement under Rule 8.12 of the Listing Rules.

For details, please refer to the section headed "Waivers and Exemption — Management Presence in Hong Kong" in this prospectus.

SHARE OPTION SCHEME

Our Company has conditionally adopted the Share Option Scheme, major terms of which are set out in the section headed "Statutory and General Information — D. Other Information — 1. Share Option Scheme" in Appendix V to this prospectus.

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

Our Directors and members of senior management receive remuneration from our Company in the form of wages, salaries and bonuses, share-based compensation, pension obligations, housing funds, medical insurances and other social insurances. We determine the remuneration of our Directors and members of senior management based on their responsibilities, qualification, position and seniority.

The aggregate emoluments (including fees, salaries, allowances and benefits in kind, discretionary bonuses, and retirement scheme contributions) paid and payable to our Directors for FY2021, FY2022, FY2023 and 9M2024 were US$136,000, US$160,000, US$156,000 and US$141,000, respectively.

The aggregate amount of fees, salaries, allowances and benefits in kind, discretionary bonuses, and retirement scheme contributions paid to our five highest paid individuals of our Company, including Directors, for FY2021, FY2022, FY2023 and 9M2024, were US$410,000, US$457,000, US$571,000 and US$573,000, respectively.

Under the arrangements currently in force, the aggregate amount of remuneration, excluding discretionary bonuses, housing and other allowances and other benefits in kind, payable to our Directors for the year ending 2024 is approximately US$202,000.

No remuneration was paid by us to our Directors or the five highest paid individuals as an inducement to join or upon joining us or as a compensation for loss of office in respect of FY2021, FY2022, FY2023 and 9M2024. Further, none of our Directors had waived any remuneration during the same period.

Save as disclosed above, no other payments have been made or are payable in respect of each of FY2021, FY2022, FY2023 and 9M2024 by our Group to our Directors.

Our Board will review and determine the remuneration and compensation packages of our Directors and senior management which, following the Listing, will receive recommendation from the Remuneration Committee which will take into account salaries paid by comparable companies, time commitment and responsibilities of our Directors and performance of our Group.

CONFIRMATION FROM OUR DIRECTORS

Rule 8.10 of the Listing Rules

Each of our Directors confirms that, as of the Latest Practicable Date, he or she did not have any interest in any business which competes, or is likely to compete, directly or indirectly, with our business, and requires disclosure under Rule 8.10 of the Listing Rules. Each of our executive Directors and non-executive Directors has given certain non-competition undertakings in favour of our Company (for itself and as trustee for each of our subsidiaries) under a deed of non-competition.

Rule 3.09D of the Listing Rules

Each of our Directors confirms that he or she (i) has obtained the legal advice referred to under Rule 3.09D of the Listing Rules in September 2024; and (ii) understands his or her obligations as a director of a listed issuer under the Listing Rules.

Rule 3.13 of the Listing Rules

Each of the independent non-executive Directors confirms (i) his/her independence as regards each of the factors referred to in Rules 3.13(1) to (8) of the Listing Rules; (ii) that he/she has no past or present financial or other interest in the business of our Company or our subsidiaries or any connection with any core connected person of our Company under the Listing Rules as of the Latest Practicable Date; and (iii) that there are no other factors that may affect his/her independence at the time of his/her appointment.

COMPLIANCE ADVISER

We have appointed UOB Kay Hian (Hong Kong) Limited as the Compliance Adviser pursuant to Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, the Compliance Adviser will advise us in the following circumstances:

- before the publication of any regulatory announcement, circular or financial report;
- where a transaction, which might be a notifiable or connected transaction, is contemplated including share issues and share repurchases;
- where we propose to use the proceeds of the Global Offering in a manner different from that detailed in this prospectus or where its business activities, developments or results deviate from any forecast, estimate, or other information in this prospectus; and
- where the Stock Exchange makes an inquiry of our Company regarding unusual movements in the price or trading volume of its listed securities or any other matters in accordance with Rule 13.10 of the Listing Rules.

The term of the appointment shall commence on the Listing Date and is expected to end on the date on which we comply with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the Listing Date.

SHARE CAPITAL

Without taking into account any Shares to be issued upon exercise of the Over-allotment Option and the exercise of any options which may be granted under the Share Option Scheme, our issued share capital immediately following the Global Offering will be as follows:

Authorised share capital:

		US$
250,000,000,000	Shares of par value of US$ 0.0000002 each	50,000

Shares issued and to be issued, fully paid or credited as fully paid, upon completion of the Global Offering:

		US$
500,000,000	Shares in issue as at the date of this prospectus	100
88,235,300	Shares to be issued pursuant to the Global Offering	17.64706
588,235,300	Shares in total	117.64706

ASSUMPTIONS

The above table assumes that the Global Offering becomes unconditional and the issue of Shares pursuant thereto are made as described herein. The above table takes no account of any Shares which may be allotted and issued or repurchased by our Company pursuant to the general mandate given to our Directors to allot and issue or repurchase Shares as described below.

RANKING

The Offer Shares will rank pari passu in all respects with all other existing Shares in issue or to be issued as mentioned in this prospectus, and, in particular, will qualify in full for all dividends or other distributions declared, made or paid on our Shares in respect of a record date which falls after the date of Listing.

SHARE OPTION SCHEME

Our Company has conditionally adopted the Share Option Scheme on 10 March 2025 by resolutions of our Shareholders. The principal terms of the Share Option Scheme are summarised in the section headed "Statutory and General Information — D. Other Information — 1. Share Option Scheme" in Appendix V to this prospectus.

GENERAL MANDATE TO ISSUE SHARES

Conditional on the conditions stated in the section headed "Structure and Conditions of the Global Offering — Conditions of the Global Offering" in this prospectus, our Directors have been granted a general unconditional mandate to allot, issue and deal with Shares and to make or grant offers, agreements or options which might require such Shares to be allotted and issued or dealt with subject to the requirement that the aggregate number of our Shares so allotted and issued or agreed conditionally or unconditionally to be allotted and issued (otherwise than pursuant to a right issue, or scrip dividend scheme or similar arrangements, or a specific authority granted by our Shareholders) shall not exceed:

(a) 20% of the aggregate number of the share capital of our Company in issue immediately following the completion of the Global Offering (but excluding any Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option and the exercise of any options which may be granted under the Share Option Scheme); and

(b) the aggregate number of share capital of our Company repurchased pursuant to the authority granted to our Directors referred to "General Mandate to Repurchase Shares" in this section below.

This general mandate to issue Shares will remain in effect until the earliest of:

(a) the conclusion of the next annual general meeting of our Company;

(b) the expiration of the period within which the next annual general meeting of our Company is required by the Memorandum and Articles or the Companies Act or any other applicable laws of the Cayman Islands to be held; or

(c) the time when such mandate is revoked or varied by an ordinary resolution of our Shareholders in general meeting.

For further details of this general mandate, please refer to the section headed "Statutory and General Information — A. Further Information about our Company — 3. Written resolutions of our Shareholders dated 10 March 2025" set out in Appendix V to this prospectus.

GENERAL MANDATE TO REPURCHASE SHARES

Conditional on the conditions stated in the section headed "Structure and Conditions of the Global Offering — Conditions of the Global Offering" in this prospectus, our Directors have been granted a general unconditional mandate to exercise all the powers to repurchase Shares (Shares which may be listed on the Stock Exchange or on any other stock exchange which is recognised by the SFC and the Stock Exchange for this purpose) with an aggregate number of not more than 10% of the aggregate number of our Company's share capital in issue immediately following completion of the Global Offering (excluding Shares which may be issued pursuant to the exercise of the Over-allotment Option and the exercise of any options which may be granted under the Share Option Scheme).

This mandate only relates to repurchases made on the Stock Exchange, or on any other stock exchange on which our Shares may be listed (and which is recognised by the SFC and the Stock Exchange for this purpose), and made in connection with all applicable laws and requirements of the requirement of the Listing Rules. A summary of the relevant Listing Rules is set out in the section headed "A. Further Information about our Company — 6. Repurchase of our Shares by our Company" in Appendix V to this prospectus.

The general mandate to repurchase Shares will remain in effect until the earliest of:

(a) the conclusion of the next annual general meeting of our Company;

(b) the expiration of the period within which the next annual general meeting of our Company is required by the Memorandum and Articles or the Companies Act or any other applicable laws of the Cayman Islands to be held; or

(c) the time when such mandate is revoked or varies by an ordinary resolution of our Shareholders in general meeting,

For further details of this general mandate, please refer to the section headed "A. Further Information about our Company — 3. Written resolutions of our Shareholders passed on 10 March 2025" in Appendix V to this prospectus.

CIRCUMSTANCES WHERE MEETINGS ARE REQUIRED

As a matter of the Companies Act, an exempted company is not required by law to hold any general meetings or class meetings. The holding of general meeting or class meeting is prescribed for under the articles of association of a company. Accordantly, our Company will hold general meetings as prescribed for under the Articles, a summary of which is set out in the section headed "Summary of the Constitution of Our Company and Cayman Islands Company Law" in Appendix IV to this prospectus.

THE CORNERSTONE PLACING

We have entered into cornerstone investment agreements (the "**Cornerstone Agreements**", and each a "**Cornerstone Agreement**") with the cornerstone investors (collectively, the "**Cornerstone Investors**", and each a "**Cornerstone Investor**"), pursuant to which the Cornerstone Investors have agreed to, subject to certain conditions, subscribe for or purchase, or cause their designated entities to subscribe for or purchase, at the Offer Price for such number of our Offer Shares (rounded down to the nearest board lot of 100 Shares) that may be subscribed for or purchased with an aggregate amount of approximately US$120.27 million (to be converted to Hong Kong dollars based on the exchange rate of US$1.00 to HK$7.7713 adopted in this section) (exclusive of the brokerage fee, the SFC transaction levy, the Stock Exchange trading fee and the AFRC transaction levy) (the "**Cornerstone Placing**").

Our Company is of the view that, (i) the Cornerstone Placing will ensure a reasonable size of solid commitment at the beginning of the marketing period of the Global Offering and will provide confidence to the market; and (ii) given the background of the Cornerstone Investors, the Cornerstone Placing will help raise the profile of our Company and to signify that such investors have confidence in our business and prospect. As confirmed by our Directors, our Company became acquainted with each of the Cornerstone Investor in its ordinary course of operation through the Group's business network, or through introduction by the Company's business partners or the Sole Overall Coordinator.

Assuming an Offer Price of HK$26.60 per Share, being the low-end of the indicative Offer Price range set out in this prospectus, the total number of Offer Shares to be subscribed for or purchased by the Cornerstone Investors would be 35,136,300 Offer Shares, representing approximately 39.82% of the Offer Shares and approximately 5.97% of our total issued share capital immediately upon completion of the Global Offering (assuming the Over-allotment Option is not exercised).

Assuming an Offer Price of HK$29.05 per Share, being the mid-point of the indicative Offer Price range set out in this prospectus, the total number of Offer Shares to be subscribed for or purchased by the Cornerstone Investors would be 32,173,000 Offer Shares, representing approximately 36.46% of the Offer Shares and approximately 5.47% of our total issued share capital immediately upon completion of the Global Offering (assuming the Over-allotment Option is not exercised).

Assuming an Offer Price of HK$31.50 per Share, being the high-end of the indicative Offer Price range set out in this prospectus, the total number of Offer Shares to be subscribed for or purchased by the Cornerstone Investors would be 29,670,500 Offer Shares, representing approximately 33.63% of the Offer Shares and approximately 5.04% of our total issued share capital immediately upon completion of the Global Offering (assuming the Over-allotment Option is not exercised).

The Cornerstone Placing forms part of the International Placing. The Offer Shares to be subscribed for by the Cornerstone Investors will rank *pari passu* in all respects with the other fully paid Offer Shares in issue immediately following completion of the Global Offering and to be listed on the Stock Exchange, and will be counted towards the public float of our Company. None of the Cornerstone Investors will subscribe for any Offer Shares under the Global Offering other than pursuant to their respective Cornerstone Agreement. Immediately following completion of the Global Offering, none of the Cornerstone Investors will have any Board representation in our Company, nor will any of the Cornerstone Investors become a Substantial Shareholder.

To the best knowledge of our Company, each of the Cornerstone Investors is an Independent Third Party and is independent of our Company, its connected persons and their respective associates; (ii) none of the Cornerstone Investors is accustomed to take instructions from our Company, the Directors, chief executive of our Company, Controlling Shareholders, substantial Shareholders or existing Shareholders or any of its subsidiaries or their respective close associates; and (iii) none of the subscription for the relevant Offer Shares by the Cornerstone Investors is financed by our Company, our subsidiaries, the Directors, chief executive of our Company, Controlling Shareholders, substantial Shareholders, or existing Shareholders or any of its subsidiaries or their respective close associates.

As confirmed by each of the Cornerstone Investors, their subscription under the Cornerstone Placing would be financed by their own internal resources, and they have sufficient funds to settle their respective investment under the Cornerstone Placing. Each of the Cornerstone Investors has confirmed that all necessary approvals have been obtained with respect to the relevant Cornerstone Placing and that no specific approval from any stock exchange (if relevant) is required for its Cornerstone Investment. There are no side agreements or arrangements 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 Cornerstone Placing, other than a guaranteed allocation of the relevant Offer Shares at the final Offer Price. Certain Cornerstone Investors have agreed that the Sole Overall Coordinator may defer the delivery of all or any part of the Offer Shares it has subscribed for to a date later than the Listing Date. Despite having agreed to a potential delayed delivery arrangement, each of the Cornerstone Investors has agreed that it shall pay for the relevant Offer Shares that it has subscribed to before the Listing Date, and there will be no delayed settlement of payment. The delayed delivery arrangement is in place to facilitate the over-allocation in the International Placing. There will be no delayed delivery if there is no over-allocation in the International Placing. Please refer to the section headed "Structure and Conditions of the Global Offering", for further details.

The Offer Shares to be subscribed by the Cornerstone Investors may be affected by the reallocation of the Offer Shares between the International Placing and the Hong Kong Public Offering in the event of over-subscription under the Hong Kong Public Offering as described in the section headed "Structure and Conditions of the Global Offering – Hong Kong Public Offering" in this prospectus. Details of the allocations to the Cornerstone Investors will be disclosed in the announcement of results of allocations in the Hong Kong Public Offering to be published on or around Monday, 24 March 2025.

THE CORNERSTONE INVESTORS

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

Glencore International AG

Glencore International AG ("**Glencore AG**") is a wholly-owned subsidiary of Glencore plc. Glencore plc is listed on the London Stock Exchange (Stock code: GLEN), with a secondary listing on the Johannesburg Stock Exchange (Stock code: GLN) and is one of the world's largest global diversified natural resource companies and a major producer and marketer of more than 60 commodities. Through a network of assets, customers and suppliers that spans the globe, Glencore plc produce, process, recycle, source, market and distribute commodities that meet current energy needs.

Glencore AG was one of the top five customers of our Group during the Track Record Period, and entered into multiple transactions with us in relation to the sale of alumina. To strengthen our strategic business and customer relationship with Glencore AG, we have entered into an offtake agreement in January 2025 for a term of 7.5 years with Glencore AG pursuant to which Glencore AG will purchase a total of 3,590,000 tons of alumina from our Group from July 2025 to December 2032, which was not conditional upon the Offer Shares subscription under the Cornerstone Placing. In line with our pricing policy for our sales to customers, the price will be determined with reference to the market price by using the applicable alumina pricing indices, which is the API we used for pricing of our sales contracts with our other customers. Our Directors are of the view that such offtake agreement with Glencore AG was entered into on an arm's length basis, on normal commercial terms and in the ordinary course of business of our Company with the benefit of securing a long-term and stable customer. With Glencore AG becoming our cornerstone investor, our Directors consider that it will not only enhance our market position, but also signify our stability with a well-established customer in future strategic cooperation.

Hongkong Topway Trading Co., Limited

Hongkong Topway Trading Co., Limited ("**Hongkong Topway**") is a company incorporated in Hong Kong with limited liability. Hongkong Topway is an indirect subsidiary of Xiamen Xiangyu Co., Ltd. ("**Xiamen Xiangyu**"). Xiamen Xiangyu is an A-share main board listed company on the Shanghai Stock Exchange (Stock code: 600057) and was one of the top five customers of our Group during the Track Record Period. Hongkong Topway engages in supply chain management, distribution services, and import and export of raw materials and finished goods. Its primary products include metal ores, agricultural products, forestry products, energy and chemical products.

We have entered into an offtake agreement in March 2025 for a term of eight years with an offshore subsidiary of Xiamen Xiangyu pursuant to which the offshore subsidiary of Xiamen Xiangyu will purchase a total of 3,200,000 to 4,000,000 tons of alumina from our Group from 2026 to 2033, which was not conditional upon the Offer Shares subscription under the Cornerstone Placing. In line with our pricing policy for our sales to customers, the price will be determined with reference to the market price by using the applicable alumina pricing indices, which is the API we used for pricing of our sales contracts with our other customers. Our Directors are of the view that such offtake agreement with the offshore subsidiary of Xiamen Xiangyu was entered into on an arm's length basis, on normal commercial terms and in the ordinary course of business of our Company with the benefit of securing a long-term and stable customer. With Hongkong Topway becoming our cornerstone investor, our Directors consider that it will not only enhance our market position, but also signify our stability with a well-established customer in future strategic cooperation.

Reijong International Industrial Equipment (HK) Limited

Reijong International Industrial Equipment (HK) Limited ("**Reijong**") was incorporated in Hong Kong in 2017. Reijong is mainly engaged in trading of industrial equipment. Mr. Xue Kuanliang, an Independent Third Party, is the ultimate beneficial owner of Reijong.

PT Indika Energy Tbk.

PT Indika Energy Tbk. ("**Indika Energy**") is listed on the Indonesia Stock Exchange (Stock code: INDY) and is an investment holding company with a focus on developing new sustainable businesses through its strategic investments in the energy sector. Its portfolio of businesses includes energy, logistics & infrastructure, minerals, green businesses and digital ventures. Indika Energy has designated PT Perkasa Investama Mineral ("**PIM**"), its 99.99%-owned subsidiary to subscribe for the Shares. PIM is a bauxite mining investment company, which focuses on bauxite value chain, and owns bauxite mine concession in Indonesia. A subsidiary of Indika Energy was a bauxite supplier to our Group during the Track Record Period. In addition, our Company is in discussions with Indika Energy regarding a new long-term bauxite offtake agreement to support ongoing collaboration, following the expiration of the existing agreement in April 2025.

The following tables set forth details of the Cornerstone Placing and approximate percentage of total number of Offer Shares and percentage of total issued share capital of our Company upon Listing, based on different Offer Price scenarios:

		Based on Offer Price of HK$26.60 (being the low-end of the indicative Offer Price range)				
		Number of Offer Shares to be subscribed (rounded down to nearest whole board lot of 100 Shares)	Approximate percentage of total number of Offer Shares		Approximate percentage of total issued share capital of our Company immediately following completion of the Global Offering	
Cornerstone Investor	Investment Amount(Note)		Assuming the Over-allotment Option is not exercised	Assuming the Over-allotment Option is exercised in full	Assuming the Over-allotment Option is not exercised	Assuming the Over-allotment Option is exercised in full
Glencore AG	HK$388.39 million	14,601,100	16.55%	14.39%	2.48%	2.43%
Hongkong Topway	HK$388.57 million	14,607,700	16.55%	14.40%	2.48%	2.43%
Reijong	HK$80.00 million	3,007,500	3.41%	2.96%	0.51%	0.50%
Indika Energy	HK$77.67 million	2,920,000	3.31%	2.88%	0.50%	0.49%
Total	HK$934.63 million	35,136,300	39.82%	34.63%	5.97%	5.84%

Note: Calculated based on the exchange rate as disclosed in this prospectus for illustration purpose. The actual investment amount of each Cornerstone Investor in Hong Kong dollars may vary due to the actual exchange rate as provided in the relevant Cornerstone Agreement.

		Based on Offer Price of HK$29.05 (being the mid-point of the indicative Offer Price range)				
		Number of Offer Shares to be subscribed (rounded down to nearest whole board lot of 100 Shares)	Approximate percentage of total number of Offer Shares		Approximate percentage of total issued share capital of our Company immediately following completion of the Global Offering	
Cornerstone Investor	**Investment Amount(Note)**		**Assuming the Over-allotment Option is not exercised**	**Assuming the Over-allotment Option is exercised in full**	**Assuming the Over-allotment Option is not exercised**	**Assuming the Over-allotment Option is exercised in full**
Glencore AG.	HK$388.39 million	13,369,700	15.15%	13.18%	2.27%	2.22%
Hongkong Topway.	HK$388.57 million	13,375,700	15.16%	13.18%	2.27%	2.22%
Reijong	HK$80.00 million	2,753,800	3.12%	2.71%	0.47%	0.46%
Indika Energy	HK$77.67 million	2,673,800	3.03%	2.64%	0.45%	0.44%
Total	HK$934.63 million	32,173,000	36.46%	31.71%	5.47%	5.35%

Note: Calculated based on the exchange rate as disclosed in this prospectus for illustration purpose. The actual investment amount of each Cornerstone Investor in Hong Kong dollars may vary due to the actual exchange rate as provided in the relevant Cornerstone Agreement.

Cornerstone Investor	Investment Amount(Note)	Based on Offer Price of HK$31.50 (being the high-end of the indicative Offer Price range)				
		Number of Offer Shares to be subscribed (rounded down to nearest whole board lot of 100 Shares)	Approximate percentage of total number of Offer Shares		Approximate percentage of total issued share capital of our Company immediately following completion of the Global Offering	
			Assuming the Over-allotment Option is not exercised	Assuming the Over-allotment Option is exercised in full	Assuming the Over-allotment Option is not exercised	Assuming the Over-allotment Option is exercised in full
Glencore AG.	HK$388.39 million	12,329,800	13.97%	12.15%	2.10%	2.05%
Hongkong Topway.	HK$388.57 million	12,335,300	13.98%	12.16%	2.10%	2.05%
Reijong	HK$80.00 million	2,539,600	2.88%	2.50%	0.43%	0.42%
Indika Energy	HK$77.67 million	2,465,800	2.79%	2.43%	0.42%	0.41%
Total	HK$934.63 million	29,670,500	33.63%	29.24%	5.04%	4.93%

Note: Calculated based on the exchange rate as disclosed in this prospectus for illustration purpose. The actual investment amount of each Cornerstone Investor in Hong Kong dollars may vary due to the actual exchange rate as provided in the relevant Cornerstone Agreement.

CONDITIONS PRECEDENT

The subscription obligation of each Cornerstone Investor is subject to, among other things, the following conditions precedents:

(a) the Hong Kong Underwriting Agreement and the International Underwriting Agreement 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 these underwriting agreements, and neither of the aforesaid underwriting agreements having been terminated;

(b) the Listing Committee of the Stock Exchange having granted the approval for the listing of, and permission to deal in, the Shares (including the Shares to be subscribed for by the Cornerstone Investors) and that such approval or permission having not been revoked prior to the commencement of dealings in the Shares on the Stock Exchange;

(c) the respective representations, warranties, undertakings, confirmations and acknowledgements of the relevant Cornerstone Investor under the relevant Cornerstone Agreement are accurate and true in all material respects and not misleading and that there is no material breach of the relevant Cornerstone Agreement on the part of the relevant Cornerstone Investor; and

(d) 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 under the relevant Cornerstone Agreement and there shall be no orders or injunctions from a court of competent jurisdiction in effect precluding or prohibiting consummation of such transactions.

RESTRICTIONS ON THE CORNERSTONE INVESTORS' INVESTMENT

Each of the Cornerstone Investors has agreed that without the prior written consent of each of our Company, the Sole Sponsor and the Sole Overall Coordinator, it will not, whether directly or indirectly, at any time during the period of six months from the Listing Date, dispose of any of the relevant Offer Shares or any interest in any company or entity holding any of the relevant Offer Shares including any securities convertible into or exchangeable or exercisable for, or that represent the right to receive, any of the foregoing securities, save for certain limited circumstances, such as transfers to any of its wholly-owned subsidiaries who will be bound by the same obligations of such Cornerstone Investor.

You should read the following discussion and analysis in conjunction with our consolidated financial statements included in the Accountants' Report set out in Appendix I to this prospectus, together with the accompanying notes. Our consolidated financial information has been prepared in accordance with HKFRSs, which may differ in material aspects from generally accepted accounting principles in other jurisdictions. You should read the entire Accountants' Report and not merely rely on the information contained in this section.

The following discussion and analysis, and other parts of this prospectus contain forward-looking statements that reflect our current views with respect to future events and financial performance. These statements are based on assumptions and analysis made by us in light of our experience and perception of historical trends, current conditions and expected future developments, as well as other factors that we believe are appropriate under the circumstances. However, whether the actual outcome and developments will meet our expectations and predictions depends on a number of risks and uncertainties over which we do not have control. In evaluating our business, you should carefully consider the information provided into the sections headed "Forward-looking Statements", "Risk Factors" and elsewhere in this prospectus.

OVERVIEW

We are an alumina manufacturer in Southeast Asia, and are committed to continue strengthening our market position in the region. Our dedication is rooted in the principles of excellence, continuous improvement, and relentless pursuit of growth. With these development philosophies, we strive to not only establish our presence as a globally recognised enterprise but also to cultivate a brand that achieves renown worldwide.

According to Frost & Sullivan, the main alumina-producing countries in Southeast Asia as of the end of 2023 are Indonesia and Vietnam, and we are among the three major alumina production enterprises in Southeast Asia. The completion of Phase II Alumina Production Project allowed our designed annual alumina production capacity to reach two million tons, which allowed our Group to rank among the first in Indonesia and Southeast Asia in terms of designed annual production capacity in 2023, according to Frost & Sullivan. In 2023, our Group was the second-largest producer in the Southeast Asian alumina market and had a 34.9% market share in the Southeast Asia alumina industry in terms of actual production volume, according to Frost & Sullivan. Our achievements above are also testaments to our technological strengths, operational excellence, and commitment to growth.

We experienced growth in our alumina sales volume across the Track Record Period. Our alumina sales volume increased from 0.47 million tons in FY2021 to 1.21 million tons in FY2022, and further increased to 1.90 million tons(1) in FY2023, with a CAGR of 100.2%. In 9M2024, our alumina sales volume reached 1.60 million tons(1), as compared to 1.34 million tons in 9M2023.

During the Track Record Period, our revenue has grown from US$172.8 million in FY2021 to US$466.8 million in FY2022 and further increased to US$677.8 million in FY2023, with a CAGR of 98.0%. Our revenue also increased from US$482.7 million in 9M2023 to US$683.0 million in 9M2024.

BASIS OF PREPARATION

The historical financial information of our Group for the Track Record Period ("**Historical Financial Information**") has been prepared in accordance with all applicable HKFRSs, which collective term includes all applicable individual HKFRSs, Hong Kong Accounting Standards ("**HKASs**") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**"). The Historical Financial Information is presented in USD. Further details of the material accounting policy information adopted are set out in Note 2 to the Accountants' Report in Appendix I to this prospectus.

The HKICPA has also issued a number of new and revised HKFRSs and our Group has adopted all applicable new and revised HKFRSs to the Track Record Period, except for any revised and new standards or interpretations that are not yet effective for the accounting period beginning on 1 January 2024. The revised and new accounting standards and interpretations issued but not yet effective for the accounting period beginning on 1 January 2024 are set out in Note 27 to the Accountants' Report in Appendix I to this prospectus.

The historical financial information of our Group for the nine months period ended 30 September 2023 has been prepared in accordance with the same basis of preparation and presentation adopted in respect of the Historical Financial Information.

(1) Inclusive of the sales of approximately eight thousand tons and 10.5 thousand tons of aluminium hydroxide, a semi-finished product during our alumina production, in the fourth quarter of 2023 and 9M2024, respectively, accounting for US$2.18 million and US$2.74 million of our revenue for the same periods, respectively.

The consolidated statements of profit or loss, the consolidated statements of profit or loss and other comprehensive income, the consolidated statements of changes in equity and the consolidated cash flow statements of our Group for the Track Record Period as set out in the Historical Financial Information include the financial performance and cash flows of the companies now comprising our Group as if the current group structure had been in existence throughout the Track Record Period, or since their respective dates of establishment, whichever is a shorter period.

The consolidated statements of financial position of our Group as at 31 December 2021, 2022 and 2023 and 30 September 2024 as set out in the Historical Financial Information have been prepared to present the financial position of the companies now comprising our Group as at those dates as if the current group structure had been in existence as at the respective dates, taking into account the respective dates of establishment, where applicable. Intra-group balances, transactions and unrealised gains/losses on intra-group transactions are eliminated in full in preparing the Historical Financial Information.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our financial condition and results of operations are affected by general factors affecting the alumina industry, including global macroeconomic conditions and changes in policies and regulations adopted by governments of countries and regions where we operate. Besides the general factors affecting the alumina industry, our business, historical financial condition and results of operations have been affected by the following specific factors which we believe will continue to affect our financial condition and results of operations in the future:

- Fluctuation in alumina prices and the supply and demand dynamics of alumina;
- Expansion of production capacity and utilisation rate;
- Cost of raw materials;
- Foreign currency exchange fluctuations; and
- Corporate income tax exemption.

Fluctuation in alumina prices and the supply and demand dynamics of alumina

Our operations and financial performance are directly affected by the fluctuations in alumina prices. In the past few years, the global average price of alumina has slightly increased from approximately US$335.0 per ton in 2019 to approximately US$345.0 per ton in 2023, with a CAGR of 0.7% while fluctuating up and down during the period. We generally price our product for sales other than sales through spot trading by using a formula-based approach, factoring in market recognised price index. Annual sales contracts are priced using such price index plus a premium based on overseas market supply and demand, as well as shipping costs trend. As for spot trading of alumina, the pricing is determined through a bidding process, taking into account the said price index as a reference. Accordingly, our alumina selling prices would fluctuate generally according to the global market price of alumina.

Moreover, our business operation and financial performance would be affected by the upstream and downstream demand and supply along the aluminium value chain. From the upstream sector, our ability to source quality raw materials, especially bauxite, from the suppliers, would be vital to our business operation. During the Track Record Period, we procured bauxite locally from Indonesia. The supply of bauxite may fluctuate depending on resource availability and regulatory developments. Our ability to continue sourcing high quality bauxite with a competitive price would be crucial in ensuring our financial performance and profitability. From the downstream sector, our operations and sales tend to fluctuate with the demands for our alumina, and aluminium in general. Our main product is metallurgical grade alumina, which is primarily used to produce electrolytic aluminium, and in turn be casted into aluminium alloy ingots for further processing into semi-finished aluminium products such as cable and foil, or other applications in construction, transportation, etc. Any changes in the demand and consumptions of alumina, or aluminium in general, including but not limited to technological developments that result in technological substitutions, policies changes such as increasing environmental protection measures, may also affect our business operation.

Sensitivity analysis

	Increase/decrease in the average price of alumina	
	–/+ 5%	*–/+ 10%*
Increase/decrease in revenue (*USD'000*)		
FY2021	8,642	17,284
FY2022	23,339	46,678
FY2023	33,889	67,779
9M2024	34,152	68,304

	Increase/decrease in the average price of alumina	
	–/+ 5%	*–/+ 10%*
Increase/decrease in gross profit (*USD'000*)		
FY2021	8,642	17,284
FY2022	23,339	46,678
FY2023	33,889	67,779
9M2024	34,152	68,304
Increase/decrease in net profit (*USD'000*)		
FY2021	8,642	17,284
FY2022	23,339	46,678
FY2023	33,889	67,779
9M2024	34,152	68,304

	Increase / decrease in the average price of alumina			
	– 5%	*+ 5%*	*– 10%*	*+ 10%*
Increase/decrease in gross profit margin (percentage point)				
FY2021	(3.9)	3.5	(8.2)	6.7
FY2022	(4.0)	3.6	(8.4)	6.9
FY2023	(3.7)	3.4	(7.9)	6.4
9M2024	(2.8)	2.6	(6.0)	4.9
Increase/decrease in net profit margin (percentage point)				
FY2021	(4.1)	3.7	(8.6)	7.0
FY2022	(4.2)	3.8	(8.8)	7.2
FY2023	(3.9)	3.5	(8.3)	6.8
9M2024	(3.2)	2.9	(6.8)	5.5

Expansion of production capacity and utilisation rate

As at the Latest Practicable Date, our production base, comprised our Phase I Alumina Production Project and Phase II Alumina Production Project, had an aggregate designed annual production capacity of two million tons of alumina, and we maintained a utilisation rate of over 90% during the Track Record Period. Our production base is also equipped with a range of other ancillary facilities, such as thermal power plant, deep-water port, water plant, and coal gasification plant to facilitate our production process. Please refer to the section headed "Business — Our Production and Other Ancillary Facilities — Our production facilities" in this prospectus for further details.

We believe that our production base and the ancillary facilities are vital for the production of our alumina. Going forward, we are also expanding our production capacity by engaging in our New Alumina Production Project at our production base, which is expected to have a designed annual production capacity of two million tons of alumina. Despite that the construction of such production facility is capital-intensive in nature, we expect that our expanding production capacities can contribute to our business development, and further assist our Group to further extend our market share in the alumina industry.

Cost of raw materials

During the Track Record Period, our major raw materials for the production of alumina included bauxite, coal and caustic soda. The cost of raw materials amounted to US$93.0 million, US$279.1 million, US$390.6 million and US$297.7 million for FY2021, FY2022, FY2023 and 9M2024, respectively, and accounted for 72.6%, 78.7%, 81.4% and 81.1% of our total cost of sales for FY2021, FY2022, FY2023 and 9M2024, respectively. Future price increases in raw materials or changes in the supply of raw materials may materially and adversely affect our business, financial condition and results of operation.

Sensitivity analysis

	Increase/decrease in the cost of raw materials	
	–/+5%	*–/+10%*
	US$'000	*US$'000*
Increase / decrease in profit before tax		
FY2021	4,650	9,301
FY2022	13,954	27,909
FY2023	19,530	39,059
9M2024	14,885	29,771

Prospective investors should note that the above analysis on the historical financial information is for reference only and should not be viewed as actual effect.

Foreign currency exchange fluctuations

Our primary currencies of use are IDR, USD, and RMB. For the purchase of bauxite and certain raw materials in Indonesia, we primarily use IDR. When our procurement and subsequent sales involve different currencies, especially for exports and sales outside the country of procurement and manufacturing, we use different currencies and hence are exposed to currency risks. Fluctuations in exchange rates among IDR, USD and RMB can impact our financial performance. Our Directors expect that IDR, USD and RMB will continue to be used in our business in the foreseeable future. Therefore, foreign exchange rates fluctuations will continue to affect our financial condition and results of operations.

Corporate income tax exemption

In 2021, our main operating subsidiary in Indonesia, BAI, obtained approvals from the relevant tax authorities for entitlement of an Indonesia Corporate Income Tax exemption consisting of a 20-year-exemption of Indonesia Corporate Income Tax commencing from 2021 to 2040 and a 50% reduction in ordinary tax rate from 2041 to 2042. There is no assurance that we could continue to enjoy such tax exemption in the future due to changes in policies to be adopted by the government authorities.

To the extent that there is any loss of, or significant reduction in, any preferential tax treatment applicable to us, or increase in the effective tax rate, our tax expenses would increase. The occurrence of these changes may adversely affect our business, results of operations and financial condition.

MATERIAL ACCOUNTING POLICIES AND SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of our Historical Financial Information in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. Our material accounting policy information and significant accounting judgements and estimates are set forth in Notes 2 and 3 to the Accountants' Report in Appendix I to this prospectus. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. When reviewing our consolidated financial statements, you should consider (i) our material accounting policies, (ii) the judgements and other uncertainties affecting the application of such policies, and (iii) the sensitivity of reported results to changes in conditions and assumptions.

We set forth below those accounting policies and estimates that we believe involve the most significant estimates and judgements used in the preparation of our Historical Financial Information.

Material Accounting Policies

Revenue Recognition

Income is classified by our Group as revenue when it arises from the sale of goods in the ordinary course of our business.

Revenue is recognised when control over a product or service is transferred to the customer, at the amount of promised consideration to which our Group is expected to be entitled, excluding those amounts collected on behalf of third parties such as value added tax or other sales taxes.

In relation to our principal business activities, namely sale of alumina, revenue is recognised when the customer takes possession of and accepts the alumina.

Translation of Foreign currencies

Our Group's transactions in foreign currencies are translated into the respective functional currencies of members of our Group at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value is determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognised in profit or loss.

The assets and liabilities of entities using functional currency other than US$ are translated into US$ at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into US$ at the exchange rates at the dates of the transactions.

Foreign currency differences are recognised in other comprehensive income and accumulated in exchange reserve. The translation of the financial statements of the companies comprising the Group into US$ and assets and liabilities of entities using functional currency other than US$ into US$ resulted in the negative exchange difference on translation of financial statements of foreign operations of US$7.2 million and US$106.1 million recorded for FY2021 and FY2022, respectively, whereas positive exchange difference of US$17.6 million and US$30.2 million were recorded in FY2023 and 9M2024, respectively. The relatively large amount of exchange differences were primarily attributable to the fluctuation of the exchange rate between US$ and IDR during the Track Record Period, where IDR is the functional currency of BAI, our major operating subsidiary.

When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount in the exchange reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. On the disposal of a subsidiary that includes a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation that have been attributed to the non-controlling interest shall be derecognised, but shall not be reclassified to profit or loss. If our Group disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is reattributed to non-controlling interest.

Inventories

Inventories are measured at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Credit Losses and Impairment of Assets

Our Group recognises a loss allowance for expected credit losses ("**ECLs**") on financial assets measured at amortised cost (including cash and cash equivalents, trade receivables and other receivables). ECLs are a probability-weighted estimate of credit losses. Generally, credit losses are measured as the present value of all expected cash shortfalls between the contractual and expected amounts. The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material.

The maximum period considered when estimating ECLs is the maximum contractual period over which our Group is exposed to credit risk.

ECLs are measured on either of the following bases:

— 12-month ECLs: these are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months); and

— lifetime ECLs: these are the ECLs that result from all possible default events over the expected lives of the items to which the ECL model applies.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs. For all other financial instruments, our Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

Significant increases in credit risk

When determining whether the credit risk of a financial instrument has increased significantly since initial recognition and when measuring ECLs, our Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on our Group's historical experience and informed credit assessment, that includes forward-looking information.

Our Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

Our Group considers a financial asset to be in default when:

— there is a breach of financial covenants by the debtor; or

— information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its credit obligations to our Group in full (without taking into account any collaterals held by our Group).

Irrespective of the above analysis, our Group considers the default has occurred when a financial asset is more than 90 days past due unless our Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Significant Accounting Judgements and Estimates

Expected Credit Losses for Trade Receivables

The credit loss allowance for trade receivables is based on assumptions about the expected loss rates. Our Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on our Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. Changes in these assumptions and estimates could materially affect the result of the assessment and it may be necessary to make additional impairment charge to the profit or loss.

As at 31 December 2021, 2022 and 2023 and 30 September 2024, the carrying amounts of trade receivables were US$14.7 million, US$11.5 million, US$62.6 million and US$45.5 million, respectively, net of loss allowance of US$0.4 million, US$0.4 million, US$1.1 million and US$0.7 million, respectively.

Depreciation

Property, plant and equipment and right-of-use assets are depreciated on a straight-line basis over their estimated useful lives, after taking into account the estimated residual values, if any. Our Group reviews the estimated useful lives and residual values, if any, of the property, plant and equipment and right-of-use assets regularly in order to determine the amount of depreciation expense to be recorded during any reporting period. The determination of useful lives and residual values, if any, are based on the historical experience with similar assets and taking into account anticipated changes on how such assets are to be deployed. The depreciation expense for future periods is adjusted if there are significant changes from previous estimates.

As at 31 December 2021, 2022 and 2023 and 30 September 2024, the carrying amount of our property, plant and equipment amounted to US$802.3 million, US$900.2 million, US$869.6 million and US$980.9 million, respectively, net of accumulated depreciation of US$26.2 million, US$63.6 million, US$118.2 million and US$164.4 million, respectively.

As at 31 December 2021, 2022 and 2023 and 30 September 2024, the carrying amount of our right-of-use assets amounted to US$55.4 million, US$53.3 million, US$52.7 million and US$52.3 million, respectively, net of accumulated depreciation of US$6.9 million, US$8.3 million, US$10.6 million and US$12.4 million, respectively.

Recognition of Deferred Tax Liabilities

Deferred tax liabilities are recognised in respect of taxable temporary differences. Some temporary differences arise when income or expense is included in accounting profit in one period but is included in taxable profit in a different period. Such temporary differences are often described as timing differences. Management's judgement needs to assess the amount of taxable timing differences. Management's assessment will be revised as necessary and additional or less deferred tax liabilities are recognised or reversed if the estimate amount of taxable timing differences changes.

Deferred tax liabilities of US$1.9 million, US$7.0 million, US$10.7 million and US$21.1 million had been charged to profit or loss for FY2021, FY2022, FY2023 and 9M2024, respectively.

DESCRIPTION OF SELECTED COMPONENTS OF STATEMENTS OF CONSOLIDATED PROFIT OR LOSS

The following table sets forth our consolidated statements of profit or loss for the years/periods indicated:

	FY2021	FY2022	FY2023	9M2023	9M2024
	US$'000	*US$'000*	*US$'000*	*US$'000* (unaudited)	*US$'000*
Revenue	172,842	466,777	677,785	482,730	683,038
Cost of sales	(128,040)	(354,708)	(480,117)	(351,598)	(366,980)
Gross profit	44,802	112,069	197,668	131,132	316,058
Other net income	6,776	7,651	11,485	10,166	3,305
Selling expenses	(110)	(1,863)	(3,193)	(2,153)	(4,271)
Administrative expenses	(9,377)	(14,726)	(18,140)	(12,540)	(20,464)
Impairment loss (recognised) / reversed on trade receivables	(432)	3	(729)	(206)	425
Profit from operations	41,659	103,134	187,091	126,399	295,053
Finance costs	(1)	(2)	(2)	(1)	(3)
Profit before taxation	41,658	103,132	187,089	126,398	295,050
Income tax	(1,948)	(7,040)	(13,564)	(8,958)	(28,724)
Profit for the year / period	**39,710**	**96,092**	**173,525**	**117,440**	**266,326**
Attributable to:					
Equity shareholders of our Company	28,463	67,692	122,665	83,237	215,378
Non-controlling interests	11,247	28,400	50,860	34,203	50,948
Profit for the year / period	**39,710**	**96,092**	**173,525**	**117,440**	**266,326**

Revenue

In FY2021, FY2022, FY2023, 9M2023, and 9M2024, our revenue was US$172.8 million, US$466.8 million, US$677.8 million, US$482.7 million and US$683.0 million, respectively. During the Track Record Period, we generated substantially all of our revenue from the sales of alumina. The following table sets forth the sales volume, revenue and average selling price of alumina produced by us during the Track Record Period:

	FY2021			FY2022			FY2023			9M2023			9M2024		
	Sales Volume	Revenue	Average Selling Price[(1)]	Sales Volume	Revenue	Average Selling Price[(1)]	Sales Volume	Revenue	Average Selling Price[(1)]	Sales Volume	Revenue	Average Selling Price[(1)]	Sales Volume	Revenue	Average Selling Price[(1)]
	ton'000	*US$'000*	*US$/ton*	*ton'000*	*US$'000*	*US$/ton*	*ton'000*	*US$'000*	*US$/ton*	*ton'000*	*US$'000* (unaudited)	*US$/ton*	*ton'000*	*US$'000*	*US$/ton*
Sales of alumina . .	472	172,842	366	1,214	466,777	385	1,902[(2)]	677,785	356	1,344	482,730	359	1,602[(3)]	683,038	426

Notes:

(1) Arithmetic calculation by dividing the revenue by sales volume.

(2) Inclusive of the sales of approximately eight thousand tons of aluminium hydroxide, a semi-finished product during our alumina production, in the fourth quarter of 2023, accounting for US$2.18 million of our revenue.

(3) Inclusive of the sales of approximately 10.5 thousand tons of aluminium hydroxide, accounting for US$2.74 million of our revenue.

During the Track Record Period, our sales volume of alumina was approximately 0.47 million tons, 1.21 million tons, 1.90 million tons, 1.3 million tons and 1.6 million tons for FY2021, FY2022, FY2023, 9M2023 and 9M2024, respectively, showing an increasing trend, which was in line with our business expansion.

Revenue by Geographic Region

During the Track Record Period, we primarily sold our alumina to customers in, among others, Malaysia, Singapore and Mainland China.

The following table sets out a breakdown of our revenue by geographic region (based on the place of incorporation of the customer), each expressed as an absolute amount and as a percentage of our total revenue, for the years/periods indicated:

	FY2021		FY2022		FY2023		9M2023		9M2024	
	US$'000	*(%)*	*US$'000*	*(%)*	*US$'000*	*(%)*	*US$'000* (unaudited)	*(%)*	*US$'000*	*(%)*
Malaysia	126,714	73.3	248,965	53.3	318,880	47.0	223,563	46.3	364,680	53.4
Hong Kong	—	—	14,619	3.1	223,542	33.0	136,672	28.3	242,743	35.5
Singapore	—	—	37,615	8.1	55,108	8.1	44,323	9.2	72,871	10.7
South Korea	—	—	—	—	2,177	0.3	—	—	2,744	0.4
Mainland China	46,128	26.7	27,452	5.9	67,461	10.0	67,461	14.0	—	—
Switzerland[1]	—	—	138,126	29.6	10,617	1.6	10,711	2.2	—	—
Total	**172,842**	**100.0**	**466,777**	**100.0**	**677,785**	**100.0**	**482,730**	**100.0**	**683,038**	**100.0**

Note:

(1) The revenue for 9M2023 was higher than that of FY2023 primarily because the average exchange rate of IDR to USD for 9M2023 was higher than that for FY2023.

The Southeast Asia region is one of our key markets in terms of revenue generation. During the Track Record Period, the amount of revenue we derived from sales to customers in Malaysia and Singapore had shown an increasing trend, which increased from US$126.7 million in FY2021 to US$286.6 million in FY2022, to US$374.0 million in FY2023. The amount of revenue we derived from sales to customers in Malaysia and Singapore also increased from US$267.9 million in 9M2023 to US$437.6 million in 9M2024. The increase in the amount of revenue we derived from sales to customers in Malaysia and Singapore was in line with the business expansion of our Group. The revenue we derived from sales to customers in Malaysia and Singapore contributed to 73.3%, 61.4%, 55.2%, 55.5% and 64.1% of our total revenue in FY2021, FY2022, FY2023, 9M2023 and 9M2024, respectively. In addition, our sales to customers in Hong Kong also demonstrated considerable growth since our first sales to such customers in FY2022. The amount of revenue we derived from sales to customers in Hong Kong amounted to US$14.6 million, US$223.5 million, US$136.7 million and US$242.7 million for FY2022, FY2023, 9M2023 and 9M2024, respectively, accounting for 3.1%, 33.0%, 28.3% and 35.5% of our total revenue in the same years/periods, respectively.

As regards Mainland China, in order to clearly delineate our business from that of the Parent Group, we had not conducted any sales to customers in Mainland China since the second half of 2023. For further details of the business delineation between our Group and the Parent Group, please refer to the section headed "Relationship with Controlling Shareholders" in this prospectus.

Revenue by Distribution Channels

The following table sets out a breakdown of our revenue, sales volumes, and average selling price by distribution channels for the years/periods indicated:

	FY2021				FY2022				FY2023				9M2023				9M2024			
	Sales volume	Revenue		Average selling price	Sales volume	Revenue		Average selling price	Sales volume	Revenue		Average selling price	Sales volume	Revenue		Average selling price	Sales volume	Revenue		Average selling price
	ton'000	*US$'000*	*(%)*	*US$/ton*	*ton'000*	*US$'000*	*(%)*	*US$/ton*	*ton'000*	*US$'000*	*(%)*	*US$/ton*	*ton'000*	*US$'000* *(unaudited)*	*(%)*	*US$/ton*	*ton'000*	*US$'000*	*(%)*	*US$/ton*
Direct sales	455	165,785	95.9	365	795	308,345	66.1	388	1,323	464,411	68.5	351	947	335,347	69.5	354	1,076	454,202	66.5	422
Sales through agents	18	7,056	4.1	401	418	158,432	33.9	379	579	213,374	31.5	368	397	147,383	30.5	371	526	228,836	33.5	435
Total	**472**	**172,842**	**100.0**	**366**	**1,214**	**466,777**	**100.0**	**385**	**1,902[(1)]**	**677,785**	**100.0**	**356**	**1,344**	**482,730**	**100.0**	**359**	**1,602[(2)]**	**683,038**	**100.0**	**426**

Notes:

(1) Inclusive of the sales of approximately eight thousand tons of aluminium hydroxide, a semi-finished product during our alumina production, in the fourth quarter of 2023, accounting for US$2.18 million of our revenue.

(2) Inclusive of the sales of approximately 10.5 thousand tons of aluminium hydroxide, accounting for US$2.74 million of our revenue.

Revenue by Customer Types

The following table sets out a breakdown of our revenue, sales volumes, and average selling price by customer types for the years/periods indicated:

	FY2021				FY2022				FY2023				9M2023				9M2024			
	Sales volume	Revenue		Average selling price	Sales volume	Revenue		Average selling price	Sales volume	Revenue		Average selling price	Sales volume	Revenue		Average selling price	Sales volume	Revenue		Average selling price
	ton'000	*US$'000*	*(%)*	*US$/ton*	*ton'000*	*US$'000*	*(%)*	*US$/ton*	*ton'000*	*US$'000*	*(%)*	*US$/ton*	*ton'000*	*US$'000* *(unaudited)*	*(%)*	*US$/ton*	*ton'000*	*US$'000*	*(%)*	*US$/ton*
Downstream manufacturers	334	126,714	73.3	379	629	248,965	53.3	396	928	321,057	47.4	346	641	223,563	46.3	349	867	367,424	53.8	424
Commodity traders	138	46,128	26.7	334	584	217,812	46.7	373	974	356,728	52.6	366	703	259,167	53.7	369	736	315,614	46.2	429
Total	**472**	**172,842**	**100.0**	**366**	**1,214**	**466,777**	**100.0**	**385**	**1,902[(1)]**	**677,785**	**100.0**	**356**	**1,344**	**482,730**	**100.0**	**359**	**1,602[(2)]**	**683,038**	**100.0**	**426**

Notes:

(1) Inclusive of the sales of approximately eight thousand tons of aluminium hydroxide, a semi-finished product during our alumina production, in the fourth quarter of 2023, accounting for US$2.18 million of our revenue.

(2) Inclusive of the sales of approximately 10.5 thousand tons of aluminium hydroxide, accounting for US$2.74 million of our revenue.

Cost of Sales

In FY2021, FY2022, FY2023, 9M2023 and 9M2024, our cost of sales was US$128.0 million, US$354.7 million, US$480.1 million, US$351.6 million and US$367.0 million, respectively.

The following table sets forth a breakdown of our cost of sales, in absolute amount and as a percentage of our total cost of sales, for the years/periods indicated:

	FY2021		FY2022		FY2023		9M2023		9M2024	
	US$'000	*(%)*	*US$'000*	*(%)*	*US$'000*	*(%)*	*US$'000* (unaudited)	*(%)*	*US$'000*	*(%)*
Raw materials										
Bauxite	35,048	27.4	95,767	27.0	176,609	36.8	125,693	35.7	148,329	40.4
Coal	33,973	26.5	93,991	26.5	101,520	21.1	76,475	21.8	66,414	18.1
Caustic soda	20,209	15.8	80,197	22.6	100,356	20.9	75,002	21.3	71,759	19.6
Others	3,778	3.0	9,133	2.6	12,106	2.5	8,720	2.5	11,205	3.1
Staff cost	13,771	10.8	27,346	7.7	31,138	6.5	22,144	6.3	22,771	6.2
Depreciation	18,077	14.0	39,300	11.1	51,354	10.7	38,577	11.0	39,005	10.6
Others	3,184	2.5	8,974	2.5	7,034	1.5	4,987	1.4	7,497	2.0
Total	**128,040**	**100.0**	**354,708**	**100.0**	**480,117**	**100.0**	**351,598**	**100.0**	**366,980**	**100.0**

Gross Profit and Gross Profit Margin

The following table sets forth a breakdown of our gross profit and gross profit margin by product type for the years/periods indicated:

	FY2021		FY2022		FY2023		9M2023		9M2024	
	Gross profit	Gross profit margin	Gross profit	Gross profit margin	Gross profit	Gross profit margin	Gross profit	Gross profit margin	Gross profit	Gross profit margin
	US$'000	*(%)*	*US$'000*	*(%)*	*US$'000*	*(%)*	*US$'000* (unaudited)	*(%)*	*US$'000*	*(%)*
Sales of alumina[(1)]	44,802	25.9	112,069	24.0	197,668	29.2	131,132	27.2	316,058	46.3

Note:

(1) Inclusive of the sales of aluminium hydroxide, a semi-finished product during our alumina production, in the second half of 2023 and 9M2024, accounting for US$2.18 million and US$2.74 million of our revenue, respectively.

Our gross profit increased from US$44.8 million in FY2021 to US$112.1 million in FY2022, and further increased to US$197.7 million in FY2023. Our gross profit also increased from US$131.1 million in 9M2023 to US$316.1 million in 9M2024. The continuing increase in gross profit was primarily attributable to the increase in our revenue during the Track Record Period.

Our gross profit margin decreased from 25.9% in FY2021 to 24.0% in FY2022, which was mainly due to the increase in the cost of caustic soda in FY2022, partially offset by an increase in our average selling price of alumina. The said increase in cost of caustic soda was in line with the increase in global average price of caustic soda from US$305.7 per ton in 2021 to US$460.5 per ton in 2022, as confirmed by Frost & Sullivan. Our gross profit margin then increased back to 29.2% in FY2023, primarily attributable to (i) the decrease in the cost of caustic soda and coal in FY2023, which outweighed the decrease in our average selling price of alumina. In such connection, as confirmed by Frost & Sullivan, the global average selling price of caustic soda decreased from US$460.5 per ton in 2022 to US$385.0 per ton in 2023, and at the same time the average selling price of thermal coal in Southeast Asia decreased from US$357.8 per ton in 2022 to US$173.8 per ton in 2023; and (ii) stabilisation of our certain production costs such as staff cost, which was relatively less sensitive to our expansion in production due to the use of machinery. Our gross profit margin increased from 27.2% in 9M2023 to 46.3% in 9M2024, which was mainly attributable to the increase in our average selling price of alumina from US$359 per ton in 9M2023 to US$426 per ton in 9M2024, coupled with a decrease in our cost of caustic soda and coal of 4.3% and 13.2% respectively during the same period. The said decrease in our cost of caustic soda and coal was in turn mainly attributable to the decrease in the procurement cost of such raw materials. As confirmed by Frost & Sullivan, (i) the global average selling price of caustic soda decreased by approximately 6.8% in 9M2024 as compared to 9M2023, primarily due to the continued expansion of caustic soda production capacity globally, which has exacerbated the supply-demand imbalance. Additionally, traditional industries such as chemicals and dyeing have experienced weak demand, resulting in an overall demand growth rate lower than the supply growth rate. The weak demand in the said traditional industries was in turn caused by factors such as more stringent environmental policies, intensified competition from substitutes, and shifting consumer preferences. As environmental regulations tighten, companies are required to invest more in eco-friendly upgrades, and such additional investments forced some small and medium-sized enterprises to reduce or halt production. Further, the rapid development of new materials and technologies has also led to the replacement of certain traditional chemical products, thereby further shrinking market demand. Additionally, consumer preferences are increasingly shifting towards environmentally friendly and sustainable products, which significantly impacted the demand for traditional industries' products; and (ii) the average selling price of thermal coal in Southeast Asia decreased by approximately 24.3% in 9M2024 as compared to 9M2023, primarily due to both reduced global demand and oversupply: (a) on the demand side, the global shift towards renewable energy has accelerated, reducing overall dependence on thermal coal and weakening the demand; and (b) on the supply side, Southeast Asian countries increased thermal coal production in 2023, and many mines continued to expand output in 2024, resulting in oversupply. Such oversupply, combined with stagnant demand, has led to rising thermal coal inventories which further exerted downward pressure on thermal coal prices, as confirmed by Frost & Sullivan.

Other Net Income

In FY2021, FY2022, FY2023, 9M2023 and 9M2024, our other net income amounted to US$6.8 million, US$7.7 million, US$11.5 million, US$10.2 million and US$3.3 million, respectively.

During the Track Record Period, our other net income primarily consisted of (i) interest income on financial assets measured at amortised cost; (ii) net foreign exchange gain; and (iii) gain from sales of scraps materials. The following table sets forth a breakdown of our other net income for the years/periods indicated:

	FY2021		FY2022		FY2023		9M2023		9M2024	
	US$'000	*(%)*	*US$'000*	*(%)*	*US$'000*	*(%)*	*US$'000* (unaudited)	*(%)*	*US$'000*	*(%)*
Interest income on financial assets measured at amortised cost(1)	3,826	56.5	1,615	21.1	8,405	73.2	5,700	56.1	7,971	241.2
Net foreign exchange gain/(loss)	2,675	39.5	5,133	67.1	2,546	22.2	3,768	37.1	(6,644)	(201.0)
Gain from sales of scraps materials	143	2.1	684	8.9	584	5.1	589	5.8	565	17.1
Gain of forward exchange contracts at fair value through profit or loss(2)	—	—	—	—	251	2.2	—	—	1,202	36.4
Loss on disposal of property, plant and equipment	(4)	(0.1)	(6)	(0.1)	—	—	—	—	(1)	(0.0)
Others	136	2.0	225	3.0	(301)	(2.7)	109	1.0	212	6.3
Total	**6,776**	**100.0**	**7,651**	**100.0**	**11,485**	**100.0**	**10,166**	**100.0**	**3,305**	**100.0**

Note:

(1) Financial assets measured at amortised cost represented our Group's demand deposits with banks. Our Group did not purchase any wealth management products during the Track Record Period.

(2) Such forward exchange contracts were entered into by our Group for fixing the exchange rate between USD and IDR.

Selling Expenses

Our selling expenses primarily represented expenses incurred in relation to our sales, and amounted to US$0.1 million, US$1.9 million, US$3.2 million, US$2.2 million and US$4.3 million, respectively, in FY2021, FY2022, FY2023, 9M2023 and 9M2024, representing 0.1%, 0.4%, 0.5%, 0.4% and 0.6% of our revenue, respectively.

Administrative Expenses

In FY2021, FY2022, FY2023, 9M2023 and 9M2024, our administrative expenses amounted to US$9.4 million, US$14.7 million, US$18.1 million, US$12.5 million and US$20.5 million, respectively, representing 5.4%, 3.2%, 2.7%, 2.6% and 3.0% of our revenue, respectively. The following table sets out a breakdown of our administrative expenses for the years/periods indicated:

	FY2021		FY2022		FY2023		9M2023		9M2024	
	US$'000	*(%)*	*US$'000*	*(%)*	*US$'000*	*(%)*	*US$'000*	*(%)*	*US$'000*	*(%)*
							(unaudited)			
Salaries and allowances	3,786	40.4	4,463	30.3	5,968	32.9	4,565	36.4	5,689	27.8
Depreciation	2,593	27.7	4,461	30.3	5,135	28.3	3,678	29.3	4,087	20.0
Office expenses	789	8.4	1,452	9.9	2,702	14.9	1,808	14.4	1,369	6.7
Travelling expenses	223	2.4	449	3.1	236	1.3	157	1.3	295	1.4
Insurance costs	375	4.0	844	5.7	850	4.7	622	5.0	709	3.5
Security costs	—	—	219	1.5	155	0.9	176	1.4	167	0.8
Tax expenses(1)	18	0.2	143	1.0	118	0.7	34	0.3	1,740	8.5
Listing expenses	—	—	—	—	625	3.4	—	—	3,779	18.5
Others(2)	1,593	16.9	2,695	18.2	2,351	12.9	1,500	11.9	2,629	12.8
Total	**9,377**	**100.0**	**14,726**	**100.0**	**18,140**	**100.0**	**12,540**	**100.0**	**20,464**	**100.0**

Notes:

(1) Primarily included land tax, stamp tax and motor vehicle tax. The increase in tax expenses for 9M2024 as compare to that for 9M2023 was primarily attributable to the stamp duty incurred as a result of the Reorganisation.

(2) Others included professional service fees and other miscellaneous expenses. The increase in such other expenses for 9M2024 as compared to that for 9M2023 was primarily attributable to (a) the increased hospitality expenses in connection with a delegation visit arranged by our Group in the third quarter of 2024, and other business development activities of our Group; and (b) the increased greening expenses for our production facilities.

Impairment Loss (Recognised) / Reversed on Trade Receivables

Impairment loss recognised on trade receivables represented the loss allowance recognised by our Group for expected credit losses on trade receivables. We recognised an impairment loss of US$0.4 million, US$0.8 million and US$0.2 million in FY2021, FY2023 and 9M2023, respectively, whereas in FY2022 and 9M2024 we recorded a reversal of impairment loss on trade receivables of US$3.0 thousand and US$0.4 million, respectively.

Income Tax Expenses

During the Track Record Period, our income tax expenses comprised (i) current tax primarily including corporate income tax and withholding tax, as well as (ii) deferred tax. In FY2021, FY2022, FY2023, 9M2023 and 9M2024, our income tax expenses was US$1.9 million, US$7.0 million, US$13.6 million, US$9.0 million and US$28.7 million, respectively, of which (i) current tax amounted to nil, US$0.1 million, US$2.8 million, US$2.8 million and US$7.6 million, respectively; and (ii) deferred tax amounted to US$1.9 million, US$7.0 million, US$10.7 million, US$6.1 million and US$21.1 million, respectively.

We are subject to varying tax rates in different jurisdictions. See Note 7 to the Accountants' Report set out in Appendix I to this prospectus. Our effective income tax rates, calculated income tax expenses divided by profit before tax, were 4.7%, 6.8%, 7.3%, 7.1% and 9.7% in FY2021, FY2022, FY2023, 9M2023 and 9M2024, respectively. The relatively low effective tax rates were primarily because, BAI, our main operating subsidiary, enjoyed certain tax exemptions in Indonesia.

Profit attributable to equity shareholders of our Company

The non-controlling shareholders that our profit is attributable to include (i) Press Metal SPV, and (ii) MKU. The following table reconciles our (a) profit attributable to equity shareholders of our Company; and (b) profit for the year/period:

	FY2021	FY2022	FY2023	9M2023	9M2024
	(USD'000)	*(USD'000)*	*(USD'000)*	*(USD'000)* (unaudited)	*(USD'000)*
Profit attributable to equity shareholders of the Company	**28,463**	**67,692**	**122,665**	**83,237**	**215,378**
Add:					
Profit attributable to non-controlling interests belonging to Press Metal SPV [(1)]	10,299	26,006	46,575	31,322	44,099
Profit for the year/period attributable to equity shareholders of the Company and Press Metal SPV	**38,762**	**93,708**	**169,240**	**114,559**	**259,477**
Add:					
Profit attributable to non-controlling interests belonging to MKU	948	2,394	4,285	2,882	6,849
Profit for the year/period	**39,710**	**96,092**	**173,525**	**117,440**	**266,326**

Note:

1. Press Metal SPV had changed from being a shareholder of BAI to becoming a shareholder of our Company as part of the Reorganisation. Upon the completion of the Reorganisation in July 2024, Press Metal SPV has become a shareholder of our Company hence no longer considered as non-controlling interests since then.

PERIOD-TO-PERIOD COMPARISON OF RESULTS OF OPERATIONS

FY2022 Compared to FY2021

Revenue

Our revenue increased by 170.1% from US$172.8 million in FY2021 to US$466.8 million in FY2022, which was primarily due to (i) the fact that we only commenced commercial production of alumina in May 2021 and started to record revenue from sales of alumina in July 2021, as opposed to our full-year production in FY2022, and (ii) the increase in our sales volume alongside with our Group's business expansion as our Phase II Alumina Production Project was put into operation in the last quarter of 2022.

Cost of Sales

Our cost of sales increased by 177.0% from US$128.0 million in FY2021 to US$354.7 million in FY2022, which was mainly due to the increase in our sales volume.

Gross Profit and Gross Profit Margin

Our gross profit increased by 150.1% from US$44.8 million in FY2021 to US$112.1 million in FY2022, which was primarily driven by our increase in revenue. Our gross profit margin however decreased slightly from 25.9% in FY2021 to 24.0% in FY2022, which was mainly due to the increase in the cost of caustic soda in FY2022, partially offset by an increase in our average selling price of alumina. The said increase in cost of caustic soda was in line with the increase in global average price of caustic soda from US$305.7 per ton in 2021 to US$460.5 per ton in 2022, as confirmed by Frost & Sullivan.

Other Net Income

Our other net income increased by 12.9% from US$6.8 million in FY2021 to US$7.7 million in FY2022, which was primarily due to (i) an increase in net foreign exchange gain of US$2.5 million in FY2022 and (ii) an increase in gain from sales of scrap materials of US$0.5 million, partially offset by a decrease in our interest income of US$2.2 million in the same year.

Selling Expenses

Our selling expenses increased significantly from US$0.1 million in FY2021 to US$1.9 million in FY2022, mainly due to our increase in sales as we scaled up our business.

Administrative Expenses

Our administrative expenses increased from US$9.4 million in FY2021 to US$14.7 million in FY2022. Such increase was mainly due to the increase in salaries and allowances and office expenses, which was in turn driven by an increase in our staff headcount in light of the completion of our Phase II Alumina Production Project.

Impairment Loss (Recognised) / Reversed on Trade Receivables

We recognised impairment loss on trade receivables of US$0.4 million in FY2021, and a reversal of such impairment loss of US$3.0 thousand in FY2022. Such reversal was primarily due to our collection of trade receivables, leading to a reduction of our impairment losses.

Income Tax Expense

We incurred income tax expense of US$1.9 million and US$7.0 million in FY2021 and FY2022, respectively. The increase was consistent with our growth in profit before tax.

Profit for the Year

As a result of the foregoing, our profit for the year increased from US$39.7 million in FY2021 to US$96.1 million in FY2022.

FY2023 Compared to FY2022

Revenue

Our revenue increased by 45.2% from US$466.8 million in FY2022 to US$677.8 million in FY2023, which was mainly driven by the increase in sales volume due to the full-year operation of our Phase II Alumina Production Project in FY2023.

Cost of Sales

Our cost of sales increased by 35.4% from US$354.7 million in FY2022 to US$480.1 million in FY2023, which was in line with the increase in our sales volume.

Gross Profit and Gross Profit Margin

Our gross profit increased by 76.4% from US$112.1 million in FY2022 to US$197.7 million in FY2023, which was primarily driven by our increase in revenue. Our gross profit margin increased from 24.0% in FY2022 to 29.2% in FY2023, primarily due to the fact that our cost of sales remained relatively stable notwithstanding there was a considerable growth in our sales volume, which in turn was mainly attributable to (i) a decrease in the cost of caustic soda and coal in FY2023, which outweighed the decrease in our average selling price of alumina. In such connection, as confirmed by Frost & Sullivan, the global average selling price of caustic soda decreased from approximately US$460.5 per ton in 2022 to approximately US$385.0 per ton in 2023, and at the same time the average selling price of thermal coal in Southeast Asia decreased from approximately US$357.8 per ton in 2022 to approximately US$173.8 per ton in 2023; and (ii) our production staff cost remained relatively stable in FY2023 as compared to FY2022.

Other Net Income

Our other net income increased significantly from US$7.7 million in FY2022 to US$11.5 million in FY2023. The increase was mainly due to the surge in our interest income from US$1.6 million in FY2022 to US$8.4 million in FY2023.

Selling Expenses

Our selling expenses increased from US$1.9 million in FY2022 to US$3.2 million in FY2023, which was in line with our increase in sales in FY2023.

Administrative Expenses

Our administrative expenses increased from US$14.7 million in FY2022 to US$18.1 million in FY2023, primarily due to the increase in salaries and allowances and office expenses, which was in turn driven by the increase in staff headcount of our Group to cope with our continuous business expansion.

Impairment Loss (Recognised) / Reversed on Trade Receivables

We recognised impairment loss on trade receivables of US$0.7 million in FY2023, as opposed to a reversal of impairment loss of US$3.0 thousand in FY2022. Such turnaround was primarily due to the increase in the year end balance of our trade receivables at the same time as our revenue increased in FY2023.

Income Tax Expense

We incurred income tax expense of US$7.0 million in FY2022, which further increased to US$13.6 million in FY2023 primarily due to the recognition of deferred tax liabilities in relation to the undistributed profits of BAI, and the withholding tax in relation to the dividend distribution of GAI.

Profit for the Year

As a result of the foregoing, our profit for the year increased from US$96.1 million in FY2022 to US$173.5 million in FY2023.

9M2023 Compared to 9M2024

Revenue

Our revenue increased by 41.5% from US$482.7 million in 9M2023 to US$683.0 million in 9M2024, which was mainly due to the increase in both the sales volume and average selling price of our alumina. The increase in sales volume was primarily attributable to the increase in our production volume in 9M2024 resulting from our improvement of production process and optimisation of process parameters. On the other hand, the increase in average selling price of our alumina was primarily driven by the rising global alumina prices, hence the alumina price indices our pricing was based on.

Cost of Sales

Our cost of sales recorded a slight increase by 4.4% from US$351.6 million in 9M2023 to US$367.0 million in 9M2024.

Gross Profit and Gross Profit Margin

Our gross profit increased significantly by 141.0% from US$131.1 million in 9M2023 to US$316.1 million in 9M2024, which was primarily driven by our increase in revenue. Our gross profit margin also increased significantly from 27.2% in 9M2023 to 46.3% in 9M2024 primarily due to the increase in our average selling price of alumina from US$359 per ton in 9M2023 to US$426 per ton in 9M2024, coupled with a decrease in our cost of caustic soda and coal of 4.3% and 13.2% respectively during the same period as discussed above. For details, please refer to the paragraph headed "Description of Selected Components of Statement of Consolidated Profit or Loss — Gross Profit and Gross Profit Margin" in this section.

Other Net Income

Our other net income decreased significantly from US$10.2 million in 9M2023 to US$3.3 million in 9M2024. The decrease was mainly due to the foreign exchange loss of US$6.6 million recognised by our Group for 9M2024, whereas a foreign exchange gain of US$3.8 million was recorded by our Group for 9M2023. Such turnaround was primarily attributable to the fluctuations in exchange rate between US$ and IDR during 9M2024.

Selling Expenses

Our selling expenses increased from US$2.2 million in 9M2023 to US$4.3 million in 9M2024, which was primarily attributable to our increase in sales.

Administrative Expenses

Our administrative expenses increased from US$12.5 million in 9M2023 to US$20.5 million in 9M2024, primarily due to the incurring of listing expenses as well as the increase in salaries and allowances in 9M2024.

Impairment Loss (Recognised) / Reversed on Trade Receivables

We recognised impairment loss on trade receivables of US$0.2 million in 9M2023, and a reversal of such impairment loss of US$0.4 million in 9M2024. Such reversal was primarily due to our collection of trade receivables, leading to a reduction of our impairment losses.

Income Tax Expense

We incurred income tax expense of US$9.0 million in 9M2023, which increased to US$28.7 million in 9M2024, primarily due to the recognition of deferred tax liabilities in relation to the undistributed profits of BAI, and the withholding tax in relation to the dividend distribution of GAI.

Profit for the Period

As a result of the foregoing, our profit for the period increased from US$117.4 million in 9M2023 to US$266.3 million in 9M2024.

DISCUSSION OF CERTAIN SELECTED ITEMS FROM THE CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

The table below sets forth selected information from our consolidated statements of financial position as at the dates indicated:

	As at 31 December			As at 30 September
	2021	**2022**	**2023**	**2024**
	US$'000	*US$'000*	*US$'000*	*US$'000*
Total non-current assets	866,539	958,270	929,817	1,052,181
Total current assets	335,872	323,847	508,145	637,355
Total assets	**1,202,411**	**1,282,117**	**1,437,962**	**1,689,536**
Total non-current liabilities	1,966	8,932	19,689	41,128
Total current liabilities	194,952	277,676	148,633	436,406
Net current assets	**140,920**	**46,171**	**359,512**	**200,949**
Total liabilities	**196,918**	**286,608**	**168,322**	**477,534**
Net assets	**1,005,493**	**995,509**	**1,269,640**	**1,212,002**
Share capital	704,460	704,460	786,173	*
Reserves	25,670	16,410	132,625	1,177,200
Total equity attributable to equity shareholders of our Company	**730,130**	**720,870**	**918,798**	**1,177,200**

* *The balance represented amount less than US$500.*

Property, Plant and Equipment

During the Track Record Period, our property, plant and equipment primarily consisted of (i) buildings, (ii) plant and machinery, (iii) furniture and fixtures, (iv) motor vehicles; and (v) construction in progress. The following table sets forth a breakdown of the net book value of our property, plant and equipment as at the dates indicated:

	As at 31 December			As at 30 September
	2021	2022	2023	2024
	US$'000	*US$'000*	*US$'000*	*US$'000*
Plant and buildings	477,524	579,879	578,625	581,221
Machinery and equipment	161,222	215,524	268,450	263,618
Furniture and fixtures	7,847	10,919	8,004	5,594
Motor vehicles	2,316	1,859	1,678	1,489
Construction in progress	153,341	92,026	12,837	128,955
Total	**802,250**	**900,207**	**869,594**	**980,877**

Our property, plant and equipment increased from US$802.3 million as at 31 December 2021 to US$900.2 million as at 31 December 2022, mainly due to our capital expenditure for the development of our Phase II Alumina Production Project.

Our property, plant and equipment decreased from US$900.2 million as at 31 December 2022 to US$869.6 million as at 31 December 2023, mainly due to the increase in depreciation of our property, plant and equipment resulting from the completion of the construction in progress relating to our Phase II Alumina Production Project.

Our property, plant and equipment then increased from US$869.6 million as at 31 December 2023 to US$980.9 million as at 30 September 2024, primarily due to our capital expenditure for the development of our New Alumina Production Project.

Inventories

Our inventories primarily consist of (i) raw materials, which primarily include bauxite, coals and caustic soda procured for the production of alumina; (ii) work in progress, which include semi-finished products; and (iii) finished goods, which consist of alumina for sale to customers. During the Track Record Period, we did not have, nor did we encounter any problems associated with, any obsolete inventory, as confirmed by our Directors. Accordingly, we did not make any provision for obsolete inventory over the Track Record Period.

The following table sets forth our inventories as at the dates indicated:

	As at 31 December			As at 30 September
	2021	2022	2023	2024
	US$'000	*US$'000*	*US$'000*	*US$'000*
Raw materials	25,517	40,574	97,187	54,377
Work in progress	18,403	27,314	26,761	31,650
Finished goods	5,061	2,478	5,933	7,199
Total	**48,981**	**70,366**	**129,881**	**93,226**

Our inventories increased by 43.7% from US$49.0 million as at 31 December 2021 to US$70.4 million as at 31 December 2022, primarily due to the increase in raw materials inventory and work in progress along with our increase in production capacity and production volume.

Our inventories further increased by 84.6% from US$70.4 million as at 31 December 2022 to US$129.9 million as at 31 December 2023, mainly due to our stocking up on bauxite in FY2023 to cater for contingency.

Our inventories decreased by 28.2% from US$129.9 million as at 31 December 2023 to US$93.2 million as at 30 September 2024, primarily due to our utilisation of raw materials for production during 9M2024, coupled with the fact that we slowed down our bauxite procurement during 9M2024 with a view to utilise the inventories we stocked up in FY2023 to control our inventories.

The table below sets out a summary of the ageing analysis of our inventories as at the dates indicated:

	As at 31 December			As at 30 September
	2021	2022	2023	2024
	US$'000	*US$'000*	*US$'000*	*US$'000*
Within 1 year	48,633	68,553	125,899	89,054
1 year or above(1)	348	1,813	3,982	4,172
Total	**48,981**	**70,366**	**129,881**	**93,226**

Note:

(1) Inventories aged one year or above primarily included ancillary raw materials and consumables.

The following table sets forth our inventory turnover days for the years/period indicated.

	FY2021	FY2022	FY2023	9M2024
Inventory turnover days[1]	N/A[2]	61	76	83

Notes:

(1) Inventory turnover days are equal to the average balance of inventories at the beginning and the end of the relevant year/period divided by cost of sales for such year/period and multiplied by (i) 365 days for a year; and (ii) 273 days for the nine months ended 30 September 2022.

(2) The inventory turnover days for FY2021 were not meaningful because we only commenced commercial production of alumina in May 2021 and started to record revenue from the sales of alumina in July 2021, and only had a minimal level of inventory as at 1 January 2021.

Our inventory turnover days increased from 61 days in FY2022 to 76 days in FY2023, primarily because we increased our production along with the completion of our Phase II Alumina Production Project in the last quarter of 2022. Our inventory turnover days further increased to 83 days in 9M2024, primarily because of our higher inventory level as at 30 September 2024 as compared to that as at 31 December 2022.

As at 31 January 2025, US$87.6 million, or 94.0% of our inventory balance as at 30 September 2024, had been utilised or sold.

Right-of-Use Assets

Our right-of-use assets primarily represented our leasehold lands in Indonesia for our production base. Our right-of-use assets decreased from US$55.4 million as at 31 December 2021 to US$53.3 million as at 31 December 2022, and decreased further to US$52.7 million as at 31 December 2023 and US$52.3 million as at 30 September 2024, mainly due to the depreciation charges incurred during the Track Record Period.

Intangible assets

During the Track Record Period, our intangible assets mainly consisted of software used for our business operations. Our intangible assets decreased slightly from US$0.7 million as at 31 December 2021 to US$0.4 million as at 31 December 2022, mainly due to the effect of amortisation. Our intangible assets increased significantly from US$0.4 million as at 31 December 2022 to US$5.4 million as at 31 December 2023, mainly as a result of our acquisition of a business process management system software. Our intangible assets then decreased to US$5.0 million as at 30 September 2024, primarily due to the effect of amortisation.

Cash and cash equivalents

During the Track Record Period, our cash and cash equivalents were mainly denominated in IDR or USD. The following table sets forth a breakdown of our cash and cash equivalents as at the dates indicated:

	As at 31 December			As at 30 September
	2021	2022	2023	2024
	US$'000	*US$'000*	*US$'000*	*US$'000*
Bank deposits	228,424	230,912	254,668	449,981
Cash on hand	6	8	13	21
Less: Restricted deposits[1]	(3,202)	(11,172)	(3,120)	(10,801)
Total	**225,228**	**219,748**	**251,561**	**439,201**

Note:

(1) Restricted deposits primarily represented the deposits we made for our forward exchange contracts and the issuing of letters of credit.

Our cash and cash equivalents amounted to US$225.2 million, US$219.7 million, US$251.6 million and US$439.2 million as at 31 December 2021, 2022 and 2023 and 30 September 2024, respectively. For analysis of our cash flow during the Track Record Period, see "— Liquidity and Capital Resources".

Trade Receivables

Our trade receivables represent outstanding trade receivables from our customers for the purchase of our products, and an increase in sales to our customers would result in an increase in our trade receivables. The following table sets forth our trade receivables as at the dates indicated:

	As at 31 December			As at 30 September
	2021	2022	2023	2024
	US$'000	*US$'000*	*US$'000*	*US$'000*
Trade receivables	15,128	11,873	63,708	46,237
Less: loss allowance	(434)	(390)	(1,120)	(695)
Total	**14,694**	**11,483**	**62,588**	**45,542**

Our trade receivables decreased from US$14.7 million as at 31 December 2021 to US$11.5 million as at 31 December 2022, primarily because of the settlement of a large amount of trade receivables by one of our major customers. Our trade receivables increased from US$11.5 million as at 31 December 2022 to US$62.6 million as at 31 December 2023, which was in line with our increase in revenue in FY2023. Our trade receivables then decreased to US$45.5 million as at 30 September 2024, primarily as a result of the settlement made by our customers.

The table below sets out a summary of the ageing analysis of our total trade receivables as at the dates indicated based on the date of revenue recognition and net of loss allowance:

	As at 31 December			As at 30 September
	2021	**2022**	**2023**	**2024**
	US$'000	*US$'000*	*US$'000*	*US$'000*
Within 3 months	14,694	11,483	62,588	45,542

The following table sets forth our trade receivables turnover days for the years/period indicated:

	FY2021	**FY2022**	**FY2023**	**9M2024**
Trade receivables turnover days[1]	N/A[2]	10	20	22

Notes:

(1) Trade receivables turnover days are equal to the average balance of trade receivables at the beginning and the end of the relevant year/period divided by revenue for such year/period and multiplied by (i) 365 days for a year; and (ii) 273 days for the nine months ended 30 September 2024.

(2) The trade receivables turnover days for FY2021 were not meaningful because we only commenced commercial production of alumina in May 2021, and started to record revenue from the sales of alumina in July 2021, and did not have any trade receivables as at 1 January 2021.

Our trade receivables turnover days were within the typical credit term of within 30 working days granted to our customers, and amounted to 10 days, 20 days and 22 days in FY2022, FY2023 and 9M2024, respectively.

As at 31 January 2025, US$46.2 million, or 100.0% of our trade receivables outstanding as at 30 September 2024, had been settled.

Prepayments and Other Receivables

During the Track Record Period, our prepayments and other receivables consisted of (i) prepayments for purchase of leasehold lands; (ii) prepayments for purchase of property, plant and equipment; (iii) prepayments for purchase of inventories; (iv) value-added tax recoverable; (v) amount due from related parties; and (vi) others, and amounted to US$52.0 million, US$15.4 million, US$63.0 million and US$58.7 million as at 31 December 2021, 2022 and 2023 and 30 September 2024, respectively.

The following table sets forth a breakdown of our prepayments and other receivables as at the dates indicated:

	As at 31 December			As at 30 September
	2021	**2022**	**2023**	**2024**
	US$'000	*US$'000*	*US$'000*	*US$'000*
Current portion				
Prepayments				
— purchase of inventories	24,827	7,662	45,677	24,338
Value-added tax recoverable	18,345	2,908	8,950	13,109
Amount due from related parties(1)	—	—	5,500	5,559
Listing expenses to be capitalised(2)	—	—	83	508
Others	595	508	610	1,187
	43,767	**11,078**	**60,820**	**44,701**
Non-current portion				
Prepayments				
— purchase of property, plant and equipment	7,511	3,924	350	12,140
— purchase of leasehold lands	709	408	1,825	1,859
	8,220	**4,332**	**2,175**	**13,999**

Note:

(1) The balance due from related parties were non-trade in nature, unsecured, interest free and had no fixed term of repayment, and are expected to be settled upon Listing.

(2) The balances will be transferred to the share premium account within equity upon Listing.

Our prepayments and other receivables decreased from US$52.0 million as at 31 December 2021 to US$15.4 million as at 31 December 2022, primarily due to (i) the drop in our value-added tax recoverable, and (ii) the decrease in our prepayments for purchase of inventories.

Our prepayments and other receivables increased from US$15.4 million as at 31 December 2022 to US$63.0 million as at 31 December 2023, primarily due to the increase in prepayments for purchase of inventories as we stocked up on bauxite in FY2023 to cater for contingency.

Our prepayments and other receivables further increased to US$58.7 million as at 30 September 2024, primarily due to our increase in prepayments for purchase of property, plant and equipment in connection with the construction of our New Alumina Production Project.

As at 31 January 2025, US$22.6 million, or 92.7% of our prepayments for purchase of inventories as at 30 September 2024 had been utilised.

Trade Payables

Our trade payables mainly included payables to our raw material suppliers, and amounted to US$16.4 million, US$11.6 million, US$35.6 million and US$32.8 million as at 31 December 2021, 2022 and 2023 and 30 September 2024, respectively. The changes in our trade payables balance were generally in line with our procurement during the Track Record Period, except that we made substantial settlement of trade payables during FY2022, resulting in a lower balance of trade payables as at 31 December 2022.

The table below sets out a summary of the ageing analysis of our trade payables as at the dates indicated:

	As at 31 December			As at 30 September
	2021	2022	2023	2024
	US$'000	*US$'000*	*US$'000*	*US$'000*
Within 12 months	16,409	11,647	35,607	32,836

The following table sets forth our trade payables turnover days for the years/period indicated:

	FY2021	FY2022	FY2023	9M2024
Trade payables turnover days[1]	N/A[2]	14	18	25

Notes:

(1) Trade payable turnover days are calculated by dividing the average trade payables by costs of sales multiplied by (i) 365 days for a year; and (ii) 273 days for the nine months ended 30 September 2024. Average trade payables is calculated by dividing by the sum of trade payables at the beginning of the year/period and trade payables at the end of the year/period.

(2) The trade payables turnover days for FY2021 were not meaningful because we only commenced commercial production of alumina in May 2021 and started to record revenue from the sales of alumina in July 2021, such that our cost of sales for FY2021 was at a relatively low level which was not comparable with other years/period.

Our trade payables turnover days were 14 days, 18 days and 25 days in FY2022, FY2023 and 9M2024, respectively. The increase in our trade payables turnover days from FY2022 to FY2023 was primarily due to our increase in procurement in FY2023. Our trade payables turnover days further increased to 25 days for 9M2024, primarily because of our higher trade payables balance as at 30 September 2024 as compared to that as at 31 December 2022, as we made substantial settlement of trade payables during FY2022.

As at 31 January 2025, US$32.8 million, or 99.9% of our trade payables outstanding as at 30 September 2024 had been subsequently settled.

Contract Liabilities

Our contract liabilities primarily represented advance payments received from our customers for our products that were yet to be delivered. As at 31 December 2021, 2022 and 2023 and 30 September 2024, our contract liabilities amounted to nil, nil, nil and US$15.7 million, respectively.

As at 31 January 2025, US$15.7 million, or 100.0% of our contract liabilities outstanding as at 30 September 2024 had been subsequently settled or recognised as revenue.

Other Payables and Accruals

Our other payables and accruals mainly included (i) payables for purchase of property, plant and equipment; (ii) capital received in advance; and (iii) dividend payable. The following table sets forth a breakdown of the other payables and accruals as at the dates indicated:

	As at 31 December			As at 30 September
	2021	**2022**	**2023**	**2024**
	US$'000	*US$'000*	*US$'000*	*US$'000*
Amounts due to related parties(1)	2,133	1,750	907	7,661
Capital received in advance	77,923	77,923	—	—
Dividend payable(2)	—	—	950	260,000
Payables for purchase of property, plant and equipment	96,176	171,981	106,208	104,540
Payables for purchase of services	—	10,057	—	8,688
Accrued payroll and other benefits	1,466	1,771	2,572	3,212
Taxes and surcharge payables	313	1,706	854	871
Others	524	831	1,407	2,484
Total	**178,535**	**266,019**	**112,898**	**387,456**

Note:

(1) The amounts due to related parties were non-trade in nature, unsecured, interest free and had no fixed term of repayment, and had been settled as at the Latest Practicable Date.

(2) The dividend payable will be settled upon Listing.

Our other payables and accruals increased from US$178.5 million as at 31 December 2021 to US$266.0 million as at 31 December 2022, primarily due to an increase in payables for purchase of property, plant and equipment in relation to our Phase II Alumina Production Project.

Our other payables and accruals decreased from US$266.0 million as at 31 December 2022 to US$112.9 million as at 31 December 2023, primarily due to (i) a decrease in capital received in advance following an increase in the issued share capital of BAI; and (ii) a decrease in payables for purchase of property, plant and equipment resulting from our settlement made during FY2023.

Our other payables and accruals then increased from US$112.9 million as at 31 December 2023 to US$387.5 million as at 30 September 2024, primarily due to (i) an increase in our amounts due to related parties; and (ii) an increase in our dividend payable.

As at 31 January 2025, US$59.1 million, or 15.3% of our other payables and accruals outstanding as at 30 September 2024 had been subsequently settled.

LIQUIDITY AND CAPITAL RESOURCES

Current Assets and Liabilities

We had net current assets of US$140.9 million, US$46.2 million, US$359.5 million, US$200.9 million and US$309.6 million as at 31 December 2021, 2022 and 2023, 30 September 2024 and 31 January 2025, respectively. The table below sets forth our current assets and current liabilities as at the dates indicated:

	As at 31 December			As at 30 September	As at 31 January
	2021	2022	2023	2024	2025
	US$'000	*US$'000*	*US$'000*	*US$'000*	*US$'000* (unaudited)
Current assets					
Inventories	48,981	70,366	129,881	93,226	74,152
Trade receivables	14,694	11,483	62,588	45,542	46,600
Prepayments and other receivables	43,767	11,078	60,820	44,701	47,856
Other financial assets	—	—	175	3,884	—
Restricted deposits	3,202	11,172	3,120	10,801	2,095
Cash and cash equivalents	225,228	219,748	251,561	439,201	478,473
	335,872	323,847	508,145	637,355	649,176
Current liabilities					
Trade payables	16,409	11,647	35,607	32,836	27,072
Contract liabilities	—	—	—	15,659	—
Lease liabilities	—	—	—	132	133
Other financial liabilities	—	—	—	—	335
Other payables and accruals	178,535	266,019	112,898	387,456	311,629
Defined benefit obligations	8	10	20	21	21
Current taxation	—	—	108	302	400
	194,952	277,676	148,633	436,406	339,590
Net current assets	**140,920**	**46,171**	**359,512**	**200,949**	**309,586**

Our net current assets increased from US$200.9 million as at 30 September 2024 to US$309.6 million as at 31 January 2025, primarily due to (i) a decrease in other payables and accruals of US$75.8 million; (ii) an increase in cash and cash equivalents of US$39.3 million; and (iii) a decrease in contract liabilities of US$15.7 million, partially offset by a decrease in inventories of US$19.1 million..

Our net current assets decreased from US$359.5 million as at 31 December 2023 to US$200.9 million as at 30 September 2024, primarily due to (i) an increase in other payables and accruals of US$274.6 million; (ii) a decrease in inventories of US$36.7 million; and (iii) a decrease in trade receivables of US$17.0 million, partially offset by an increase in cash and cash equivalents of US$187.6 million.

Our net current assets increased from US$46.2 million as at 31 December 2022 to US$359.5 million as at 31 December 2023, primarily due to (i) a decrease in other payables and accruals of US$153.1 million; (ii) an increase in inventories of US$59.5 million; and (iii) an increase in trade receivables of US$51.1 million.

Our net current assets decreased from US$140.9 million as at 31 December 2021 to US$46.2 million as at 31 December 2022, primarily due to (i) a decrease in prepayments and other receivables of US$32.7 million; and (ii) an increase of other payables and accruals of US$87.5 million, partially offset by an increase in inventories of US$21.4 million.

Working capital sufficiency

Taking into consideration our internal financial resources, the estimated amount of net proceeds from the Global Offering and cash inflows generated from our operating activities, our Directors are of the opinion, and the Sole Sponsor concurs, that we have sufficient working capital for our present requirement and for the next 12 months from the date of this prospectus.

Cash Flows

The following table sets out selected cash flow data from the consolidated cash flow statements. This information should be read together with the consolidate financial statements contained in the Accountants' Report set out in Appendix I to this prospectus.

	FY2021	FY2022	FY2023	9M2023	9M2024
	US$'000	*US$'000*	*US$'000*	*US$'000* (unaudited)	*US$'000*
Operating cash flows before change in working capital	65,228	147,665	244,656	168,124	340,828
Change in working capital	(73,937)	15,443	(145,646)	(18,992)	88,821
Income tax paid	—	(71)	(2,741)	(2,741)	(7,401)
Net cash (used in) / generated from operating activities	(8,709)	163,037	96,269	146,391	422,248
Net cash used in investing activities	(137,479)	(150,370)	(74,182)	(58,877)	(150,931)
Net cash flows generated from / (used in) financing activities	159,188	(383)	5,126	4,524	(88,762)
Net increase in cash and cash equivalents	13,000	12,284	27,213	92,038	182,555
Cash and cash equivalents at beginning of year/period	**219,234**	**225,228**	**219,748**	**219,748**	**251,561**
Effect of foreign exchange rate changes	**(7,006)**	**(17,764)**	**4,600**	**1,264**	**5,085**
Cash and cash equivalents at end of year/period	**225,228**	**219,748**	**251,561**	**313,050**	**439,201**

Net cash generated from / (used in) operating activities

Net cash generated from operating activities reflects the profit or loss for the year/period adjusted for non-cash items such as depreciation and amortisation, change in working capital and income tax paid.

For 9M2024, our net cash generated from operating activities was US$422.2 million, which was the combined result of operating cash flows before change in working capital of US$340.8 million, change in working capital of a cash inflow of US$88.8 million and income tax paid of US$7.4 million. Movements in working capital primarily reflected (i) decrease in inventories of

US$36.7 million; (ii) increase in other payables and accruals of US$16.6 million; (iii) decrease in trade receivables of US$17.5 million; and (iv) decrease in prepayments and other receivables of US$16.5 million.

For FY2023, our net cash generated from operating activities was US$96.3 million, which was the combined result of operating cash flows before change in working capital of US$244.7 million, change in working capital of a cash outflow of US$145.6 million and income tax paid of US$2.7 million. Movements in working capital primarily reflected (i) increase in inventories of US$59.5 million; (ii) increase in trade receivables of US$51.8 million; (iii) increase in prepayments and other receivables of US$49.7 million; and (iv) decrease in other payables and accruals of US$16.6 million, partially offset by increase in trade payables of US$24.0 million.

For FY2022, our net cash generated from operating activities was US$163.0 million, which was the combined result of operating cash flows before change in working capital of US$147.7 million, change in working capital of a cash inflow of US$15.4 million and income tax paid of US$0.1 million. Movements in working capital primarily reflected (i) decrease in prepayments and other receivables of US$32.7 million; and (ii) increase in other payables and accruals of US$13.6 million, partially offset by (i) increase in inventories of US$21.4 million; and (ii) increase in restricted deposits of US$8.0 million.

In FY2021, our net cash used in operating activities was US$8.7 million, which was the combined result of operating cash flows before change in working capital of US$65.2 million, and change in working capital of a cash outflow of US$73.9 million. There was no income tax paid for FY2021. Movements in working capital primarily reflected (i) increase in inventories of US$48.5 million; (ii) increase in prepayments and other receivables of US$15.5 million; and (iii) increase in trade receivables of US$15.1 million, partially offset by an increase in other payables and accruals of US$13.9 million.

Net cash generated from / (used in) investing activities

In 9M2024, our net cash used in investing activities amounted to US$150.9 million, which primarily represented our payment for the purchase of property, plant and equipment and intangible assets.

In FY2023, our net cash used in investing activities amounted to US$74.2 million, which primarily reflected (i) payment for the purchase of property, plant and equipment and intangible assets of US$72.8 million; and (ii) payment for the addition in right-of-use assets of US$1.8 million, partially offset by proceeds from sale of property, plant and equipment of US$0.5 million.

In FY2022, our net cash used in investing activities amounted to US$150.4 million, which primarily reflected (i) payment for the purchase of property, plant and equipment and intangible assets of US$145.2 million; and (ii) payment for the addition in right-of-use assets of US$5.1 million.

In FY2021, our net cash used in investing activities amounted to US$137.5 million, which primarily reflected (i) payment for the purchase of property, plant and equipment and intangible assets of US$128.7 million; and (ii) payment for the addition in right-of-use assets of US$8.8 million.

Net cash flows generated from / (used in) financing activities

In 9M2024, our net cash used in financing activities amounted to US$88.8 million, which primarily reflected (i) the dividend paid to a shareholder of GAI of US$67.7 million; and (ii)_ the dividend paid to non-controlling shareholders of BAI of US$27.4 million, partially offset by proceeds from related parties of US$12.4 million.

In FY2023, our net cash generated from financing activities amounted to US$5.1 million, which primarily reflected (i) advance receipt of capital injection by a non-controlling shareholders of BAI of US$30.4 million; and (ii) advance receipt of capital injection by shareholders of GAI of US$4.1 million, partially offset by (i) dividend paid to a shareholder of GAI of US$18.1 million; and (ii) dividend paid to non-controlling shareholders of BAI of US$10.4 million.

In FY2022, out net cash used in financing activities of US$0.4 million, primarily reflected repayment to related parties of US$1.1 million, partially offset by proceeds from related parties of US$0.7 million.

In FY2021, our net cash generated from financing activities amounted to US$159.2 million, which primarily reflected (i) advance receipt of capital injection by shareholders of GAI of US$87.1 million; and (ii) advance receipt of capital injection by non-controlling shareholders of BAI of US$71.8 million.

INDEBTEDNESS AND CONTINGENT LIABILITIES

Indebtedness

Our indebtedness primarily consisted of (i) amounts due to related parties, and (ii) lease liabilities. The table below sets forth a breakdown of our total indebtedness as at the dates indicated:

	As at 31 December			As at 30 September	As at 31 January
	2021	2022	2023	2024	2025
	US$'000	*US$'000*	*US$'000*	*US$'000*	*US$'000* (unaudited)
Non-current portion					
Lease liabilities	—	—	—	114	69
Current portion					
Amounts due to related parties[(1)].	2,133	1,750	907	7,661	295
Lease liabilities	—	—	—	132	133
Total	2,133	1,750	907	7,907	497

Note:

(1) The amounts due to related parties were non-trade in nature, unsecured, interest free, had no fixed term of repayment and had no material covenants, and had been settled as at the Latest Practicable Date.

Our Directors confirmed that (i) as at the above dates, there were no debt securities, borrowings, indebtedness, mortgages and charges, contingent liabilities and guarantees of our Company on a consolidated basis; (ii) notwithstanding our Group did not have any bank loans and other borrowings, nor any unutilised bank facilities, during the Track Record Period and up to 31 January 2025, taking into account the financial conditions of our Group, they do not anticipate there to be any difficulties in obtaining bank loans and other borrowings going forward; and (iii) we had not experienced any default in repayment of bank loans and other borrowings, during the Track Record Period and up to the Latest Practicable Date.

Contingent Liabilities

As at 31 December 2021, 2022 and 2023, 30 September 2024 and 31 January 2025, we did not have any material contingent liabilities.

As at 31 January 2025, being the most recent practicable date for the purpose of this indebtedness statement, save as aforesaid or otherwise as disclosed in "Indebtedness and Contingent Liabilities" this section, we did not have any material mortgages, charges, debentures, loan capital, debt securities, loans, bank overdrafts or other similar indebtedness, finance lease or hire purchase commitments, liabilities under acceptances (other than normal trade bills), acceptance credits, which are either guaranteed, unguaranteed, secured or unsecured, or guarantees or other material contingent liabilities. Our Directors confirm that there had not been any material change to our indebtedness or contingent liabilities since 31 January 2025 and up to the date of this prospectus.

CAPITAL EXPENDITURE

During the Track Record Period, we incurred capital expenditures for the acquisition of property, plant and equipment, right-of-use assets and intangible assets, with an aim to establish our manufacturing capacities and increase our operating efficiency. Such capital expenditures were primarily funded by our internal financial resources including cash generated from operations. The following table sets forth our capital expenditures for the years/period indicated:

	FY2021	FY2022	FY2023	9M2024
	US$'000	*US$'000*	*US$'000*	*US$'000*
Addition of property, plant and equipment	202,908	224,785	5,230	139,354
Addition of right-of-use assets	9,375	5,438	418	256
Addition of intangible assets	591	14	5,371	113
Total	212,874	230,237	11,019	139,723

We may adjust our capital expenditure for any given period according to our development plans or in light of market conditions and other factors we believe to be appropriate.

Capital commitments

Our capital commitments during the Track Record Period were in respect of property, plant and equipment. As at 31 December 2021, 2022 and 2023, and 30 September 2024, the total amount of our capital commitments contracted for but not provided in the consolidated financial statements was US$307.1 million, US$109.6 million, US$118.4 million and US$300.3 million, respectively.

We intend to fund our planned future capital expenditures by a mix of our internal resources, the net proceeds from the Global Offering and cash inflows generated from our operating activities.

OFF-BALANCE SHEET COMMITMENTS AND ARRANGEMENTS

During the Track Record Period and up to the Latest Practicable Date, we had not entered into any off-balance sheet commitments or arrangements.

KEY FINANCIAL RATIOS

The table below sets forth our key financial ratios during the Track Record Period:

	As at/for the year ended 31 December			As at/for the period ended 30 September
	2021	2022	2023	2024
Profitability:				
Gross profit margin[(1)]	25.9%	24.0%	29.2%	46.3%
Net profit margin[(2)]	23.0%	20.6%	25.6%	39.0%
Rates of return:				
Return on equity[(3)]	N/A[(7)]	9.7%	13.7%	29.3%
Return on total assets[(4)]	N/A[(7)]	7.5%	12.1%	21.0%
Liquidity:				
Quick ratio *(times)*[(5)]	1.47	0.91	2.54	1.25
Current ratio *(times)*[(6)]	1.72	1.17	3.42	1.46

Notes:

(1) Gross profit margin equals gross profit divided by total revenue for the year/period, multiplied by 100%.

(2) Net profit margin equals net profit divided by total revenue for the year/period, multiplied by 100%.

(3) Return on equity ratio equals net profit for the year/period divided by total equity as at the relevant dates, multiplied by 100%. For 9M2024, return on equity is annualised by dividing the number by nine and multiplying it by 12.

(4) Return on total assets ratio equals net profit for the year/period divided by total assets as at the relevant dates, multiplied by 100%. For 9M2024, return on total assets is annualised by dividing the number by nine and multiplying it by 12.

(5) Quick ratio represents current assets less inventories and divided by current liabilities as at the relevant dates.

(6) Current ratio represents current assets divided by current liabilities as at the relevant dates.

(7) The figure for FY2021 was not meaningful as we only commenced commercial production of alumina in May 2021, and started to record revenue from the sales of alumina in July 2021.

Return on Equity

Our return on equity increased from 9.7% for FY2022 to 13.7% in FY2023, and further increased to 29.3% in 9M2024, which was mainly attributable to our increase in net profit.

Return on Total Assets

Our return on total assets increased from 7.5% for FY2022 to 12.1% in FY2023, and further increased to 21.0% for 9M2024, which was mainly attributable to our increase in net profit.

Quick Ratio

Our quick ratio decreased from 1.47 times as at 31 December 2021 to 0.91 times as at 31 December 2022, mainly due to the increase in current liabilities arising from the increase in other payables and accruals.

Our quick ratio then increased from 0.91 times as at 31 December 2022 to 2.54 times as at 31 December 2023, mainly due to the increase in current assets resulting from the increase in our trade receivables and prepayments and other receivables, and a simultaneous decrease in current liabilities.

Our quick ratio decreased from 2.54 times as at 31 December 2023 to 1.25 times as at 30 September 2024 mainly due to the increase in current liabilities arising from the increase in other payables and accruals and contract liabilities, as well as the decrease in inventories.

Current Ratio

Our current ratio decreased from 1.72 times as at 31 December 2021 to 1.17 times as at 31 December 2022, mainly due to the increase in current liabilities arising from the increase in other payables and accruals.

Our current ratio then increased from 1.17 times as at 31 December 2022 to 3.42 times as at 31 December 2023, mainly due to the increase in current assets, and a simultaneous decrease in current liabilities.

Our current ratio decreased from 3.42 times as at 31 December 2023 to 1.46 times as at 30 September 2024, mainly due to the increase in current liabilities resulting from the increase in other payables and accruals and contract liabilities, which outweighed the increase in current assets.

RELATED PARTY TRANSACTIONS

During the Track Record Period, we entered into transactions with certain of our related parties, the details of which are set forth in Note 26 to the Accountants' Report in Appendix I to this prospectus. Our Directors confirm that these transactions were conducted in the ordinary and usual course of our business and were on normal commercial terms or better which were fair and reasonable and in the interests of our Company and our Shareholders as a whole.

Sales of Alumina

We entered into a ten year offtake agreement with our related party, Press Metal, for our sales of alumina to the Press Metal Group. Pursuant to such offtake agreement, the selling price of alumina was determined by using a formular based approach, taking into the account market recognised price indices including the API published by Independent Third Parties during a reference period before the actual shipment date. For further details, please refer to "Business — Sales and Marketing" in this prospectus. During the Track Record Period, the average selling price of alumina with Press Metal Group was US$379.3 per ton, US$395.5 per ton, US$346.6 per ton, and US$425.9 per ton in FY2021, FY2022, FY2023 and 9M2024 respectively. On the other hand, our selling price of alumina to Independent Third Party customers were also priced with reference to API at the relevant time of transactions. During the Track Record Period, our average selling price of alumina with Independent Third Party customers ranged from US$296.6 to US$347.4 per ton in FY2021, US$348.6 to US$421.1 per ton in FY2022, US$336.5 to US$371.2 per ton in FY2023 and US$359.2 to US$438.4 per ton in 9M2024.

In FY2021, the average selling price of alumina with Press Metal Group was higher than that of Independent Third Party customers primarily because (i) the market price of alumina was in an increasing trend in the second half of 2021 as confirmed by Frost & Sullivan. Our sales to the Press Metal Group in FY2021 benefited from a higher base price as such sales concentrated in the fourth quarter of 2021, whereas our sales to Independent Third Party customers were primarily in the third quarter of 2021; and (ii) in the early stage of our operations, we strived to expand our customer base by entering into sales contract with Independent Third Party customers with more competitive pricing. We believed that doing so would induce such Independent Third Party customers to try our alumina, and in turn provide us opportunities to promote our Group and build our reputation.

On the other hand, for FY2022, FY2023 and 9M2024, the average selling price of alumina with Press Metal Group was within the range of that with Independent Third Party customers.

Purchase of Bauxite

During the Track Record Period, we purchased bauxite from and/or through our related parties, Mr. Santony and/or his close family member ("**Santony and Related Parties**"), with an average price of US$27.6 per ton, US$32.2 per ton, US$36.8 per ton, and US$36.5 per ton, respectively.

In FY2021, at our early stage of operation, we have leveraged our rapport with Mr. Santony, who is an operator of private bauxite mines in Indonesia and possesses a robust local network for raw material sourcing, we procured all of our bauxite from Santony and Related Parties. In light of our increasing demand of bauxite alongside our business expansion, and with an aim to diversify our source of materials, we started to purchase bauxite directly from other Independent Third Party suppliers in Indonesia in the fourth quarter 2022. The average price of bauxite we purchased from Independent Third Party suppliers was US$39.0 per ton, US$36.4 per ton, and US$36.9 per ton in FY2022, FY2023 and 9M2024 respectively.

The average price of bauxite we purchased from and/or through Santony and Related Parties are generally in line with or lower than that from Independent Third Party. The average price of bauxite from Independent Third Party suppliers in FY2022 was significantly higher that with Santony and Related Parties primarily because we only started purchased bauxite with Independent Third Party suppliers in the fourth quarter of 2022 and the market price of bauxite was in an increasing trend throughout 2022 as confirmed by Frost & Sullivan.

Purchase of Coal

During the Track Record Period, we also purchased coal through Santony and Related Parties. We generally enter into annual contract with Santony and Related Parties for the procurement of coal, with an aim to maintain a constant supply of coal with an agreed specifications at a relative stable price, in which the contract price rate was calculated with reference to the Indonesia Coal Index. During the Track Record Period, the average price of coal we purchased through Santony and Related Parties was US$111.5 per ton, US$133.4 per ton, US$96.7 per ton, and US$81.3 per ton, respectively.

We did not purchase coal from Independent Third Party suppliers at our early stage of our operation in FY2021. In the second half of 2022, taking into consideration our increasing demand of coal, we entered into spot-trading transactions with Independent Third Party supplier in Indonesia, in which case the pricing of coal is subject to factors such as the quality and specifications of coals yielded in the relevant mines, market price at the time of transactions. The average price of coal we purchased from Independent Third Party supplier was US$157.8 per ton in FY2022, which was higher than that with Santony and Related Parties and in turn mainly attributable to (i) the market price of coal was in an increasing trend in the second half of 2022 as confirmed by Frost & Sullivan; and (ii) the immediate and spontaneous nature of a spot-trading transaction, hence a spot price rate is generally higher than a contract price rate for the same product, as advised by Frost & Sullivan.

In 2023, we have continued to purchase coal from Independent Third Party suppliers under spot-trading transactions in light of our business expansion. The average price of coal we purchased from Independent Third Party suppliers was US$78.4 per ton in FY2023, which was lower than that with Santony and Related Parties and in turn mainly attributable to our strategic procurement plan to purchase from Independent Third Party suppliers coals of lower grading in terms of moisture content, calorific value, etc. at a lower price, to complement the use of higher quality coal procured via Santony and Related Parties while maintaining cost control.

Similarly, in 9M2024, our purchases of coal from Independent Third Party suppliers pertained to coals of lower grading at relatively lower price, which resulted in a lower average price of US$57.7 per ton as compared to that with Santony and Related Parties. The Directors will continuously monitor our demand of coal and the market trend and adjust our procurement plan if and when needed.

Based on the above analysis, our Directors confirm that these transactions were conducted in the ordinary and usual course of our business and were on normal commercial terms or better which were fair and reasonable and in the interests of our Company and our Shareholders as a whole.

RISK DISCLOSURE

Credit Risk

We are exposed to credit risk which is primarily attributable to our trade receivables. See Note 24(a) to the Accountants' Report in Appendix I to this prospectus for an analysis of our exposure to credit risk for our trade receivables.

Liquidity Risk

It is our Group's policy to regularly monitor our liquidity requirements, so as to ensure the sufficiency of our cash reserve. For more details, please refer to Note 24(b) to the Accountants' Report set forth in Appendix I to this prospectus.

Interest Rate Risk

The Group is exposed to interest rate risk in relation to fluctuation of the fair value or future cash flows of financial instrument. For more details, please refer to Note 24(c) to the Accountants' Report set forth in Appendix I to this prospectus.

Currency Risk

Our Group is exposed to currency risk primarily through sales and purchases which give rise to receivables, payables and cash balances that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relate. The currencies giving rise to this risk are RMB, USD and Singapore dollars (SGD). A sensitivity analysis on the impact of a change in foreign currency exchange rates on our financial conditions as at the end of each year/period comprising the Track Record Period is presented in Note 24(d) to the Accountants' Report set forth in Appendix I to this prospectus for presentation purposes.

DIVIDEND

In FY2023, dividends declared and paid by BAI was US$38.0 million, and dividends declared by GAI was US$19.0 million, which had been fully paid as at 30 June 2024. In 1H2024, dividends declared and paid by BAI was US$100.3 million, while dividends declared by GAI was US$66.7 million, which had been fully paid as at the Latest Practicable Date. Further, pursuant to the resolutions of our Directors passed on 22 September 2024, based on the financial conditions of our Company as at 30 June 2024 including the amount of share premium, our Company declared a dividend of US$260.0 million, which is payable to the then existing Shareholders at the time of declaration, and will be paid upon Listing and funded by the internal resources of our Group. In addition, on 20 December 2024, BAI declared dividends of IDR4,960.0 billion (equivalent to US$304.7 million[(1)]), among which IDR114.1 billion (equivalent to US$7.0 million[(1)]) are attributable to non-controlling interest, and such dividends will be paid upon Listing.

We intend to adopt, after the Listing and in respect of our financial results for FY2025 and onwards, a general dividend policy of declaring and paying dividends on an annual basis of no less than 20% of our distributable net profit attributable to our Shareholders, but subject to, among others, the financial results, cash flow, business conditions and strategies, future operations and earnings, capital requirements and expenditure plans, any restrictions on payment of dividends, and other factors that our Directors may consider relevant. Our past dividend distribution record may not be used as a reference or basis to determine the level of dividends, or if any at all, that may be declared or paid by our Company in the future.

(1) Based on the exchange rate of US$1 to IDR16,277 on 20 December 2024.

DISTRIBUTABLE RESERVES

As at 30 September 2024, the share premium of our Company amounted to US$856.7 million. Such share premium forms part of our distributable reserves available for distribution to our Shareholders.

LISTING EXPENSES

The total listing expenses payable by our Company are estimated to be approximately US$17.1 million (or approximately HK$132.8 million) assuming the Over-allotment Option is not exercised and without taking into account any Shares to be issued upon exercise of any options which may be granted under the Share Option Scheme, and based on an Offer Price of HK$29.05 (being the mid-point of our Offer Price range of HK$26.60 to HK$31.50 per Offer Share), accounting for approximately 5.2% of the gross proceeds from the Global Offering. Among such estimated total listing expenses, (i) underwriting-related expenses, including underwriting commission, are expected to be approximately US$9.6 million, and (ii) non-underwriting-related expenses of approximately US$7.5 million, comprising (a) fees and expenses of legal advisers and reporting accountants of approximately US$4.2 million, representing approximately 1.3% of the gross proceeds from the Global Offering; and (b) other fees and expenses of approximately US$3.3 million, representing approximately 1.0% of the gross proceeds from the Global Offering.

Among the total listing expenses payable of approximately US$17.1 million, approximately US$6.7 million is expected to be expensed through the statement of profit or loss and other comprehensive income and the remaining amount of approximately US$10.4 million is directly attributable to the issue of Shares which will be deducted from equity. As at 30 September 2024, we had incurred listing expenses of US$4.4 million expensed through the statement of profit or loss and other comprehensive income and prepaid listing expenses of US$0.5 million directly attributable to the issue of Shares which will be deducted from equity.

The professional fees and/or other expenses relating to the preparation of the Listing are currently in estimates for reference only and the actual amount to be recognised is subject to adjustment based on the then changes in variables and assumptions.

PROPERTY INTERESTS AND PROPERTY VALUATION

For the purpose of the Listing, Jones Lang Lasalle Corporate Appraisal and Advisory Limited, an independent property valuer, has valued our property interests as at 31 December 2024 and was of the opinion that the aggregate value of our properties was IDR14,042.4 billion (equivalent to US$868.9 million). The full text of the letter and valuation certificate with regard to our property interests are set out in the Property Valuation Report in Appendix III to this prospectus.

Property valuation reconciliation

The statement below shows the reconciliation of net book value of the said property interests as at 30 September 2024 as set out in Appendix I to this prospectus with the valuation of our properties as at 31 December 2024 as set out in Appendix III to this prospectus.

	US$'000
Net book value of our property interests as at 30 September 2024	**624,340**
Plant and buildings	535,010
Construction in progress	69,533
Right-of-use assets	19,797
Additions for the period from 1 October 2024 to 31 December 2024	106,167
Less depreciation for the period from 1 October 2024 to 31 December 2024	(7,937)
Less exchange adjustment	(41,876)
Net book value of our property interests as at 31 December 2024	**680,694**
Valuation surplus	188,159
Valuation as at 31 December 2024 as set out in Appendix III to this prospectus	868,853 (1)

Note:

(1) Equivalent to IDR14,042.4 billion based on the exchange rate of US$1 to IDR16,162 on 31 December 2024.

UNAUDITED PRO FORMA STATEMENT OF ADJUSTED NET TANGIBLE ASSETS

See Appendix IIA to this prospectus for the unaudited pro forma statement of adjusted net tangible assets of our Group, and is set out therein to illustrate the effect of the Global Offering on the net tangible assets of our Group attributable to the equity holders of our Company as at 30 September 2024 as if the Global Offering had taken place on 30 September 2024.

NO MATERIAL ADVERSE CHANGE

Our Directors confirm that, up to the date of this prospectus, other than as disclosed under "Recent Developments Subsequent to the Track Record Period and No Material Adverse Change" in the "Summary and Highlights" section in this prospectus, there had been no material adverse change in our business, financial condition and results of operations since 30 September 2024, being the end date of the periods reported on in the Accountants' Report set out in Appendix I to this prospectus.

DISCLOSURE UNDER RULES 13.13 TO 13.19 OF THE LISTING RULES

Our Directors confirm that, except as otherwise disclosed in this prospectus, as at the Latest Practicable Date, there was no circumstance that would give rise to a disclosure requirement under Rules 13.13 to 13.19 of the Listing Rules.

FUTURE PLANS

The alumina industry in Indonesia is expected to experience substantial growth in the next few years, and according to Frost & Sullivan, from 2023 to 2028, alumina consumption in Southeast Asia and Indonesia is expected to increase from 3,058.5 thousand tons and 898.5 thousand tons to 8,695.8 thousand tons and 5,546.2 thousand tons, with CAGRs of 23.2% and 43.9%, respectively. To capture this expected substantial growth in demand in the Southeast Asia, we have taken a pioneer step to begin the construction of production facilities to double our existing alumina production capacity so as to strengthen our market position and to achieve economies of scale. Leveraging our industry-leading techniques and resource advantages, we have accurately captured the growing market opportunities in the alumina industry by expanding alumina production projects in the Special Economic Zone, Bintan Island, Riau Islands Province, Indonesia. The expansion of our alumina production projects is expected to further increase our production capacity of alumina. Please refer to the section headed "Business — Our Production and Other Ancillary Facilities — Our production facilities — New Alumina Production Project" in this prospectus for further details;

We aim to expand our business to maintain and strengthen our market position by implementing the followings strategies:

- to increase our production capacity in tandem with surging market demand and to achieve greater economy of scale.

- By integrating resources, fostering cooperation and innovation, and optimising processes, we aim to reduce costs and improve our efficiency, enhancing our competitiveness and sustainable development.

- continuously attract, develop and motivate talents to build a global leading production and management team.

- increasing ESG investment, building a century-long foundation, and setting a benchmark for sustainable development.

Please refer to the section headed "Business — Our Business Strategies" in this prospectus for a detailed description of our Group's strategies and future plans.

USE OF PROCEEDS

We estimate the aggregate net proceeds from the Global Offering, after deducting related underwriting fees and estimated expenses in connection with the Global Offering, assuming the Over-allotment Option is not exercised and assuming an Offer Price of HK$29.05 per Share (being the mid-point of the indicative Offer Price range of HK$26.60 to HK$31.50), will be approximately HK$2,430.4 million. We intend to use the net proceeds we receive from the Global Offering to expand our customer base and to achieve a deeper market penetration, so as to enhance competitiveness in our targeted industries as follows:

(a) approximately 90% (approximately HK$2,187.4 million) will be used for the development and the construction of our alumina production projects in the Special Economic Zone, Bintan Island, Riau Islands Province, Indonesia, in order to further expand our production capacity of alumina to an aggregate of four million tons of alumina through our New Alumina Production Project. The net proceeds will primarily be used for the construction and expansion of our second one million tons of designed production capacity under our New Alumina Production Project, including, amongst others, the construction of the related alumina production facilities, construction of ancillary equipment in deep-water port, construction and expansion of capacity in coal gasification plant and the purchase of machinery and equipment. The construction work for expansion of the second one million tons of designed production capacity under the New Alumina Production Project will commence in first half of 2025 and is expected to complete the construction in the second half of 2026 and commence production in the second half of 2026.

(i) approximately 53.4% (approximately HK$1,297.3 million), is expected to be used for the construction of the related alumina production facilities for second one million ton of designed production capacity, including, amongst others, the scaling up and integration of related alumina production facilities and the purchase and installation of related machinery and equipment;

(ii) approximately 14.7% (approximately HK$358.3 million), is expected to be used for the construction of additional 70,000 tons berths and the construction of ancillary equipment in deep-water port, including, amongst others, the installation of two bridge-type grab ship unloaders and conveyor systems in deep-water port;

(iii) approximately 12.9% (approximately HK$313.1 million), is expected to be used for the expansion of an additional 700 million cubic meter in coal gasification plant, including, amongst others, the procurement of high-capacity gasifiers and emission control system, the purchase and installation of related machinery and equipment and integration of utilities with existing systems; and

(iv) approximately 9.0% (approximately HK$218.7 million), is expected to be used for the construction and enhancement of the auxiliary facilities to support the related alumina production facilities.

(b) approximately 10% (approximately HK$243.0 million) will be used to provide funding for our general working capital.

IMPLEMENTATION TIMELINE

The table below sets out the expected implementation timetable for the planned use of proceeds:

	FY2025	**FY2026**	**FY2027 onwards**	**Total**
	(HK$ in millions)			
The construction of the related alumina production facilities, construction of ancillary equipment in deep-water port, expansion of capacity in coal gasification plant, the purchase of machinery and equipment	1,140.5	969.3	77.7	2,187.4
Working capital and general corporate purpose	48.6	97.2	97.2	243.0
Total	**1,189.1**	**1,066.5**	**174.9**	**2,430.4**

We expect our business strategies and the use of proceeds to bring considerable operational efficiency and positive financial impact. Capital expenditure is utilised to expand alumina production capacity and increases our Group's fixed asset base and is expected to improve production efficiency and output over time. Raw material costs will also rise with the increased production volume, though economies of scale could help optimise per-unit costs. With the anticipated increase in the designed production capacity, our Group expects a revenue increase driven by higher sales volume. The New Alumina Production Project is expected to generate strong cash inflows from increased alumina sales as production scales up.

The above allocation of the net proceeds from the Global Offering will be adjusted on a pro rata basis in the event that the Offer Price is fixed at a higher or lower level compared to the mid-point of the proposed Offer Price range or the Over-allotment Option is exercised.

If the Offer Price is fixed at HK$31.50 per Offer Share (being the high end of the Offer Price range stated in this prospectus) and assuming the Over-allotment Option is not exercised, the net proceeds we receive will be approximately HK$2,640.10 million, after deduction of underwriting fees and commissions and estimated expenses payable by us in connection with the Global Offering.

If the Offer Price is fixed at HK$26.60 per Offer Share (being the low end of the Offer Price range stated in this prospectus) and assuming the Over-allotment Option is not exercised, the net proceeds we receive will be approximately HK$2,220.8 million, after deduction of underwriting fees and commissions and estimated expenses payable by us in connection with the Global Offering.

In the event that the Over-allotment Option is exercised in full, we will receive additional net proceeds ranging from approximately HK$341.5 million (assuming an Offer Price of HK$26.60 per Share, being the low end of the proposed Offer Price Range) to HK$404.4 million (assuming an Offer Price of HK$31.50 per Share, being the high end of the proposed Offer Price Range), after deduction of underwriting fees and commissions and estimated expenses payable by us in connection with the Global Offering.

To the extent that the net proceeds are not immediately applied to the above purposes, we will only deposit the net proceeds to short-term interest-bearing accounts at licensed commercial banks and/or other authorized financial institutions as defined under the Securities and Futures Ordinance or applicable laws and regulations in other jurisdictions. We will make an appropriate announcement if there is any change to the above proposed use of proceeds or if any amount of the proceeds will be used for general corporate purpose.

HONG KONG UNDERWRITERS

Huatai Financial Holdings (Hong Kong) Limited
CMB International Capital Limited
China Galaxy International Securities (Hong Kong) Co., Limited
China International Capital Corporation Hong Kong Securities Limited
CLSA Limited
Daiwa Capital Markets Hong Kong Limited
DBS Asia Capital Limited
ICBC International Securities Limited
UOB Kay Hian (Hong Kong) Limited
AVICT Global Asset Management Limited
BOCI Asia Limited
Futu Securities International (Hong Kong) Limited
Phillip Securities (Hong Kong) Limited
Tiger Brokers (HK) Global Limited
Zhongtai International Securities Limited

UNDERWRITING ARRANGEMENTS AND EXPENSES

Hong Kong Public Offering

Hong Kong Underwriting Agreement

Pursuant to the Hong Kong Underwriting Agreement, our Company has agreed to offer the Hong Kong Offer Shares for subscription by the public in Hong Kong on and subject to the terms and conditions of the Hong Kong Underwriting Agreement and this prospectus.

Subject to (a) the Stock Exchange granting the listing of, and permission to deal in, our Shares in issue and to be issued pursuant to the Global Offering on the Main Board as mentioned in this prospectus (including any additional Shares which may be allotted and issued pursuant to the exercise of the Share Option Scheme) and such approval not having been withdrawn; and (b) certain other conditions set out in the Hong Kong Underwriting Agreement, the Hong Kong Underwriters have agreed, severally but not jointly, to subscribe, or procure subscribers to subscribe, for the Hong Kong Offer Shares which are being offered but are not taken up under the Hong Kong Public Offering on the terms and subject to the conditions set out in this prospectus, and the Hong Kong Underwriting Agreement.

The Hong Kong Underwriting Agreement is conditional on and subject to, among other things, the International Underwriting Agreement having been executed and becoming unconditional and not having been terminated in accordance with its terms.

Grounds for Termination

The obligations of the Hong Kong Underwriters to subscribe or procure subscribers for the Hong Kong Offer Shares under the Hong Kong Underwriting Agreement are subject to termination by written notice from the Sole Overall Coordinator (for itself and on behalf of the Hong Kong Underwriters), at any time prior to 8:00 a.m. on the Listing Date if:

(1) there has come to the notice of the Sole Overall Coordinator or any of the Hong Kong Underwriters:

(a) that any statement contained in any Offer Documents (as defined in the Hong Kong Underwriting Agreement) and/or any notices, announcements, advertisements, communications or other documents issued or used by or on behalf of our Company in connection with the Global Offering (including any supplement or amendments thereto) (collectively, the "**Relevant Documents**") was, when it was issued, or has become, untrue, incorrect, or misleading or deceptive in any material respect or that any forecast, expression of opinion, intention or expectation expressed in any of the Relevant Documents is not, in the sole and absolute opinion of the Sole Overall Coordinator (for itself and on behalf of the Underwriters), fair and honest and based on reasonable assumptions, when taken as a whole; or

(b) that any matter has arisen or has been discovered which would or might, had it arisen or been discovered immediately before the respective dates of the publication of the Relevant Documents, constitute a material omission therefrom; or

(c) any breach of any of the obligations imposed upon any party to this Agreement or the International Underwriting Agreement (in each case, other than on the part of any of the Underwriters) which has or may have or will have a material adverse effect on the Global Offering; or

(d) any breach of, or any matter or event rendering untrue, incorrect, inaccurate or misleading in any material respect, any of the warranties under the Hong Kong Underwriting Agreement or the International Underwriting Agreement; or

(e) any event, act or omission which gives or is likely to give rise to any material liability of any of the Warrantors pursuant to the Hong Kong Underwriting Agreement or under the International Underwriting Agreement; or

(f) any event that has or may have or will have a material adverse effect on our Company or the Global Offering; or

(g) the approval by the Listing Committee of the Stock Exchange of the listing of, and permission to deal in, the Shares (including any additional Shares that may be issued upon the exercise of the Over-allotment Option and the exercise of any options which may be granted under the Share Option Scheme) is refused or not granted, or is qualified (other than subject to customary conditions), on or before the Listing Date, or if granted, the approval is subsequently withdrawn, qualified (other than by customary conditions) or withheld; or

(h) our Company withdraws any of the Relevant Documents or the Global Offering; or

(i) any person (other than the Sole Sponsor and/or the Hong Kong Underwriters) has withdrawn or sought to withdraw its consent to being named in any of the Offer Documents or to the issue of any of the Offer Documents; or

(j) a portion of the orders placed or confirmed in the book-building process, at the time the International Underwriting Agreement is entered into have been withdrawn, terminated or cancelled, and the Overall Coordinator, in its sole and absolute discretion, concludes that it is therefore inadvisable or inexpedient or impracticable to proceed with the Global Offering; or

(2) there shall develop, occur, exist or come into effect:

(a) any local, national, regional, international event or circumstance, or series of events or circumstances in the nature of force majeure (including, without limitation, any acts of government or orders of any courts, strikes, calamity, crisis, lock-outs, fire, explosion, flooding, civil commotion, acts of war, outbreak or escalation of hostilities (whether or not war is declared), acts of God, acts of terrorism, declaration of a local, regional, national or international emergency, riot, public disorder, political change, economic sanctions, withdrawal of trading privileges, state of emergency, outbreaks, escalation, adverse mutation or aggravation of diseases (including, without limitation, contagious coronavirus (COVID-19), Severe Acute Respiratory Syndrome (SARS), Middle East Respiratory Syndrome (MERS), swine or avian influenza, H5N1, H1N1, H7N9, Ebola virus and such related or mutated forms), pandemics or epidemics or interruption or delay in transportation) in or affecting any of the US, the United Kingdom, the European Union, Hong Kong, the PRC, the Indonesia, Singapore, or any other jurisdictions relevant to any member of our Group (collectively, the "**Specific Jurisdictions**"); or

(b) any change or development involving a prospective change, or any event or circumstance or series of events or circumstances likely to result in any change or development involving a prospective change, in any local, regional, national, international, financial, economic, political, military, industrial, fiscal, legal regulatory, currency, credit or market conditions (including, without limitation, conditions in the stock and bond markets, money and foreign exchange markets, the interbank markets and credit markets) in or affecting any Specific Jurisdictions; or

(c) any moratorium, suspension or restriction on trading in securities generally on the Stock Exchange, the New York Stock Exchange, the London Stock Exchange, the NASDAQ Global Market, the Shanghai Stock Exchange, the Shenzhen Stock Exchange and the Beijing Stock Exchange; or

(d) any new Laws, or any change or development involving a prospective change in existing Laws, or any event or circumstance or series of events or circumstances likely to result in any change or development involving a prospective change in the interpretation or application of existing Laws by any court or other competent authority, in each case, in or affecting any Specific Jurisdictions; or

(e) any general moratorium on commercial banking activities in Hong Kong (imposed by the Financial Secretary or the Hong Kong Monetary Authority or other competent Authority), New York (imposed at Federal or New York State level or other competent Authority), London, the PRC, the European Union, or any of the Specific Jurisdictions, or any disruption in commercial banking activities, foreign exchange trading or securities settlement or clearance services or procedures or matters, in or affecting any of the Specific Jurisdictions; or

(f) the imposition of economic sanctions, in whatever form, directly or indirectly, by or for any of the Specific Jurisdictions; or

(g) a change or development involving a prospective change in or affecting taxation or exchange control (or the implementation of any exchange control), currency exchange rates or foreign investment Laws (including, without limitation, a material devaluation in the exchange rate of the Hong Kong dollar or the Renminbi or Indonesian Rupiah or Singapore Dollars against any foreign currency) in or affecting any of the Specific Jurisdictions; or

(h) any change or development involving a prospective change, or a materialisation of, any of the risks set out in the section headed "Risk Factors" in this prospectus; or

(i) any material litigation or claim of any third party or investigations or actions being announced, threatened or instigated against any Group Company or any of the warrantors under the Hong Kong Underwriting Agreement; or

(j) the chairman of our Company or any executive Director being charged with an indictable offence or prohibited by operation of Law or otherwise disqualified from taking part in the management of a company; or

(k) the chairman of our Company or any executive Director vacating his or her office; or

(l) the commencement by any governmental or regulatory body or organisation or self-regulatory organisation of any action against any executive Director in his or her capacity as such or an announcement by any governmental, regulatory body or organisation that it intends to take any such action; or

(m) save as disclosed in the Prospectus, a contravention by any Group Company of the Listing Rules or any other Laws applicable to the Global Offering; or

(n) a prohibition on our Company for whatever reason from allotting, issuing or selling the Offer Shares and/or the Over-allotment Shares pursuant to the terms of the Global Offering; or

(o) non-compliance of the Prospectus and the other Relevant Documents or any aspect of the Global Offering with the Listing Rules or any other Laws applicable to the Global Offering; or

(p) other than the consent of the Sole Overall Coordinator and the other Underwriters, the issue or requirement to issue by our Company of a supplement or amendment to the Prospectus and/or any other documents in connection with the Global Offering pursuant to the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Listing Rules or any requirement or request of the Stock Exchange and/or SFC; or

(q) that a petition or an order is presented for the winding-up or liquidation of any Group Company or any Group Company makes any composition or arrangement with its creditors or enters into a scheme of arrangement or any resolution is passed for the winding-up of any Group Company or a provisional liquidator, receiver or manager is appointed to take over all or part of the assets or undertaking of any Group Company or anything analogous thereto occurs in respect of any Group Company; or

(r) a valid demand by any creditor for repayment or payment of any indebtedness of any Group Company or in respect of which any Group Company is liable prior to its stated maturity.

which in each case individually or in aggregate in the sole and absolute opinion of the Sole Overall Coordinator (for itself and on behalf of the Hong Kong Underwriters):

(A) has or is or will or may or could be expected to have a material adverse effect; or

(B) has or will or may have or could be expected to have a material adverse effect on the success, marketability or pricing of the Global Offering or the level of applications under the Hong Kong Public Offering or the level of interest under the International Placing; or

(C) makes or will make or may make it inadvisable, inexpedient or impracticable for any part of the Hong Kong Underwriting Agreement or the Global Offering to proceed or to market the Global Offering; or

(D) has or will or may have the adverse effect of making any part of the Hong Kong Underwriting Agreement (including underwriting) incapable of performance in accordance with its terms or which prevents the processing of applications and/or payments pursuant to the Global Offering or pursuant to the underwriting thereof.

Undertakings to the Stock Exchange Pursuant to the Listing Rules

(A) Undertakings by our Company

Pursuant to Rule 10.08 of the Listing Rules, our Company has undertaken to the Stock Exchange, that within six months from the Listing Date no further Shares or securities convertible into equity securities of our Company (whether or not of a class already listed) shall be issued by our Company or form the subject of any agreement to such issue (whether or not such issue of Shares or securities of our Company will be completed within six months from the Listing Date), except pursuant to the Global Offering, the Share Option Scheme or under any of the circumstances provided under Rule 10.08 of the Listing Rules.

(B) Undertakings by our Controlling Shareholders

By virtue of Rule 10.07 of the Listing Rules, each of our Controlling Shareholders has undertaken to the Stock Exchange and to our Company that, except pursuant to the Global Offering and the Share Option Scheme, it will not and will procure that the relevant registered holder(s) (if any) of our Shares in which any of them has a beneficial interest will not, without the prior written consent of the Stock Exchange or unless otherwise in compliance with the requirements of the Listing Rules:

(i) in the period commencing from the date by reference to which disclosure of its shareholdings in our Company is made in this prospectus and ending on the date which is six months from the Listing Date, either directly or indirectly, dispose of, nor enter into any agreement to dispose of or otherwise create any options, rights, interests or encumbrances in respect of, any of the Shares in respect of which they are shown to be the beneficial owner in this prospectus (the "**Relevant Shares**"); and

(ii) in the period of six months commencing on the date on which the period referred to in paragraph (i) above expires, either directly or indirectly, dispose of, nor enter into any agreement to dispose of or otherwise create any options, rights, interests or encumbrances in respect of, any of the Relevant Shares to such extent that, immediately following such disposal, or upon the exercise or enforcement of such options, rights, interests or encumbrances, it will cease to be a controlling shareholder (as defined in the Listing Rules) of our Company or a member of a group of our Controlling Shareholders or would together with the other Controlling Shareholders cease to be a controlling shareholder (as defined in the Listing Rules).

Pursuant to Note 3 to Rule 10.07(2) of the Listing Rules, each of our Controlling Shareholders has undertaken to the Stock Exchange and to our Company that within the period commencing from the date by reference to which disclosure of their shareholdings in our Company is made in this prospectus and ending on the date which is 12 months from the Listing Date, it will:

(i) when it pledges or charges any Relevant Shares in favour of an authorised institution (as defined in the Banking Ordinance (Chapter 155 of the Laws of Hong Kong)) pursuant to Note 2 to Rule 10.07(2) of the Listing Rules, immediately inform our Company in writing of such pledge or charge together with the number of Shares so pledged or charged; and

(ii) when it receives indications, either verbal or written, from the pledgee or chargee of any Shares that any of the pledge or charged Relevant Shares will be disposed of, immediately inform our Company in writing of such indications.

Our Company will inform the Stock Exchange in writing as soon as we have been informed of matters referred in above by any of our Controlling Shareholders and disclose such matters by way of announcement pursuant to the requirements under the Listing Rules as soon as possible.

Undertakings pursuant to the Hong Kong Underwriting Agreement

(A) Undertakings by our Company

Our Company has undertaken to each of the Sole Sponsor, the Sole Overall Coordinator, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Hong Kong Underwriters and the Capital Market Intermediaries that except pursuant to the Global Offering (including pursuant to the Over-allotment Option), during the period commencing on the date of this Agreement and ending on, and including, the date that is six months after the Listing Date (the "**First Six-Month Period**"),our Company will not without the prior written consent of the Sole Sponsor and the Sole Overall Coordinator (for itself and on behalf of the Hong Kong Underwriters) and unless in compliance with the requirements of the Listing Rules:

(i) allot, issue, sell, accept subscription for, offer to allot, issue or sell, contract or agree to allot, issue or sell, mortgage, charge, pledge, hypothecate, lend, grant or sell any option, warrant, contract or right to subscribe for or purchase, grant or purchase any option, warrant, contract or right to allot, issue or sell, or otherwise transfer or dispose of or create an Encumbrance (as defined in the Hong Kong Underwriting Agreement) over, or agree to transfer or dispose of or create an Encumbrance over, either directly or indirectly, conditionally or unconditionally, any Shares or other securities of our

Company, as applicable, or any interest in any of the foregoing (including, without limitation, any securities convertible into or exchangeable or exercisable for or that represent the right to receive, or any other warrants or other rights to purchase, any Shares), or deposit any Shares or any other securities of our Company, as applicable, with a depositary in connection with the issue of depositary receipts or repurchase any Shares or other securities of the Company, as applicable, as applicable; or

(ii) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of any Shares or other securities of our Company as applicable, or any interest in any of the foregoing (including, without limitation, any securities convertible into or exchangeable or exercisable for or that represent the right to receive, or any warrants or other rights to purchase, any Shares or other equity securities of our Company); or

(iii) enter into any transaction with the same economic effect as any transaction specified in (i) or (ii) above; or

(iv) offer to or agree to or announce, or publicly disclose, any intention to enter into any transaction specified in (i), (ii) or (iii) above,

in each case, whether any of the transactions specified in (i), (ii) or (iii) above is to be settled by delivery of Shares or other securities of our Company, or in cash or otherwise (whether or not the issue of such Shares or other shares or securities will be completed within the First Six-month Period).

Our Company has further undertaken that it will not enter into any of the transactions specified in (i), (ii) or (iii) above or offer to or agree to or announce any intention to effect any such transaction, such that the Controlling Shareholders would cease to be a controlling shareholder (as defined in the Listing Rules) of our Company during the period of six months immediately following the expiry of the First Six-Month Period (the "**Second Six-Month Period**").

(B) Undertakings by our Controlling Shareholders

Each of our Controlling Shareholders has jointly and severally agreed and undertaken to each of our Company, the Sole Sponsor, the Overall Coordinator, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Hong Kong Underwriters and the Capital Market Intermediaries that, except as pursuant to (i) any stock borrowing arrangements, or (ii) the Global Offering and save for any pledge or charge to authorised institutions (as defined in the Banking Ordinance (Chapter 155 of the Laws of Hong Kong)) for a bona fide commercial loan, to the extent permitted by applicable Laws, without the prior written consent of the Sole Sponsor and the Overall Coordinator (for itself and on behalf of the Hong Kong Underwriters) and unless in compliance with the requirements of the Listing Rules:

(i) at any time during the First Six-Month Period, it shall not, and shall procure that the relevant registered holder(s), any nominee or trustee holding on trust for it and the companies controlled by it (together, the "**Controlled Entities**") shall not, (a) sell, offer to sell, contract or agree to sell, mortgage, charge, pledge, hypothecate, lend, grant or sell any option, warrant, contract or right to purchase, grant or purchase any option, warrant, contract or right to sell, or otherwise transfer or dispose of or create an Encumbrance over, or agree to transfer or dispose of or create an Encumbrance over, either directly or indirectly (including by way of altering the composition or classes of beneficiaries of any trust), conditionally or unconditionally, any Shares or other securities of our Company or any interest therein (including, without limitation, any securities convertible into or exchangeable or exercisable for or that represent the right to receive, or any warrants or other rights to purchase, any Shares or any such other securities of our Company or any interest in any of the foregoing) beneficially owned by it directly or indirectly through its Controlled Entities (the "**Relevant Securities**"); or (b) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of the Relevant Securities; (c) enter into or effect any transaction with the same economic effect as any of the transactions referred to in sub-paragraphs (a) or (b) above; or (d) offer to or agree to or announce any intention to enter into or effect any of the transactions referred to in sub-paragraphs (a), (b) or (c) above, which any of the foregoing transactions referred to in sub-paragraphs (a), (b), or (c) is to be settled by delivery of Shares or such other securities of our Company or in cash or otherwise (whether or not the issue of such Shares or other securities will be completed within the First Six-Month Period); and

(ii) at any time during the Second Six-Month Period, it shall not, and shall procure that the Controlled Entities shall not, enter into any of the transactions referred to in paragraph (i)(a), (b) or (c) above or offer to or agree to or announce any intention to enter into any such transaction if, immediately following any sale, transfer or disposal or upon the exercise or enforcement of any option, right, interest or Encumbrance pursuant to such transaction, it would cease to be a "Controlling Shareholder" (as defined in the Listing Rules) of our Company or would together with the other Controlling Shareholders cease to be "Controlling Shareholders" (as defined in the Listing Rules) of our Company, provided that nothing in the undertakings above shall prevent our Controlling Shareholders from purchasing additional Shares or other securities of our Company and disposing of such additional Shares or other securities of our Company.

Indemnity

We and our Controlling Shareholders have agreed to indemnify, among others, the Sole Sponsor, the Sponsor-Overall Coordinator, the Sole Overall Coordinator, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Hong Kong Underwriters and the Capital Market Intermediaries for certain losses which they may suffer, including, among others, losses arising from the performance of their obligations under the Hong Kong Underwriting Agreement and any breach by our Company and our Controlling Shareholders of the Hong Kong Underwriting Agreement.

Voluntary lock-up undertakings by certain Shareholders

(a) Lock-up undertaking by Mr. George Santos and Redstone Alumina International Pte. Ltd.

In connection with the Global Offering, Mr. George Santos and Redstone, which will collectively hold approximately 3.16% of our total issued shares immediately after completion of the Global Offering (assuming the Over-allotment Option is not exercised and without taking into account any Shares to be issued upon exercise of any options that may be granted under the Share Option Scheme), have voluntarily undertaken to each of NAS, the Sole Sponsor and the Underwriters that they shall not and shall procure that the relevant registered holder(s), any nominee or trustee holding on trust for them, their affiliates and the companies controlled by them will not, at any time commencing from the date hereof to the Listing Date (both dates inclusive), and during the period of twelve (12) months from the Listing Date (collectively, the "**Lock-up Period**"):

(i) sell, offer to sell, contract or agree to sell, mortgage, charge, pledge, hypothecate, lend, grant or agree to grant or sell any option, warrant, contract or right to purchase, grant or agree to grant or purchase any option, warrant, contract or right to sell, or otherwise lend, transfer or dispose of or create an encumbrance over, or agree to lend, transfer or dispose of or create an encumbrance over, either directly or indirectly, conditionally or unconditionally, any Shares in respect of which they (or their affiliates) is/are the legal and/or beneficial owner as of the Listing Date (the "**Relevant Shares**") or other equity securities of our Company or any legal or beneficial interest therein (including without limitation any securities convertible into or exchangeable or exercisable for or that represent the right to receive, or any warrants or other rights to purchase, any Relevant

Shares or other equity securities of our Company), or deposit any Relevant Shares or other equity securities of our Company with a depositary in connection with the issue of depositary receipts;

(ii) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of any Relevant Shares or other equity securities of our Company or any legal or beneficial interest therein;

(iii) enter into any transaction with the same economic effect as any transaction specified in sub-clauses (i) or (ii) above; or

(iv) offer to or agree to or announce any intention to effect any transaction specified in sub-clauses (i), (ii) or (iii) above; and

in each case, whether any of the transactions specified in sub-clauses (i), (ii) or (iii) above is to be settled by delivery of Relevant Shares or other equity securities of our Company or in cash or otherwise (whether or not the settlement or delivery of such Relevant Shares or other equity securities will be completed within the Lock-up Period).

The above lock-up undertaking shall not be applicable for:

(i) any intra-group transfer of all or part of the Relevant Shares to any wholly-owned subsidiary of Redstone; or

(ii) any transfer with the prior written consent of each of NAS and the Sole Sponsor.

For the avoidance of doubt, any transfer, disposal, or encumbrance of any legal or equitable interest in Redstone that results in Mr. George Santos ceasing to hold, directly or indirectly, 100% of its issued share capital during the Lock-up Period shall constitute a breach of this lock-up undertaking.

(b) Lock-up undertaking by Press Metal and Press Metal SPV

In connection with the Global Offering, Press Metal and Press Metal SPV, which collectively hold approximately 21.75% of our total issued shares immediately after completion of the Global Offering (assuming the Over-allotment Option is not exercised and without taking into account any Shares to be issued upon exercise of any options that may be granted under the Share Option Scheme), have voluntarily undertaken to each of NAS, the Sole Sponsor and the Underwriters that without the prior written consent of each of NAS and the Sole Sponsor, each of Press Metal and Press Metal SPV shall not and shall procure that their affiliates will not, at any time during the period of twelve (12) months from the Listing Date (collectively, the "**Lock-up Period**"):

(i) sell, offer to sell, contract or agree to sell, mortgage, charge, pledge, grant or agree to grant or sell any option, warrant, contract or right to purchase, grant or agree to grant or purchase any option, warrant, contract or right to sell, or otherwise lend, transfer or dispose of or create an encumbrance over, or agree to lend, transfer or dispose of or create an encumbrance over, either directly or indirectly, conditionally or unconditionally, any Shares in respect of which they (or their affiliates) is/are the legal and/or beneficial owner as of the Listing Date (the "**Relevant Shares**") or other equity securities of the Company or any legal or beneficial interest therein (including without limitation any securities convertible into or exchangeable or exercisable for or that represent the right to receive, or any warrants or other rights to purchase, any Relevant Shares or other equity securities of our Company), or deposit any Relevant Shares or other equity securities of our Company with a depositary in connection with the issue of depositary receipts;

(ii) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of any Relevant Shares or other equity securities of our Company, or any legal or beneficial interest therein;

(iii) enter into any transaction with the same economic effect as any transaction specified in sub-clauses (i) or (ii) above; or

(iv) offer to or agree to or announce any intention to effect any transaction specified in sub-clauses (i), (ii) or (iii) above,

and in each case, whether any of the transactions specified in sub-clauses (i), (ii) or (iii) above is to be settled by delivery of Relevant Shares or other equity securities of our Company or in cash or otherwise (whether or not the settlement or delivery of such Relevant Shares or other equity securities will be completed within the Lock-up Period).

The above lock-up undertaking shall not:

(i) apply to Shares acquired by them or their affiliates in open market transactions after the completion of the Global Offering;

(ii) prevent them or their affiliates from using any Shares beneficially owned by them or their affiliates (as the case may be) as security (including a charge or a pledge) in favour of a reputable and internationally recognised commercial bank that is licensed to carry on banking business under applicable laws or investment banking division of a reputable and internationally recognised commercial bank under applicable laws for a bona fide commercial loan, an offering of debt securities or any other transaction of a similar nature and shall not restrict the enforcement of such security, provided that the Shareholder notifies our Company and the Sole Sponsor in writing of such pledge or charge in advance;

(iii) apply to any encumbrances or transfer or disposal of any of the Relevant Shares pursuant to the share charge made in favour of Maybank Investment Bank Berhad over the Relevant Shares in respect of which they are shown by this prospectus to be the beneficial owners;

(iv) apply to the lending of any of the Relevant Shares in accordance with a stock borrowing agreement entered into by them with the Stabilising Manager pursuant to the Global Offering (if applicable);

(v) apply to any intra-group transfers, provided that Press Metal remains the ultimate controlling shareholder of the transferee pursuant to the intra-group transfer, or

(vi) apply to any transfer which is entered into, undertaken or consummated pursuant to a requirement of a governmental authority, a court of law or an arbitral tribunal having jurisdiction over them, or a requirement of any applicable law of a jurisdiction to which they are subject;

(collectively, the "**Permitted Transactions**")

and in each case, Press Metal and/or Press Metal SPV (as the case may be) shall provide prior written notice to NAS, our Company and the Sole Sponsor of at least five Business Days before completion of the Permitted Transaction.

The International Placing

International Underwriting Agreement

In connection with the International Placing, it is expected that our Company and our Controlling Shareholders will enter into the International Underwriting Agreement with the Sole Sponsor, the Sole Overall Coordinator and the International Underwriters. Under the International

Underwriting Agreement, subject to the conditions set forth therein, the International Underwriters would severally and not jointly agree to purchase, or procure purchasers to purchase, the Offer Shares being offered pursuant to the International Placing (subject to, among others, any reallocation between the International Placing and the Hong Kong Public Offering). It is expected that the International Underwriting Agreement may be terminated on similar grounds as the Hong Kong Underwriting Agreement. Potential investors are reminded that in the event that the International Underwriting Agreement is not entered into, or is terminated, the Global Offering will not proceed.

It is expected that each of our Controlling Shareholders will undertake to the International Underwriters not to dispose of, or enter into any agreement to dispose of, or otherwise create any options, rights, interest or encumbrances in respect of any of the Shares held by it in our Company for a period similar to such undertakings given by them pursuant to the Hong Kong Underwriting Agreement, which is described in "— Underwriting Arrangements and Expenses — Undertakings pursuant to the Hong Kong Underwriting Agreement — (B) Undertakings by our Controlling Shareholders" above.

Commission and Expenses

Our Company will pay an underwriting commission of 1.8% of the aggregate Offer Price of all the Offer Shares (the "**Fixed Fees**"). Our Company may also in our sole and absolute discretion pay any one or all of the Underwriters an additional incentive fee in aggregate of up to 1.2% of the aggregate Offer Price for all of the Offer Shares (the "**Discretionary Fees**"). The ratio of Fixed Fees and Discretionary Fees payable is therefore approximately 60%:40% (on the basis that the Discretionary Fees will be fully paid). For any unsubscribed Hong Kong Offer Shares reallocated to the International Placing, we will pay an underwriting commission at the rate applicable to the International Placing and such commission will be paid to the relevant International Underwriters and not the Hong Kong Underwriters.

The aggregate commissions and fees, together with Stock Exchange listing fees, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565%, AFRC transaction levy of 0.00015%, legal and other professional fees and printing and all other expenses payable by us relating to the Global Offering are currently estimated to amount in aggregate to approximately HK$132.8 million (assuming an Offer Price of HK$29.05 per Offer Share, being the mid-point of the indicative Offering Price range stated in this prospectus).

INDEPENDENCE OF THE SOLE SPONSOR

The Sole Sponsor satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules. Please refer to "Statutory and General Information — D. Other Information — 3. Sponsor" in this prospectus for further details.

UNDERWRITERS' INTERESTS IN OUR COMPANY

Save for the obligations under the Hong Kong Underwriting Agreement and the International Underwriting Agreement and as disclosed in this prospectus, as at the Latest Practicable Date, none of the Underwriters has any shareholding or beneficial interests in any member of our Group nor has any right or option (whether legally enforceable or not) to subscribe for or purchase or to nominate persons to subscribe for or purchase securities in any member of our Group nor any interest in the Global Offering.

Following the completion of the Global Offering, the Hong Kong Underwriters and their affiliated companies may hold a certain portion of the Shares as a result of fulfilling their obligations under the Hong Kong Underwriting Agreement.

ACTIVITIES BY SYNDICATE MEMBERS

The underwriters of the Hong Kong Public Offering and the International Placing (together, the "**Syndicate Members**") and their affiliates may each individually undertake a variety of activities (as further described below) which do not form part of the underwriting.

The Syndicate Members and their affiliates are diversified financial institutions with relationships in countries around the world. These entities engage in a wide range of commercial and investment banking, brokerage, funds management, trading, hedging, investing and other activities for their own account and for the account of others. In the ordinary course of their various business activities, the Syndicate Members and their respective affiliates may purchase, sell or hold a broad array of investments and actively trade securities, derivatives, loans, commodities, currencies, credit default swaps and other financial instruments for their own account and for the accounts of their customers. Such investment and trading activities may involve or relate to assets, securities and/or instruments our Company and/or persons and entities with relationships with our Company and may also include swaps and other financial instruments entered into for hedging purposes in connection with our Group's loans and other debt.

In relation to issues by Syndicate Members or their affiliates of any listed securities having the Shares as their underlying securities, whether on the Stock Exchange or on any other stock exchange, the rules of the exchange may require the issuer of those securities (or one of its affiliates or agents) to act as a market maker or liquidity provider in the security, and this will also result in hedging activity in the Shares in most cases.

Such activities may affect the market price or value of our Shares, the liquidity or trading volume in our Shares and the volatility of the price of our Shares, and the extent to which this occurs from day to day cannot be estimated.

It should be noted that when engaging in any of these activities, the Syndicate Members will be subject to certain restrictions, including the following:

(a) the Syndicate Members must not, in connection with the distribution of the Offer Shares, effect any transactions (including issuing or entering into any option or other derivative transactions relating to the Offer Shares), whether in the open market or otherwise, with a view to maintaining the market price of any of the Offer Shares at levels other than those which might otherwise prevail in the open market; and

(b) the Syndicate Members must comply with all applicable laws and regulations, including the market misconduct provisions of the SFO, including the provisions prohibiting insider dealing, false trading, price rigging and stock market manipulation.

Certain of the Syndicate Members or their respective affiliates have provided from time to time, and expect to provide in the future, investment banking and other services to our Company and our affiliates for which such Syndicate Members or their respective affiliates have received or will receive customary fees and commissions.

THE GLOBAL OFFERING

This prospectus is published in connection with the Hong Kong Public Offering as part of the Global Offering. The Global Offering comprises:

(a) the Hong Kong Public Offering of initially 8,823,600 Offer Shares (subject to reallocation) in Hong Kong, as described in "— The Hong Kong Public Offering" below; and

(b) the International Placing of initially 79,411,700 Offer Shares (subject to reallocation) outside the United States in offshore transactions in reliance on Regulation S, as described in "— The International Placing" below.

The 88,235,300 Offer Shares initially being offered in the Global Offering will represent approximately 15.0% of the total number of issued Shares immediately after completion of the Global Offering, without taking into account any Shares which may be allotted and issued pursuant to the exercise of the Share Option Scheme. The underwriting arrangements, and the respective Underwriting Agreements, are summarised in "Underwriting" in this prospectus.

Investors may apply for Hong Kong Offer Shares under the Hong Kong Public Offering, or, if qualified to do so, apply for or indicate an interest in International Placing Shares under the International Placing, but may not do both.

References in this prospectus to applications, application monies or the procedure for application relate solely to the Hong Kong Public Offering.

THE HONG KONG PUBLIC OFFERING

Number of Shares Initially Offered

We are initially offering 8,823,600 Hong Kong Offer Shares, representing approximately 10.0% of the total number of Offer Shares initially available under the Global Offering, at the Offer Price for subscription by the public in Hong Kong. Subject to the reallocation of Shares between (i) the International Placing, and (ii) the Hong Kong Public Offering, the Hong Kong Offer Shares will represent approximately 10% of the total number of Offer Shares initially available under the Global Offering.

The Hong Kong Public Offering is open to members of the public in Hong Kong as well as to institutional and professional investors. Professional investors generally include brokers, dealers and companies (including fund managers) whose ordinary business involves dealing in shares and other securities, and corporate entities which regularly invest in shares and other securities.

The Hong Kong Public Offering is fully underwritten by the Hong Kong Underwriters on a several basis under the terms of the Hong Kong Underwriting Agreement and is subject to our Company and the Sole Overall Coordinator (for itself and on behalf of the Underwriters) agreeing on the Offer Price. Completion of the Hong Kong Public Offering is subject to the conditions as set out in "— Conditions of the Global Offering" below.

Allocation

Allocation of the Offer Shares to investors under the Hong Kong Public Offering will be based solely on the level of valid applications received under the Hong Kong Public Offering. The basis of allocation may vary, depending on the number of Hong Kong Offer Shares validly applied for by applicants. Such allocation could, where appropriate, consist of balloting, which would mean that some applicants may receive a higher allocation than others who have applied for the same number of Hong Kong Offer Shares, and those applicants who are not successful in the ballot may not receive any Hong Kong Offer Shares.

For allocation purposes only, the total number of the Offer Shares initially available under the Hong Kong Public Offering (after taking account of any reallocation in the number of Offer Shares allocated between the Hong Kong Public Offering and the International Placing referred to below) will be divided equally into two pools (with any odd lots being allocated to pool A): pool A and pool B. Pool A will comprise 4,411,800 Hong Kong Offer Shares and pool B will comprise 4,411,800 Hong Kong Offer Shares initially. Both of which are available on an equitable basis to successful applicants. All valid applications that have applied for Hong Kong Offer Shares with an aggregate subscription price (excluding brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015% payable) of HK$5 million or below will fall into pool A. All valid applications that have applied for Hong Kong Offer Shares with an aggregate subscription price (excluding brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015% payable) of over HK$5 million and up to the total value of pool B will fall into pool B.

For the purpose of this sub-section only, the "price" for Offer Shares means the price payable on application therefor (without regard to the Offer Price as finally determined).

Applicants should be aware that applications in Pool A and applications in Pool B may receive different allocation ratios. If Hong Kong Offer Shares in one (but not both) of the two pools are undersubscribed, the surplus Hong Kong Offer Shares will be transferred to the other pool to satisfy demand in that other pool and be allocated accordingly.

Applicants can only receive an allocation of Hong Kong Offer Shares from either Pool A or Pool B, but not from both pools. Multiple or suspected multiple applications and any application for more than 4,411,800 Hong Kong Offer Shares (being 50% of the 8,823,600 Offer Shares initially available under the Hong Kong Public Offering) will be rejected.

Reallocation

The allocation of the Offer Shares between the Hong Kong Public Offering and the International Placing is subject to reallocation on the following basis:

(a) where the International Placing Shares are fully subscribed or oversubscribed and:

(i) if the Hong Kong Offer Shares are undersubscribed, the Sole Overall Coordinator (for itself and on behalf of the Underwriters) has the authority (but not the obligation) in their sole and absolute discretion to reallocate all or any unsubscribed Hong Kong Offer Shares to the International Placing, in such proportions as the Sole Overall Coordinator deems appropriate to satisfy demand under the International Placing;

(ii) if the number of Offer Shares validly applied for under the Hong Kong Public Offering represents less than 15 times the number of the Offer Shares initially available for subscription under the Hong Kong Public Offering, then up to 8,823,600 Offer Shares may be reallocated to the Hong Kong Public Offering from the International Placing in accordance with Chapter 4.14 of the Guide for New Listing Applicants issued by the Stock Exchange, so that the number of the Offer Shares available under the Hong Kong Public Offering will be increased to 17,647,200 Offer Shares, representing approximately 20% of the number of the Offer Shares initially available under the Global Offering;

(iii) if the number of Offer Shares validly applied for under the Hong Kong Public Offering represents 15 times or more but less than 50 times the number of the Offer Shares initially available for subscription under the Hong Kong Public Offering, then 17,647,000 Offer Shares will be reallocated to the Hong Kong Public Offering from the International Placing, so that the total number of the

Offer Shares available under the Hong Kong Public Offering will be increased to 26,470,600 Offer Shares, representing approximately 30% of the number of the Offer Shares initially available under the Global Offering;

(iv) if the number of Offer Shares validly applied for under the Hong Kong Public Offering represents 50 times or more but less than 100 times the number of the Offer Shares initially available for subscription under the Hong Kong Public Offering, then 26,470,600 Offer Shares will be reallocated to the Hong Kong Public Offering from the International Placing, so that the number of the Offer Shares available under the Hong Kong Public Offering will be increased to 35,294,200 Offer Shares, representing approximately 40% of the number of the Offer Shares initially available under the Global Offering; and

(v) if the number of Offer Shares validly applied for under the Hong Kong Public Offering represents 100 times or more the number of the Offer Shares initially available for subscription under the Hong Kong Public Offering, then 35,294,100 Offer Shares will be reallocated to the Hong Kong Public Offering from the International Placing, so that the number of the Offer Shares available under the Hong Kong Public Offering will be increased to 44,117,700 Offer Shares, representing approximately 50% of the number of the Offer Shares initially available under the Global Offering.

(b) where the International Placing Shares are undersubscribed and:

(i) if the Hong Kong Offer Shares are undersubscribed, the Global Offering will not proceed unless fully underwritten by the Underwriters; and

(ii) if the Hong Kong Offer Shares are oversubscribed, irrespective of the number of times the number of Offer Shares initially available for subscription under the Hong Kong Public Offering, then up to 8,823,600 Offer Shares may be reallocated to the Hong Kong Public Offering from the International Placing, so that the total number of the Offer Shares available under the Hong Kong Public Offering will be increased to 17,647,200 Offer Shares, representing approximately 20% of the number of the Offer Shares initially available under the Global Offering.

The Offer Shares to be offered in the Hong Kong Public Offering and the International Placing may, in certain circumstances, be reallocated as between these offerings at the sole and absolute discretion of the Sole Overall Coordinator. If either the Hong Kong Public Offering or the International Placing is not fully subscribed for, the Sole Overall Coordinator has the authority (but not the obligation) in their sole and absolute discretion to reallocate all or any unsubscribed Offer Shares from such offering to the other, in such proportion as the Sole Overall Coordinator deems appropriate.

In addition, to any mandatory reallocation required as described above, the Sole Overall Coordinator (for itself and on behalf of the Underwriters) may reallocate the Offer Shares from the International Placing to the Hong Kong Public Offering. In accordance with Chapter 4.14 of the Guide for New Listing Applicants issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 18 of the Listing Rules, (i) the maximum total number of Offer Shares that may be subscribed under to the Hong Kong Public Offering following such reallocation shall be not more than double the initial allocation to the Hong Kong Public Offering (i.e. 8,823,600 Offer Shares), and (ii) the final Offer Price shall be fixed at HK$26.60 per Offer Share, the low-end of the Offer Price range stated in this prospectus.

In the event of a reallocation of the Offer Shares from the International Placing to the Hong Kong Public Offering in the circumstances under paragraphs (a)(ii), (a)(iii), (a)(iv) or (b)(ii) above, the number of Offer Shares allocated to the International Placing will be correspondingly reduced.

Applications

The Sole Overall Coordinator (for itself and on behalf of the Underwriters) may require any investor who has been offered Shares under the International Placing, and who has made an application under the Hong Kong Public Offering, to provide sufficient information to the Sole Overall Coordinator so as to allow it to identify the relevant applications under the Hong Kong Public Offering and to ensure that it is excluded from any application for Shares under the Hong Kong Public Offering.

Each applicant under the Hong Kong Public Offering will also be required to give an undertaking and confirmation in the application submitted by him/her/it that he/she/it and any person(s) for whose benefit he/she/it is making the application has not applied for or taken up, or indicated an interest in, and will not apply for or take up, or indicate an interest in, any International Placing Shares under the International Placing Shares, and such applicant's application is liable to be rejected if the said undertaking and/or confirmation is breached and/or untrue (as the case may be) or it has been or will be placed or allocated International Placing Shares under the International Placing.

Applicants under the Hong Kong Public Offering may be required to pay, on application (subject to application channels), the maximum price of HK$31.50 per Offer Share in addition to the brokerage, SFC transaction levy, Stock Exchange trading fee and AFRC transaction levy payable on each Offer Share. If the Offer Price, as finally determined in the manner described in "— Pricing and Allocation" below, is less than the maximum price of HK$31.50 per Offer Share, appropriate refund payments (including the brokerage, SFC transaction levy, Stock Exchange trading fee and AFRC transaction levy attributable to the surplus application monies) will be made to successful applicants (subject to application channels), without interest. Further details are set out in "How to Apply for Hong Kong Offer Shares."

References in this prospectus to applications, application monies or the procedure for application relate solely to the Hong Kong Public Offering.

THE INTERNATIONAL PLACING

Number of Offer Shares Offered

Subject to the reallocation as described above, the number of Offer Shares to be initially offered under the International Placing will be 79,411,700 Offer Shares, representing approximately 90.0% of the total number of Offer Shares initially available under the Global Offering. The International Placing is expected to be fully underwritten by the International Underwriters subject to the terms and conditions of the International Underwriting Agreement, and is subject to the Hong Kong Public Offering becoming unconditional.

Allocation

The International Placing will include selective marketing of Offer Shares to institutional and professional investors and other investors anticipated to have a sizeable demand for such Offer Shares in Hong Kong and other jurisdictions outside the United States in offshore transactions in reliance on Regulation S. Professional investors generally include brokers, dealers, companies (including fund managers) whose ordinary business involves dealing in shares and other securities and corporate entities which regularly invest in shares and other securities. The International Placing is subject to the Hong Kong Public Offering being unconditional.

Allocation of Offer Shares pursuant to the International Placing will be effected in accordance with the "book-building" process described in "— Pricing and Allocation" below and based on a number of factors, including the level and timing of demand, total size of the relevant investor's invested assets or equity assets in the relevant sector and whether or not it is expected that the relevant investor is likely hold or sell, Shares, after the Listing. Such allocation is intended to result in a distribution of the Shares on a basis which would lead to the establishment of a solid shareholder base to the benefit of our Company and our Shareholders as a whole.

The Sole Overall Coordinator (for itself and on behalf of the Underwriters) may require any investor who has been offered Offer Shares under the International Placing and who has made an application under the Hong Kong Public Offering, to provide sufficient information to the Sole Overall Coordinator (for itself and on behalf of the Underwriters) so as to allow it to identify the relevant applications under the Hong Kong Public Offering and to ensure that it are excluded from any application of Offer Shares under the Hong Kong Public Offering.

Reallocation

The total number of Offer Shares to be issued pursuant to the International Placing may change as a result of the reallocation arrangement described in "— The Hong Kong Public Offering — Reallocation" above and any reallocation of unsubscribed Offer Shares originally included in the Hong Kong Public Offering.

STABILISATION

Stabilisation is a practice used by underwriters in some markets to facilitate the distribution of securities. To stabilise, the underwriters may bid for, or purchase, the securities in the secondary market, during a specified period of time, to retard and, if possible, prevent any decline in the market price of the securities below the offer price. In Hong Kong and a number of other jurisdictions, activity aimed at reducing the market price is prohibited, and the price at which stabilisation is effected is not permitted to exceed the offer price.

In connection with the Global Offering, the Stabilising Manager or any person acting for it, as stabilising manager, for itself and on behalf of the Underwriters, may, to the extent permitted by applicable laws of Hong Kong or elsewhere, over-allocate or effect transactions with a view to stabilising or supporting the market price of the Shares at a level higher than that which might otherwise prevail in the other market for a limited period after the Listing Date. However, there is no obligation on the Stabilising Manager (or any person acting for it) to conduct any such stabilising action. Such stabilising action, if commenced, (i) will be conducted at the absolute discretion of the Stabilising Manager (or any person acting for it), (ii) may be discontinued at any time and (iii) is required to be brought to an end within 30 days of the last day for lodging applications under the Hong Kong Public Offering.

Stabilising action permitted in Hong Kong pursuant to the Securities and Futures (Price Stabilising) Rules under the SFO (Chapter 571W of the Laws of Hong Kong), as amended, includes (i) over-allocation for the purpose of preventing or minimising any reduction in the market price of the Shares, (ii) selling or agreeing to sell the Shares so as to establish a short position in them for the purpose of preventing or minimising any reduction in the market price of the Shares, (iii) purchasing or subscribing for, or agreeing to purchase or subscribe for, the Shares pursuant to the Over-allotment Option in order to close out any position established under (i) or (ii) above, (iv) purchasing, or agreeing to purchase, any of the Shares for the sole purpose of preventing or minimising any reduction in the market price of the Shares, (v) selling or agreeing to sell any Shares in order to liquidate any position established as a result of those purchases and (vi) offering or attempting to do anything as described in paragraph (ii), (iii), (iv) or (v).

Specifically, prospective applicants for and investors in the Offer Shares should note that:

- the Stabilising Manager, or any person acting for it may, in connection with the stabilising action, maintain a long position in the Shares;

- there is no certainty regarding the extent to which and the time or period for which the Stabilising Manager, or any person acting for it, will maintain such a long position;

- liquidation of any such long position by the Stabilising Manager, or any person acting for it, may have an adverse impact on the market price of the Shares;

- no stabilising action can be taken to support the price of the Shares for longer than the stabilising period which will begin on the Listing Date, and is expected to expire on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. After this date, when no further stabilising action may be taken, demand for the Shares, and therefore the price of the Shares, could fall;

- the price of the Shares cannot be assured to stay at or above the Offer Price by the taking of any stabilising action; and

- stabilising bids may be made or transactions effected in the course of the stabilising action at any price at or below the Offer Price, which means that stabilising bids may be made or transactions effected at a price below the price paid by applicants for, or investors in, the Shares.

In order to effect stabilisation actions, the Stabilising Manager will arrange cover of up to an aggregate of 13,235,200 Shares, representing up to approximately 15% of the initial Offer Shares, through delayed delivery arrangements with investors who have been allocated Offer Shares in the International Placing. The delayed delivery arrangements (if specifically agreed by an investor) relate only to the delay in the delivery of the Offer Shares to such investor and the Offer Price for the Offer Shares allocated to such investor will be fully paid on the Listing Date, accordingly there will be no delayed settlement of the Offer Shares. Our Company will ensure or procure that an announcement in compliance with the Securities and Futures (Price Stabilising) Rules under the SFO (Chapter 571W of the Laws of Hong Kong) will be made within seven days of the expiration of the stabilisation period.

Over-allocation

Following any over-allocation of Shares in connection with the Global Offering, the Sole Overall Coordinator, or any person acting for it may cover such over-allocation by, amongst others, using Shares purchased by the Stabilising Manager or any person acting for it in the secondary market, exercising the Over-allotment Option in full or in part, through the stock borrowing arrangement as detailed below or by a combination of these means. Any such purchases will be made in accordance with the laws, rules and regulations in place in Hong Kong on stabilisation. The number of Shares which can be over-allocated will not exceed the number of Shares which may be issued and/or sold pursuant to the exercise in full of the Over-allotment Option, being 13,235,200 Shares, representing approximately 15% of the Offer Shares initially available under the Global Offering.

Stock Borrowing Agreement

In order to facilitate the settlement of over-allocations in connection with the Global Offering, the Stabilising Manager (or any person acting for it) may choose to enter into an agreement with NAIHL, our Controlling Shareholder, to borrow, whether on its own or through its affiliates, up to 13,235,200 Shares, representing approximately 15% of the total number of the Offer Shares initially available for the Global Offering. The stock borrowing arrangement under such an agreement, if entered into, will not be subject to the restrictions of Rule 10.07(1)(a) of the Listing Rules, provided that the requirements set forth in Rule 10.07(3) of the Listing Rules are complied with as follows:

(a) such stock borrowing arrangement is fully described in this prospectus and must be for the sole purpose of covering any short position prior to the exercise of the Over-allotment Option;

(b) the maximum number of Shares to be borrowed from NAIHL by the Stabilising Manager (or any person acting for it) is the maximum number of Shares that may be issued upon full exercise of the Over-allotment Option;

(c) the same number of Shares so borrowed must be returned to NAIHL or its nominee(s) within three business days following the earlier of (i) the last day on which the Over-allotment Option may be exercised, and (ii) the day on which the Over-allotment Option is exercised in full;

(d) no payment will be made to NAIHL by the Underwriters and the Stabilising Manager; and

(e) the borrowing of Shares pursuant to the stock borrowing arrangement will be effected in compliance with applicable listing rules, laws and other regulatory requirements.

PRICING AND ALLOCATION

Determining the Offer Price

The International Underwriters will be soliciting from prospective investors' indications of interest in acquiring Offer Shares in the International Placing. Prospective professional and institutional investors will be required to specify the number of Offer Shares under the International Placing they would be prepared to acquire either at different prices or at a particular price. This process, known as "book-building", is expected to continue up to, and to cease on or around, the last day for lodging applications under the Hong Kong Public Offering.

Pricing for the Offer Shares for the purpose of the various offerings under the Global Offering will be fixed on the Price Determination Date, which is expected to be on or about Friday, 21 March 2025 and in any event, no later than 12:00 noon on Friday, 21 March 2025, by agreement between the Sole Overall Coordinator (for itself and on behalf of the Underwriters) and our Company and the number of Offer Shares to be allocated under the various offerings will be determined shortly thereafter.

Offer Price Range

The Offer Price per Offer Share under the Hong Kong Public Offering will be identical to the Offer Price per Offer Share under the International Placing based on the Hong Kong dollar price per Offer Share, as determined by the Sole Overall Coordinator (for itself and on behalf of the Underwriters) and our Company.

The Offer Price will not be more than HK$31.50 per Offer Share and is expected to be not less than HK$26.60 per Offer Share, unless otherwise announced by our Company no later than the morning of the last day for lodging applications under the Hong Kong Public Offering, which is Thursday, 20 March 2025 as further explained below. **Prospective investors should be aware that the Offer Price to be determined on the Price Determination Date may be, but is not expected to be, lower than the indicative Offer Price range stated in this prospectus.**

If, for any reason, our Company and the Sole Overall Coordinator (for itself and on behalf of the Underwriters) are unable to reach agreement on the Offer Price on or before 12:00 noon on Friday, 21 March 2025, the Global Offering will not proceed and will lapse.

Reduction in Indicative Offer Price Range and/or Number of Offer Shares

The Sole Overall Coordinator (for itself and on behalf of the other Underwriters) may, where considered appropriate, based on the level of interest expressed by prospective professional and institutional investors during the book-building process, and with the consent of our Company, reduce the number of Offer Shares and/or the indicative Offer Price range as stated in this prospectus at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such case, we will, as soon as practicable following the decision to make such reduction, and in any event not later than the morning of the day which is the last day for lodging applications under the Hong Kong Public Offering, cause to be announced on the website of our Company at **www.nanshanintl.com** and the website of the Stock Exchange at **www.hkexnews.hk**, notices of the reduction, and the cancellation of the Global Offering and relaunch of the offer at the revised number of Offer Shares and/or the revised Offer Price.

As soon as practicable after such reduction of the number of Offer Shares and/or the Offer Price, we will also issue a supplemental prospectus or a new prospectus updating investors of the change in the number of Offer Shares being offered under the Global Offering and/or the Offer Price, and giving investors at least three business days to consider the new information. The supplemental or new prospectus should include at least the following: updated (i) Offer Price and market capitalisation; (ii) listing timetable and underwriting obligations; (iii) price/earning multiple, unaudited pro forma and adjusted net tangible assets; and (iv) use of proceeds and working capital adequacy confirmation based on the revised proceeds.

Before submitting applications for the Hong Kong Offer Shares, applicants should have regard to the possibility that any announcement of a reduction in the number of Offer Shares and/or the indicative Offer Price range may not be made until the day which is the last day for lodging applications under the Hong Kong Public Offering, which is Thursday, 20 March 2025. In the absence of any such supplemental or new prospectus so published, the number of Offer Shares will not be reduced and/or the Offer Price, if agreed upon by the Sole Overall Coordinator (for itself and on behalf of the Underwriters) and our Company, will under no circumstances be set outside the Offer Price range as stated in this prospectus.

If there is any change to the offer size due to change in the number of Offer Shares offered in the Global Offering (other than pursuant to the reallocation mechanism as disclosed in this prospectus), or change to the Offer Price which leads to the resulting price falling outside the indicative Offer Price range as stated in this prospectus, or if our Company becomes aware that there has been a significant change affecting any matter contained in this prospectus or a significant new matter has arisen, the inclusion of information in respect of which would have been required to be in this prospectus if it had arisen before this prospectus was issued, after the issue of this prospectus and before the commencement of dealings in our Offer Shares as prescribed under Rule 11.13 of the Listing Rules, our Company is required to cancel the Global Offering and issue a supplemental prospectus or a new prospectus and subsequently relaunched on FINI pursuant to the supplemental prospectus.

In the event of a reduction in the number of Offer Shares, the Sole Overall Coordinator (for itself and on behalf of the Underwriters) may, at its discretion, reallocate the number of Offer Shares to be offered in the Hong Kong Public Offering and the International Placing, provided that the number of Offer Shares comprised in the Hong Kong Public Offering shall not be less than 10% of the total number of Offer Shares available under the Global Offering. The Offer Shares to be offered in the Hong Kong Public Offering and the Offer Shares to be offered in the International Placing may, in certain circumstances, be reallocated between these offerings at the discretion of the Sole Overall Coordinator (for itself and on behalf of the Underwriters).

Announcement of Offer Price and Basis of Allocations

The final Offer Price, the level of indications of interest in the International Placing, the results of applications in the Hong Kong Public Offering, the basis of allocations of the Hong Kong Offer Shares and the results of allocations are expected to be announced on Monday, 24 March 2025 on the website of our Company at **www.nanshanintl.com** and the website of the Stock Exchange at **www.hkexnews.hk**.

UNDERWRITING

The Hong Kong Public Offering is fully underwritten by the Hong Kong Underwriters under the terms of the Hong Kong Underwriting Agreement and is subject to our Company and the Sole Overall Coordinator (for itself and on behalf of the Underwriters) agreeing on the Offer Price.

We expect to enter into the International Underwriting Agreement relating to the International Placing on or around the Price Determination Date.

These underwriting arrangements under the Hong Kong Underwriting Agreement and the International Underwriting Agreement are summarised in "Underwriting" in this prospectus.

CONDITIONS OF THE GLOBAL OFFERING

Acceptances of all applications for Offer Shares pursuant to the Global Offering will be conditional on, among others:

(a) the Stock Exchange granting approval for the listing of, and permission to deal in, the Shares in issue and the Shares to be issued pursuant to the (i) Global Offering, and (ii) the exercise of the Share Option Scheme, and such approval not subsequently having been revoked prior to the commencement of dealings in the Shares on the Stock Exchange;

(b) the Offer Price having been duly agreed between our Company and the Sole Overall Coordinator (for itself and on behalf of the Underwriters) on the Price Determination Date;

(c) the execution and delivery of the International Underwriting Agreement on or around the Price Determination Date; and

(d) the obligations of the Underwriters under the respective Underwriting Agreements becoming and remaining unconditional and not having been terminated in accordance with the terms of the respective agreements,

in each case on or before the dates and times specified in the respective Underwriting Agreements (unless and to the extent such conditions are validly waived on or before such dates and times).

If, for any reason, the Offer Price is not agreed between our Company and the Sole Overall Coordinator (for itself and on behalf of the Underwriters) by 12:00 noon on Friday, 21 March 2025, the Global Offering will not proceed and will lapse immediately.

The consummation of each of the Hong Kong Public Offering and the International Placing is conditional upon, among other things, the other offering becoming unconditional and not having been terminated in accordance with their respective terms.

If the above conditions are not fulfilled or waived prior to the times and dates specified, the Global Offering will lapse and the Stock Exchange will be notified immediately. Notice of the lapse of the Hong Kong Public Offering will be published by our Company on the website of the Stock Exchange at **www.hkexnews.hk** and the website of our Company at **www.nanshanintl.com** on the next Business Day following such lapse. In such eventuality, all application monies will be returned, without interest, on the terms set out in "How to Apply for Hong Kong Offer Shares — D. Dispatch/Collection of Share Certificates and Refund of Application Monies." In the meantime, all application monies will be held in separate bank account(s) with the receiving bankers or other bank(s) in Hong Kong licensed under the Banking Ordinance (Chapter 155 of the Laws of Hong Kong) (as amended).

Share certificates will only become valid evidence of title at 8:00 a.m. on the Listing Date provided that (i) the Global Offering has become unconditional in all respects, and (ii) the right of termination as described in "Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for Termination" has not been exercised.

APPLICATION FOR LISTING ON THE STOCK EXCHANGE

We have applied to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued by us pursuant to the Global Offering (including the Shares which may be allotted and issued pursuant to the exercise of the Share Option Scheme).

No part of our Company's share or loan capital is listed on or dealt in on any other stock exchange and no such listing or permission to deal is being or proposed to be sought in the near future.

SHARES WILL BE ELIGIBLE FOR CCASS

Subject to the granting of the listing of, and permission to deal in, the Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or any other date HKSCC chooses. Settlement of transactions between participants of the Stock Exchange (as defined in the Listing Rules) is required to take place in CCASS on the second settlement day after any trading day. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time. Investors should seek the advice of their stockbroker or other professional advisers for details of the settlement arrangements as such arrangements may affect their rights and interests.

All necessary arrangements have been made enabling our Shares to be admitted into CCASS.

DEALING ARRANGEMENTS

Assuming that the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Tuesday, 25 March 2025, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Tuesday, 25 March 2025. The Shares will be traded in board lots of 100 Shares. The stock code of the Shares will be 2610.

IMPORTANT NOTICE TO INVESTORS
OF HONG KONG OFFER SHARES

FULLY ELECTRONIC APPLICATION PROCESS

We have adopted a fully electronic application process for the Hong Kong Public Offering and below are the procedures for application.

This prospectus is available at the website of the Stock Exchange at www.hkexnews.hk under the "HKEXnews > New Listings > New Listing Information" section, and our website at www.nanshanintl.com.

The contents of this prospectus are identical to the prospectus as registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

A. APPLICATION FOR HONG KONG OFFER SHARES

1. Who Can Apply

You can apply for Hong Kong Offer Shares if you or the person(s) for whose benefit you are applying for:

- are 18 years of age or older; and
- have a Hong Kong address *(for the **HK eIPO White Form** service only).*

Unless permitted by the Listing Rules or a waiver and/or consent has been granted by the Stock Exchange to us, you cannot apply for any Hong Kong Offer Shares if you or the person(s) for whose benefit you are applying for:

- are an existing Shareholder or its close associates; or
- are a Director or any of his/her close associates.

2. Application Channels

The Hong Kong Public Offering period will begin at 9:00 a.m. on Monday, 17 March 2025 and end at 12:00 noon on Thursday, 20 March 2025 (Hong Kong time).

To apply for Hong Kong Offer Shares, you may use one of the following application channels:

Application Channel	Platform	Target Investors	Application Time
HK eIPO White Form service	Online application via the **HK eIPO White Form** service at the designated website at **www.hkeipo.hk**.	Investors who would like to receive a physical Share certificate. Hong Kong Offer Shares successfully applied for will be allotted and issued in your own name.	From 9:00 a.m. on Monday, 17 March 2025 to 11:30 a.m. on Thursday, 20 March 2025, Hong Kong time. The latest time for completing full payment of application monies will be 12:00 noon on Thursday, 20 March 2025, Hong Kong time.
HKSCC EIPO channel	Your **broker** or **custodian** who is a HKSCC Participant will submit a HKSCC EIPO application on your behalf through HKSCC's FINI system in accordance with your instruction.	Investors who would not like to receive a physical Share certificate. Hong Kong Offer Shares successfully applied for will be allotted and issued in the name of HKSCC Nominees, deposited directly into CCASS and credited to your designated HKSCC Participant's stock account.	Contact your **broker** or **custodian** for the earliest and latest time for giving such instructions, as this may vary by **broker** or **custodian**.

The **HK eIPO White Form** service and the HKSCC EIPO channel are facilities subject to capacity limitations and potential service interruptions and you are advised not to wait until the last day of the application period to apply for Hong Kong Offer Shares.

For those applying through the **HK eIPO White Form** service, once you complete payment in respect of any application instructions given by you or for your benefit through the **HK eIPO White Form** service to make an application for Hong Kong Offer Shares, an actual application shall be deemed to have been made. If you are a person for whose benefit the **electronic application instructions** are given, you shall be deemed to have declared that only one set of **electronic application instructions** has been given for your benefit. If you are an agent for another person, you shall be deemed to have declared that you have only given one set of **electronic application instructions** for the benefit of the person for whom you are an agent and that you are duly authorised to give those instructions as an agent.

For the avoidance of doubt, giving an application instruction under the **HK eIPO White Form** service more than once and obtaining different payment reference numbers without effecting full payment in respect of a particular reference number will not constitute an actual application.

If you apply through the **HK eIPO White Form** service, you are deemed to have authorised the **HK eIPO White Form** Service Provider to apply on the terms and conditions in this prospectus, as supplemented and amended by the terms and conditions of the **HK eIPO White Form** service.

By instructing your **broker** or **custodian** to apply for the Hong Kong Offer Shares on your behalf through the HKSCC EIPO Channel, you (and, if you are joint applicants, each of you jointly and severally) are deemed to have instructed and authorised HKSCC to cause HKSCC Nominees (acting as nominee for the relevant HKSCC Participants) to apply for Hong Kong Offer Shares on your behalf and to do on your behalf all the things stated in this prospectus and any supplement to it.

For those applying through HKSCC EIPO channel, an actual application will be deemed to have been made for any application instructions given by you or for your benefit to HKSCC (in which case an application will be made by HKSCC Nominees on your behalf) provided such application instruction has not been withdrawn or otherwise invalidated before the closing time of the Hong Kong Public Offering.

HKSCC Nominees will only be acting as a nominee for you and neither HKSCC nor HKSCC Nominees shall be liable to you or any other person in respect of any actions taken by HKSCC or HKSCC Nominees on your behalf to apply for Hong Kong Offer Shares or for any breach of the terms and conditions of this prospectus.

3. Information Required to Apply

You must provide the following information with your application:

For Individual Applicants

- Full name(s)[2] as shown on your identity document
- Identity document's issuing country or jurisdiction
- Identity document type, with order of priority:
  - i. HKID card; or
  - ii. National identification document; or
  - iii. Passport; and
- Identity document number

For Corporate Applicants

- Full name(s)[2] as shown on your identity document
- Identity document's issuing country or jurisdiction
- Identity document type, with order of priority:
  - i. LEI registration document; or
  - ii. Certificate of incorporation; or
  - iii. Business registration certificate; or
  - iv. Other equivalent document; and
- Identity document number

Notes:

1. If you are applying through the **HK eIPO White Form** service, you are required to provide a valid e-mail address, a contact telephone number and a Hong Kong address. You are also required to declare that the identity information provided by you follows the requirements as described in Note 2 below. In particular, where you cannot provide a HKID number, you must confirm that you do not hold a HKID card. The number of joint applicants may not exceed four. If you are a firm, the applicant must be in the individual members' names.

2. The applicant's full name as shown on their identity document must be used. If an applicant's identity document contains both an English and Chinese name, both English and Chinese names must be used. Otherwise, either English or Chinese names will be accepted. The order of priority of the applicant's identity document type must be strictly followed and where an individual applicant has a valid HKID card, the HKID number must be used when making an application to subscribe for shares in a public offer. Similarly for corporate applicants, a LEI number must be used if an entity has a LEI certificate.

3. If the applicant is a trustee, the client identification data ("**CID**") of the trustee, as set out above, will be required. If the applicant is an investment fund (i.e. a collective investment scheme, or CIS), the CID of the asset management company or the individual fund, as appropriate, which has opened a trading account with the **broker** will be required, as above.

4. The maximum number of joint account holders on FINI is capped at four[1] in accordance with market practice.

5. If you are applying as a nominee, you must provide: (i) the full name (as shown on the identity document), the identity document's issuing country or jurisdiction, the identity document type; and (ii), the identity document number, for each of the beneficial owners or, in the case(s) of joint beneficial owners, for each joint beneficial owner. If you do not include this information, the application will be treated as being made for your benefit.

6. If you are applying as an unlisted company and (i) the principal business of that company is dealing in securities; and (ii) you exercise statutory control over that company, then the application will be treated as being for your benefit and you should provide the required information in your application as stated above.

   "Unlisted company" means a company with no equity securities listed on the Stock Exchange or any other stock exchange.

   "Statutory control" means you:

   - control the composition of the board of directors of the company;
   - control more than half of the voting power of the company; or
   - hold more than half of the issued share capital of the company (not counting any part of it which carries no right to participate beyond a specified amount in a distribution of either profits or capital).

For those applying through HKSCC EIPO channel, and making an application under a power of attorney, we and the Sole Overall Coordinator, as our agents, have discretion to consider whether to accept it on any conditions we think fit, including evidence of the attorney's authority.

Failing to provide any required information may result in your application being rejected.

[1] Subject to change, if our Company's Articles of Incorporation and applicable company law prescribe a lower cap.

4. Permitted Number of Hong Kong Offer Shares for Application

Board lot size	:	100 Shares
Permitted number of Hong Kong Offer Shares for application and amount payable on application/ successful allotment	:	Hong Kong Offer Shares are available for application in specified board lot sizes only. Please refer to the amount payable associated with each specified board lot size in the table below.

The maximum Offer Price is HK$31.50 per Share.

If you are applying through the HKSCC EIPO channel, you are required to pre-fund your application based on the amount specified by your **broker** or **custodian**, as determined based on the applicable laws and regulations in Hong Kong.

By instructing your **broker** or **custodian** to apply for the Hong Kong Offer Shares on your behalf through the HKSCC EIPO Channel, you (and, if you are joint applicants, each of you jointly and severally) are deemed to have instructed and authorised HKSCC to cause HKSCC Nominees (acting as nominee for the relevant HKSCC Participants) to arrange payment of the final Offer Price, brokerage, SFC transaction levy, the Stock Exchange trading fee and the AFRC transaction levy by debiting the relevant nominee bank account at the designated bank for your **broker** or **custodian**.

If you are applying through the **HK eIPO White Form** service, you may refer to the table below for the amount payable for the number of Shares you have selected. You must pay the respective amount payable on application in full upon application for Hong Kong Offer Shares.

No. of Hong Kong Offer Shares applied for	Maximum Amount payable[(2)] on application/ successful allotment	No. of Hong Kong Offer Shares applied for	Maximum Amount payable[(2)] on application/ successful allotment	No. of Hong Kong Offer Shares applied for	Maximum Amount payable[(2)] on application/ successful allotment	No. of Hong Kong Offer Shares applied for	Maximum Amount payable[(2)] on application/ successful allotment
	HK$		*HK$*		*HK$*		*HK$*
100	3,181.77	2,500	79,544.20	30,000	954,530.33	600,000	19,090,606.50
200	6,363.54	3,000	95,453.03	40,000	1,272,707.10	700,000	22,272,374.26
300	9,545.30	3,500	111,361.88	50,000	1,590,883.88	800,000	25,454,142.00
400	12,727.07	4,000	127,270.71	60,000	1,909,060.66	900,000	28,635,909.76
500	15,908.84	4,500	143,179.55	70,000	2,227,237.43	1,000,000	31,817,677.50
600	19,090.61	5,000	159,088.39	80,000	2,545,414.20	2,000,000	63,635,355.00
700	22,272.38	6,000	190,906.06	90,000	2,863,590.98	3,000,000	95,453,032.50
800	25,454.14	7,000	222,723.74	100,000	3,181,767.76	4,411,800[(1)]	140,373,229.60
900	28,635.91	8,000	254,541.42	200,000	6,363,535.50		
1,000	31,817.68	9,000	286,359.10	300,000	9,545,303.26		
1,500	47,726.52	10,000	318,176.78	400,000	12,727,071.00		
2,000	63,635.35	20,000	636,353.56	500,000	15,908,838.76		

Notes:

(1) Maximum number of Hong Kong Offer Shares you may apply for and this is 50% of the Hong Kong Offer Shares initially offered.

(2) The amount payable is inclusive of brokerage, SFC transaction levy, the Stock Exchange trading fee and AFRC transaction levy. If your application is successful, brokerage will be paid to the Exchange Participants (as defined in the Listing Rules) or to the **HK eIPO White Form** Service Provider (for applications made through the application channel of the **HK eIPO White Form** Service Provider) while the SFC transaction levy, the Stock Exchange trading fee and the AFRC transaction levy will be paid to the SFC, the Stock Exchange and the AFRC, respectively.

5. Multiple Applications Prohibited

You or your joint applicant(s) shall not make more than one application for your own benefit, except where you are a nominee and provide the information of the underlying investor in your application as required under "A. Application for Hong Kong Offer Shares — 3. Information Required to Apply" in this section. If you are suspected of submitting or cause to submit more than one application, all of your applications will be rejected.

Multiple applications made either through (i) the **HK eIPO White Form** service, (ii) HKSCC EIPO channel, or (iii) both channels concurrently are prohibited and will be rejected. If you have made an application through the **HK eIPO White Form** service or HKSCC EIPO channel, you or the person(s) for whose benefit you have made the application shall not apply further for any Offer Shares.

The Hong Kong Share Registrar would record all applications into its system and identify suspected multiple applications with identical names and identification document numbers according to the Best Practice Note on Treatment of Multiple/Suspected Multiple Applications ("**Best Practice Note**") issued by the Federation of Share Registrars Limited.

Since applications are subject to personal information collection statements, identification document numbers displayed are redacted.

6. Terms and Conditions of An Application

By applying for Hong Kong Offer Shares through the **HK eIPO White Form** service or HKSCC EIPO channel, you (or as the case may be, HKSCC Nominees will do the following things on your behalf):

(i) undertake to execute all relevant documents and instruct and authorise us and/or the Sole Overall Coordinator, as our agents, to execute any documents for you and to do on your behalf all things necessary to register any Hong Kong Offer Shares allocated to you in your name or in the name of HKSCC Nominees as required by the Articles of Association, and (if you are applying through the HKSCC EIPO channel) to deposit the allotted Hong Kong Offer Shares directly into CCASS for the credit of your designated HKSCC Participant's stock account on your behalf;

(ii) confirm that you have read and understand the terms and conditions and application procedures set out in this prospectus and the designated website of the **HK eIPO White Form** service (or as the case may be, the agreement you entered into with your broker or custodian), and agree to be bound by them;

(iii) (if you are applying through the HKSCC EIPO channel) agree to the arrangements, undertakings and warranties under the participant agreement between your **broker** or **custodian** and HKSCC and observe the General Rules of HKSCC and the HKSCC Operational Procedures for giving application instructions to apply for Hong Kong Offer Shares;

(iv) confirm that you are aware of the restrictions on offers and sales of shares set out in this prospectus and they do not apply to you, or the person(s) for whose benefit you have made the application;

(v) confirm that you have read this prospectus and any supplement to it and have relied only on the information and representations contained therein in making your application (or as the case may be, causing your application to be made) and will not rely on any other information or representations;

(vi) agree that our Company, the Sole Sponsor, the Sponsor-Overall Coordinator, the Sole Overall Coordinator, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, the Capital Market Intermediaries, and any of their or our Company's respective directors, officers, employees, partners, agents, advisers, and representatives, and any other parties involved in the Global Offering (collectively, the "**Relevant Persons**"), the Hong Kong Share Registrar and HKSCC will not be liable for any information and representations not in this prospectus and any supplement to it;

(vii) agree to disclose the details of your application and your personal data and any other personal data which may be required about you and the person(s) for whose benefit you have made the application to us, the Relevant Persons, the Hong Kong Share Registrar, HKSCC, HKSCC Nominees, the Stock Exchange, the SFC and any other statutory regulatory or governmental bodies or otherwise as required by laws, rules or regulations, for the purposes under "G. Personal Data — 3. Purposes and 4. Transfer of personal data" in this section;

(viii) agree (without prejudice to any other rights which you may have once your application (or as the case may be, HKSCC Nominees' application) has been accepted) that you will not rescind it because of an innocent misrepresentation;

(ix) agree that subject to Section 44A(6) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, any application made by you or HKSCC Nominees on your behalf cannot be revoked once it is accepted, which will be evidenced by the notification of the result of the ballot by the Hong Kong Share Registrar by way of publication of the results at the time and in the manner as specified in "B. Publication of Results" in this section;

(x) confirm that you are aware of the situations specified in "C. Circumstances In Which You Will Not Be Allocated Hong Kong Offer Shares" in this section;

(xi) agree that your application or HKSCC Nominees' application, any acceptance of it and the resulting contract will be governed by and construed in accordance with the laws of Hong Kong;

(xii) agree to comply with the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Articles of Association and laws of any place outside Hong Kong that apply to your application and that neither we nor the Relevant Persons will breach any law inside and/or outside Hong Kong as a result of the acceptance of your offer to purchase, or any action arising from your rights and obligations under the terms and conditions contained in this prospectus;

(xiii) confirm that (a) your application or HKSCC Nominees' application on your behalf is not financed directly or indirectly by our Company, any of the directors, chief executives, substantial Shareholder(s) or existing shareholder(s) of our Company or any of our subsidiaries or any of their respective close associates; and (b) you are not accustomed or will not be accustomed to taking instructions from our Company, any of the directors, chief executives, substantial shareholder(s) or existing shareholder(s) of our Company or any of our subsidiaries or any of their respective close associates in relation to the acquisition, disposal, voting or other disposition of the Shares registered in your name or otherwise held by you;

(xiv) warrant that the information you have provided is true and accurate;

(xv) confirm that you understand that we and the Sole Overall Coordinator will rely on your declarations and representations in deciding whether or not to allocate any Hong Kong Offer Shares to you and that you may be prosecuted for making a false declaration;

(xvi) agree to accept Hong Kong Offer Shares applied for or any lesser number allocated to you under the application;

(xvii) declare and represent that this is the only application made and the only application intended by you to be made to benefit you or the person for whose benefit you are applying;

(xviii) (if the application is made for your own benefit) warrant that no other application has been or will be made for your benefit by giving **electronic application instructions** to HKSCC directly or indirectly or through the application channel of the **HK eIPO White Form** Service Provider or by any one as your agent or by any other person; and

(xix) (if you are making the application as an agent for the benefit of another person) warrant that (1) no other application has been or will be made by you as agent for or for the benefit of that person or by that person or by any other person as agent for that person by giving **electronic application instructions** to HKSCC and the **HK eIPO White Form** Service Provider and (2) you have due authority to give **electronic application instructions** on behalf of that other person as its agent.

B. PUBLICATION OF RESULTS

Results of Allocation

You can check whether you are successfully allocated any Hong Kong Offer Shares through:

Platform		Date/Time
Applying through the **HK eIPO White Form** service or HKSCC EIPO channel:		
Website	From the "Allotment Results" page at **www.tricor.com.hk/ipo/result** or **www.hkeipo.hk/IPOResult** with a "search by ID" function. The full list of (i) wholly or partially successful applicants using the **HK eIPO White Form** service and HKSCC EIPO channel, and (ii) the number of Hong Kong Offer Shares conditionally allotted to them, among other things, will be displayed at **www.hkeipo.hk/IPOResult** or **www.tricor.com.hk/ipo/result**.	24 hours, from 11:00 p.m. on Monday, 24 March 2025 to 12:00 midnight Sunday, 30 March 2025 (Hong Kong time).
	The Stock Exchange's website at **www.hkexnews.hk** and our website at **www.nanshanintl.com** which will provide links to the above mentioned websites of the Hong Kong Share Registrar.	No later than 11:00 p.m. on Monday, 24 March 2025 (Hong Kong time).
Telephone	+852 3691 8488 — the allocation results telephone enquiry line provided by the Hong Kong Share Registrar.	Between 9:00 a.m. and 6:00 p.m., from Tuesday, 25 March 2025 to Friday, 28 March 2025 (Hong Kong time) on a business day.

For those applying through HKSCC EIPO channel, you may also check with your **broker** or **custodian** from 6:00 p.m. on Friday, 21 March 2025.

HKSCC Participants can log into FINI and review the allotment result from 6:00 p.m. on Friday, 21 March 2025 (Hong Kong time) on a 24-hour basis and should report any discrepancies on allotments to HKSCC as soon as practicable.

Allocation Announcement

We expect to announce the results of the final Offer Price, the level of indications of interest in the International Placing, the level of applications in the Hong Kong Public Offering and the basis of allocations of Hong Kong Offer Shares on the Stock Exchange's website at **www.hkexnews.hk** and our website at **www.nanshanintl.com** by no later than 11:00 p.m. on Monday, 24 March 2025 (Hong Kong time).

C. CIRCUMSTANCES IN WHICH YOU WILL NOT BE ALLOCATED HONG KONG OFFER SHARES

You should note the following situations in which Hong Kong Offer Shares will not be allocated to you or the person(s) for whose benefit you are applying for:

1. If your application is revoked:

Your application or the application made by HKSCC Nominees on your behalf may be revoked pursuant to Section 44A(6) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

2. If we or our agents exercise our discretion to reject your application:

We, the Sole Overall Coordinator, the Hong Kong Share Registrar and their respective agents and nominees have full discretion to reject or accept any application, or to accept only part of any application, without giving any reasons.

3. If the allocation of Hong Kong Offer Shares is void:

The allocation of Hong Kong Offer Shares will be void if the Stock Exchange does not grant permission to list the Shares either:

- within three weeks from the closing date of the application lists; or
- within a longer period of up to six weeks if the Stock Exchange notifies us of that longer period within three weeks of the closing date of the application lists.

4. If:

- you make multiple applications or suspected multiple applications. You may refer to the "A. Application for Hong Kong Offer Shares — 5. Multiple Applications Prohibited" in this section on what constitutes multiple applications;
- your application instruction is incomplete;
- your payment (or confirmation of funds, as the case may be) is not made correctly;
- the Underwriting Agreements do not become unconditional or are terminated; or
- we or the Sole Overall Coordinator believes that by accepting your application, it or we would violate applicable securities or other laws, rules or regulations.

5. If there is money settlement failure for allotted Shares:

Based on the arrangements between HKSCC Participants and HKSCC, HKSCC Participants will be required to hold sufficient application funds on deposit with their designated bank before balloting. After balloting of Hong Kong Offer Shares, the receiving banks will collect the portion of these funds required to settle each HKSCC Participant's actual Hong Kong Offer Share allotment from their designated bank.

There is a risk of money settlement failure. In the extreme event of money settlement failure by a HKSCC Participant (or its designated bank), who is acting on your behalf in settling payment for your allotted Shares, HKSCC will contact the defaulting HKSCC Participant and its designated bank to determine the cause of failure and request such defaulting HKSCC Participant to rectify or procure to rectify the failure.

However, if it is determined that such settlement obligation cannot be met, the affected Hong Kong Offer Shares will be reallocated to the International Placing. Hong Kong Offer Shares applied for by you through the **broker** or **custodian** may be affected to the extent of the settlement failure. In the extreme case, you will not be allocated any Hong Kong Offer Shares due to the money settlement failure by such HKSCC Participant. None of us, the Relevant Persons, the Hong Kong Share Registrar and HKSCC is or will be liable if Hong Kong Offer Shares are not allocated to you due to the money settlement failure.

D. DISPATCH/COLLECTION OF SHARE CERTIFICATES AND REFUND OF APPLICATION MONIES

You will receive one Share certificate for all Hong Kong Offer Shares allotted to you under the Hong Kong Public Offering (except pursuant to applications made through the HKSCC EIPO channel where the Share certificates will be deposited into CCASS as described below).

No temporary document of title will be issued in respect of the Shares. No receipt will be issued for sums paid on application.

Share certificates will only become valid at 8:00 a.m. on the Listing Date, provided that the Global Offering has become unconditional and the right of termination described in the section headed "Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for Termination" in this prospectus has not been exercised. Investors who trade the Shares on the basis of publicly available allocation details prior to the receipt of Share certificates or prior to the Share certificates becoming valid evidence of title do so entirely at their own risk.

The right is reserved to retain any Share certificate(s) and (if applicable) any surplus application monies pending clearance of application monies.

The following sets out the relevant procedures and time:

	HK eIPO White Form service	HKSCC EIPO channel
Dispatched/collection of Share certificate[1]		
For application of 1,000,000 Hong Kong Offer Shares or more	Collection in person at the Hong Kong Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. **Time:** from 9:00 a.m. to 1:00 p.m. on Tuesday, 25 March 2025 (Hong Kong time). If you are an individual, you must not authorise any other person to collect for you. If you are a corporate applicant, your authorised representative must bear a letter of authorisation from your corporation stamped with your corporation's chop.	Share certificate(s) will be issued in the name of HKSCC Nominees, deposited into CCASS and credited to your designated HKSCC Participant's stock account. No action by you is required.

1 Except in the event of a tropical cyclone warning signal number 8 or above, a black rainstorm warning and/or Extreme Conditions in the morning on Monday, 24 March 2025 rendering it impossible for the relevant Share certificates to be dispatched to HKSCC in a timely manner, our Company shall procure the Hong Kong Share Registrar to arrange for delivery of the supporting documents and Share certificates in accordance with the contingency arrangements as agreed between them. You may refer to "E. Bad Weather Arrangements" in this section.

	HK eIPO White Form service	HKSCC EIPO channel
	Both individuals and authorised representatives must produce, at the time of collection, evidence of identity acceptable to the Hong Kong Share Registrar. *Note:* If you do not collect your Share certificate(s) personally within the time above, it/they will be sent to the address specified in your application instructions by ordinary post at your own risk.	
For application of less than 1,000,000 Hong Kong Offer Shares	Your Share certificate(s) will be sent to the address specified in your application instructions by ordinary post at your own risk. **Date:** Monday, 24 March 2025	
Refund mechanism for surplus application monies paid by you		
Date	Tuesday, 25 March 2025	Subject to the arrangement between you and your **broker** or **custodian**.
Responsible party	Hong Kong Share Registrar.	Your **broker** or **custodian**.
Application monies paid through single bank account	**HK eIPO White Form** e-Auto Refund payment instructions to your designated bank account.	Your **broker** or **custodian** will arrange refund to your designated bank account subject to the arrangement between you and it.
Application monies paid through multiple bank accounts	Refund cheque(s) will be dispatched to the address as specified in your application instructions by ordinary post at your own risk.	

E. BAD WEATHER ARRANGEMENTS

The Opening and Closing of the Application Lists

The application lists will not open or close on Thursday, 20 March 2025 if, there is/are:

- a tropical cyclone warning signal number 8 or above;
- a black rainstorm warning; and/or
- Extreme Conditions,

(collectively, "**Bad Weather Signals**"),

in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon on Thursday, 20 March 2025.

Instead they will open between 11:45 a.m. and 12:00 noon and/or close at 12:00 noon on the next business day which does not have Bad Weather Signals in force at any time between 9:00 a.m. and 12:00 noon.

Prospective investors should be aware that a postponement of the opening/closing of the application lists may result in a delay in the listing date. Should there be any changes to the dates mentioned in the section headed "Expected Timetable" in this prospectus, an announcement will be made and published on the Stock Exchange's website at **www.hkexnews.hk** and our website at **www.nanshanintl.com** of the revised timetable.

If a **Bad** Weather Signal is hoisted on Monday, 24 March 2025, the Hong Kong Share Registrar will make appropriate arrangements for the delivery of the Share certificates to the HKSCC Depository's service counter so that they would be available for trading on Tuesday, 25 March 2025.

If a **Bad** Weather Signal is hoisted on Monday, 24 March 2025, for application of less than 1,000,000 Offer Shares, the dispatch of physical Share certificates will be made by ordinary post when the post office re-opens after the Bad Weather Signal is lowered or cancelled (e.g. in the afternoon of Monday, 24 March 2025 or on Tuesday, 25 March 2025).

If a **Bad** Weather Signal is hoisted on Tuesday, 25 March 2025, for application of 1,000,000 Offer Shares or more, the physical Share certificates will be available for collection in person at the Hong Kong Share Registrar's office after the **Bad** Weather Signal is lowered or cancelled (e.g. in the afternoon of Tuesday, 25 March 2025 or on Wednesday, 26 March 2025).

Prospective investors should be aware that if they choose to receive physical Share certificates issued in their own name, there may be a delay in receiving the Share certificates.

F. ADMISSION OF THE SHARES INTO CCASS

If the Stock Exchange grants the listing of, and permission to deal in, the Shares on the Stock Exchange and we comply with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares or any other date HKSCC chooses. Settlement of transactions between Exchange Participants (as defined in the Listing Rules) is required to take place in CCASS on the second settlement day after any trading day.

All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time.

All necessary arrangements have been made enabling the Shares to be admitted into CCASS.

You should seek the advice of your broker or other professional adviser for details of the settlement arrangement as such arrangements may affect your rights and interests.

G. PERSONAL DATA

The following Personal Information Collection Statement applies to any personal data collected and held by our Company, the Hong Kong Share Registrar, the receiving banks and the Relevant Persons about you in the same way as it applies to personal data about applicants other than HKSCC Nominees. This personal data may include client identifier(s) and your identification information. By giving application instructions to HKSCC, you acknowledge that you have read, understood and agree to all of the terms of the Personal Information Collection Statement below.

1. Personal Information Collection Statement

This Personal Information Collection Statement informs the applicant for, and holder of, Hong Kong Offer Shares, of the policies and practices of our Company and the Hong Kong Share Registrar in relation to personal data and the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong).

2. Reasons for the collection of your personal data

It is necessary for applicants and registered holders of Hong Kong Offer Shares to ensure that personal data supplied to our Company or its agents and the Hong Kong Share Registrar is accurate and up-to-date when applying for Hong Kong Offer Shares or transferring Hong Kong Offer Shares into or out of their names or in procuring the services of the Hong Kong Share Registrar.

Failure to supply the requested data or supplying inaccurate data may result in your application for Hong Kong Offer Shares being rejected, or in the delay or the inability of our Company or the Hong Kong Share Registrar to effect transfers or otherwise render their services. It may also prevent or delay registration or transfers of Hong Kong Offer Shares which you have successfully applied for and/or the dispatch of Share certificate(s) to which you are entitled.

It is important that applicants for and holders of Hong Kong Offer Shares inform our Company and the Hong Kong Share Registrar immediately of any inaccuracies in the personal data supplied.

3. Purposes

Your personal data may be used, held, processed, and/or stored (by whatever means) for the following purposes:

- processing your application and refund cheque and **HK eIPO White Form** e-Auto Refund payment instruction(s), where applicable, verification of compliance with the terms and application procedures set out in this prospectus and announcing results of allocation of Hong Kong Offer Shares;

- compliance with applicable laws and regulations in Hong Kong and elsewhere;

- registering new issues or transfers into or out of the names of the holders of the Shares including, where applicable, HKSCC Nominees;

- maintaining or updating the register of members of our Company;

- verifying identities of applicants for and holders of the Shares and identifying any duplicate applications for the Shares;

- facilitating Hong Kong Offer Shares balloting;

- establishing benefit entitlements of holders of the Shares, such as dividends, rights issues, bonus issues, etc.;
- distributing communications from our Company and our subsidiaries;
- compiling statistical information and profiles of the holder of the Shares;
- disclosing relevant information to facilitate claims on entitlements; and
- any other incidental or associated purposes relating to the above and/or to enable our Company and the Hong Kong Share Registrar to discharge their obligations to applicants and holders of the Shares and/or regulators and/or any other purposes to which applicants and holders of the Shares may from time to time agree.

4. Transfer of personal data

Personal data held by our Company and the Hong Kong Share Registrar relating to the applicants for and holders of Hong Kong Offer Shares will be kept confidential but our Company and the Hong Kong Share Registrar may, to the extent necessary for achieving any of the above purposes, disclose, obtain or transfer (whether within or outside Hong Kong) the personal data to, from or with any of the following:

- our Company's appointed agents such as financial advisers, receiving banks and overseas principal share registrar;
- HKSCC or HKSCC Nominees, who will use the personal data and may transfer the personal data to the Hong Kong Share Registrar, in each case for the purposes of providing its services or facilities or performing its functions in accordance with its rules or procedures and operating FINI and CCASS (including where applicants for the Hong Kong Offer Shares request a deposit into CCASS);
- any agents, contractors or third-party service providers who offer administrative, telecommunications, computer, payment or other services to our Company or the Hong Kong Share Registrar in connection with their respective business operation;
- the Stock Exchange, the SFC and any other statutory regulatory or governmental bodies or otherwise as required by laws, rules or regulations, including for the purpose of the Stock Exchange's administration of the Listing Rules and the SFC's performance of its statutory functions; and

- any persons or institutions with which the holders of Hong Kong Offer Shares have or propose to have dealings, such as their bankers, solicitors, accountants or brokers etc.

5. Retention of personal data

Our Company and the Hong Kong Share Registrar will keep the personal data of the applicants and holders of Hong Kong Offer Shares for as long as necessary to fulfil the purposes for which the personal data were collected. Personal data which is no longer required will be destroyed or dealt with in accordance with the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong).

6. Access to and correction of personal data

Applicants for and holders of Hong Kong Offer Shares have the right to ascertain whether our Company or the Hong Kong Share Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. Our Company and the Hong Kong Share Registrar have the right to charge a reasonable fee for the processing of such requests. All requests for access to data or correction of data should be addressed to our Company and the Hong Kong Share Registrar, at their registered address disclosed in the section headed “Corporate Information” in this prospectus or as notified from time to time, for the attention of our joint company secretaries, or the Hong Kong Share Registrar for the attention of the privacy compliance officer.

The following is the text of a report set out on pages I-1 to I-78, received from the Company's reporting accountants, KPMG, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this prospectus.

KPMG

ACCOUNTANTS' REPORT ON HISTORICAL FINANCIAL INFORMATION TO THE DIRECTORS OF NANSHAN ALUMINIUM INTERNATIONAL HOLDINGS LIMITED AND HUATAI FINANCIAL HOLDINGS (HONG KONG) LIMITED

Introduction

We report on the historical financial information of Nanshan Aluminium International Holdings Limited (the "**Company**") and its subsidiaries (together, the "**Group**") set out on pages I-5 to I-78, which comprises the consolidated statements of financial position of the Group as at 31 December 2021, 2022 and 2023 and 30 September 2024 and the statements of financial position of the Company as at 31 December 2023 and 30 September 2024, and the consolidated statements of profit or loss, the consolidated statements of profit or loss and other comprehensive income, the consolidated statements of changes in equity and the consolidated cash flow statements for each of the years ended 31 December 2021, 2022 and 2023 and the nine months ended 30 September 2024 (the "**Track Record Period**"), and material accounting policy information and other explanatory information (together, the "**Historical Financial Information**"). The Historical Financial Information set out on pages I-5 to I-78 forms an integral part of this report, which has been prepared for inclusion in the prospectus of the Company dated 17 March 2025 (the "**Prospectus**") in connection with the initial listing of shares of the Company on the Main Board of The Stock Exchange of Hong Kong Limited.

Directors' responsibility for the Historical Financial Information

The directors of the Company are responsible for the preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of preparation and presentation set out in Note 1 to the Historical Financial Information, and for such internal control as the directors of the Company determine is necessary to enable the preparation of the Historical Financial Information that is free from material misstatement, whether due to fraud or error.

Reporting accountants' responsibility

Our responsibility is to express an opinion on the Historical Financial Information and to report our opinion to you. We conducted our work in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 200 "Accountants' Reports on Historical Financial Information in Investment Circulars" issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**"). This standard requires that we comply with ethical standards and plan and perform our work to obtain reasonable assurance about whether the Historical Financial Information is free from material misstatement.

Our work involved performing procedures to obtain evidence about the amounts and disclosures in the Historical Financial Information. The procedures selected depend on the reporting accountants' judgement, including the assessment of risks of material misstatement of the Historical Financial Information, whether due to fraud or error. In making those risk assessments, the reporting accountants consider internal control relevant to the entity's preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of preparation and presentation set out in Note 1 to the Historical Financial Information in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Our work also included evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the Historical Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the Historical Financial Information gives, for the purpose of the accountants' report, a true and fair view of the Group's financial position as at 31 December 2021, 2022 and 2023 and 30 September 2024 and the Company's financial position as at 31 December 2023 and 30 September 2024 and of the Group's financial performance and cash flows for the Track Record Period in accordance with the basis of preparation and presentation set out in Note 1 to the Historical Financial Information.

Review of stub period corresponding financial information

We have reviewed the stub period corresponding financial information of the Group which comprises the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the nine months ended 30 September 2023 and other explanatory information (the "**Stub Period Corresponding Financial Information**"). The directors of the Company are responsible for the preparation and presentation of the Stub Period Corresponding Financial Information in accordance with the basis of preparation and presentation set out in Note 1 to the Historical Financial Information. Our responsibility is to express a conclusion on the Stub Period Corresponding Financial Information based on our review. We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the HKICPA. A review consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion. Based on our review, nothing has come to our attention that causes us to believe that the Stub Period Corresponding Financial Information, for the purpose of the accountants' report, is not prepared, in all material respects, in accordance with the basis of preparation and presentation set out in Note 1 to the Historical Financial Information.

Report on matters under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Companies (Winding Up and Miscellaneous Provisions) Ordinance

Adjustments

In preparing the Historical Financial Information, no adjustments to the Underlying Financial Statements as defined on page I-5 have been made.

Dividends

We refer to note 23(d) to the Historical Financial Information which contains information about the dividends declared by the Company in respect of the Track Record Period.

No statutory financial statements for the Company

No statutory financial statements have been prepared for the Company since its incorporation.

KPMG
Certified Public Accountants
8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong
17 March 2025

HISTORICAL FINANCIAL INFORMATION

Set out below is the Historical Financial Information which forms an integral part of this accountants' report.

The consolidated financial statements of the Group for the Track Record Period, on which the Historical Financial Information is based, were audited by 畢馬威華振會計師事務所 (特殊普通合夥) KPMG Huazhen LLP in accordance with Hong Kong Standards on Auditing issued by the HKICPA (the "**Underlying Financial Statements**").

The Historical Financial Information is presented in United States dollars ("**US$**") and all values are rounded to the nearest thousand (US$'000) except when otherwise indicated.

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS

*(Expressed in United States dollars ("**US$**"))*

		Years ended 31 December			Nine months ended 30 September	
	Note	**2021**	**2022**	**2023**	**2023**	**2024**
		US$'000	*US$'000*	*US$'000*	*US$'000* (unaudited)	*US$'000*
Revenue	*4*	172,842	466,777	677,785	482,730	683,038
Cost of sales		(128,040)	(354,708)	(480,117)	(351,598)	(366,980)
Gross profit		44,802	112,069	197,668	131,132	316,058
Other net income	*5*	6,776	7,651	11,485	10,166	3,305
Selling expenses		(110)	(1,863)	(3,193)	(2,153)	(4,271)
Administrative expenses		(9,377)	(14,726)	(18,140)	(12,540)	(20,464)
Impairment loss (recognised)/reversed on trade receivables	*24(a)*	(432)	3	(729)	(206)	425
Profit from operations		41,659	103,134	187,091	126,399	295,053
Finance costs	*6(a)*	(1)	(2)	(2)	(1)	(3)
Profit before taxation	*6*	41,658	103,132	187,089	126,398	295,050
Income tax	*7(a)*	(1,948)	(7,040)	(13,564)	(8,958)	(28,724)
Profit for the year/period		39,710	96,092	173,525	117,440	266,326
Attributable to:						
Equity shareholders of the Company		28,463	67,692	122,665	83,237	215,378
Non-controlling interests	*14*	11,247	28,400	50,860	34,203	50,948
Profit for the year/period		39,710	96,092	173,525	117,440	266,326
Earnings per share						
Basic and diluted (US$)	*10*	0.09	0.20	0.35	0.24	0.54

The accompanying notes form part of the Historical Financial Information.

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

(Expressed in US$)

	Note	Years ended 31 December			Nine months ended 30 September	
		2021	2022	2023	2023	2024
		US$'000	*US$'000*	*US$'000*	*US$'000* (unaudited)	*US$'000*
Profit for the year/period		39,710	96,092	173,525	117,440	266,326
Other comprehensive income for the year/period						
Items that will not be reclassified to profit or loss:						
— Remeasurement of defined benefit obligations	*21(a)*	(16)	(8)	(29)	1	(93)
— Exchange differences on translation into presentation currency of the Group		—	—	1	—	46
Items that are or may be reclassified subsequently to profit or loss:						
— Exchange differences on translation of financial statements of foreign operations		(7,239)	(106,068)	17,609	2,209	30,211
Other comprehensive income for the year/period		(7,255)	(106,076)	17,581	2,210	30,164
Total comprehensive income for the year/period		32,455	(9,984)	191,106	119,650	296,490
Attributable to:						
Equity shareholders of the Company		23,212	(9,260)	135,219	84,646	265,632
Non-controlling interests	*14*	9,243	(724)	55,887	35,004	30,858
Total comprehensive income for the year/period		32,455	(9,984)	191,106	119,650	296,490

The accompanying notes form part of the Historical Financial Information.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Expressed in US$)

	Note	As at 31 December			As at 30 September
		2021	2022	2023	2024
		US$'000	US$'000	US$'000	US$'000
Non-current assets					
Property, plant and equipment	11	802,250	900,207	869,594	980,877
Right-of-use assets	12	55,375	53,320	52,698	52,266
Intangible assets	13	694	411	5,350	5,039
Prepayments and other receivables	17	8,220	4,332	2,175	13,999
		866,539	958,270	929,817	1,052,181
Current assets					
Inventories	15	48,981	70,366	129,881	93,226
Trade receivables	16	14,694	11,483	62,588	45,542
Prepayments and other receivables	17	43,767	11,078	60,820	44,701
Other financial assets		—	—	175	3,884
Restricted deposits	18(a)	3,202	11,172	3,120	10,801
Cash and cash equivalents	18(a)	225,228	219,748	251,561	439,201
		335,872	323,847	508,145	637,355
Current liabilities					
Trade payables	19	16,409	11,647	35,607	32,836
Contract liabilities		—	—	—	15,659
Lease liabilities		—	—	—	132
Other payables and accruals	20	178,535	266,019	112,898	387,456
Defined benefit obligations	21	8	10	20	21
Current taxation	22(a)	—	—	108	302
		194,952	277,676	148,633	436,406
Net current assets		140,920	46,171	359,512	200,949
Total assets less current liabilities		1,007,459	1,004,441	1,289,329	1,253,130
Non-current liabilities					
Lease liabilities		—	—	—	114
Defined benefit obligations	21	18	15	57	253
Deferred tax liabilities	22(b)	1,948	8,917	19,632	40,761
		1,966	8,932	19,689	41,128
NET ASSETS		1,005,493	995,509	1,269,640	1,212,002
CAPITAL AND RESERVES	23				
Share capital		704,460	704,460	786,173	*
Reserves		25,670	16,410	132,625	1,177,200
Total equity attributable to equity shareholders of the Company		730,130	720,870	918,798	1,177,200
Non-controlling interests		275,363	274,639	350,842	34,802
TOTAL EQUITY		1,005,493	995,509	1,269,640	1,212,002

* *The balance represented amount less than US$500.*

The accompanying notes form part of the Historical Financial Information.

STATEMENTS OF FINANCIAL POSITION OF THE COMPANY

(EXPRESSED IN US$)

	Note	As at 31 December 2023	As at 30 September 2024
		US$'000	*US$'000*
Non-current assets			
Property, plant and equipment		1	1
Investments in subsidiaries	*14*	*	1,116,706
		1	1,116,707
Current assets			
Prepayments and other receivables		83	510
Cash and cash equivalents		—	12
		83	522
Current liabilities			
Other payables		745	265,014
		745	265,014
Net current liabilities		(662)	(264,492)
Total assets less current liabilities		(661)	852,215
NET (LIABILITIES)/ASSETS		(661)	852,215
CAPITAL AND RESERVES	*23*		
Share capital		*	*
Reserves		(661)	852,215
TOTAL (DEFICIT)/EQUITY		(661)	852,215

* *The balance represented amount less than US$500.*

The accompanying notes form part of the Historical Financial Information.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(Expressed in US$)

		Attributable to equity shareholders of the Company								
	Note	Share capital	Share premium	Capital reserve	Exchange reserve	Defined benefit obligations remeasurement reserve	Retained profits	Total	Non-controlling interests	Total equity
		US$'000	*US$'000*	*US$'000*	*US$'000*	*US$'000*	*US$'000*	*US$'000*	*US$'000*	*US$'000*
		Note 23(b)	*Note 23(c)*	*Note 23(e)(i)*	*Note 23(e)(ii)*	*Note 23(e)(iii)*				
Balance at 1 January 2021		514,109	–	10,355	8,684	(3)	(16,578)	516,567	194,640	711,207
Changes in equity for 2021:										
Profit for the year		–	–	–	–	–	28,463	28,463	11,247	39,710
Other comprehensive income		–	–	–	(5,239)	(12)	–	(5,251)	(2,004)	(7,255)
Total comprehensive income		–	–	–	(5,239)	(12)	28,463	23,212	9,243	32,455
Capital injection by shareholders of Global Aluminium International Pte. Ltd. ("**GAI**")	*23(b)*	190,351	–	–	–	–	–	190,351	–	190,351
Capital injection by non-controlling shareholders of PT. Bintan Alumina Indonesia ("**BAI**")		–	–	–	–	–	–	–	71,480	71,480
Balance at 31 December 2021 and 1 January 2022		704,460	–	10,355	3,445	(15)	11,885	730,130	275,363	1,005,493
Changes in equity for 2022:										
Profit for the year		–	–	–	–	–	67,692	67,692	28,400	96,092
Other comprehensive income		–	–	–	(76,946)	(6)	–	(76,952)	(29,124)	(106,076)
Total comprehensive income		–	–	–	(76,946)	(6)	67,692	(9,260)	(724)	(9,984)
Balance at 31 December 2022 and 1 January 2023		704,460	–	10,355	(73,501)	(21)	79,577	720,870	274,639	995,509

	Note	Attributable to equity shareholders of the Company								
	Note	Share capital	Share premium	Capital reserve	Exchange reserve	Defined benefit obligations remeasurement reserve	Retained profits	Total	Non-controlling interests	Total equity
		US$'000	*US$'000*	*US$'000*	*US$'000*	*US$'000*	*US$'000*	*US$'000*	*US$'000*	*US$'000*
		Note 23(b)	*Note 23(c)*	*Note 23(e)(i)*	*Note 23(e)(ii)*	*Note 23(e)(iii)*				
Balance at 1 January 2023		704,460	—	10,355	(73,501)	(21)	79,577	720,870	274,639	995,509
Changes in equity for 2023:										
Profit for the year		—	—	—	—	—	122,665	122,665	50,860	173,525
Other comprehensive income		—	—	—	12,575	(21)	—	12,554	5,027	17,581
Total comprehensive income		—	—	—	12,575	(21)	122,665	135,219	55,887	191,106
Dividend declared by GAI	*23(d)*	—	—	—	—	—	(19,000)	(19,000)	—	(19,000)
Dividend declared by BAI	*23(d)*	—	—	—	—	—	—	—	(10,366)	(10,366)
Capital injection by shareholders	*23(b)*	81,713	—	(4)	—	—	—	81,709	4	81,713
Capital injection by non-controlling shareholders of BAI		—	—	—	—	—	—	—	30,678	30,678
Balance at 31 December 2023 and 1 January 2024		786,173	—	10,351	(60,926)	(42)	183,242	918,798	350,842	1,269,640

	Note	Share capital	Share premium	Capital reserve	Exchange reserve	Defined benefit obligations remeasurement reserve	Retained profits	Total	Non-controlling interests	Total equity
		Attributable to equity shareholders of the Company								
		US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000
		Note 23(b)	Note 23(c)	Note 23(e)(i)	Note 23(e)(ii)	Note 23(e)(iii)				
Balance at 1 January 2024		786,173	–	10,351	(60,926)	(42)	183,242	918,798	350,842	1,269,640
Changes in equity for the nine months ended 30 September 2024:										
Profit for the period		–	–	–	–	–	215,378	215,378	50,948	266,326
Other comprehensive income		–	–	–	50,348	(94)	–	50,254	(20,090)	30,164
Total comprehensive income		–	–	–	50,348	(94)	215,378	265,632	30,858	296,490
Dividend declared by GAI	23(d)	–	–	–	–	–	(66,736)	(66,736)	–	(66,736)
Dividend declared by BAI	23(d)	–	–	–	–	–	–	–	(27,392)	(27,392)
Dividend declared by the Company	23(d)	–	(260,000)	–	–	–	–	(260,000)	–	(260,000)
Issuance of ordinary shares to shareholders of the Company and acquisition of non-controlling interests in connection with the Reorganisation		–	1,116,704	(10,290)	–	–	–	1,106,414	(319,506)	786,908
Effect of Reorganisation		(786,173)	–	(735)	–	–	–	(786,908)	–	(786,908)
Balance at 30 September 2024		*	856,704	(674)	(10,578)	(136)	331,884	1,177,200	34,802	1,212,002
(Unaudited)										
Balance at 1 January 2023		704,460	–	10,355	(73,501)	(21)	79,577	720,870	274,639	995,509
Changes in equity for the nine months ended 30 September 2023:										
Profit for the period		–	–	–	–	–	83,237	83,237	34,203	117,440
Other comprehensive income		–	–	–	1,408	1	–	1,409	801	2,210
Total comprehensive income		–	–	–	1,408	1	83,237	84,646	35,004	119,650
Dividend declared by GAI	23(d)	–	–	–	–	–	(19,000)	(19,000)	–	(19,000)
Dividend declared by BAI	23(d)	–	–	–	–	–	–	–	(10,366)	(10,366)
Capital injection by shareholders	23(b)	81,713	–	(4)	–	–	–	81,709	4	81,713
Capital injection by non-controlling shareholders of BAI		–	–	–	–	–	–	–	30,678	30,678
Balance at 30 September 2023		786,173	–	10,351	(72,093)	(20)	143,814	868,225	329,959	1,198,184

* *The amount less than US$500.*

The accompanying notes form part of the Historical Financial Information.

CONSOLIDATED CASH FLOW STATEMENTS

(Expressed in US$)

	Note	Years ended 31 December			Nine months ended 30 September	
		2021	2022	2023	2023	2024
		US$'000	*US$'000*	*US$'000*	*US$'000* (unaudited)	*US$'000*
Operating activities						
Cash (used in)/generated from operations	*18(b)*	(8,709)	163,108	99,010	149,132	429,649
Income tax paid	*22(a)*	—	(71)	(2,741)	(2,741)	(7,401)
Net cash (used in)/generated from operating activities		(8,709)	163,037	96,269	146,391	422,248
Investing activities						
Payment for the addition in right-of-use assets		(8,792)	(5,136)	(1,835)	—	—
Payment for the purchase of property, plant and equipment and intangible assets		(128,687)	(145,234)	(72,800)	(58,923)	(150,932)
Proceeds from sale of property, plant and equipment		—	—	453	46	1
Net cash used in investing activities		(137,479)	(150,370)	(74,182)	(58,877)	(150,931)
Financing activities						
Capital element of lease rentals paid		—	—	—	—	(11)
Interest element of lease rentals paid		—	—	—	—	(1)
Dividend paid to a shareholder of GAI		—	—	(18,050)	(18,050)	(67,686)
Dividend paid to non-controlling shareholders of BAI		—	—	(10,366)	(10,366)	(27,392)
Advance receipt of capital injection by shareholders of GAI	*18(c)*	87,144	—	4,081	4,081	—
Advance receipt of capital injection by non-controlling shareholders of BAI	*18(c)*	71,776	—	30,387	30,387	—
Proceeds from related parties	*18(c)*	400	700	1,359	682	12,367
Repayment to related parties	*18(c)*	(132)	(1,083)	(2,202)	(2,210)	(5,614)
Listing expenses		—	—	(83)	—	(425)
Net cash flows generated from/(used in) financing activities		159,188	(383)	5,126	4,524	(88,762)
Net increase in cash and cash equivalents		13,000	12,284	27,213	92,038	182,555
Cash and cash equivalents at the beginning of year/period	*18(a)*	219,234	225,228	219,748	219,748	251,561
Effect of foreign exchange rate changes		(7,006)	(17,764)	4,600	1,264	5,085
Cash and cash equivalents at the end of year/period	*18(a)*	225,228	219,748	251,561	313,050	439,201

The accompanying notes form part of the Historical Financial Information.

NOTES TO THE HISTORICAL FINANCIAL INFORMATION

*(Expressed in United States dollars ("**US$**") unless otherwise indicated)*

1 BASIS OF PREPARATION AND PRESENTATION OF THE HISTORICAL FINANCIAL INFORMATION

Nanshan Aluminium International Holdings Limited (the "**Company**") was incorporated in the Cayman Islands as an exempted company with limited liability on 28 June 2023 under the Companies Act (As Revised) of the Cayman Islands.

The Company is an investment holding company and has not carried on any business since the date of its incorporation save for the group reorganisation below. The Company and its subsidiaries (together, "**the Group**") are principally engaged in production and sales of alumina (the "**Listing Business**").

Prior to the incorporation of the Company, the Listing Business of the Group was carried out through GAI and its subsidiary, BAI.

To rationalise the corporate structure in preparation for the listing of the Company's shares on the Main Board of The Stock Exchange of Hong Kong Limited, the Group underwent a reorganisation (the "**Reorganisation**"), as detailed in the section headed "History, Development and Reorganisation" in the Prospectus. As part of the Reorganisation, the Company became the holding company of the companies now comprising the Group in June 2024.

The Reorganisation mainly involved inserting some newly formed entities with no substantive business operations as the new holding companies of GAI. There were no changes in the economic substance of the ownership and business of the Group before and after the Reorganisation. Accordingly, the Historical Financial Information has been prepared and presented as a continuation of the financial statements of GAI and its subsidiary with the assets and liabilities recognised and measured at their historical carrying amounts prior to the Reorganisation.

The consolidated statements of profit or loss, the consolidated statements of profit or loss and other comprehensive income, the consolidated statements of changes in equity and the consolidated cash flow statements of the Group for the Track Record Period as set out in the Historical Financial Information include the financial performance and cash flows of the companies now comprising the Group as if the current group structure had been in existence throughout the Track Record Period, or since their respective dates of establishment, whichever is a shorter period. The consolidated statements of financial position of the Group as at 31 December 2021, 2022 and 2023 and 30 September 2024 as set out in the Historical Financial Information have been prepared to present the financial position of the companies now comprising the Group as at those dates as if the current group structure had been in existence as at the respective dates, taking into account the respective dates of establishment, where applicable. Intra-group balances, transactions and unrealised gains/losses on intra-group transactions are eliminated in full in preparing the Historical Financial Information.

No statutory audited financial statements were issued by the Company.

As at the date of this report, the Company has direct or indirect interests in the following subsidiaries, all of which are private companies:

Name of company	Place and date of establishment/ incorporation	Particulars of issued and paid-up capital	Proportion of ownership interest: Group's effective interest	Held by the Company	Held by a subsidiary/ subsidiaries	Principal activities
Hong Kong Nanshan Aluminium Management Company Limited ("**NAM**") (i)	Hong Kong 21 July 2023	1 share	100%	100%	—	Investment holding
Prime Aluminium Investment Holding Limited ("**PAIHL**") (i)	British Virgin Islands (the "**BVI**") 6 July 2023	100 share of US$1 each	100%	100%	—	Investment holding
Global Aluminium Investment Holding Limited ("**GAIHL**") (i)	The BVI 6 July 2023	100 shares of US$1 each	100%	100%	—	Investment holding
Hong Kong Prime Aluminium Investment Limited ("**PAIL**") (i)	Hong Kong 21 July 2023	100 share	100%	—	100%	Investment holding
GAI (ii)	Singapore 4 April 2013	US$786,172,698	100%	—	100%	Sale of alumina
BAI (iii)	Indonesia 10 May 2012	Indonesian Rupiah ("**IDR**") 15,424,131,000,000	97.7%	—	97.7%	Production and sale of alumina
Longkou Baihuida Consultation Service Co., Ltd. (龍口百匯達諮詢服務有限公司) (iv)	The People's Republic of China (the "**PRC**") 7 October 2023	Renminbi ("**RMB**") 6,000,000	100%	—	100%	Management consultation service
PT. Medical Galang Batang ("**MGB**")	Indonesia 14 September 2024	IDR10,100,000,000	96.7%	—	96.7%	N/A (v)
PT. Galang Batang Aluminium Indonesia ("**GBAI**")	Indonesia 23 October 2024	IDR10,100,000,000	97.7%	—	97.7%	N/A (v)

Notes:

(i) No audited statutory financial statements for the years ended 31 December 2021, 2022 and 2023 of these entities have been prepared.

(ii) The statutory financial statements of this entity for the years ended 31 December 2021, 2022 and 2023, which were prepared in accordance with the Financial Reporting Standards ("**FRS**") and the related interpretations to FRS as issued by the Accounting Standards Committee under Accounting and Corporate Regulatory Authority, were audited by RSM Chio Lim LLP.

(iii) The statutory financial statements of this entity for the years ended 31 December 2021, 2022 and 2023, which were prepared in accordance with the Indonesian Financial Accounting Standards, were audited by RSM Chio Lim LLP.

(iv) The official name of this entity is in Chinese. The English translation is for identification purpose only. This entity is registered as a wholly foreign-owned enterprise under the PRC Law. No audited statutory financial statements for the year ended 31 December 2023 of this entity have been prepared.

(v) Since its establishment, MGB and GBAI has no business operation.

All companies now comprising the Group have adopted 31 December as their financial year end date.

The Historical Financial Information has been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("**HKFRSs**") which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("**HKASs**") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**"). Further details of the material accounting policy information are set out in Note 2.

The HKICPA has issued a number of new and revised HKFRSs. For the purpose of preparing the Historical Financial Information, the Group has adopted all applicable new and revised HKFRSs to the Track Record Period, except for any revised and new standards or interpretations that are not yet effective for the accounting period beginning on 1 January 2024. The revised and new accounting standards and interpretations issued but not yet effective for the accounting period beginning on 1 January 2024 are set out in Note 27.

The Historical Financial Information also complies with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The accounting policies set out below have been applied consistently to all periods presented in the Historical Financial Information.

The Stub Period Corresponding Financial Information has been prepared in accordance with the same basis of preparation and presentation adopted in respect of the Historical Financial Information.

The functional currency of the Company is Hong Kong dollars ("**HK$**"). The Historical Financial Information and the Stub Period Corresponding Financial Information are presented in US$ and all values are rounded to the nearest thousand (US$'000) except when otherwise indicated.

2 MATERIAL ACCOUNTING POLICY INFORMATION

(a) Basis of measurement

The measurement basis used in the preparation of the Historical Financial Information is the historical cost basis except that the derivative financial instruments are stated at their fair value as explained in the accounting policies set out in Note 2(f).

(b) Use of estimates and judgements

The preparation of the Historical Financial Information in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of HKFRSs that have significant effect on the Historical Financial Information and major sources of estimation uncertainty are discussed in Note 3.

(c) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

Intra-group balances and transactions, and any unrealised income and expenses (except for foreign currency transaction gains or losses) arising from intra-group transactions, are eliminated. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

Non-controlling interests ("**NCI**") are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. NCI in the results of the Group is presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between NCI and the equity shareholders of the Company.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

When the Group loses control of a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in that former subsidiary is measured at fair value when control is lost.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 2(i)).

(d) Property, plant and equipment and right-of-use assets

Property, plant and equipment and right-of-use assets are stated at cost, less accumulated depreciation and any accumulated impairment losses (see note 2(i)).

If significant parts of an item of property, plant and equipment and right-of-use assets have different useful lives, then they are accounted for as separate items (major components).

Any gain or loss on disposal of an item of property, plant and equipment and right-of-use assets is recognised in profit or loss.

Depreciation is calculated to write off the cost of items of property, plant and equipment and right-of-use assets less their estimated residual values, if any, using the straight-line method over their estimated useful lives, and is generally recognised in profit or loss.

The estimated useful lives are as follows:

— Leased office buildings	Over the lease term
— Leasehold lands	30 years
— Plant and buildings	20 years
— Machinery and equipment	8 – 16 years
— Furniture and fixtures	4 – 8 years
— Motor vehicles	4 – 8 years

Depreciation methods, useful lives and residual values are reviewed annually and adjusted if appropriate.

(e) Construction in progress

Construction in progress represents plant and buildings under construction and machinery and equipment under installation and testing, and is stated at cost less accumulated impairment loss, if any (see note 2(i)). The cost includes the direct costs of construction, plant and equipment.

Construction in progress is not depreciated until such time as the assets are completed and ready for operational use, after which the costs are transferred to property, plant and equipment and depreciated in accordance with the policy as stated in note 2(d).

(f) Derivative financial instruments

The Group holds derivative financial instruments to manage its foreign currency risk exposures. Derivatives are initially measured at fair value. Subsequently, they are measured at fair value with changes therein recognised in profit or loss.

(g) Intangible assets

Intangible assets, including software, that are acquired by the Group and have finite useful lives are measured at cost less accumulated amortisation and any accumulated impairment losses (see note 2(i)).

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives, if any, and is generally recognised in profit or loss.

The estimated useful lives are as follows:

— Software 4-10 years

Amortisation methods, useful lives and residual values are reviewed annually and adjusted if appropriate.

(h) Leased assets

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. This is the case if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

(i) As a lessee

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for leases that have a short lease term of 12 months or less, and leases of low-value items such as laptops and office furniture. When the Group enters into a lease in respect of a low-value item, the Group decides whether to capitalise the lease on a lease-by-lease basis. If not capitalised, the associated lease payments are recognised in profit or loss on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is recognised using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability, and are charged to profit or loss as incurred.

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see Notes 2(d) and 2(i)(ii)).

Refundable rental deposits are accounted for separately from the right-of-use assets in accordance with the accounting policy applicable to investments in non-equity securities carried at amortised cost. Any excess of the nominal value over the initial fair value of the deposits is accounted for as additional lease payments made and is included in the cost of right-of-use assets.

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The lease liability is also remeasured when there is a lease modification, which means a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract, if such modification is not accounted for as a separate lease. In this case, the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification.

In the consolidated statement of financial position, the current portion of long-term lease liabilities is determined as the principal portion of contractual payments that are due to be settled within twelve months after the reporting period.

(ii) As a lessor

The Group determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. Otherwise, the lease is classified as an operating lease.

When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis.

(i) Credit losses and impairment of assets

(i) Credit losses from financial instruments

The Group recognises a loss allowance for expected credit losses ("**ECLs**") on financial assets measured at amortised cost (including cash and cash equivalents, trade receivables and other receivables).

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Generally, credit losses are measured as the present value of all expected cash shortfalls between the contractual and expected amounts.

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

— fixed-rate financial assets, trade receivables and other receivables: effective interest rate determined at initial recognition or an approximation thereof; and

— variable-rate financial assets: current effective interest rate.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

ECLs are measured on either of the following bases:

— 12-month ECLs: these are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months); and

— lifetime ECLs: these are the ECLs that result from all possible default events over the expected lives of the items to which the ECL model applies.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs.

For all other financial instruments, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

Significant increases in credit risk

When determining whether the credit risk of a financial instrument has increased significantly since initial recognition and when measuring ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment, that includes forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group considers a financial asset to be in default when:

— there is a breach of financial covenants by the debtor; or

— information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its credit obligations to the Group in full (without taking into account any collaterals held by the Group).

Irrespective of the above analysis, the Group considers the default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Write-off policy

The gross carrying amount of a financial asset is written off to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

(ii) Impairment of other non-current assets

At each reporting date, the Group reviews the carrying amounts of its non-financial assets to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash-generating units ("**CGU**"s).

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs of disposal. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment losses are recognised in profit or loss. They are allocated to reduce the carrying amounts of the assets in the CGU on a pro rata basis.

An impairment loss is reversed only to the extent that the resulting carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(j) Inventories

Inventories are measured at the lower of cost and net realisable value as follows:

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

(k) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration and only the passage of time is required before payment of that consideration is due.

Trade receivables that do not contain a significant financing component are initially measured at their transaction price. Trade receivables that contain a significant financing component and other receivables are initially measured at fair value plus transaction costs. All receivables are subsequently stated at amortised cost (see note 2(i)(i)).

(l) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and other short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Cash and cash equivalents are assessed for ECL (see note 2(i)(i)).

(m) Trade and other payables

Trade and other payables are initially recognised at fair value. Subsequent to initial recognition, trade and other payables are stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at invoice amounts.

(n) Employee benefits

(i) Short term employee benefits and contributions to defined contribution retirement plans

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Obligations for contributions to defined contribution retirement plans are expensed as the related service is provided.

(ii) Defined benefit obligations

The Group provides defined benefit plans to its employees in Indonesia in conformity with the relevant requirements of Indonesia's Labor Law. The provision for defined benefit plans is determined using the Projected Unit Credit method. Re-measurements, comprising actuarial gains and losses, are recognised immediately in the statement of financial position with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods. Past service costs are recognised in profit or loss at the earlier of:

— The date of the plan amendment or curtailment; or

— The date of the Group recognises restructuring-related costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability. The Group recognises the following changes in the net defined benefit obligation in profit or loss:

— Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and

— Net interest expense or income.

(o) Income tax

Income tax expense comprises current tax and deferred tax. It is recognised in profit or loss except to the extent that it relates to items recognised directly in equity or in OCI.

Current tax comprises the estimated tax payable or receivable on the taxable income or loss for the year and any adjustments to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects any uncertainty related to income taxes. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends.

Current tax assets and liabilities are offset only if certain criteria are met.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

— temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;

— temporary differences related to investment in subsidiaries, associates and joint venture to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future;

— taxable temporary differences arising on the initial recognition of goodwill; and

— those related to the income taxes arising from tax laws enacted or substantively enacted to implement the Pillar Two model rules published by the Organisation for Economic Co-operation and Development ("**OECD**").

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the Group. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if certain criteria are met.

(p) Provisions and contingent liabilities

Provisions are recognised when the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(q) Revenue and other income

Income is classified by the Group as revenue when it arises from the sale of goods in the ordinary course of the Group's business.

Further details of the Group's revenue and other income recognition policies are as follows:

(i) Revenue from contracts with customers

Revenue is recognised when control over a product or service is transferred to the customer, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties such as value added tax or other sales taxes.

The principal activities of the Group are sale of alumina. Revenue is recognised when the customer takes possession of and accepts the alumina.

(ii) Revenue from other sources and other income

(a) Interest income

Interest income is recognised using the effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. In calculating interest income, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired).

(b) Government grants

Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them.

Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred.

Grants that compensate the Group for the cost of an asset are recognised as deferred income and consequently are recognised in profit or loss on a systematic basis over the useful life of the asset.

(r) Translation of foreign currencies

Transactions in foreign currencies are translated into the respective functional currencies of group companies at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognised in profit or loss.

The assets and liabilities of the Company and its subsidiaries using the functional currency other than US$, are translated into US$ at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into US$ at the exchange rates at the dates of the transactions.

Foreign currency differences are recognised in OCI and accumulated in the exchange reserve.

When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount in the exchange reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. On disposal of a subsidiary that includes a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation that have been attributed to the NCI shall be derecognised, but shall not be reclassified to profit or loss. If the Group disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is reattributed to NCI.

(s) Related parties

(a) A person, or a close member of that person's family, is related to the Group if that person:

(i) has control or joint control over the Group;

(ii) has significant influence over the Group; or

(iii) is a member of the key management personnel of the Group or the Group's parent.

(b) An entity is related to the Group if any of the following conditions applies:

(i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).

(ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

(iii) Both entities are joint ventures of the same third party.

(iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

(v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.

(vi) The entity is controlled or jointly controlled by a person identified in (a).

(vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

(viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

(t) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

The Group determined that it only has one operating segment during the Track Record Period.

3 ACCOUNTING JUDGEMENTS AND ESTIMATES

The significant sources of estimation uncertainty are as follows:

(a) Depreciation

Property, plant and equipment and right-of-use assets are depreciated on a straight-line basis over their estimated useful lives, after taking into account the estimated residual values, if any. The Group reviews the estimated useful lives and residual values, if any, of the property, plant and equipment and right-of-use assets regularly in order to determine the amount of depreciation expense to be recorded during any reporting period. The determination of useful lives and residual values, if any, are based on the historical experience with similar assets and taking into account anticipated changes on how such assets are to be deployed. The depreciation expense for future periods is adjusted if there are significant changes from previous estimates.

(b) Expected credit losses for trade receivables

The credit loss allowance for trade receivables is based on assumptions about the expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. Changes in these assumptions and estimates could materially affect the result of the assessment and it may be necessary to make additional impairment charge to the profit or loss.

(c) Recognition of deferred tax liabilities

Deferred tax liabilities are recognised in respect of taxable temporary differences. Some temporary differences arise when income or expense is included in accounting profit in one period but is included in taxable profit in a different period. Such temporary differences are often described as timing differences. Management's judgment needs to assess the amount of taxable timing differences. Management's assessment will be revised as necessary and additional or less deferred tax liabilities are recognised or reversed if the estimate amount of taxable timing differences changes.

4 REVENUE AND SEGMENT REPORTING

(a) Revenue

The principal activities of the Group are the production and sales of alumina (including aluminium hydroxide). Revenue is recognised at a point in time.

Revenue from contracts with customers within the scope of HKFRS 15 is as follows:

	Years ended 31 December			Nine months ended 30 September	
	2021	2022	2023	2023	2024
	US$'000	*US$'000*	*US$'000*	*US$'000* (unaudited)	*US$'000*
Sales of alumina	172,842	466,777	677,785	482,730	683,038

During the Track Record Period, the Group's customers with whom transactions have exceeded 10% of the Group's revenue in the respective periods are set out below. Details of concentrations of credit risk arising from largest debtors are set out in Note 24(a).

	Years ended 31 December			Nine months ended 30 September	
	2021	2022	2023	2023	2024
	US$'000	*US$'000*	*US$'000*	*US$'000* (unaudited)	*US$'000*
Customer A	126,714	248,965	318,880	223,563	364,680
Customer B**	34,786	59,380	143,354	111,784	*
Customer C	*	*	202,756	136,672	242,743
Customer D	*	138,126	*	*	*

* *Transactions with these customers did not exceed 10% of the Group's revenue in the respective years or periods.*

** *Customer B includes a group of our customers that are under the common control of the same ultimate shareholder.*

The Group has applied the practical expedient in paragraph 121(a) of HKFRS 15 and does not disclose remaining performance obligations under existing sales contracts as the performance obligations under these contracts have an original expected duration of one year or less.

(b) Segment reporting

For the purpose of resources allocation and performance assessment, the chief operating decision maker (i.e. the chief executive officer) reviews the overall results and financial position of the Group as a whole prepared based on same accounting policies of the Group. Accordingly, the Group has only one single operating segment and no further analysis of this single segment is presented.

Geographical information

The following table sets out a breakdown of the revenue by geographic region based on the place of incorporation of the customer.

	Years ended 31 December			Nine months ended 30 September	
	2021	2022	2023	2023	2024
	US$'000	*US$'000*	*US$'000*	*US$'000* (unaudited)	*US$'000*
Geographical region					
Malaysia	126,714	248,965	318,880	223,563	364,680
Hong Kong	—	14,619	223,542	136,672	242,743
Singapore	—	37,615	55,108	44,323	72,871
South Korea	—	—	2,177	—	2,744
Mainland China	46,128	27,452	67,461	67,461	—
Switzerland	—	138,126	10,617	10,711	—
	172,842	466,777	677,785	482,730	683,038

Most of the Group's non-current assets are located in Indonesia.

5 OTHER NET INCOME

	Years ended 31 December			Nine months ended 30 September	
	2021	2022	2023	2023	2024
	US$'000	*US$'000*	*US$'000*	*US$'000* (unaudited)	*US$'000*
Interest income on financial assets measured at amortised cost	3,826	1,615	8,405	5,700	7,971
Net foreign exchange gain/(loss)	2,675	5,133	2,546	3,768	(6,644)
Gain from sales of scraps materials	143	684	584	589	565
Gain of forward exchange contracts at fair value through profit or loss	—	—	251	—	1,202
Loss on disposal of property, plant and equipment	(4)	(6)	—	—	(1)
Others	136	225	(301)	109	212
	6,776	7,651	11,485	10,166	3,305

6 PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging:

(a) Finance costs

		Years ended 31 December			Nine months ended 30 September	
	Note	2021	2022	2023	2023	2024
		US$'000	*US$'000*	*US$'000*	*US$'000* (unaudited)	*US$'000*
Interest on defined benefit obligations	*21(a)*	1	2	2	1	2
Interest on lease liabilities		—	—	—	—	1
		1	2	2	1	3

(b) Staff costs

	Note	Years ended 31 December			Nine months ended 30 September	
		2021	2022	2023	2023	2024
		US$'000	*US$'000*	*US$'000*	*US$'000* (unaudited)	*US$'000*
Salaries, wages and other benefits		11,969	20,573	21,271	20,048	23,425
Contributions to defined contribution retirement plans	*(i)*	851	1,071	1,246	933	1,013
Expenses recognised in respect of defined benefit obligations	*21(b)*	12	11	25	14	102
		12,832	21,655	22,542	20,995	24,540

Note:

(i) As stipulated by rules and regulations in the Indonesia, subsidiaries in the Indonesia are required to contribute to a state-managed retirement plan for all its employees at a certain percentage of the basic salaries of its employees. The state-managed retirement plan is responsible for the entire pension obligations payable to all retired employees. Under the state-managed retirement plan, the Group has no further obligations for the actual pension payments or post-retirement benefits beyond the annual contributions.

(c) Other items

	Note	Years ended 31 December			Nine months ended 30 September	
		2021	2022	2023	2023	2024
		US$'000	*US$'000*	*US$'000*	*US$'000* (unaudited)	*US$'000*
Cost of inventories	*15*	128,040	354,708	480,117	351,598	366,980
Depreciation and amortisation						
— Property, plant and equipment		16,098	37,133	49,208	36,950	37,445
— Right-of-use assets	*12*	1,979	2,168	2,146	1,633	1,658
— Intangible assets	*13*	160	244	389	173	504
Impairment loss/(reversal) on trade receivable		432	(3)	729	206	(425)
Listing expenses		—	—	625	—	3,779

Note:

(i) Cost of inventories includes US$31,848,000, US$66,646,000, US$82,492,000, US$60,704,000 (unaudited) and US$61,764,000 relating to staff costs and depreciation and amortisation expenses, which amount is also included in the respective total amounts disclosed separately above or in Note 6(b) for each of these types of expenses for the years ended 31 December 2021, 2022 and 2023 and the nine months ended 30 September 2023 and 2024, respectively.

7 INCOME TAX IN THE CONSOLIDATED STATEMENTS OF PROFIT OR LOSS

(a) Taxation in the consolidated statements of profit or loss represents:

	Years ended 31 December			Nine months ended 30 September	
	2021	2022	2023	2023	2024
	US$'000	*US$'000*	*US$'000*	*US$'000* (unaudited)	*US$'000*
Current tax					
— Corporate Income Tax	—	—	108	78	224
— Withholding tax	—	—	2,741	2,741	7,371
— Under-provision in respect of prior year	—	71	—	—	—
	—	71	2,849	2,819	7,595
Deferred tax					
— Origination and reversal of temporary differences	1,948	6,969	10,715	6,139	21,129
	1,948	7,040	13,564	8,958	28,724

(b) Reconciliation between tax expense and accounting profit at applicable tax rates

	Years ended 31 December			Nine months ended 30 September	
	2021	2022	2023	2023	2024
	US$'000	*US$'000*	*US$'000*	*US$'000* (unaudited)	*US$'000*
Profit before taxation	41,658	103,132	187,089	126,398	295,050
Notional tax on profit before taxation, calculated at the rates applicable to profits in the countries concerned	107	(50)	154	126	220
Tax effect of non-taxable income	(107)	—	—	—	—
Tax effect of non-deductible expenses	—	2	—	—	—
Tax effect of unused tax losses not recognised	—	48	2	—	6
Utilisation of tax losses previously not recognised	—	—	(48)	(48)	(2)
Withholding tax of foreign sourced income	—	—	2,741	2,741	7,371
Undistributed profits of foreign subsidiaries	1,948	6,969	10,715	6,139	21,129
Under-provision in prior year	—	71	—	—	—
Actual tax expense	1,948	7,040	13,564	8,958	28,724

Notes:

(i) The subsidiary incorporated in Singapore is subject to Singapore Corporate Income Tax ("**Singapore CIT**") at the statutory rate of 17% on any estimated assessable profits arising in Singapore during the Track Record Period.

(ii) The subsidiary incorporated in Indonesia is subject to Indonesia Corporate Income Tax ("**Indonesia CIT**") at the statutory rate of 22% on any estimated assessable profits arising in Indonesia during the Track Record Period. In 2021, the main operating subsidiary of the Company in Indonesia, BAI, obtained approvals from the relevant tax authorities for entitlement of an Indonesia CIT exemption consisting of a 20-year-exemption of Indonesia CIT commencing from 2021 to 2040 and a 50% reduction in ordinary tax rate from 2041 to 2042.

(iii) Taxation for group entities in other tax jurisdictions is charged at the appropriate current rates of taxation ruling in the relevant tax jurisdictions.

(c) Pillar Two income taxes

The Organisation for Economic Co-operation and Development ("**OECD**") published Pillar Two model rules in December 2021, with the effect that a jurisdiction may enact domestic tax laws ("**Pillar Two legislation**") to implement the Pillar Two model rules on a globally agreed common approach. The Group mainly operates in Indonesia and its intermediate holding company and subsidiaries are located in Singapore and Hong Kong, both of which are jurisdictions which are subject to the Pillar Two legislation, after the respective jurisdiction has completed its new tax law enactment process. As the new tax laws are not yet effective to the date of this report, the Group does not recognise any current tax relating to the Pillar Two model rules for the Track Record Period.

The Group has applied the temporary mandatory exception to recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes and would account for the tax as current tax when incurred. Due to the uncertainties in enactment and interpretation of Pillar Two legislation, and complexities in applying the legislation and calculating taxable income, the quantitative impact of Pillar Two is not yet reasonably estimable. The Group is continuously monitoring the law enactment progress of Pillar Two legislation in relevant jurisdictions to assess the impact to the financial statements of the Group.

8 DIRECTORS' EMOLUMENTS

Directors' emoluments are as follows:

	Year ended 31 December 2021				
	Directors' fees	**Salaries, allowances and benefits in kind**	**Discretionary bonuses**	**Retirement scheme contributions**	**Total**
	US$'000	*US$'000*	*US$'000*	*US$'000*	*US$'000*
Executive directors					
Mr. Hao Weisong (i)	—	72	—	5	77
Mr. Wang Shisan (ii)	—	54	—	5	59
	—	126	—	10	136

	Year ended 31 December 2022				
	Directors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Total
	US$'000	*US$'000*	*US$'000*	*US$'000*	*US$'000*
Executive directors					
Mr. Hao Weisong (i)	—	81	—	5	86
Mr. Wang Shisan (ii)	—	69	—	5	74
	—	150	—	10	160

	Year ended 31 December 2023				
	Directors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Total
	US$'000	*US$'000*	*US$'000*	*US$'000*	*US$'000*
Executive directors					
Mr. Hao Weisong (i)	—	87	—	4	91
Mr. Wang Shisan (ii)	—	61	—	4	65
	—	148	—	8	156

	Nine months ended 30 September 2024				
	Directors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Total
	US$'000	*US$'000*	*US$'000*	*US$'000*	*US$'000*
Executive directors					
Mr. Hao Weisong (i)	—	84	—	3	87
Mr. Wang Shisan (ii)	—	51	—	3	54
Non-executive directors					
Ms. Wang Yanli (iii)	—	—	—	—	—
Mr. Loo Tai Choong (iii)	—	—	—	—	—
Mr. George Santos (iii)	—	—	—	—	—
	—	135	—	6	141

	Nine months ended 30 September 2023 (unaudited)				
	Directors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Total
	US$'000	*US$'000*	*US$'000*	*US$'000*	*US$'000*
Executive directors					
Mr. Hao Weisong (i)	—	71	—	3	74
Mr. Wang Shisan (ii)	—	45	—	3	48
	—	116	—	6	122

Notes:

(i) Mr. Hao Weisong was appointed as a director of the Company on 7 February 2024. He joined the Group in February 2018 and his emoluments disclosed above included the compensations for his services to one of the Group's subsidiaries as a general manager and a director.

(ii) Mr. Wang Shisan was appointed as a director of the Company on 29 September 2023. He joined the Group in June 2018 and his emoluments disclosed above included the compensations for his services as a chief financial officer.

(iii) Ms. Wang Yanli, Mr. Loo Tai Choong and Mr. George Santos were appointed as non-executive directors in September 2024.

There was no arrangement under which a director waived or agreed to waive any remuneration during the Track Record Period. No amounts were paid or payable by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of any office in connection with the management of the affairs of any member of the Group.

9 INDIVIDUALS WITH HIGHEST EMOLUMENTS

The number of directors and other employees included in the five highest paid individuals for the years ended 31 December 2021, 2022 and 2023 and the nine months ended 30 September 2023 and 2024 are set forth below:

	Year ended 31 December			Nine months ended 30 September	
	2021	2022	2023	2023	2024
	Number of individuals	*Number of individuals*	*Number of individuals*	*Number of individuals* (unaudited)	*Number of individuals*
Directors	2	2	1	1	1
Other employees	3	3	4	4	4
	5	5	5	5	5

The emoluments of the directors are disclosed in Note 8. The aggregate of the emoluments in respect of the remaining highest paid individuals are as follows:

	Years ended 31 December			Nine months ended 30 September	
	2021	2022	2023	2023	2024
	US$'000	*US$'000*	*US$'000*	*US$'000* (unaudited)	*US$'000*
Salaries and other emoluments	249	272	378	283	419
Retirement scheme contributions	25	25	37	22	13
	274	297	415	305	432

The number of the highest paid employees who are not the directors of the Company whose remuneration fell within the following bands is as follows:

	Years ended 31 December			Nine months ended 30 September	
	2021	2022	2023	2023	2024
	Number of individuals	*Number of individuals*	*Number of individuals*	*Number of individuals* (unaudited)	*Number of individuals*
Nil – HK$1,000,000	3	3	4	4	3
HK$1,000,001–HK$1,500,000	—	—	—	—	1

10 EARNINGS PER SHARE

The calculation of basic and diluted earnings per share is based on the profit attributable to ordinary equity shareholders of the Company and the weighted average number of ordinary shares in issue or deemed to be in issue during the Track Record Period.

As described in Notes 1 and 23(b), the Group underwent the Reorganisation, pursuant to which the Company became the holding company of GAI in June 2024. Prior to the incorporation of the Company, the Listing Business of the Group was carried out through GAI and its subsidiary, BAI. For the purpose of computing basic earnings per share, the weighted average number of ordinary shares deemed to be in issue before the Reorganisation was determined assuming the Reorganisation had occurred since 1 January 2021, at the exchange ratio established in the Reorganisation.

In addition, on 10 March 2025, each of the Company's issued ordinary shares was subdivided into 5 shares. Accordingly, the weighted average number of shares has also been adjusted retrospectively from 1 January 2021 for the impact of such share subdivision.

Profit attributable to ordinary equity shareholders of the Company

	Year ended 31 December			Nine months ended 30 September	
	2021	2022	2023	2023	2024
	US$'000	*US$'000*	*US$'000*	*US$'000* (unaudited)	*US$'000*
Profit attributable to ordinary equity shareholders of the Company	28,463	67,692	122,665	83,237	215,378

Weighted average number of ordinary shares

	Year ended 31 December			Nine months ended 30 September	
	2021	2022	2023	2023	2024
	'000	*'000*	*'000*	*'000* (unaudited)	*'000*
Issued ordinary shares at 1 January	48,661	66,677	66,677	66,677	74,411
Effect of ordinary shares in issue or deemed to be in issue	13,512	—	3,223	1,719	5,687
Effect of share subdivision	248,692	266,708	279,598	273,582	320,389
Weighted average number of ordinary shares at 31 December/30 September	310,865	333,385	349,498	341,978	400,487

As there were no potential dilutive ordinary shares during the Track Record Period, the diluted earnings per share were the same as the basic earnings per share.

11 PROPERTY, PLANT AND EQUIPMENT

	Plant and buildings	Machinery and equipment	Furniture and fixtures	Motor vehicles	Construction in progress	Total
	US$'000	*US$'000*	*US$'000*	*US$'000*	*US$'000*	*US$'000*
Cost:						
At 1 January 2021	30,431	738	1,006	1,407	598,602	632,184
Additions	—	—	—	—	202,908	202,908
Disposals	—	—	(8)	—	—	(8)
Transfer in/(out)	464,744	165,452	8,358	1,421	(639,975)	—
Exchange adjustment	1,049	490	14	(12)	(8,194)	(6,653)
At 31 December 2021	496,224	166,680	9,370	2,816	153,341	828,431
Additions	—	—	—	—	224,785	224,785
Transfer in/(out)	182,562	85,154	6,600	85	(274,573)	(172)
Exchange adjustment	(56,103)	(20,148)	(1,232)	(266)	(11,527)	(89,276)
At 31 December 2022	622,683	231,686	14,738	2,635	92,026	963,768
Additions	—	—	—	—	5,230	5,230
Disposals	(819)	—	(6)	—	—	(825)
Transfer in/(out)	18,216	68,530	279	130	(87,155)	—
Exchange adjustment	12,542	4,018	298	52	2,736	19,646
At 31 December 2023	652,622	304,234	15,309	2,817	12,837	987,819
Additions	—	—	15	—	139,339	139,354
Disposals	—	(1)	(20)	—	—	(21)
Transfer in/(out)	16,775	6,380	247	54	(23,456)	—
Exchange adjustment	11,985	5,587	281	52	235	18,140
At 30 September 2024	681,382	316,200	15,832	2,923	128,955	1,145,292

	Plant and buildings	Machinery and equipment	Furniture and fixtures	Motor vehicles	Construction in progress	Total
	US$'000	*US$'000*	*US$'000*	*US$'000*	*US$'000*	*US$'000*
Accumulated depreciation:						
At 1 January 2021	4,684	41	308	154	—	5,187
Charge for the year	14,028	5,401	1,219	346	—	20,994
Disposals	—	—	(4)	—	—	(4)
Exchange adjustment	(12)	16	—	—	—	4
At 31 December 2021	18,700	5,458	1,523	500	—	26,181
Charge for the year	27,337	11,860	2,578	341	—	42,116
Exchange adjustment	(3,233)	(1,156)	(282)	(65)	—	(4,736)
At 31 December 2022	42,804	16,162	3,819	776	—	63,561
Charge for the year	31,006	19,495	3,449	351	—	54,301
Disposals	(367)	—	(5)	—	—	(372)
Exchange adjustment	554	127	42	12	—	735
At 31 December 2023	73,997	35,784	7,305	1,139	—	118,225
Charge for the period	24,805	16,141	2,817	274	—	44,037
Disposals	—	—	(19)	—	—	(19)
Exchange adjustment	1,359	657	135	21	—	2,172
At 30 September 2024	100,161	52,582	10,238	1,434	—	164,415
Carrying amount:						
At 31 December 2021	477,524	161,222	7,847	2,316	153,341	802,250
At 31 December 2022	579,879	215,524	10,919	1,859	92,026	900,207
At 31 December 2023	578,625	268,450	8,004	1,678	12,837	869,594
At 30 September 2024	581,221	263,618	5,594	1,489	128,955	980,877

12 RIGHT-OF-USE ASSETS

	Leasehold lands	Office buildings	Total
	US$'000	*US$'000*	*US$'000*
At 1 January 2021	48,514	—	48,514
Additions	9,375	—	9,375
Depreciation for the year	(1,979)	—	(1,979)
Exchange adjustment	(535)	—	(535)
At 31 December 2021	55,375	—	55,375
Additions	5,438	—	5,438
Depreciation for the year	(2,168)	—	(2,168)
Exchange adjustment	(5,325)	—	(5,325)
At 31 December 2022	53,320	—	53,320
Additions	418	—	418
Depreciation for the year	(2,146)	—	(2,146)
Exchange adjustment	1,106	—	1,106
At 31 December 2023	52,698	—	52,698
Additions	—	256	256
Depreciation for the period	(1,637)	(21)	(1,658)
Exchange adjustment	970	—	970
At 30 September 2024	52,031	235	52,266

Note:

(i) At 31 December 2021, 2022, 2023 and 30 September 2024, leasehold lands official certificates of certain pieces of land of the Group with carrying amounts of US$43,118,000, US$42,625,000, US$42,218,000 and US$41,689,000, respectively, were in the process of obtaining. The directors of the Company consider that there is no legal impediment for the Group to access and use such land and it should not lead to any significant adverse impact on the operations of the Group.

13 INTANGIBLE ASSETS

	Years ended 31 December			Nine months ended 30 September
	2021	2022	2023	2024
	US$'000	*US$'000*	*US$'000*	*US$'000*
At 1 January	265	694	411	5,350
Addition	591	14	5,371	113
Amortisation for the year/period	(160)	(244)	(389)	(504)
Exchange adjustment	(2)	(53)	(43)	80
At 31 December/30 September	**694**	**411**	**5,350**	**5,039**

During the Track Record Period, the intangible assets mainly consisted of software owned by the Group for its business operations, which were acquired from independent third parties and have finite useful lives.

14 INVESTMENTS IN SUBSIDIARIES

The Group

The following table lists out the information relating to BAI, the subsidiary of the Group which has a material NCI. The summarised financial information presented below represents the amounts before any inter-company elimination.

	At 31 December			As at 30 September
	2021	2022	2023	2024
	US$'000	*US$'000*	*US$'000*	*US$'000*
NCI percentage	27.3%	27.3%	27.3%	2.3%
Current assets	334,927	323,657	501,990	624,794
Non-current assets	866,538	958,270	929,817	1,051,890
Current liabilities	(192,793)	(275,909)	(146,613)	(163,287)
Non-current liabilities	(18)	(15)	(57)	(253)
Net assets	1,008,654	1,006,003	1,285,137	1,513,144
Carrying amount of NCI	275,363	274,639	350,842	34,802

As disclosed in Note 23(b), the Group acquired 25% equity interest in BAI from Press Metal Aluminium Holdings Berhad ("**Press Metal**") on 11 July 2024.

	Year end 31 December			Nine months ended 30 September	
	2021	2022	2023	2023	2024
	US$'000	*US$'000*	*US$'000*	*US$'000* (unaudited)	*US$'000*
Revenue	172,201	467,985	676,636	481,994	680,794
Profit for the year/period	41,197	104,030	186,301	125,287	297,786
Total comprehensive income	33,856	(2,651)	204,716	128,223	328,341
Profit allocated to NCI	11,247	28,400	50,860	34,203	50,948
Dividend paid to NCI	—	—	(10,366)	(10,366)	(27,392)
Cash flows (used in)/generated from operating activities	(5,741)	171,428	90,219	152,034	434,322
Cash flows used in investing activities	(137,479)	(150,370)	(74,182)	(58,877)	(151,198)
Cash flows generated from/(used in) financing activities	158,625	—	(7,855)	(7,291)	(101,425)

The Company

	At 31 December 2023	At 30 September 2024
	US$'000	*US$'000*
Investments in subsidiaries, at cost	*	1,116,706

* *The amount less than US$500.*

The investments in subsidiaries at 31 December 2023 represented the Company's investments in NAM of HK$1, PAIHL of US$1 and GAIHL of US$1.

The investments in subsidiaries at 30 September 2024 represented the Company's investments in NAM of HK$1, PAIHL of US$329,798,000 and GAIHL of US$786,908,000.

15 INVENTORIES

	At 31 December			At 30 September
	2021	2022	2023	2024
	US$'000	*US$'000*	*US$'000*	*US$'000*
Raw materials	25,517	40,574	97,187	54,377
Work in progress	18,403	27,314	26,761	31,650
Finished goods	5,061	2,478	5,933	7,199
	48,981	70,366	129,881	93,226

The analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:

	Year ended 31 December			Nine months ended 30 September	
	2021	2022	2023	2023	2024
	US$'000	*US$'000*	*US$'000*	*US$'000* (unaudited)	*US$'000*
Carrying amounts of inventories sold	128,040	354,708	480,117	351,598	366,980

16 TRADE RECEIVABLES

		At 31 December			At 30 September
	Note	2021	2022	2023	2024
		US$'000	*US$'000*	*US$'000*	*US$'000*
Trade receivables					
— Related parties		8,112	—	20,169	32,040
— Third parties		7,016	11,873	43,539	14,197
		15,128	11,873	63,708	46,237
Less: loss allowance	*24(a)*	(434)	(390)	(1,120)	(695)
		14,694	11,483	62,588	45,542

All of the trade receivables are expected to be recovered within one year.

Ageing analysis

As at 31 December 2021, 2022 and 2023 and 30 September 2024, the ageing analyses of trade receivables, based on the date of revenue recognition and net of loss allowance, are as follows:

	At 31 December			At 30 September
	2021	2022	2023	2024
	US$'000	*US$'000*	*US$'000*	*US$'000*
Within 3 months	14,694	11,483	62,588	45,542

Trade receivables are typically due within 30 working days upon the date of billing. Further details on the Group's credit policy and credit risk arising from trade receivables are set out in Note 24(a).

17 PREPAYMENTS AND OTHER RECEIVABLES

	At 31 December			At 30 September
	2021	2022	2023	2024
	US$'000	*US$'000*	*US$'000*	*US$'000*
Current portion				
Prepayments				
— Purchase of inventories	24,827	7,662	45,677	24,338
Value-added tax recoverable	18,345	2,908	8,950	13,109
Amount due from related parties *(note (i))*	—	—	5,500	5,559
Listing expenses to be capitalised *(note (ii))*	—	—	83	508
Others	595	508	610	1,187
	43,767	11,078	60,820	44,701
Non-current portion				
Prepayments				
— Purchase of leasehold lands	709	408	1,825	1,859
— Purchase of property, plant and equipment	7,511	3,924	350	12,140
	8,220	4,332	2,175	13,999

Notes:

(i) The balance due from related parties were non-trade, unsecured, interest free and had no fixed term to receive. All of the balance are expected to be settled upon the listing of the Company's shares on the Stock Exchange.

(ii) The balances will be transferred to the share premium account within equity upon the listing of the Company's shares on the Stock Exchange.

18 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION

(a) Cash and cash equivalents comprise:

	At 31 December			At 30 September
	2021	**2022**	**2023**	**2024**
	US$'000	*US$'000*	*US$'000*	*US$'000*
Bank deposits	228,424	230,912	254,668	449,981
Cash on hand	6	8	13	21
Less: restricted deposits *(note (i))*	(3,202)	(11,172)	(3,120)	(10,801)
	225,228	219,748	251,561	439,201

Note:

(i) As at 31 December 2021, 2022 and 2023 and 30 September 2024, restricted deposits included the deposits of forward exchange contracts and deposits of issuing letters of credit.

(b) Reconciliation of profit before taxation to cash (used in)/generated from operations:

		Years ended 31 December			Nine months ended 30 September	
	Note	**2021**	**2022**	**2023**	**2023**	**2024**
		US$'000	*US$'000*	*US$'000*	*US$'000* (unaudited)	*US$'000*
Profit before taxation		41,658	103,132	187,089	126,398	295,050
Adjustments for:						
Depreciation of property, plant and equipment	*11*	20,994	42,116	54,301	39,713	44,037
Depreciation of right-of-use assets	*12*	1,979	2,168	2,146	1,633	1,658
Amortisation of intangible assets	*13*	160	244	389	173	504
Finance costs	*6(a)*	1	2	2	1	3
Impairment loss/(reversal) on trade receivables	*6(c)*	432	(3)	729	206	(425)
Loss on disposal of property, plant and equipment	*5*	4	6	—	—	1
Changes in working capital:						
(Increase)/decrease in inventories		(48,498)	(21,385)	(59,515)	(28,796)	36,655
(Increase)/decrease in trade receivables		(15,128)	3,254	(51,834)	(9,453)	17,471
(Increase)/decrease in prepayments and other receivables		(15,516)	32,688	(49,659)	(8,640)	16,544
Increase in other financial assets		—	—	(175)	—	(3,709)
(Increase)/decrease in restricted deposits		(3,202)	(7,970)	8,053	6,528	(7,681)
(Decrease)/increase in trade payables		(5,474)	(4,763)	23,961	10,497	(2,771)
Increase in contract liabilities		—	—	—	—	15,659
Increase/(decrease) in other payables and accruals		13,873	13,571	(16,568)	10,764	16,559
Increase in defined benefit obligations		8	48	91	108	94
Cash (used in)/generated from operations		(8,709)	163,108	99,010	149,132	429,649

(c) Reconciliation of liabilities arising from financing activities

The tables below detail changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the cash flow statements as cash flows from financing activities.

	Amounts due to related parties	Capital received in advance	Total
	US$'000	*US$'000*	*US$'000*
	Note 20	*Note 20*	
At 1 January 2021	1,865	180,834	182,699
Changes from financing cash flows:			
Advance receipt of capital injection by shareholders of GAI	—	87,144	87,144
Advance receipt of capital injection by shareholders of BAI	—	71,776	71,776
Proceeds from related parties	400	—	400
Repayment to related parties	(132)	—	(132)
Total changes from financing cash flows	268	158,920	159,188
Other changes:			
Conversion of advance receipt into share capital of GAI	—	(190,351)	(190,351)
Conversion of advance receipt into share capital of BAI	—	(71,480)	(71,480)
Total other changes	—	(261,831)	(261,831)
At 31 December 2021	2,133	77,923	80,056

	Amounts due to related parties	Capital received in advance	Total
	US$'000	*US$'000*	*US$'000*
	Note 20	*Note 20*	
At 1 January 2022	2,133	77,923	80,056
Changes from financing cash flows:			
Proceeds from related parties	700	—	700
Repayment to related parties	(1,083)	—	(1,083)
Total changes from financing cash flows	(383)	—	(383)
At 31 December 2022	1,750	77,923	79,673

	Amounts due to related parties	Capital received in advance	Dividend payable	Total
	US$'000	*US$'000*	*US$'000*	*US$'000*
	Note 20	*Note 20*	*Note 20*	
At 1 January 2023	1,750	77,923	—	79,673
Changes from financing cash flows:				
Advance receipt of capital injection by shareholders of GAI	—	4,081	—	4,081
Advance receipt of capital injection by shareholders of BAI	—	30,387	—	30,387
Dividend paid to a shareholder of GAI	—	—	(18,050)	(18,050)
Dividend paid to shareholders of BAI	—	—	(10,366)	(10,366)
Proceeds from related parties	1,359	—	—	1,359
Repayment to related parties	(2,202)	—	—	(2,202)
Total changes from financing cash flows	(843)	34,468	(28,416)	5,209
Other changes:				
Convert into share capital of GAI	—	(81,713)	—	(81,713)
Convert into share capital of BAI	—	(30,678)	—	(30,678)
Dividend declared by GAI	—	—	19,000	19,000
Dividend declared by BAI	—	—	10,366	10,366
Total other changes	—	(112,391)	29,366	(83,025)
At 31 December 2023	907	—	950	1,857

	Amounts due to related parties	Dividend payable	Lease liabilities	Total
	US$'000	*US$'000*	*US$'000*	*US$'000*
	Note20	*Note20*		
At 1 January 2024	907	950	—	1,857
Changes from financing cash flows:				
Dividend paid to a shareholder of GAI	—	(67,686)	—	(67,686)
Dividend paid to non-controlling shareholders of BAI	—	(27,392)	—	(27,392)
Proceeds from related parties	12,367	—	—	12,367
Repayment to related parties	(5,614)	—	—	(5,614)
Capital element of lease rentals paid	—	—	(11)	(11)
Interest element of lease rentals paid	—	—	(1)	(1)
Total changes from financing cash flows	6,753	(95,078)	(12)	(88,337)
Other changes:				
Increase in lease liabilities from entering into new leases during the period	—	—	256	256
Interest on lease liabilities	—	—	1	1
Dividend declared by GAI	—	66,736	—	66,736
Dividend declared by BAI	—	27,392	—	27,392
Dividend declared by the Company	—	260,000	—	260,000
Exchange adjustment	1	—	1	2
Total other changes	1	354,128	258	354,387
At 30 September 2024	7,661	260,000	246	267,907

19 TRADE PAYABLES

	At 31 December			At 30 September
	2021	2022	2023	2024
	US$'000	*US$'000*	*US$'000*	*US$'000*
Related parties	15,559	9,011	17,153	11,435
Third parties	850	2,636	18,454	21,401
	16,409	11,647	35,607	32,836

As at 31 December 2021, 2022 and 2023 and 30 September 2024, all trade payables are expected to be settled within one year or are repayable on demand.

An ageing analysis of trade payables as at the end of each reporting period, based on the invoice date, is as follows:

	At 31 December			At 30 September
	2021	**2022**	**2023**	**2024**
	US$'000	*US$'000*	*US$'000*	*US$'000*
Within 1 year	16,409	11,647	35,607	32,836

20 OTHER PAYABLES AND ACCRUALS

	At 31 December			At 30 September
	2021	**2022**	**2023**	**2024**
	US$'000	*US$'000*	*US$'000*	*US$'000*
Amounts due to related parties *(note (i))*	2,133	1,750	907	7,661
Capital received in advance	77,923	77,923	—	—
Dividend payable *(note(ii))*	—	—	950	260,000
Payables for purchase of property, plant and equipment	96,176	171,981	106,208	104,540
Payables for purchase of services	—	10,057	—	8,688
Accrued payroll and other benefits	1,466	1,771	2,572	3,212
Taxes and surcharge payables	313	1,706	854	871
Others	524	831	1,407	2,484
	178,535	266,019	112,898	387,456

Note:

(i) The balance due to related parties were non-trade, unsecured, interest free and had no fixed term of repayment. They have been settled in November and December 2024.

(ii) The balance at 30 September 2024 is expected to be settled upon the listing of the Company's shares on the Stock Exchange.

All of the balance are expected to be settled within one year.

21 DEFINED BENEFIT OBLIGATIONS

BAI, a subsidiary of the Group, provide post-employment benefits to their employees in conformity with the requirements of Indonesia's Labor Law. The estimated liabilities for employees' benefits as at 31 December 2021, 2022, 2023 and 30 September 2024 are based on the actuarial calculation prepared by Jones Lang LaSalle Corporate Appraisal and Advisory Limited, a firm regulated by Royal Institute of Chartered Surveyors, which applied the "Projected Unit Credit" method.

	At 31 December			At 30 September
	2021	**2022**	**2023**	**2024**
	US$'000	*US$'000*	*US$'000*	*US$'000*
Portion classified as current portion	8	10	20	21
Non-current portion	18	15	57	253
Total defined benefit obligations	26	25	77	274

(a) Movements in the present value of the defined benefit obligation

	Years ended 31 December			Nine months ended 30 September
	2021	**2022**	**2023**	**2024**
	US$'000	*US$'000*	*US$'000*	*US$'000*
At 1 January:	18	26	25	77
Remeasurement of defined benefit obligations	16	8	29	93
Benefits paid by the plans	(22)	(18)	(4)	(10)
Current service cost	12	11	25	102
Interest cost	1	2	2	2
Foreign exchange difference	1	(4)	—	10
At 31 December/30 September	26	25	77	274

The average duration of the defined benefit obligation is 34.51 years, 33.88 years, 33.59 years and 33.65 years as at 31 December 2021, 2022, 2023 and 30 September 2024, respectively.

(b) Amounts recognised in the consolidated statements of profit or loss and other comprehensive income are as follows:

	Years ended 31 December			Nine months ended 30 September	
	2021	2022	2023	2023	2024
	US$'000	*US$'000*	*US$'000*	*US$'000* (unaudited)	*US$'000*
Current service cost	12	11	25	14	102
Net interest on defined benefit obligations	1	2	2	1	2
Total amounts recognised in profit or loss	13	13	27	15	104
Remeasurement of defined benefit obligations	16	8	29	(1)	93
Total amounts recognised in other comprehensive income	16	8	29	(1)	93
Total defined benefit costs	29	21	56	14	197

The current service cost and the net interest on net defined benefit liability are recognised in the following line items in the consolidated statements of profit or loss:

	Years ended 31 December			Nine months ended 30 September	
	2021	2022	2023	2023	2024
	US$'000	*US$'000*	*US$'000*	*US$'000* (unaudited)	*US$'000*
Finance costs	1	2	2	1	2
Administrative expenses	12	11	25	14	102
	13	13	27	15	104

(c) Significant actuarial assumptions (expressed as weighted averages) and sensitivity analysis are as follows:

	Year ended 31 December			Nine months ended 30 September	
	2021	**2022**	**2023**	**2023**	**2024**
				(unaudited)	
Discount rate	6.80%	7.25%	6.85%	6.98%	6.84%
Mortality table	TMI IV	TMI IV	TMI IV	TMI IV	TMI IV
Annual salary increase rate	2.60%	2.98%	2.88%	2.98%	2.88%

Note:

(i) TMI IV stands for "forth updated Tabel Mortalita Indonesia", which assesses the probability of employee death during employment or after retirement.

The below analysis shows how the defined benefit obligation would have increased (decreased) as a result of 1% change in the significant actuarial assumptions:

	Increase in 1%				Decrease in 1%			
	2021	**2022**	**2023**	**2024**	**2021**	**2022**	**2023**	**2024**
	US$'000	*US$'000*	*US$'000*	*US$'000*	*US$'000*	*US$'000*	*US$'000*	*US$'000*
Discount rate	*	(1)	(3)	(10)	1	1	4	11
Future salary increases	1	1	4	5	(1)	(1)	(4)	(5)

* *The amount less than US$500.*

The above sensitivity analysis is based on the assumption that changes in actuarial assumptions are not correlated and therefore it does not take into account the correlations between the actuarial assumptions.

22 INCOME TAX IN THE CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(a) Current taxation in the consolidated statements of financial position represents:

		Years ended 31 December			Nine months ended 30 September
	Note	**2021**	**2022**	**2023**	**2024**
		US$'000	*US$'000*	*US$'000*	*US$'000*
Income tax payable at 1 January		—	—	—	108
Provision for the year/period	*7(a)*	—	71	2,849	7,595
Income tax paid		—	(71)	(2,741)	(7,401)
Income tax payable at 31 December/ 30 September		—	—	108	302

(b) Deferred tax liabilities

Deferred tax liabilities arising from:	**Undistributed profits of foreign subsidiaries**
	US$'000
At 1 January 2021	—
Charged to profit or loss for the year	1,948
At 31 December 2021 and 1 January 2022	1,948
Charged to profit or loss for the year	6,969
At 31 December 2022 and 1 January 2023	8,917
Charged to profit or loss for the year	10,715
At 31 December 2023 and 1 January 2024	19,632
Charged to profit or loss for the period	21,129
At 30 September 2024	40,761

(c) Deferred tax assets not recognised

In accordance with the accounting policy set out in note 2(o), at 31 December 2021, 2022 and 2023 and 30 September 2024, the Group has not recognised deferred tax assets in respect of cumulative tax losses of Nil, US$392,000, US$3,000 and US$39,000, respectively, as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity. The tax losses do not expire under current tax legislation.

23 CAPITAL, RESERVES AND DIVIDENDS

(a) Movements in components of equity

The reconciliations between the opening and closing balances of each component of the Group's consolidated equity during the Track Record Period are set out in the consolidated statements of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the period/year are set out below:

	Share capital	Share premium	Exchange reserve	Accumulated losses	Total
	US$'000	*US$'000*	*US$'000*	*US$'000*	*US$'000*
At 28 June 2023 (date of incorporation)	*	—	—	—	*
Changes in equity for the period from 28 June 2023 (date of incorporation) to 31 December 2023:					
Total comprehensive income for the period	—	—	(1)	(660)	(661)
Balance at 31 December 2023 and 1 January 2024	*	—	(1)	(660)	(661)
Changes in equity for the period from 1 January 2024 to 30 September 2024:					
Issuance of shares	—	1,116,704	—	—	1,116,704
Dividends declared	—	(260,000)	—	—	(260,000)
Total comprehensive income for the period	—	—	(25)	(3,803)	(3,828)
Balance at 30 September 2024	*	856,704	(26)	(4,463)	852,215

* *The amount less than US$500.*

(b) Share capital

For the purpose of the Historical Financial Information, the share capital of the Group as at 31 December 2021, 2022 and 2023 represents the aggregate amount of the share capital of the companies now comprising the Group after the elimination of investments in subsidiaries. After the Company becoming the holding company of the companies now comprising the Group in June 2024, share capital as at 30 September 2024 represents the share capital of the Company.

(i) On 29 March 2021, the then shareholders of GAI namely Nanshan Aluminium Singapore Co. Pte. Ltd. ("**NAS**") and Redstone Alumina International Pte. Ltd. ("**Redstone**") made a capital contribution in GAI in proportion to their existing shareholding and the issued share capital of GAI increased from US$514,109,000 to US$704,460,000.

(ii) On 1 August 2023, NAS and Redstone made a further capital contribution in GAI in proportion to their existing shareholding and the issued share capital of GAI increased from US$704,460,000 to US$786,173,000.

(iii) Share capital of the Company

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 28 June 2023 with an authorised share capital of US$50,000 divided into 50,000 shares with a par value of US$1.00 each. On the date of its incorporation, one (1) share was allotted and issued to Nanshan Aluminium Investment Holding Limited ("**NAIHL**"), which is directly wholly-owned by NAS.

On 14 June 2024, each authorised, issued and unissued share then of US$1.00 par value was subdivided into 1,000,000 shares of US$0.000001 par value each. Upon completion of the increase of authorised share capital and the share subdivision, the authorised share capital of the Company was US$50,000, divided into 50,000,000,000 Share of par value of US$0.000001 each.

On 18 June 2024, the Company issued 69,690,891 shares to NAIHL, and the consideration was settled by the transfer of 95% equity interest in GAI from NAS to a subsidiary of the Company.

On 19 June 2024, the Company issued 3,720,573 shares to Redstone, and the consideration was settled by the transfer of 5% equity interest in GAI from Redstone to a subsidiary of the Company.

On 11 July 2024, the Company issued 25,588,536 shares to Press Metal, and the consideration was settled by the transfer of 25% equity interest in BAI from Press Metal to a subsidiary of the Company.

(c) Share premium

The share premium represented the difference between the consideration received and par value of issued shares of the Company.

Pursuant to the written resolutions of the directors of the Company on 22 September 2024, the Company declared dividends of US$260,000,000 to the then existing shareholders at the time of declaration from its share premium.

(d) Dividends

During the Track Record Period, the details of dividend declared by the companies comprising the Group are set out below:

	Years ended 31 December			Nine months ended 30 September	
	2021	2022	2023	2023	2024
	US$'000	*US$'000*	*US$'000*	*US$'000* (unaudited)	*US$'000*
Dividend declared and paid by BAI	—	—	37,970	37,970	100,336
Dividend declared and paid by GAI	—	—	18,050	18,050	66,736
Dividend declared by GAI *(note (i))*	—	—	950	950	—
Dividend declared by the Company *(note (ii))*	—	—	—	—	260,000

Notes:

(i) As at 31 December 2023, the declared but unpaid dividend of US$950,000 of GAI was recognised as dividend payable, which has been paid in January 2024.

(ii) As at 30 September 2024, the declared but unpaid dividend of US$260,000,000 of the Company was recognised as dividend payable, which is expected to be settled upon the listing of the Company's shares on the Stock Exchange.

(e) Nature of reserves

(i) Capital reserve

Capital reserve represents: (i) the difference between the contributions from the shareholders of BAI and their respective share of net assets in BAI; (ii) the reserve arising from the Reorganisation, which represents the difference between the consideration received from the shareholders and the share capital of GAI; and (iii) the difference between the consideration paid to non-controlling shareholders and the carrying amount of the proportionate net assets of the subsidiaries.

(ii) Exchange reserve

The exchange reserve comprises all foreign exchange difference arising from the translation of the financial statements of the companies comprising the Group into the Group's presentation currency. The reserve is dealt with in accordance with the accounting policies set out in Note 2(r).

(iii) Defined benefit obligations remeasurement reserve

Defined benefit obligation remeasurement reserve represents actuarial gains and losses after tax from experience adjustments and changes in actuarial assumptions for the defined benefit plan.

(f) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

24 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

Exposure to credit, liquidity, interest rate, currency and commodity price risks arises in the normal course of the Group's business.

The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to trade receivables. The Group's exposure to credit risk arising from cash and cash equivalents is limited because the counterparties are banks and financial institutions with high credit ratings assigned by credit-rating agencies, for which the Group consider to have low credit risk. The directors of the Group consider the Group's exposure to credit risk arising from other receivables was not significant as the balances of other receivables as at 31 December 2021, 2022 and 2023 and 30 September 2024 remained immaterial and no significant actual losses were experienced historically by the Group.

The Group does not provide any guarantees which would expose the Group to credit risk.

Trade receivables

The Group's exposure to credit risk is influenced by the individual characteristics of each customer rather than the industry in which the customers operate. As at 31 December 2021, 2022 and 2023 and 30 September 2024, 54%, 100%, 68% and 69% of the total trade receivables, respectively, was due from the Group's largest customer and 100%, 100%, 100% and 100% of the total trade receivables, respectively, was due from the five largest customers. In order to manage the credit risk, the Group continuously monitor the level of exposure by ongoing review of credit records of customers to take follow-up actions on the balances of trade receivables.

Individual credit evaluations are performed on all customers. These evaluations focus on the customer's past history of making payments when due and current liability to pay and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are typically due within 30 working days upon the date of billing. Normally, the Group does not obtain collateral from customers.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs. The calculation of loss allowance for trade receivables was carried out by an independent specialist (the "**Valuer**"), with experience in expected credit loss calculation. The loss allowance is estimated by taking into account the probability of default and their corresponding recovery rate, with reference to the credit risk exposures of the debtors' industry, and considering forward looking information.

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables:

	At 31 December 2021		
	Expected loss rate	**Gross carrying amount**	**Loss allowance**
	%	*US$'000*	*US$'000*
Within 3 months	2.87%	15,128	(434)

	At 31 December 2022		
	Expected loss rate	**Gross carrying amount**	**Loss allowance**
	%	*US$'000*	*US$'000*
Within 3 months	3.28%	11,873	(390)

	At 31 December 2023		
	Expected loss rate	**Gross carrying amount**	**Loss allowance**
	%	*US$'000*	*US$'000*
Within 3 months	1.76%	63,708	(1,120)

	At 30 September 2024		
	Expected loss rate	**Gross carrying amount**	**Loss allowance**
	%	*US$'000*	*US$'000*
Within 3 months	1.50%	46,237	(695)

Movement in the loss allowance account in respect of trade receivables during the Track Record Period is as follows:

	Years ended 31 December			Nine months ended 30 September
	2021	2022	2023	2024
	US$'000	*US$'000*	*US$'000*	*US$'000*
At the beginning of the year/period	—	434	390	1,120
Impairment losses recognised/ (reversed)	432	(3)	729	(425)
Exchange adjustment	2	(41)	1	—
At the end of the year/period	434	390	1,120	695

(b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses, participation in supplier finance arrangements with banks and the raising of loans to cover expected cash demands, subject to approval by the parent company's board when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and readily realisable marketable securities and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following tables show the remaining contractual maturities at the end of each reporting period of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the respective reporting period) and the earliest dates the Group can be required to pay:

	At 31 December 2021					
	Contractual undiscounted cash outflow					
	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total	Carrying amount
	US$'000	*US$'000*	*US$'000*	*US$'000*	*US$'000*	*US$'000*
Trade payables	16,409	—	—	—	16,409	16,409
Other payables and accruals	100,612	—	—	—	100,612	100,612

	At 31 December 2022					
	Contractual undiscounted cash outflow					
	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total	Carrying amount
	US$'000	*US$'000*	*US$'000*	*US$'000*	*US$'000*	*US$'000*
Trade payables	11,647	—	—	—	11,647	11,647
Other payables and accruals	188,096	—	—	—	188,096	188,096

	At 31 December 2023					
	Contractual undiscounted cash outflow					
	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total	Carrying amount
	US$'000	*US$'000*	*US$'000*	*US$'000*	*US$'000*	*US$'000*
Trade payables	35,607	—	—	—	35,607	35,607
Other payables and accruals	112,898	—	—	—	112,898	112,898

	At 30 September 2024					
	Contractual undiscounted cash outflow					
	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total	Carrying amount
	US$'000	*US$'000*	*US$'000*	*US$'000*	*US$'000*	*US$'000*
Trade payables	32,836	—	—	—	32,836	32,836
Other payables and accruals	387,456	—	—	—	387,456	387,456
Lease liabilities	138	115	—	—	253	246

(c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's interest rate risk arises primarily from cash and cash equivalents. The Group's exposure to interest rate risk is not significant.

(d) Currency risk

The Group is exposed to currency risk primarily through sales and purchases which give rise to receivables, payables and cash balances that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relate. The currencies giving rise to this risk are RMB, US$ and Singapore dollars (SGD).

Foreign exchange contracts are usually used by the Group to manage foreign exchange risk associated with foreign currency-denominated assets and liabilities.

(i) Exposure to currency risk

The following table details the Group's exposure at the end of each reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposure are shown in US$, translated using the spot rate at the year/period-end date. Differences resulting from the translation of the financial statements of the Company and its subsidiaries using the functional currency other than US$ into the Group's presentation currency are excluded.

	At 31 December 2021		
	RMB	US$	SGD
	US$'000	*US$'000*	*US$'000*
Cash and cash equivalents	41,807	94,927	68
Trade receivables	—	14,871	—
Trade payables	(254)	(327)	—
Other payables	(38,449)	(184)	—
Net exposure arising from recognised assets and liabilities	3,104	109,287	68

	At 31 December 2022		
	RMB	US$	SGD
	US$'000	*US$'000*	*US$'000*
Cash and cash equivalents	6,529	14,633	59
Trade receivables	—	11,653	—
Prepayments and other receivables	1	2	—
Trade payables	(1,262)	(1,069)	—
Other payables	(74,045)	—	—
Net exposure arising from recognised assets and liabilities	(68,777)	25,219	59

	At 31 December 2023		
	RMB	US$	SGD
	US$'000	*US$'000*	*US$'000*
Cash and cash equivalents	6,575	47,463	126
Trade receivables	—	62,509	—
Trade payables	(325)	(594)	—
Other payables	(47,835)	(92)	—
Net exposure arising from recognised assets and liabilities	(41,585)	109,286	126

	At 30 September 2024		
	RMB	US$	SGD
	US$'000	*US$'000*	*US$'000*
Cash and cash equivalents	42,534	181,033	77
Trade receivables	—	13,812	—
Trade payables	(233)	(396)	—
Other payables	(23,826)	(1,241)	—
Net exposure arising from recognised assets and liabilities	18,475	193,208	77

(ii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's profit after tax (and retained profits) that would arise if foreign exchange rates to which the Group has significant exposure at the end of each reporting period had changed at that date, assuming all other risk variables remained constant.

	At 31 December 2021	
	Increase/ (decrease) in foreign exchange rates	Effect on profit after tax and retained profits
		US$'000
RMB	5%	155
	(5%)	(155)
USD	5%	5,464
	(5%)	(5,464)
SGD	5%	3
	(5%)	(3)

	At 31 December 2022	
	Increase/ (decrease) in foreign exchange rates	Effect on profit after tax and retained profits
		US$'000
RMB	5%	(3,439)
	(5%)	3,439
USD	5%	1,261
	(5%)	(1,261)
SGD	5%	3
	(5%)	(3)

	At 31 December 2023	
	Increase/ (decrease) in foreign exchange rates	Effect on profit after tax and retained profits
		US$'000
RMB	5%	(2,079)
	(5%)	2,079
USD	5%	5,464
	(5%)	(5,464)
SGD	5%	6
	(5%)	(6)

	At 30 September 2024	
	Increase/ (decrease) in foreign exchange rates	Effect on profit after tax and retained profits
		US$'000
RMB	5%	924
	(5%)	(924)
USD	5%	9,660
	(5%)	(9,660)
SGD	5%	4
	(5%)	(4)

(e) Commodity price risk

The price of commodity products is influenced by international and domestic market prices and changes in global supply and demand for such products, Both the international and domestic market price of commodities as well as the volatility of their supply and demand are beyond the control of the Company. Therefore, the volatility of commodity price may affect the revenue and comprehensive income of the Group, The Group did not engage in nor enter into any trading contracts and price arrangements to hedge the risk of volatility of commodity prices.

(f) Fair value measurement

(i) Financial assets and liabilities measured at fair value

Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of each reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, *Fair value measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.

- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.

- Level 3 valuations: Fair value measured using significant unobservable inputs.

	Fair value measurements as at categorised into Level 2			
	At 31 December			At 30 September
	2021	2022	2023	2024
Other financial assets:				
— Forward exchange contracts	—	—	175	3,884

The fair value of forward exchange contracts in Level 2 is determined by discounting the difference between the contractual forward price and the current forward price. The discount rate used is derived from the relevant government yield curve as at the end of each reporting period plus an adequate constant credit spread.

(ii) Fair value of financial assets and liabilities not carried at fair value

The carrying amounts of the Group's financial instruments at amortised cost were not materially different from their fair values as at 31 December 2021, 2022 and 2023 and 30 September 2024.

25 COMMITMENTS

Capital commitments outstanding at the end of each reporting period not provided for in the Historical Financial Information were as follows:

	At 31 December			At 30 September
	2021	2022	2023	2024
	US$'000	*US$'000*	*US$'000*	*US$'000*
Commitments in respect of property, plant and equipment				
— Contracted for	307,069	109,559	118,360	300,348

26 MATERIAL RELATED PARTY TRANSACTIONS

(a) Names and relationships of the related parties that had material transactions with the Group during the Track Record Period:

Name of related party	Relationships
NAS	Intermediate holding company
Shandong Nanshan Aluminium Co., Ltd. ("**Nanshan Aluminium**") 山東南山鋁業股份有限公司*	Intermediate holding company
Yantai Jintai International Co., Ltd ("**Jintai**") (煙台錦泰國際貿易有限公司)*	A subsidiary of Nanshan Aluminium
Shandong Nanshan International Travel Service Co., Ltd ("**NITS**") (山東南山國際旅行社有限公司)*	A Company controlled by the ultimate controlling party
Press Metal	Non-controlling shareholder of BAI with significant influence (up to 10 July 2024)/Non-controlling shareholder of the Company with significant influence (from 11 July 2024)
Mr. Santony	Director of BAI
Mr. George Santos	Mr. Santony's close family member
PT. Mahkota Karya Utama ("**MKU**")	A company controlled by Mr. Santony and/or his close family member
PT. Sanmas Mekar Abadi	A company controlled by Mr. Santony and/or his close family member
PT. Kapuas Bara Mineral	A company controlled by Mr. Santony and/or his close family member
PT. Bintangar Maju Abadi	A company controlled by Mr. Santony and/or his close family member
PT. Bintan Tayan Mineral	A company controlled by Mr. Santony and/or his close family member
PT. Bintan Bangun Karya	A company controlled by Mr. Santony and/or his close family member
PT. Bukit Batu Mulia	A company controlled by Mr. Santony and/or his close family member
PT. Cahaya Kota Nusantara	A company controlled by Mr. Santony and/or his close family member
CV PELITA ALAM SEMESTA	A company controlled by Mr. Santony and/or his close family member

Name of related party	Relationships
CV Galang Batang Prima	A company controlled by Mr. Santony and/or his close family member
PT. Foxy Energi Alam	A company controlled by Mr. Santony and/or his close family member
PT. Indo Aluvium Permata	A company controlled by Mr. Santony and/or his close family member
PT. Solid Surya Sejahtera	A company controlled by Mr. Santony and/or his close family member
PT. Solid Tambang Indonesia	A company controlled by Mr. Santony and/or his close family member
PT. Solid Beton Indonesia	A company controlled by Mr. Santony and/or his close family member
PT. Solid Pelayaran Indonesia	A company controlled by Mr. Santony and/or his close family member
PT. Solid Green Technology Indonesia	A company controlled by Mr. Santony and/or his close family member
PT. Solid Nusantara Indonesia	A company controlled by Mr. Santony and/or his close family member

* *The official names of these companies are in Chinese. The English translations are for identification purpose only.*

(b) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in Note 8 and certain of the highest paid employees as disclosed in Note 9, is as follows:

	Years ended 31 December			Nine months ended 30 September	
	2021	**2022**	**2023**	**2023**	**2024**
	US$'000	*US$'000*	*US$'000*	*US$'000* (unaudited)	*US$'000*
Short-term employee benefits.	348	427	447	356	529
Retirement scheme contributions.	24	26	29	22	24
	372	453	476	378	553

Total remuneration is included in "staff costs" (see Note 6(b)).

(c) Transactions with related parties

	Years ended 31 December			Nine months ended 30 September	
	2021	2022	2023	2023	2024
	US$'000	*US$'000*	*US$'000*	*US$'000* (unaudited)	*US$'000*
Purchase bauxite					
— Companies controlled by Mr. Santony and/or his close family member	29,926	50,650	21,748	21,941	11,848
Purchase other raw materials					
— Companies controlled by Mr. Santony and/or his close family member	584	1,934	2,740	2,065	2,000
Purchase property, plant and equipment					
— Companies controlled by Mr. Santony and/or his close family member	24,467	6,622	3,474	2,184	15,948
— Jintai	62,865	55,249	9,535	7,253	6,712
Purchase services					
— Nanshan Aluminium	10,376	11,538	12,019	8,325	6,256
— NITS	—	95	549	388	577
Purchase leasehold lands					
— Mr. George Santos	1,635	—	—	—	—
— Mr. Santony	—	—	1,090	1,100	—
— MKU	—	—	334	337	—
Sourcing service fee					
— Companies controlled by Mr. Santony and/or his close family member	2,422	3,891	9,375	5,489	4,078
Payment and collection for purchase of raw materials and service as sourcing agent					
— Companies controlled by Mr. Santony and/or his close family member	61,208	128,631	166,733	118,165	94,346
Sales of alumina and scraps materials					
— Press Metal	126,714	248,965	318,880	223,563	364,680
— A company controlled by Mr. Santony and/or his close family member	—	—	448	—	—
Proceeds from related parties					
— NAS	400	700	1,359	682	12,145
— Nanshan Aluminium	—	—	—	—	222
Repayment to related parties					
— NAS	132	1,083	2,202	2,210	5,392
— Nanshan Aluminium	—	—	—	—	222

(d) Balances with related parties

	At 31 December			At 30 September
	2021	2022	2023	2024
	US$'000	*US$'000*	*US$'000*	*US$'000*
Trade nature:				
Trade receivables				
— Press Metal	8,112	—	20,169	32,040
Prepayments and other receivables				
— Companies controlled by Mr. Santony and/or his close family member	21,406	259	7,868	1,704
Trade payables				
— Companies controlled by Mr. Santony and/or his close family member	15,559	9,011	17,153	11,435
Other payables and accruals				
— Nanshan Aluminium	—	10,057	—	—
— Jintai	13,112	25,183	15,604	9,065
— Companies controlled by Mr. Santony and/or his close family member	9,669	8,763	8,104	8,065
Non-trade nature:				
Prepayments and other receivables				
— NAS	—	—	5,500	5,559
Other payables and accruals				
— NAS	79,760	79,377	907	7,661
— Nanshan Aluminium	—	—	—	—
— Press Metal	296	296	—	—

The non-trade balances with related parties are unsecured, interest free and had no fixed term of repayment, and are expected to be settled upon listing.

At 31 December 2023 and 30 September 2024, the Group had unused bank credit lines with the amount of US$20,000,000 and US$35,000,000, respectively, which was guaranteed by the controlling shareholder of the Group. Such guarantee arrangement will be terminated upon listing.

(e) Immediate parent and ultimate controlling party

The directors of the Company consider the immediate parent and the ultimate controlling party of the Company at 30 September 2024 to be Nanshan Aluminium Investment Holding Limited and the village committee of Nanshan Village, Dongjiang Street, Longkou City, Shandong Province, the PRC, respectively.

27 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE ACCOUNTING PERIOD BEGINNING ON 1 JANUARY 2024

Up to the date of this report, the HKICPA has issued a number of new or amended standards, which are not yet effective for the accounting period beginning on 1 January 2024 and which have not been adopted in the Historical Financial Information. These developments include the following which may be relevant to the Group.

	Effective for accounting periods beginning on or after
Amendments to HKAS 21, *The effects of changes in foreign exchange rates: Lack of exchangeability*	1 January 2025
Amendments to HKFRS 9 and HKFRS 7, *Amendments to the Classification and Measurement of Financial Instruments*	1 January 2026
Annual improvements to HKFRS Accounting Standard-Volume 11	1 January 2026
HKFRS 18, *Presentation and Disclosure in Financial Statements*	1 January 2027
HKFRS 19, *Subsidiaries without Public Accountability: Disclosures*	1 January 2027
Amendments to HKFRS 10 and HKAS 28, *Sale or contribution of assets between an investor and its associate or joint venture*	To be determined

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

28 NON-ADJUSTING EVENTS AFTER THE REPORTING PERIOD

(a) On 20 December 2024, BAl declared dividends of US$304,724,000, among which US$7,009,000 are attributable to non-controlling interest, and such dividends will be paid upon listing.

(b) On 10 March 2025, each issued and unissued shares of the Company with a par value of US$0.000001 each was subdivided into 5 shares with a par value of US$0.0000002 each. Upon completion of the share subdivision, the issued shares of the Company were increased to 500,000,000 shares.

SUBSEQUENT FINANCIAL STATEMENTS

No audited financial statements have been prepared by the Company and its subsidiaries comprising the Group in respect of any period subsequent to 30 September 2024.

The following information does not form part of the Accountants' Report received from the Company's reporting accountants, KPMG, Certified Public Accountants, Hong Kong, as set out in Appendix I to this prospectus, and is included herein for illustrative purposes only.

The unaudited pro forma financial information should be read in conjunction with the section headed "Financial Information" in this prospectus and the historical financial information included in the Accountants' Report set out in Appendix I to this prospectus.

A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED NET TANGIBLE ASSETS

The following unaudited pro forma statement of adjusted net tangible assets of the Group is prepared in accordance with Rule 4.29 of the Listing Rules and is set out below to illustrate the effect of the Global Offering on the consolidated net tangible assets attributable to equity shareholders of the Company as at 30 September 2024 as if the Global Offering had taken place on 30 September 2024.

The unaudited pro forma statement of adjusted net tangible assets has been prepared for illustrative purposes only and because of its hypothetical nature, it may not give a true picture of the financial position of the Group had the Global Offering been completed as at 30 September 2024 or at any future date.

	Consolidated net tangible assets attributable to equity shareholders of the Company as at 30 September 2024(1)	Estimated net proceeds from the Global Offering(2)(4)	Unaudited pro forma adjusted net tangible assets	Unaudited pro forma adjusted net tangible assets per Share(3)(4)	
	US$'000	*US$'000*	*US$'000*	*US$*	*HK$*
Based on an Offer Price of HK$26.60 per Share	1,172,277	290,168	1,462,445	2.49	19.32
Based on an Offer Price of HK$31.50 per Share	1,172,277	344,128	1,516,405	2.58	20.03

Notes:

(1) The consolidated net tangible assets attributable to equity shareholders of the Company as at 30 September 2024 is arrived at after (i) deducting intangible assets of US$5,039,000; and (ii) adjusting the share of intangible assets attributable to non-controlling interests of US$116,000 from the consolidated total equity attributable to equity shareholders of the Company of US$1,177,200,000 as at 30 September 2024, which is extracted from the Accountants' Report set out in Appendix I to this prospectus.

(2) The estimated net proceeds from the Global Offering are calculated based on the indicative Offer Prices of HK$26.60 per Share (being the minimum Offer Price) and HK$31.50 per Share (being the maximum Offer Price), and 88,235,300 Shares to be issued under the Global Offering, after deduction of the underwriting fees and other related expenses paid or payable by the Group (excluding the listing expenses charged to profit or loss during the Track Record Period), and do not take into account any Shares which may be issued upon the exercise of the Over-allotment Option and the options granted under the Share Option Scheme of the Company.

(3) The unaudited pro forma adjusted net tangible assets per Share is arrived at after the adjustments referred to in the preceding paragraphs and on the basis that 588,235,300 Shares were in issue immediately following the completion of the share subdivision on a one-for-five basis and the Global Offering, and does not take into account any Shares which may be issued upon the exercise of the Over-allotment Option and the options granted under the Share Option Scheme of the Company.

(4) The estimated net proceeds from the Global Offering and the unaudited pro forma adjusted net tangible assets per Share are converted from or into Hong Kong dollars ("**HK$**") at an exchange rate of US$1.0000 to HK$7.7713 prevailing on 10 March 2025. No representation is made that US$ amounts have been, could have been or may be converted to HK$, or vice versa, at that rate or at any other rate.

(5) The Group's property interests as of 31 December 2024 have been valued by Valuer Jones Lang LaSalle Corporate Appraisal and Advisory Limited, an independent property valuer and consultant. The above pro forma statement of adjusted net tangible assets does not take into account the surplus arising from the revaluation of the Group's property interests amounting to approximately US$188,159,000. Revaluation surplus has not been recorded in the historical financial information of the Group and will not be recorded in the consolidated financial statements of the Group in future periods as the Group's property, plant and equipment and right-of-use assets are stated at cost less accumulated depreciation and impairment losses, if any. If the revaluation surplus were recorded in the Group's consolidated financial statements, additional annual depreciation of approximately US$6,272,000 would be charged against the profit in future periods.

(6) No adjustment has been made to reflect any trading result or other transactions of the Group entered into subsequent to 30 September 2024, including but not limited to the dividends of US$304,724,000 declared on 20 December 2024 by PT. Bintan Alumina Indonesia, among which US$7,009,000 are attributable to non-controlling interest. Had such dividends been declared on 30 September 2024, the pro forma adjusted net tangible assets would have decreased by approximately US$7,009,000 and the pro forma adjusted net tangible assets per Share would have decreased by approximately US$0.01 (equivalent to HK$0.09).

B. REPORT ON THE UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following is the text of a report received from the reporting accountants, KPMG, Certified Public Accountants, Hong Kong, in respect of the Group's pro forma financial information for the purpose in this prospectus.

KPMG

INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE COMPILATION OF PRO FORMA FINANCIAL INFORMATION

TO THE DIRECTORS OF NANSHAN ALUMINIUM INTERNATIONAL HOLDINGS LIMITED

We have completed our assurance engagement to report on the compilation of pro forma financial information of Nanshan Aluminium International Holdings Limited (the "**Company**") and its subsidiaries (collectively the "**Group**") by the directors of the Company (the "**Directors**") for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted net tangible assets as at 30 September 2024 and related notes as set out in Part A of Appendix IIA to the prospectus dated 17 March 2025 (the "**Prospectus**") issued by the Company. The applicable criteria on the basis of which the Directors have compiled the pro forma financial information are described in Part A of Appendix IIA to the Prospectus.

The pro forma financial information has been compiled by the Directors to illustrate the impact of the proposed offering of the ordinary shares of the Company (the "**Global Offering**") on the Group's financial position as at 30 September 2024 as if the Global Offering had taken place at 30 September 2024. As part of this process, information about the Group's financial position as at 30 September 2024 has been extracted by the Directors from the Group's historical financial information included in the Accountants' Report as set out in Appendix I to the Prospectus.

Directors' Responsibilities for the Pro Forma Financial Information

The Directors are responsible for compiling the pro forma financial information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" ("**AG 7**") issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**").

Our Independence and Quality Management

We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

Our firm applies Hong Kong Standard on Quality Management 1 "Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements", which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountants' Responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements ("**HKSAE**") 3420 "Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus" issued by the HKICPA. This standard requires that the reporting accountants plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the pro forma financial information in accordance with paragraph 4.29 of the Listing Rules, and with reference to AG 7 issued by the HKICPA.

For purpose of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information.

The purpose of pro forma financial information included in an investment circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of events or transactions as at 30 September 2024 would have been as presented.

A reasonable assurance engagement to report on whether the pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- the related pro forma adjustments give appropriate effect to those criteria; and
- the pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgement, having regard to the reporting accountants' understanding of the nature of the Group, the event or transaction in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our procedures on the pro forma financial information have not been carried out in accordance with attestation standards or other standards and practices generally accepted in the United States of America, auditing standards of the Public Company Accounting Oversight Board (United States) or any overseas standards and accordingly should not be relied upon as if they had been carried out in accordance with those standards and practices.

We make no comments regarding the reasonableness of the amount of net proceeds from the issuance of the Company's shares, the application of those net proceeds, or whether such use will actually take place as described in the section headed "Future Plans and Use of Proceeds" in the Prospectus.

Opinion

In our opinion:

a) the pro forma financial information has been properly compiled on the basis stated;

b) such basis is consistent with the accounting policies of the Group, and

c) the adjustments are appropriate for the purposes of the pro forma financial information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

KPMG
Certified Public Accountants
Hong Kong
17 March 2025

*The following is the preliminary financial information of our Group as of and for the year ended 31 December 2024 (the "**2024 Preliminary Financial Information**"), together with comparative figures as of and for the year ended 31 December 2023 and a discussion and analysis of our Group's financial condition and results of operations. The 2024 Preliminary Financial Information has not been audited. Investors should bear in mind that the 2024 Preliminary Financial Information in this Appendix IIB may be subject to adjustments.*

2024 PRELIMINARY FINANCIAL INFORMATION

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

for the year ended 31 December 2024
*(Expressed in United States dollars ("**US$**"))*

	Note	**2024**	**2023**
		US$'000 (unaudited)	*US$'000*
Revenue	*3*	1,020,668	677,785
Cost of sales		(503,978)	(480,117)
Gross profit		516,690	197,668
Other net income	*4*	17,047	11,485
Selling expenses		(5,489)	(3,193)
Administrative expenses		(28,246)	(18,140)
Impairment loss reversed/(recognised) on trade receivables		708	(729)
Profit from operations		500,710	187,091
Finance costs	*5(a)*	(6)	(2)
Profit before taxation	*5*	500,704	187,089
Income tax	*6(a)*	(43,295)	(13,564)
Profit for the year		457,409	173,525
Attributable to:			
Equity shareholders of the Company		401,812	122,665
Non-controlling interests		55,597	50,860
Profit for the year		457,409	173,525
Earnings per share			
Basic and diluted *(US$)*	*7*	0.94	0.35

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the year ended 31 December 2024
(Expressed in US$)

	2024	2023
	US$'000 (unaudited)	*US$'000*
Profit for the year	457,409	173,525
Other comprehensive income for the year		
Items that will not be reclassified to profit or loss:		
— Remeasurement of defined benefit obligations	(163)	(29)
— Exchange differences on translation into presentation currency of the Group	474	1
Items that are or may be reclassified subsequently to profit or loss:		
— Exchange differences on translation of financial statements of foreign operations	(71,914)	17,609
Other comprehensive income for the year	(71,603)	17,581
Total comprehensive income for the year	385,806	191,106
Attributable to:		
Equity shareholders of the Company	352,657	135,219
Non-controlling interests	33,149	55,887
Total comprehensive income for the year	385,806	191,106

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(Expressed in US$)

	Note	31 December 2024	31 December 2023
		US$'000 (unaudited)	*US$'000*
Non-current assets			
Property, plant and equipment		969,020	869,594
Right-of-use assets		50,932	52,698
Intangible assets		4,606	5,350
Prepayments and other receivables	*9*	50,742	2,175
		1,075,300	929,817
Current assets			
Inventories		99,619	129,881
Trade receivables	*8*	41,006	62,588
Prepayments and other receivables	*9*	46,246	60,820
Other financial assets		—	175
Restricted deposits		4,316	3,120
Cash and cash equivalents		454,152	251,561
		645,339	508,145
Current liabilities			
Trade payables	*10*	17,891	35,607
Contract liabilities		495	—
Lease liabilities		134	—
Other payables and accruals	*11*	362,062	112,898
Defined benefit obligations		21	20
Other financial liabilities		1,820	—
Current taxation		14,732	108
		397,155	148,633
Net current assets		248,184	359,512
Total assets less current liabilities		1,323,484	1,289,329

	Note	31 December 2024	31 December 2023
		US$'000 (unaudited)	*US$'000*
Non-current liabilities			
Lease liabilities		80	—
Defined benefit obligations		318	57
Deferred tax liabilities		28,726	19,632
		29,124	19,689
NET ASSETS		1,294,360	1,269,640
CAPITAL AND RESERVES			
Share capital		*	786,173
Reserves		1,264,225	132,625
Total equity attributable to equity shareholders of the Company		1,264,225	918,798
Non-controlling interests		30,135	350,842
TOTAL EQUITY		1,294,360	1,269,640

* The balance represented amount less than US$500.

NOTES TO THE 2024 PRELIMINARY FINANCIAL INFORMATION

1 General information

Nanshan Aluminium International Holdings Limited (the "**Company**") was incorporated in the Cayman Islands as an exempted company with limited liability on 28 June 2023 under the Companies Act (As Revised) of the Cayman Islands.

The Company is an investment holding company and has not carried on any business since the date of its incorporation save for the group reorganisation below. The Company and its subsidiaries (together, "**the Group**") are principally engaged in production and sales of alumina.

2 Material accounting policies

(a) Statement of compliance

The consolidated financial statements for the year ended 31 December 2024 have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("**HKFRSs**"), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("**HKASs**") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**"). These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The HKICPA has issued a number of new and revised HKFRSs. For the purpose of preparing these consolidated financial statements, the Group has adopted all applicable new and revised HKFRSs for the accounting period beginning on 1 January 2024.The Group has not early adopted any revised and new standards or interpretations that are not yet effective for the accounting period beginning on 1 January 2024. The revised and new accounting standards and interpretations issued but not yet effective for the accounting period beginning on 1 January 2024 are set out in note 13.

(b) Basis of preparation of the financial statements

Prior to the incorporation of the Company, the principal business of the Group was carried out through Global Aluminium International Pte. Ltd. ("**GAI**") and its subsidiary, PT. Bintan Alumina Indonesia ("**BAI**").

To rationalise the corporate structure in preparation for the listing of the Company's shares on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the Group underwent a reorganisation (the "**Reorganisation**"). As part of the Reorganisation, the Company became the holding company of the companies now comprising the Group in June 2024.

The Reorganisation mainly involved inserting some newly formed entities with no substantive business operations as the new holding companies of GAI. There were no changes in the economic substance of the ownership and business of the Group before and after the Reorganisation. Accordingly, the consolidated financial statements for the years ended 31 December 2024 and 2023 has been prepared and presented as a continuation of the financial statements of GAI and its subsidiary with the assets and liabilities recognised and measured at their historical carrying amounts prior to the Reorganisation.

The consolidated statements of profit or loss, the consolidated statements of profit or loss and other comprehensive income, the consolidated statements of changes in equity and the consolidated cash flow statements of the Group for the years ended 31 December 2024 and 2023 include the financial performance and cash flows of the companies now comprising the Group as if the current group structure had been in existence throughout the years ended 31 December 2024 and 2023, or since their respective dates of establishment, whichever is a shorter period. The consolidated statements of financial position of the Group as at 31 December 2024 and 2023 have been prepared to present the financial position of the companies now comprising the Group as at those dates as if the current group structure had been in existence as at the respective dates, taking into account the respective dates of establishment, where applicable. Intra-group balances, transactions and unrealised gains/losses on intra-group transactions are eliminated in full in preparing the financial statements.

3 Revenue

The principal activities of the Group are the production and sales of alumina (including aluminium hydroxide). Revenue is recognised at a point in time.

Revenue from contracts with customers within the scope of HKFRS 15 is as follows:

	2024	**2023**
	US$'000 (unaudited)	*US$'000*
Sales of alumina	1,020,668	677,785

The Group has applied the practical expedient in paragraph 121(a) of HKFRS 15 and does not disclose remaining performance obligations under existing sales contracts as the performance obligations under these contracts have an original expected duration of one year or less.

Geographical information

The following table sets out a breakdown of the revenue by geographic region based on the place of incorporation of the customer.

	2024	2023
	US$'000 (unaudited)	*US$'000*
Geographical region		
Malaysia	485,918	318,880
Hong Kong	408,637	223,542
Singapore	90,154	55,108
Indonesia	33,215	—
South Korea	2,744	2,177
Mainland China	—	67,461
Switzerland	—	10,617
	1,020,668	677,785

Most of the Group's non-current assets are located in Indonesia.

4 Other net income

	2024	2023
	US$'000 (unaudited)	*US$'000*
Interest income on financial assets measured at amortised cost	11,350	8,405
Net foreign exchange gain	6,458	2,546
Gain from sales of scraps materials	688	584
(Loss)/gain of forward exchange contracts at fair value through profit or loss	(1,928)	251
Others	479	(301)
	17,047	11,485

5 Profit before taxation

Profit before taxation is arrived at after charging:

(a) Finance costs

	2024	2023
	US$'000 (unaudited)	*US$'000*
Interest on defined benefit obligations	3	2
Interest on lease liabilities	3	—
	6	2

(b) Staff costs

	Note	2024	2023
		US$'000 (unaudited)	*US$'000*
Salaries, wages and other benefits		37,729	21,271
Contributions to defined contribution retirement plans	*(i)*	2,026	1,246
Expenses recognised in respect of defined benefit obligations		118	25
		39,873	22,542

Note:

(i) As stipulated by rules and regulations in the Indonesia, subsidiaries in the Indonesia are required to contribute to a state-managed retirement plan for all its employees at a certain percentage of the basic salaries of its employees. The state-managed retirement plan is responsible for the entire pension obligations payable to all retired employees. Under the state-managed retirement plan, the Group has no further obligations for the actual pension payments or post-retirement benefits beyond the annual contributions.

(c) Other items

	2024	2023
	US$'000 (unaudited)	*US$'000*
Auditors' remuneration		
— Annual audit services	333	—
— Other services *(note (i))*	1,323	—
	1,656	—
Amortisation cost of intangible assets	676	389
Depreciation and amortisation		
— Property, plant and equipment	57,494	49,208
— Right-of-use assets	2,151	2,146
	59,645	51,354
Listing expenses	4,984	625
Impairment loss reversed/(recognised) on trade receivables	708	(729)
Cost of inventories *(note (ii))*	503,978	480,117

Notes:

(i) Other services include US$1,323,000 (2023: nil) which is also included in the listing expenses disclosed separately above.

(ii) Cost of inventories includes US$89,001,000 (2023:US$82,492,000) relating to staff costs and depreciation and amortisation expenses, which amount is also included in the respective total amounts disclosed separately above or in note 4(b) for each of these types of expenses.

6 Income tax in the consolidated statement of profit or loss

(a) Taxation in the consolidated statement of profit or loss represents:

	2024	2023
	US$'000 (unaudited)	*US$'000*
Current tax		
— Corporate Income Tax	871	108
— Withholding tax	33,330	2,741
	34,201	2,849
Deferred tax		
— Origination and reversal of temporary differences	9,094	10,715
	43,295	13,564

(b) Reconciliation between tax expense and accounting profit at applicable tax rates

	2024	2023
	US$'000 (unaudited)	*US$'000*
Profit before taxation	500,704	187,089
Notional tax on profit before taxation, calculated at the rates applicable to profits in the countries concerned	867	154
Tax effect of unused tax losses not recognised	4	2
Utilisation of tax losses previously not recognised	—	(48)
Withholding tax of foreign sourced income	33,330	2,741
Undistributed profits of foreign subsidiaries	9,094	10,715
Actual tax expense	43,295	13,564

Notes:

(i) The subsidiary incorporated in Singapore is subject to Singapore Corporate Income Tax ("**Singapore CIT**") at the statutory rate of 17% on any estimated assessable profits arising in Singapore during the years ended 31 December 2024 and 2023.

(ii) The subsidiary incorporated in Indonesia is subject to Indonesia Corporate Income Tax ("**Indonesia CIT**") at the statutory rate of 22% on any estimated assessable profits arising in Indonesia during the years ended 31 December 2024 and 2023. In 2021, the main operating subsidiary of the Company in Indonesia, BAI, obtained approvals from the relevant tax authorities for entitlement of an Indonesia CIT exemption consisting of a 20-year-exemption of Indonesia CIT commencing from 2021 to 2040 and a 50% reduction in ordinary tax rate from 2041 to 2042.

(iii) Taxation for group entities in other tax jurisdictions is charged at the appropriate current rates of taxation ruling in the relevant tax jurisdictions.

7 Earnings per share

The calculation of basic and diluted earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of US$401,812,000 (2023: US$122,665,000) and the weighted average number of ordinary shares in issue or deemed to be in issue during the year.

The Group underwent the Reorganisation, pursuant to which the Company became the holding company of GAI in June 2024. Prior to the incorporation of the Company, the principal business of the Group was carried out through GAI and its subsidiary, BAI. For the purpose of computing basic earnings per share, the weighted average number of ordinary shares deemed to be in issue before the Reorganisation was determined assuming the Reorganisation had occurred since 1 January 2023, at the exchange ratio established in the Reorganisation.

In addition, on 10 March 2025, each of the Company's issued ordinary shares was subdivided into 5 shares. Accordingly, the weighted average number of shares throughout the periods presented has also been adjusted retrospectively for the impact of such share subdivision.

Weighted average number of ordinary shares

	2024	**2023**
	'000 (unaudited)	*'000*
Issued ordinary shares at 1 January	74,411	66,677
Effect of ordinary shares in issue or deemed to be in issue	10,662	3,223
Effect of share subdivision	340,292	279,598
Weighted average number of ordinary shares at 31 December	425,365	349,498

As there were no potential dilutive ordinary shares during the years ended 31 December 2024 and 2023, the diluted earnings per share were the same as the basic earnings per share.

8 Trade receivables

	2024	2023
	US$'000 (unaudited)	*US$'000*
Trade receivables		
— Related parties	35	20,169
— Third parties	41,345	43,539
	41,380	63,708
Less: loss allowance	(374)	(1,120)
	41,006	62,588

All of the trade receivables are expected to be recovered within one year.

Ageing analysis

As of the end of the reporting period, the ageing analyses of trade receivables, based on the date of revenue recognition and net of loss allowance, are as follows:

	2024	2023
	US$'000 (unaudited)	*US$'000*
Within 3 months	41,006	62,588

Trade receivables are typically due within 30 working days upon the date of billing.

9 Prepayments and other receivables

	2024	2023
	US$'000 (unaudited)	*US$'000*
Current portion		
Prepayments		
— Purchase of inventories	29,059	45,677
Value-added tax recoverable	15,476	8,950
Amount due from related parties	1	5,500
Listing expenses to be capitalised *(note (i))*	693	83
Others	1,017	610
	46,246	60,820
Non-current portion		
Prepayments		
— Purchase of leasehold lands	1,757	1,825
— Purchase of property, plant and equipment	48,985	350
	50,742	2,175

Note:

(i) The balances will be transferred to the share premium account within equity upon the listing of the Company's shares on the Stock Exchange.

10 Trade payables

	2024	2023
	US$'000 (unaudited)	*US$'000*
Related parties	6,767	17,153
Third parties	11,124	18,454
	17,891	35,607

All trade payables are expected to be settled within one year or are repayable on demand.

Ageing analysis

An ageing analysis of trade payables as at the end of the reporting period, based on the invoice date, is as follows:

	2024	2023
	US$'000 (unaudited)	*US$'000*
Within 1 year	17,891	35,607

11 Other payables and accruals

	2024	2023
	US$'000 (unaudited)	*US$'000*
Amounts due to related parties *(note (i))*	—	907
Dividend payable	267,058	950
Payables for purchase of property, plant and equipment	83,302	106,208
Accrued payroll and other benefits	6,601	2,572
Taxes and surcharge payables	1,203	854
Others	3,898	1,407
	362,062	112,898

Note:

(i) The balance due to related parties were non-trade, unsecured, interest free and had no fixed term of repayment.

All of the balance are expected to be settled within one year.

12 Dividends

(a) Dividends payable to equity shareholders of the Company during the year:

	2024	2023
	US$'000 (unaudited)	*US$'000*
Dividend declared by the Company	260,000	—

As at 31 December 2024, the declared but unpaid dividend of US$260,000,000 of the Company was recognised as dividend payable, which is expected to be settled upon the listing of the Company's shares on the Stock Exchange.

(b) Profit distributions to shareholders of the subsidiaries declared during the year:

	2024	2023
	US$'000 (unaudited)	*US$'000*
Dividend declared and paid by BAI	100,336	37,970
Dividend declared by BAI *(note (i))*	304,724	—
Dividend declared and paid by GAI	66,736	18,050
Dividend declared by GAI *(note (ii))*	—	950

Notes:

(i) As at 31 December 2024, the declared dividend of US$304,724,000 of BAI was recognised as dividend payable, which has not been settled as at 31 December 2024.

(ii) As at 31 December 2023, the declared but unpaid dividend of US$950,000 of GAI was recognised as dividend payable, which has been paid in January 2024.

13 Possible impact of amendments, new standards and interpretations issued but not yet effective for the accounting period beginning on 1 January 2024

The HKICPA has issued a number of new or amended standards, which are not yet effective for the accounting period beginning on 1 January 2024 and which have not been adopted in the consolidated financial statements for the year ended 31 December 2024. These developments include the following which may be relevant to the Group.

	Effective for accounting periods beginning on or after
Amendments to HKAS 21, *The effects of changes in foreign exchange rates: Lack of exchangeability*	1 January 2025
Amendments to HKFRS 9 and HKFRS 7, *Amendments to the Classification and Measurement of Financial Instruments*	1 January 2026
Annual improvements to HKFRS Accounting Standard-Volume 11	1 January 2026
HKFRS 18, *Presentation and Disclosure in Financial Statements*	1 January 2027
HKFRS 19, *Subsidiaries without Public Accountability: Disclosures*	1 January 2027
Amendments to HKFRS 10 and HKAS 28, *Sale or contribution of assets between an investor and its associate or joint venture*	To be determined

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

BUSINESS REVIEW AND OUTLOOK

We are an alumina manufacturer in Southeast Asia. In 2023, our Group ranked among the first in Indonesia and Southeast Asia in terms of designed production capacity, second in terms of actual production volume in the Southeast Asian alumina market and had a 34.9% market share in the Southeast Asia alumina industry by actual production volume, according to Frost & Sullivan. We commenced commercial production in the second quarter of 2021 and recorded revenue since July 2021.

Our production facilities are all located in the Special Economic Zone, Bintan Island, Riau Islands Province. Our alumina production facilities currently in operation under Phase I Alumina Production Project and Phase II Alumina Production Project, with designed annual alumina production capacity of two million tons, are all under the command of our centralised control platform. Our New Alumina Production Project has already commenced construction and it is expected that the production operation for the first one million tons of alumina per annum and second one million tons of alumina per annum will commence in the second half of 2025 and the second half of 2026, respectively.

We have established a stable and long-term cooperation relationship with Press Metal, who accounted for a significant percentage of the sales of alumina produced by our Company in view of the offtake arrangement we have with them. We have a mutually beneficial relationship with Press Metal. By having a strong and consistent purchaser, we are able to secure and lock a significant portion of our production capacity. In turn, we believe Press Metal benefits from a reliable and consistent supply of high-quality alumina, which is crucial for their own operations and overall business success.

Going forward, we plan to implement the following strategies, which we believe, will strengthen our core competitive strengths and enable us to capture rising business opportunities:

- To increase our production capacity in tandem with surging market demand and to achieve greater economy of scale.

- By integrating resources, fostering cooperation and innovation, and optimising processes, we aim to reduce costs and improve our efficiency, enhancing our competitiveness and sustainable development.

- Continuously attract, develop and motivate talents to build a global leading production and management team.

- Increasing ESG investment, building a century-long foundation, and setting a benchmark for sustainable development.

Since 31 December 2024 and up to the Latest Practicable Date, our business generally experienced continued growth and, to the best of our knowledge, (i) there has been no material adverse change in our financial or trading position; and (ii) there has been no material adverse change in our business, the industry in which we operate and/or market or regulatory environment to which we are subject.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND OPERATION RESULTS

Year-to-Year Comparison of Results of Operations

Revenue

Our revenue increased by 50.6% from US$677.8 million in FY2023 to US$1,020.7 million in FY2024, which as primarily due to the increase in the sales volume and average selling price of our alumina by approximately 13.4% and 32.8%, respectively.

Cost of Sales

Our cost of sales recorded a slight increase by 5.0% from US$480.1 million in FY2023 to US$504.0 million in FY2024.

Gross Profit and Gross Profit Margin

Our gross profit increased significantly by 161.4% from US$197.7 million in FY2023 to US$516.7 million in FY2024, which was primarily driven by our increase in revenue. Our gross profit margin also increased significantly from 29.2% in FY2023 to 50.6% in FY2024, primarily due to the increase in our average selling price of alumina from US$356 per ton in FY2023 to US$473 per ton in FY2024 which outweighed the increase in our cost of sales.

Other Net Income

Our other net income increased by 48.4% from US$11.5 million in FY2023 to US$17.0 million in FY2024, primarily due to (a) an increase in net foreign exchange gain by US$3.9 million, and (b) an increase in interest income on financial assets measured at amortised cost, representing the Group's demand deposits with banks, by US$2.9 million.

Selling Expenses

Our selling expenses increased from US$3.2 million in FY2023 to US$5.5 million in FY2024, which was primarily attributable to our increase in sales.

Administrative Expenses

Our administrative expenses increased from US$18.1 million in FY2023 to US$28.2 million in FY2024, primarily due to the increase in listing expenses and salaries and allowances.

Impairment Losses Reversed/(Recognised) on Trade Receivables

We recognised impairment losses on trade receivables of US$0.7 million in FY2023, and a reversal of such impairment losses of US$0.7 million in FY2024. Such reversal was primarily due to our collection of trade receivables, leading to a reduction of our impairment losses.

Income Tax Expense

We incurred income tax expense of US$13.6 million in FY2023, which increased to US$43.3 million in FY2024, primarily due to the withholding tax in relation to the dividend distribution of GAI, and the recognition of deferred tax liabilities in relation to the undistributed profits of BAI.

Profit for the Year

As a result of the foregoing, our profit for the year increased from US$173.5 million in FY2023 to US$457.4 million in FY2024.

Discussion of Certain Selected Items of Consolidated Statement of Financial Position

Property, Plant and Equipment

Our property, plant and equipment primarily consisted of (i) buildings, (ii) plant and machinery, (iii) furniture and fixtures, (iv) motor vehicles; and (v) construction in progress. Our property, plant and equipment increased from US$869.6 million as at 31 December 2023 to US$969.0 million as at 31 December 2024, primarily due to our capital expenditure for the development our New Alumina Production Project.

Inventories

Our inventories primarily consisted of (i) raw materials, which primarily included bauxite, coals and caustic soda procured for the production of alumina; (ii) work in progress, which included semi-finished products; and (iii) finished goods, which consisted of alumina for sale to customers. Our inventories decreased by 23.3% from US$129.9 million as at 31 December 2023 to US$99.6 million as at 31 December 2024, primarily due to our utilisation of raw materials for production during FY2024, coupled with the fact that we slowed down our bauxite procurement during FY2024 with a view to utilise the inventories we stocked up in FY2023 to control our inventories.

Right-of-Use Assets

Our right-of-use assets primarily represented our leasehold lands in Indonesia for our production base. Our right-of-use assets decreased slightly from US$52.7 million as at 31 December 2023 to US$50.9 million as at 31 December 2024, primarily due to depreciation charges incurred during FY2024 and negative exchange adjustment.

Intangible Assets

Our intangible assets mainly consisted of software used for our business operations. Our intangible assets decreased from US$5.4 million as at 31 December 2023 to US$4.6 million as at 31 December 2024, primarily due to the effect of amortisation.

Cash and cash equivalents

Our cash and cash equivalents were mainly denominated in IDR or USD. Our cash and cash equivalents increased from US$251.6 million as at 31 December 2023 to US$454.2 million as at 31 December 2024, primarily due to our cash generated from operations in FY2024.

Trade Receivables

Our trade receivables represented outstanding trade receivables from our customers for the purchase of our products. Our trade receivables decreased from US$62.6 million as at 31 December 2023 to US$41.0 million as at 31 December 2024, primarily due to settlement made by our customers.

Prepayments and Other Receivables

Our prepayments and other receivables primarily consisted of (i) prepayments for purchase of leasehold lands; (ii) prepayments for purchase of property, plant and equipment; (iii) prepayments for purchase of inventories; (iv) value-added tax recoverable; (v) amount due from related parties; (vi) listing expenses to be capitalised; and (vii) others. Our prepayments and other receivables (inclusive of both current and non-current portion) amounted to US$63.0 million as at 31 December 2023, and increased to US$97.0 million as at 31 December 2024, primarily as a result of our increased prepayments for purchase of property, plant and equipment in connection with the construction of our New Alumina Production Project.

Trade Payables

Our trade payables mainly included payables to our raw materials suppliers. Our trade payables amounted to US$35.6 million as at 31 December 2023, and decreased to US$17.9 million as at 31 December 2024, primarily due to the settlements made by our Group.

Contract Liabilities

Our contract liabilities primarily represented advance payments received from our customers for our products that were yet to be delivered, which amounted to nil and US$0.5 million as at 31 December 2023 and 2024, respectively.

Other Payables and Accruals

Our other payables and accruals mainly included (i) payables for purchase of property, plant and equipment; and (ii) dividend payable. Our other payables and accruals increased from US$112.9 million as at 31 December 2023 to US$362.1 million as at 31 December 2024, primarily due to an increase in our divided payable.

Net Current Assets

The table below sets forth our current assets and current liabilities as at the dates indicated:

	As at 31 December	
	2023	2024
	US$'000	*US$'000*
Current assets		
Inventories	129,881	99,619
Trade receivables	62,588	41,006
Prepayments and other receivables	60,820	46,246
Other financial assets	175	—
Restricted deposits	3,120	4,316
Cash and cash equivalents	251,561	454,152
	508,145	645,339
Current liabilities		
Trade payables	35,607	17,891
Contract liabilities	—	495
Lease liabilities	—	134
Other payables and accruals	112,898	362,062
Defined benefit obligations	20	21
Other financial liabilities	—	1,820
Current taxation	108	14,732
	148,633	397,155
Net current assets	**359,512**	**248,184**

Our net current assets decreased from US$359.5 million as at 31 December 2023 to US$248.2 million as at 31 December 2024, primarily due to (i) an increase in other payables and accruals of US$249.2 million; (ii) a decrease in inventories of US$30.3 million; and (iii) a decrease in trade receivables of US$21.6 million, partially offset by an increase in cash and cash equivalents of US$202.6 million.

Indebtedness

Our indebtedness primarily consisted of (i) amounts due to related parties, and (ii) lease liabilities. The table below sets forth a breakdown of our total indebtedness as at the dates indicated:

	As at 31 December	
	2023	2024
	US$'000	*US$'000*
Non-current portion		
Lease liabilities	—	80
Current portion		
Amounts due to related parties	907	—
Lease liabilities	—	134
Total	**907**	**214**

Key Financial Ratios

The table below sets forth our key financial ratios for the years/as at the dates indicated:

	As at/for the year ended 31 December	
	2023	2024
Profitability:		
Gross profit margin(1)	29.2%	50.6%
Net profit margin(2)	25.6%	44.8%
Rates of return:		
Return on equity(3)	13.7%	35.3%
Return on total assets(4)	12.1%	26.6%
Liquidity:		
Quick ratio *(times)*(5)	2.54	1.37
Current ratio *(times)*(6)	3.42	1.62

Notes:

(1) Gross profit margin equals gross profit divided by total revenue for the year, multiplied by 100%.

(2) Net profit margin equals net profit divided by total revenue for the year, multiplied by 100%.

(3) Return on equity ratio equals net profit for the year divided by total equity as at the relevant dates, multiplied by 100%.

(4) Return on total assets ratio equals net profit for the year divided by total assets as at the relevant dates, multiplied by 100%.

(5) Quick ratio represents current assets less inventories and divided by current liabilities as at the relevant dates.

(6) Current ratio represents current assets divided by current liabilities as at the relevant dates.

Return on Equity

Our return on equity increased from 13.7% for FY2023 to 35.3% for FY2024, primarily attributable to our increase in net profit.

Return on Total Assets

Our return on total assets increased from 12.1% for FY2023 to 26.6% for FY2024, primarily attributable to our increase in net profit.

Quick Ratio

Our quick ratio decreased from 2.54 times as at 31 December 2023 to 1.37 times as at 31 December 2024, mainly due to the increase in current liabilities arising from the increase other payables and accrual, which outweighed the increase in cash and cash equivalents.

Current Ratio

Our current ratio decreased from 3.42 times as at 31 December 2023 to 1.62 times as at 31 December 2024, mainly due to the increase in current liabilities arising from the increase other payables and accrual, which outweighed the increase in cash and cash equivalents.

DISCLOSURE ABOUT MARKET RISK

See “Financial Information — Risk Disclosures” in this prospectus for further information.

CODE ON CORPORATE GOVERNANCE PRACTICES

Since we were not yet listed on the Stock Exchange during the year ended 31 December 2024, the Corporate Governance Code as set out in Appendix C1 to the Listing Rules was not applicable to us during such period. After the Listing, save as disclosed in "Directors and Senior Management — Corporate Governance", we will comply with all the code provisions set forth in the Corporate Governance Code.

REVIEW OF OUR PRELIMINARY FINANCIAL INFORMATION

The unaudited financial information in respect of our consolidated statement of financial position, consolidated statement of profit or loss, consolidated statement of profit or loss and other comprehensive income and the related notes thereto for the year ended 31 December 2024 as set out in the section headed "2024 Preliminary Financial Information" in this Appendix IIB of this prospectus have been agreed by the reporting accountants of our Company to the amounts set out in our draft consolidated financial statements for the year ended 31 December 2024, following their work under Practice Note 730 (Revised) "Guidance for Auditors Regarding Preliminary Announcement of Annual Results" issued by the Hong Kong Institute of Certified Public Accountants. The work performed by the reporting accountants of our Company in this respect did not constitute an assurance engagement and consequently no opinion or assurance conclusion has been expressed by the reporting accountants of our Company on the 2024 Preliminary Financial Information.

PURCHASE, SALE OR REDEMPTION OF OUR COMPANY'S SHARES

Since we were not yet listed on the Stock Exchange during the year ended 31 December 2024, this disclosure requirement is not applicable to us.

The following is the text of a letter, summary of values and valuation certificates, prepared for the purpose of incorporation in this prospectus received from Jones Lang LaSalle Corporate Appraisal and Advisory Limited, an independent valuer, in connection with its valuation as at 31 December 2024 of the property interest held by the Group.

JLL®
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Jones Lang LaSalle Corporate Appraisal and Advisory Limited
7/F One Taikoo Place 979 King's Road Hong Kong
Tel: +852 2846 5000 Fax: +852 2169 6001
Company Licence No.: C-030171

17 March 2025

The Board of Directors
Nanshan Aluminium International Holdings Limited
Cricket Square,
Hutchins Drive, PO Box 2681,
Grand Cayman KY1-1111,
Cayman Islands

Dear Sirs,

In accordance with your instructions to value the property interest held by Nanshan Aluminium International Holdings Limited (the "**Company**") and its subsidiaries (hereinafter together referred to as the "**Group**") in Indonesia, we confirm that we have carried out inspections, made relevant enquiries and searches and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the market value of the property interest as at 31 December 2024 (the "**valuation date**").

Our valuation is carried out on a market value basis. Market value is defined as "the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".

Due to the nature of the buildings and structures of the property and the particular location in which they are situated, there are unlikely to be relevant market comparable sales readily available. It has therefore been valued by cost approach with reference to their depreciated replacement cost.

Depreciated replacement cost is defined as "the current cost of replacing an asset with its modern equivalent asset less deductions for physical deterioration and all relevant forms of obsolescence and optimization." It is based on an estimate of the market value for the existing use of the land, plus the current cost of replacement (reproduction) of the improvements, less deductions for physical deterioration and all relevant forms of obsolescence and optimization. The depreciated replacement cost of the property interest is subject to adequate potential profitability of the concerned business. In our valuation, it applies to the whole of the complex or development as a unique interest, and no piecemeal transaction of the complex or development is assumed.

For the land portion of property, we have valued the property interest by direct comparison approach assuming sale of the property interest in its existing state with the benefit of immediate vacant possession and by making reference to comparable sales transactions as available in the relevant market.

Our valuation has been made on the assumption that the seller sells the property interest in the market without the benefit of a deferred term contract, leaseback, joint venture, management agreement or any similar arrangement, which could serve to affect the values of the property interest.

No allowance has been made in our report for any charge, mortgage or amount owing on any of the property interest valued nor for any expense or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is assumed that the properties are free from encumbrances, restrictions and outgoings of an onerous nature, which could affect their value.

In valuing the property interest, we have complied with all requirements contained in Chapter 5 and Practice Note 12 of the Rules Governing the Listing of Securities issued by The Stock Exchange of Hong Kong Limited; the RICS Valuation – Global Standards published by the Royal Institution of Chartered Surveyors; the HKIS Valuation Standards published by the Hong Kong Institute of Surveyors; and the International Valuation Standards published by the International Valuation Standards Council.

We have relied to a very considerable extent on the information given by the Group and have accepted advice given to us on such matters as tenure, planning approvals, statutory notices, easements, particulars of occupancy, lettings, and other relevant matters.

We have been shown copies of various title documents including land certificates and building permits relating to the property interest and have made relevant enquiries. Where possible, we have examined the original documents to verify the existing title to the property interest in Indonesia and any material encumbrance that might be attached to the property interest or any tenancy amendment. We have relied considerably on the legal opinion given by the Company's Indonesia legal advisor Persekutuan Perdata EY Law Indonesia, concerning the validity of the property interest in Indonesia.

We have not carried out detailed measurements to verify the correctness of the areas in respect of the property but have assumed that the areas shown on the title documents and official site plans handed to us are correct. All documents and contracts have been used as reference only and all dimensions, measurements and areas are approximations. No on-site measurement has been taken.

We have inspected the exterior and where possible, the interior of the property. However, we have not carried out investigation to determine the suitability of the ground conditions and services for any development thereon. Our valuation has been prepared on the assumption that these aspects are satisfactory. Moreover, no structural survey has been made, but, in the course of our inspection, we did not note any serious defect. We are not, however, able to report whether the property is free of rot, infestation or any other structural defect. No tests were carried out on any of the services.

The site inspection was carried out on 19 to 22 March 2024 by Mr. Agus Prianto and Ms. Bavis Tam. Additional site inspection was carried out on 9 to 10 December 2024 by Mr. Muhammad Iqbal. Mr. Agus Prianto and Mr. Muhammad Iqbal are registered valuers of the Ministry of Finance of Republic of Indonesia and a member of the Indonesia Society of Appraisers. Mr. Agus Prianto and Mr. Muhammad Iqbal have more than 15 years and more than 7 years of experience in the valuation of various properties in Indonesia, respectively. Ms. Bavis Tam is a probationer of the RICS and has more than 4 years' experience in the valuation of properties in Hong Kong and the Asia Pacific.

We have had no reason to doubt the truth and accuracy of the information provided to us by the Group. We have also sought confirmation from the Group that no material factors have been omitted from the information supplied. We consider that we have been provided with sufficient information to arrive at an informed view, and we have no reason to suspect that any material information has been withheld.

Unless otherwise stated, all monetary figures stated in this report are in Indonesian Rupiah (IDR).

Our valuation certificate is attached below for your attention.

Yours faithfully,
for and on behalf of
Jones Lang LaSalle Corporate Appraisal and Advisory Limited
Gilbert C. H. Chan
MRICS MHKIS R.P.S. (GP)
Senior Director

Note: Gilbert C.H. Chan is a Chartered Surveyor who has 32 years' experience in the valuation of properties in Hong Kong and 30 years of property valuation experience in the Asia-Pacific region.

VALUATION CERTIFICATE

Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 31 December 2024 IDR
Industrial complex located in Desa Gunung Kijang, Kecamatan, Gunung Kijang, Kabupaten Bintan, Kepulauan Riau, Indonesia.	The property comprises 141 buildings with a total gross floor area of approximately 209,292.23 sq.m. and ancillary structures erected thereon which were completed in various stages between 2017 to 2024. The buildings mainly include production facilities, offices, hotel, commercial building, canteens and staff quarters. Ancillary structures mainly include road, river channel, dam, boundary walls, storage facilities, storage, tanks, chimney and dock facilities. As at the valuation date, portion of the property was under construction and scheduled to be completed in 2025. Upon completion, it will have a total gross floor area of approximately 4,417,382 sq.m. As advised by the Group, total construction cost of the construction in progress ("**CIP**") of the property is estimated to be approximately 5,144,024,633,528, of which approximately IDR2,234,227,750,048 had been incurred up to the valuation date. The property is located in the district of Bintan Island. Bintan Island is situated in the Riau Archipelago of Indonesia. The locality of the property is an industrial area with some large-scale factory complexes. The land use rights of the property have been granted to the Group under SHGB and SKPPT. (See notes 2 to 4 below)	As at the valuation date, the property was occupied by the Group for production, office, staff quarters and ancillary purposes.	14,042,400,000,000 of which 97.7% interest attribute to the Group: 13,719,424,800,000

Notes:

1. PT. Bintan Alumina Indonesia ("**PT. BAI**") is a 97.7% owned subsidiary of the Company.

2. Pursuant to 4 "Sertifikat Hak Guna Bangunan" or SHGB – (Right to Build Certificate) over State Land (i.e., land owned by the Government) issued by the Head of the Bintan District Land Office dated between 2015 and 2021, a total site area of approximately 1,959,254 sq.m. was granted to PT. Bintan Alumina Indonesia, the title particulars of the property are as follows:–

No.	Documents	Address	Area of Land (sq.m.)	Period of use	Details on Encumbrances
1	Right to Build Certificate No. 00140 under the name of PT. Bintan Alumina Indonesia, Dated 6 October 2017	Desa Gunung Kijang, Kecamatan, Gunung Kijang, Kabupaten Bintan, Kepulauan Riau	791,200	25 August 2045	N/A
2	Right to Build Certificate No. 00134 under the name of PT. Bintan Alumina Indonesia, Dated 29 September 2015	Desa Gunung Kijang, Kecamatan, Gunung Kijang, Kabupaten Bintan, Kepulauan Riau	1,060,444	8 September 2045	N/A
3	Right to Build Certificate No. 00150 under the name of PT. Bintan Alumina Indonesia, Dated 23 March 2021	Desa Gunung Kijang, Kecamatan, Gunung Kijang, Kabupaten Bintan, Kepulauan Riau	19,310	16 March 2051	N/A
4	Right to Build Certificate No. 00153 under the name of PT. Bintan Alumina Indonesia, Dated 2 August 2021	Desa Gunung Kijang, Kecamatan, Gunung Kijang, Kabupaten Bintan, Kepulauan Riau	88,300	26 July 2051	N/A

3. Pursuant to 162 "Surat Keterangan Pengoperan dan Penguasaan Tanah" or SKPPT – (Letter of Land Transfer and Control), a traditional land control documents recognised by the Village Head of Gunung Kijang and the Chief of Gunung Kijang District dated between 2017 and 2023, PT. Bintan Alumina Indonesia has land control over various parcels of land of a total site area of approximately 2,484,688 sq.m., the details of the property are as follows:–

No.	Documents	Address	Area of Land (sq.m.)
1	Statement of Physical Control over Land (Sporadic) under PT. Bintan Alumina Indonesia with Registration Number 112/SPPPBT/DGK/IX/2020 Dated 10 September 2020.	Kp. Tg. Tangkap, RT 006 RW 003, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	16,515
2	Statement of Physical Control over Land (Sporadic) under PT. Bintan Alumina Indonesia with Registration Number 113/SPPPBT/DGK/IX/2020 Dated 10 September 2020.	Kp. Tg. Tangkap, RT 006 RW 003, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan Kijang, Kec. Gunung Kijang, Kab. Bintan	18,750

No.	Documents	Address	Area of Land (sq.m.)
3	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 231/SKPPT/GKJ/VI/2017 Dated 7 June 2017	Kp. Tg. Tangkap, RT 006 RW 003, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
4	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 235/SKPPT/GKJ/VI/2017 Dated 7 June 2017	Kp. Tg. Tangkap, RT 006 RW 003, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	8,250
5	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 330/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. Tg. Tangkap, RT 006 RW 003, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	11,996
6	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 331/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. Tg. Tangkap, RT 006 RW 003, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	10,000
7	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 337/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. Tg. Tangkap, RT 006 RW 003, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
8	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 340/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. Tg. Tangkap, RT 006 RW 003, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
9	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 345/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. Tg. Tangkap, RT 006 RW 003, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
10	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 349/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. Tg. Tangkap, RT 006 RW 003, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
11	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 350/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. Tg. Tangkap, RT 006 RW 003, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	19,100

No.	Documents	Address	Area of Land (sq.m.)
12	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 351/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. Tg. Tangkap, RT 006 RW 003, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
13	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 352/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. Tg. Tangkap, RT 006 RW 003, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
14	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 394/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. Galang Batang, RT 008 RW 002, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	6,449
15	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 399/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. Galang Batang, RT 008 RW 002, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	5,000
16	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 410/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. Galang Batang, RT 008 RW 002, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	18,700
17	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 429/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. Galang Batang, RT 008 RW 002, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	9,700
18	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 446/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. Galang Batang, RT 008 RW 002, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	16,969
19	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 455/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. Galang Batang, RT 004 RW 002, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
20	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 456/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. Galang Batang, RT 004 RW 002, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,589

No.	Documents	Address	Area of Land (sq.m.)
21	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 457/SKPPT/GKJ/VII/2017 Dated 29 August 2017	Kp. Galang Batang, RT 004 RW 002, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
22	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 458/SKPPT/GKJ/VII/2017 Dated 29 August 2017	Kp. Galang Batang, RT 004 RW 002, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
23	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 459/SKPPT/GKJ/VII/2017 Dated 29 August 2017	Kp. Galang Batang, RT 004 RW 002, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	757
24	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 461/SKPPT/GKJ/VII/2017 Dated 29 August 2017	Kp. Galang Batang, RT 004 RW 002, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
25	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 462/SKPPT/GKJ/VII/2017 Dated 29 August 2017	Kp. Galang Batang, RT 004 RW 002, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	869
26	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 463/SKPPT/GKJ/VII/2017 Dated 29 August 2017	Kp. Galang Batang, RT 004 RW 002, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
27	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 464/SKPPT/GKJ/VII/2017 Dated 29 August 2017	Kp. Galang Batang, RT 004 RW 002, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
28	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 467/SKPPT/GKJ/VII/2017 Dated 29 August 2017	Kp. Galang Batang, RT 004 RW 002, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
29	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 468/SKPPT/GKJ/VII/2017 Dated 29 August 2017	Kp. Galang Batang, RT 004 RW 002, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	10,125

No.	Documents	Address	Area of Land (sq.m.)
30	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 471/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. Galang Batang, RT 004 RW 002, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
31	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 473/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. Galang Batang, RT 004 RW 002, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	8,393
32	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 475/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. Galang Batang, RT 004 RW 002, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	9,000
33	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 476/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. Galang Batang, RT 004 RW 002, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	981
34	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 479/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. Galang Batang, RT 004 RW 002, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	19,906
35	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 482/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. Gl. Batang, RT 04 RW 02, Desa Gunung Kijang, Kecamatan Gunung Kijang, Kabupaten Bintan	20,000
36	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 483/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. Gl. Batang, RT 010 RW 02, Desa Gunung Kijang, Kecamatan Gunung Kijang, Kabupaten Bintan	20,000
37	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 484/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. Gl. Batang, RT 010 RW 02, Desa Gunung Kijang, Kecamatan Gunung Kijang, Kabupaten Bintan	20,000
38	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 533/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. Gl. Batang, RT 010 RW 02, Desa Gunung Kijang, Kecamatan Gunung Kijang, Kabupaten Bintan	20,000

No.	Documents	Address	Area of Land (sq.m.)
39	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 534/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. Gl. Batang, RT 010 RW 02, Desa Gunung Kijang, Kecamatan Gunung Kijang, Kabupaten Bintan	20,000
40	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 535/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. Gl. Batang, RT 010 RW 02, Desa Gunung Kijang, Kecamatan Gunung Kijang, Kabupaten Bintan	20,000
41	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 536/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. Gl. Batang, RT 010 RW 02, Desa Gunung Kijang, Kecamatan Gunung Kijang, Kabupaten Bintan	20,000
42	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 693/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. GI. Batang, RT 04 RW 022, Desa Gunung Kijang, Kecamatan Gunung Kijang, Kabupaten Bintan	20,000
43	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 695/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. GI. Batang, RT 04 RW 022, Desa Gunung Kijang, Kecamatan Gunung Kijang, Kabupaten Bintan	19,812
44	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 697/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. GI. Batang, RT 04 RW 022, Desa Gunung Kijang, Kecamatan Gunung Kijang, Kabupaten Bintan	20,000
45	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 698/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. GI. Batang, RT 04 RW 022, Desa Gunung Kijang, Kecamatan Gunung Kijang, Kabupaten Bintan	20,000
46	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 700/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. GI. Batang, RT 04 RW 022, Desa Gunung Kijang, Kecamatan Gunung Kijang, Kabupaten Bintan	20,000
47	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 702/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. GI. Batang, RT 04 RW 022, Desa Gunung Kijang, Kecamatan Gunung Kijang, Kabupaten Bintan	20,000

No.	Documents	Address	Area of Land (sq.m.)
48	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 703/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. GI. Batang, RT 04 RW 022, Desa Gunung Kijang, Kecamatan Gunung Kijang, Kabupaten Bintan	5,543
49	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 704/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. GI. Batang, RT 04 RW 022, Desa Gunung Kijang, Kecamatan Gunung Kijang, Kabupaten Bintan	11,640
50	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 706/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. GI. Batang, RT 04 RW 022, Desa Gunung Kijang, Kecamatan Gunung Kijang, Kabupaten Bintan	4,255.119
51	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 707/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. GI. Batang, RT 04 RW 022, Desa Gunung Kijang, Kecamatan Gunung Kijang, Kabupaten Bintan	2,071
52	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 709/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. GI. Batang, RT 04 RW 022, Desa Gunung Kijang, Kecamatan Gunung Kijang, Kabupaten Bintan	19,400
53	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 710/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Galang Batang, RT 004 RW 002, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	4,741
54	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 711/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. GI. Batang, RT 04 RW 022, Desa Gunung Kijang, Kecamatan Gunung Kijang, Kabupaten Bintan	13,000
55	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 712/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. GI. Batang, RT 04 RW 022, Desa Gunung Kijang, Kecamatan Gunung Kijang, Kabupaten Bintan	20,000
56	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 713/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. GI. Batang, RT 04 RW 022, Desa Gunung Kijang, Kecamatan Gunung Kijang, Kabupaten Bintan	20,000

No.	Documents	Address	Area of Land (sq.m.)
57	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 714/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. GI. Batang, RT 04 RW 022, Desa Gunung Kijang, Kecamatan Gunung Kijang, Kabupaten Bintan	20,000
58	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 715/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. GI. Batang, RT 04 RW 022, Desa Gunung Kijang, Kecamatan Gunung Kijang, Kabupaten Bintan	9,210
59	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 716/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. GI. Batang, RT 04 RW 022, Desa Gunung Kijang, Kecamatan Gunung Kijang, Kabupaten Bintan	18,006
60	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 717/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. GI. Batang, RT 04 RW 022, Desa Gunung Kijang, Kecamatan Gunung Kijang, Kabupaten Bintan	7,400
61	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 719/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. GI. Batang, RT 04 RW 022, Desa Gunung Kijang, Kecamatan Gunung Kijang, Kabupaten Bintan	7,418
62	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 720/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. GI. Batang, RT 04 RW 022, Desa Gunung Kijang, Kecamatan Gunung Kijang, Kabupaten Bintan	1,500
63	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 721/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. GI. Batang, RT 04 RW 022, Desa Gunung Kijang, Kecamatan Gunung Kijang, Kabupaten Bintan	20,000
64	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 722/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. GI. Batang, RT 04 RW 022, Desa Gunung Kijang, Kecamatan Gunung Kijang, Kabupaten Bintan	20,000
65	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 723/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. GI. Batang, RT 04 RW 022, Desa Gunung Kijang, Kecamatan Gunung Kijang, Kabupaten Bintan	4,000

No.	Documents	Address	Area of Land (sq.m.)
66	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 724/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. GI. Batang, RT 04 RW 022, Desa Gunung Kijang, Kecamatan Gunung Kijang, Kabupaten Bintan	20,000
67	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 727/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. GI. Batang, RT 04 RW 022, Desa Gunung Kijang, Kecamatan Gunung Kijang, Kabupaten Bintan	19,150
68	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 728/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. GI. Batang, RT 04 RW 022, Desa Gunung Kijang, Kecamatan Gunung Kijang, Kabupaten Bintan	11,196
69	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 730/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Galang Batang, RT 004 RW 002, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	10,133
70	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 734/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. GI. Batang, RT 04 RW 022, Desa Gunung Kijang, Kecamatan Gunung Kijang, Kabupaten Bintan	18,854
71	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 735/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. GI. Batang, RT 04 RW 022, Desa Gunung Kijang, Kecamatan Gunung Kijang, Kabupaten Bintan	8,517
72	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 736/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. GI. Batang, RT 04 RW 022, Desa Gunung Kijang, Kecamatan Gunung Kijang, Kabupaten Bintan	19,716
73	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 738/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. GI. Batang, RT 04 RW 022, Desa Gunung Kijang, Kecamatan Gunung Kijang, Kabupaten Bintan	14,250
74	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 739/SKPPT/GKJ/VII/2017 Dated 29 August 2017.	Kp. GI. Batang, RT 04 RW 022, Desa Gunung Kijang, Kecamatan Gunung Kijang, Kabupaten Bintan	20,228

No.	Documents	Address	Area of Land (sq.m.)
75	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 742/SKPPT/GKJ/VII/2017 Dated 29 August 2017	Kp. GI. Batang, RT 04 RW 022, Desa Gunung Kijang, Kecamatan Gunung Kijang, Kabupaten Bintan	17,133
76	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 187/SKPPT/GKJ/XI/2022 Dated 14 November 2022	Kp. Masiran, RT 07 RW 02, Desa Gunung Kijang, Kecamatan Gunung Kijang, Kabupaten Bintan	20,000
77	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 143/SKPPT/GKJ/X/2022 Dated 17 October 2022	Kp. Galang Batang, RT 008 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
78	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 149/SKPPT/GKJ/X/2022 Dated 17 October 2022	Kp. Galang Batang, RT 010 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
79	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 152/SKPPT/GKJ/X/2022 Dated 17 October 2022	Kp. Galang Batang, RT 008 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	19,649
80	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 157/SKPPT/GKJ/X/2022 Dated 18 October 2022	Kp. Galang Batang, RT 010 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
81	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 159/SKPPT/GKJ/X/2022 Dated 18 October 2022	Kp. Galang Batang, RT 004 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
82	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 160/SKPPT/GKJ/X/2022 Dated 18 October 2022	Kp. Galang Batang, RT 008 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	3,025
83	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 163/SKPPT/GKJ/X/2022 Dated 18 October 2022	Kp. Galang Batang, RT 004 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	5,813

No.	Documents	Address	Area of Land (sq.m.)
84	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 167/GR-DGK/X/2022 Dated 25 October 2022	Kp. Galang Batang, RT 010 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
85	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 168/GR-DGK/X/2022 Dated 25 October 2022	Kp. Galang Batang, RT 010 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
86	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 169/GR-DGK/X/2022 Dated 25 October 2022	Kp. Galang Batang, RT 010 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
87	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 182/GR-DGK/X/2022 Dated 25 October 2022	Kp. Galang Batang, RT 008 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
88	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 007/GR-DGK/I/2023 Dated 25 January 2023	Kp. Galang Batang, RT 004 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	14,721
89	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 017/SKPPT/GKJ/III/2023 Dated 20 March 2023	Kp. Galang Batang, RT 004 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
90	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 018/SKPPT/GKJ/III/2023 Dated 20 March 2023	Kp. Galang Batang, RT 010 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
91	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 019/SKPPT/GKJ/III/2023 Dated 20 March 2023	Kp. Galang Batang, RT 010 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	18,321
92	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 055/GR-DGK/III/2020 Dated 16 March 2020	Kp. Galang Batang, RT 004 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	12,374

No.	Documents	Address	Area of Land (sq.m.)
93	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 056/GR-DGK/III/2020 Dated 16 March 2020	Kp. Galang Batang, RT 004 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	2,938
94	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 068/GR-DGK/III/2020 Dated 16 March 2020	Kp. Galang Batang, RT 004 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
95	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 069/GR-DGK/III/2020 Dated 16 March 2020	Kp. Galang Batang, RT 004 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	10,000
96	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 071/GR-DGK/III/2020 Dated 16 March 2020	Kp. Galang Batang, RT 004 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	7,626
97	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 072/GR-DGK/III/2020 Dated 16 March 2020	Kp. Galang Batang, RT 004 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	7,875
98	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 075/GR-DGK/III/2020 Dated 16 March 2020	Kp. Galang Batang, RT 004 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	12,125
99	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 155/GR-DGK/X/2022 Dated 24 October 2022	Kp. Galang Batang, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
100	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 157/GR-DGK/X/2022 Dated 24 October 2022	Kp. Galang Batang, RT 008 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	4,391
101	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 189/SKPPT/GKJ/XI/2022 Dated 14 November 2022.	Kp. Galang Batang, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000

No.	Documents	Address	Area of Land (sq.m.)
102	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 161/GR-DGK/X/2022 Dated 24 October 2022	Kp. Galang Batang, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
103	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 162/GR-DGK/X/2022 Dated 24 October 2022	Kp. Galang Batang, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	7,753
104	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 163/GR-DGK/X/2022 Dated 24 October 2022	Kp. Galang Batang, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	3,191
105	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 164/GR-DGK/X/2022 Dated 24 October 2022	Kp. Galang Batang, RT 008 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	1,927
106	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 165/GR-DGK/X/2022 Dated 24 October 2022	Kp. Galang Batang, RT 008 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	376
107	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 166/GR-DGK/X/2022 Dated 24 October 2022	Kp. Galang Batang, RT 008 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	300
108	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 180/GR-DGK/X/2022 Dated 24 October 2022	Kp. Galang Batang, RT 008 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	5,000
109	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 181/GR-DGK/X/2022 Dated 28 October 2022	Kp. Galang Batang, RT 008 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	4,410
110	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 183/GR-DGK/X/2022 Dated 28 October 2022	Kp. Galang Batang, RT 008 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	1,200

No.	Documents	Address	Area of Land (sq.m.)
111	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 184/GR-DGK/X/2022 Dated 28 October 2022	Kp. Galang Batang, RT 008 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	2,640
112	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 186/GR-DGK/X/2022 Dated 28 October 2022	Kp. Galang Batang, RT 008 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	300
113	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 187/GR-DGK/X/2022 Dated 28 October 2022	Kp. Galang Batang, RT 008 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	795
114	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 189/GR-DGK/X/2022 Dated 28 October 2022	Kp. Galang Batang, RT 008 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	3,508
115	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 211/GR-DGK/XII/2022 Dated 7 December 2022	Kp. Galang Batang, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
116	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 212/GR-DGK/XII/2022 Dated 7 December 2022	Kp. Galang Batang, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
117	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 214/GR-DGK/XII/2022 Dated 7 December 2022	Kp. Galang Batang, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
118	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 216/GR-DGK/XII/2022 Dated 7 December 2022	Kp. Galang Batang, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
119	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 217/GR-DGK/XII/2022 Dated 7 December 2022	Kp. Galang Batang, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000

No.	Documents	Address	Area of Land (sq.m.)
120	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 218/GR-DGK/XII/2022 Dated 7 December 2022	Kp. Galang Batang, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
121	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 219/GR-DGK/XII/2022 Dated 7 December 2022	Kp. Galang Batang, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
122	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 220/GR-DGK/XII/2022 Dated 7 December 2022	Kp. Galang Batang, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	14,000
123	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 221/GR-DGK/XII/2022 Dated 8 December 2022	Kp. Galang Batang, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
124	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 222/GR-DGK/XII/2022 Dated 8 December 2022	Kp. Galang Batang, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
125	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 223/GR-DGK/XII/2022 Dated 8 December 2022	Kp. Galang Batang, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
126	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 224/GR-DGK/XII/2022 Dated 8 December 2022	Kp. Galang Batang, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
127	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 225/GR-DGK/XII/2022 Dated 8 December 2022	Kp. Galang Batang, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
128	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 226/GR-DGK/XII/2022 Dated 8 December 2022	Kp. Galang Batang, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	5,534

No.	Documents	Address	Area of Land (sq.m.)
129	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 227/GR-DGK/XII/2022 Dated 8 December 2022	Kp. Galang Batang, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
130	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 228/GR-DGK/XII/2022 Dated 8 December 2022	Kp. Galang Batang, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
131	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 229/GR-DGK/XII/2022 Dated 8 December 2022	Kp. Galang Batang, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
132	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 230/GR-DGK/XII/2022 Dated 8 December 2022	Kp. Galang Batang, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
133	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 231/GR-DGK/XII/2022 Dated 8 December 2022	Kp. Galang Batang, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
134	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 148/SKPPT/GKJ/X/2022 Dated 17 October 2022	Kp. Kebun Dalam, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	14,682
135	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 186/SKPPT/GKJ/XI/2022 Dated 14 November 2022.	Kp. Masiran, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
136	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 053/GR-DGK/III/2020 Dated 16 March 2020	Kp. Masiran, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
137	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 054/GR-DGK/III/2020 Dated 16 March 2020	Kp. Masiran, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000

No.	Documents	Address	Area of Land (sq.m.)
138	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 058/GR-DGK/III/2020 Dated 16 March 2020	Kp. Masiran, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
139	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 059/GR-DGK/III/2020 Dated 16 March 2020	Kp. Masiran, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
140	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 060/GR-DGK/III/2020 Dated 16 March 2020	Kp. Masiran, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
141	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 061/GR-DGK/III/2020 Dated 16 March 2020	Kp. Masiran, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
142	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 062/GR-DGK/III/2020 Dated 16 March 2020	Kp. Masiran, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
143	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 063/GR-DGK/III/2020 Dated 16 March 2020	Kp. Masiran, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
144	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 064/GR-DGK/III/2020 Dated 16 March 2020	Kp. Masiran, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
145	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 065/GR-DGK/III/2020 Dated 16 March 2020	Kp. Masiran, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
146	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 066/GR-DGK/III/2020 Dated 16 March 2020	Kp. Masiran, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000

No.	Documents	Address	Area of Land (sq.m.)
147	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 067/GR-DGK/III/2020 Dated 16 March 2020	Kp. Masiran, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
148	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 070/GR-DGK/III/2020 Dated 16 March 2020	Kp. Masiran, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
149	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 073/GR-DGK/III/2020 Dated 16 March 2020	Kp. Masiran, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
150	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 074/GR-DGK/III/2020 Dated 16 March 2020	Kp. Masiran, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
151	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 076/GR-DGK/III/2020 Dated 17 March 2020	Kp. Masiran, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
152	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 077/GR-DGK/III/2020 Dated 17 March 2020	Kp. Masiran, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	2,067
153	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 079/GR-DGK/III/2020 Dated 17 March 2020	Kp. Masiran, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	10,000
154	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 080/GR-DGK/III/2020 Dated 17 March 2020	Kp. Masiran, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
155	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 081/GR-DGK/III/2020 Dated 17 March 2020	Kp. Masiran, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	10,543

No.	Documents	Address	Area of Land (sq.m.)
156	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 083/GR-DGK/III/2020 Dated 17 March 2020	Kp. Masiran, RT 007 RW 02, Desa Gunung Kijang, Kec. Gunung Kijang, Kab. Bintan	20,000
157	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 141/SKPPT/GKJ/X/2022 Dated 17 October 2022	Kp Galang Batang, RT 06/03 Desa Gunung Kijang, Bintan	18,382
158	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 158/GR-DGK/X/2022 Dated 24 October 2022	Kp Galang Batang, RT 06/03 Desa Gunung Kijang, Kec Gunung Kijang	20,000
159	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 159/GR-DGK/X/2022 Dated 24 October 2022	Kp Galang Batang, RT 06/03 Desa Gunung Kijang, Kec Gunung Kijang	20,000
160	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 160/GR-DGK/X/2022 Dated 24 October 2022	Kp Galang Batang, RT 06/03 Desa Gunung Kijang, Kec Gunung Kijang	20,000
161	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 213/GR-DGK/XII/2022 Dated 7 December 2022	Kp Galang Batang, RT 06/03 Desa Gunung Kijang, Kec Gunung Kijang	20,000
162	Letter of Land Transfer and Control under PT. Bintan Alumina Indonesia with Registration Number 215/GR-DGK/XII/2022 Dated 7 December 2022	Kp Galang Batang, RT 06/03 Desa Gunung Kijang, Kec Gunung Kijang	20,000

4. According to the legal opinion given by the Company's Indonesia legal advisor — Persekutuan Perdata EY Law Indonesia. The SKPPT which is a traditional land transfer document acknowledged by Village Head and the Chief of District. Although SKPPT does demonstrate an individual's claim to a piece of land, it's important to note that it is not legally binding, cannot be considered as legal rights over land, and cannot be used as collateral because it is not issued by the official national land agency. The legal opinion further states that PT. BAI has the right to change the status of its SKPPT to SHGB in accordance with the laws and regulations of the Indonesian land law. The legal opinion concludes that, to the best of its knowledge, there should be no legal impediments nor obstacles in PT. BAI's application for the SHGB.

5. Pursuant to 17 Building Permit (Izin Mendirikan Bangunan or "IMB" and Persetujuan Bangunan Gedung or "PBG") issued by the Regency Government of Bintan and are established on land owned by PT BAI with SHGB Number 00134, PT. BAI obtains the permits to construct new buildings with details set out as follow:–

No.	Certificate No.	Issuance Date	Building Function	Gross Floor Area (sq.m.)
1	34/PI-PU 01/346/DPMPTSP/2021	14 June 2021	Coal Fired Power Plant building	52,501.00
2	39/PI-PU 01/346/DPMPTSP/2021	30 June 2021	Alumina Production Factory building	12,176.65
3	PBG-210104-05072024-01	6 August 2024	13 dormitory units	61,385.35
4	PBG-210104-05072024-05	6 August 2024	Office building	3,837.60
5	PBG-210104-05072024-09	6 August 2024	Reservoir water pump station	665.00
6	PBG-210104-05072024-13	6 August 2024	Transfer stations #1, #2, and #3	2,195.74
7	PBG-210104-05072024-02	6 August 2024	Commercial building	11,275.48
8	PBG-210104-05072024-06	6 August 2024	Spare parts storage center	9,477.17
9	PBG-210104-05072024-10	6 August 2024	Reservoir pre-treatment area and dosage control room	95.93
10	PBG-210104-05072024-14	6 August 2024	Waterplant office building, water providing station, and waste water disposal station	1,147.04
11	PBG-210104-05072024-03	6 August 2024	Electricity control room	338.94
12	PBG-210104-05072024-07	6 August 2024	Fire station	1,378.36
13	PBG-210104-05072024-11	6 August 2024	Comprehensive office building and 35,000 ton main terminal	1,239.62
14	PBG-210104-05072024-15	6 August 2024	Machining workshop	1,901.30
15	PBG-210104-05072024-04	6 August 2024	Hotel (guest house)	8,077.50

No.	Certificate No.	Issuance Date	Building Function	Gross Floor Area (sq.m.)
16	PBG-210104-05072024-08	6 August 2024	Office building and gas plant	39,187.12
17	PBG-210104-05072024-12	6 August 2024	10,000 ton main terminal, moving machinery warehouse and cabinet room	2,412.43

6. Pursuant to 17 Certificate of Proper Function Building (Sertifikat Laik Fungsi or "SLF") issued by the Regent of Bintan, the property is completed with details set out as follow:–

No.	Certificate No.	Issuance Date	Expiry Date	Building Function	Gross Floor Area (sq.m.)
1	B/351/640/SLF/VI/2021 . . .	29 June 2021	29 June 2026	Coal Fired Power Plant building	52,501.00
2	B/361/640/SLF/VII/2021 . .	2 July 2021	2 July 2026	Low Voltage Distribution Room, Red Mud Setting & Washing Power Distribution Room, Digestion & Dilution LV Power Distribution Room, Central Laboratory, Canteen, and Evaporation Power Distribution Room	12,176.65
3	SK-SLF-210104-11112024-006.	11 November 2024	11 November 2029	13 dormitory units	61,385.35
4	SK-SLF-210104-11112024-007.	11 November 2024	11 November 2029	commercial building	11,275.48
5	SK-SLF-210104-11112024-008.	11 November 2024	11 November 2029	commercial area electricity control room	338.94
6	SK-SLF-210104-11112024-009.	11 November 2024	11 November 2029	hotel guest house	8,077.50
7	SK-SLF-210104-11112024-010.	11 November 2024	11 November 2029	office building	3,837.60
8	SK-SLF-210104-11112024-011.	11 November 2024	11 November 2029	spare parts storage center	9,477.17
9	SK-SLF-210104-11112024-012.	11 November 2024	11 November 2029	fire station	1,378.36
10	SK-SLF-210104-11112024-001.	11 November 2024	11 November 2029	office building and gas plant	39,187.12
11	SK-SLF-210104-11112024-013.	11 November 2024	11 November 2029	water reservoir pump room	665.00

No.	Certificate No.	Issuance Date	Expiry Date	Building Function	Gross Floor Area (sq.m.)
12	SK-SLF-210104-11112024-014.	11 November 2024	11 November 2029	reservoir pre-treatment area and dosage control room	95.93
13	SK-SLF-210104-11112024-002.	11 November 2024	11 November 2029	comprehensive office building and 35,000 ton main terminal	1,239.62
14	SK-SLF-210104-11112024-003.	11 November 2024	11 November 2029	10,000 ton main terminal, moving machinery warehouse and cabinet room	2,412.43
15	SK-SLF-210104-11112024-015.	11 November 2024	11 November 2029	transfer stations #1, #2, and #3	2,195.74
16	SK-SLF-210104-11112024-004.	11 November 2024	11 November 2029	waterplant office building, water providing station, and waste water disposal station	1,147.04
17	SK-SLF-210104-11112024-005.	11 November 2024	11 November 2029	machining workshop	1,901.30

7. According to the legal opinion given by the Company's Indonesia legal advisor — Persekutuan Perdata EY Law Indonesia. The Indonesian Government has issued facilities in the form of Kemudahan Investasi Langsung Konstruksi (or "**KLIK**"). This KLIK facility is implemented at the regional level, whereby the Regent of Bintan enacted Regent of Bintan Regulation Number 48 of 2018 on the Granting of KLIK Facilities. This facility essentially allows all eligible foreign investors to begin construction whilst simultaneously applying for a building permit. Furthermore, the Indonesian Government does not recognise the vertical separation of land and property. In essence, an entity's capability to demonstrate ownership over land shall include ownership over all property constructed on top of such land. Due to PT. BAI's status as a holder of SHGB, it would subsequently evidence their ownership of the buildings constructed on top of the land parcels.

8. As advised by the Company, they are in the process of registration of all land previously designated as "traditional land" or SKPPT owned by PT. BAI.

9. We have been provided with a legal opinion regarding the property interest by the Company's Indonesia legal advisor Persekutuan — Perdata EY Law Indonesia, which contains, inter alia, the following:

   a. PT. BAI has legal and valid SHGB title to the land, real properties, buildings and structures of the property, where the property is owned free and clear of all liens, charges, encumbrances or other security interests. Pursuant to 4 Deed of Conditional Land Sale and Purchase Agreements dated 3 February 2025 that have entered between PT. BAI (the seller) and an individual third party for the sale of portion of the SHGB with a total site area of 644,489.9 sq.m. Such agreements are valid and effective, whilst the formal transfer of the title of the transacted land parcels are pending the fulfilment of conditions precedent by PT. BAI and the land parcels concerned are currently still solely owned by PT. BAI.;

   b. Upon observation of the SKPPT's which have been issued to PT BAI, it may be used as a baseline to begin procedures to apply for the SHGB. To the best of our knowledge and assuming PT BAI will fulfil all requirements, we believe there should be no legal impediments nor obstacles in PT BAI's application for the SHGB;

   c. All immovable goods and all other properties, assets, buildings and structures held by PT. BAI are held by them under valid, legal and enforceable; and

d. All of the land certificates for PT. BAI in Indonesia, under which it holds properties, assets, buildings or structures are in full force and effect.

10. As advised by the Company, the total incurred cost of the property between 2015 and 2024 is IDR12,745,131,338,596.

Set out below is a summary of certain provisions of the Memorandum and Articles of Association of the Company and of certain aspects of Cayman company law.

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 28 June 2023 under the Companies Act (As Revised) of the Cayman Islands (the "**Companies Act**"). The Company's constitutional documents consist of its Amended and Restated Memorandum of Association (the "**Memorandum**") and its Amended and Restated Articles of Association (the "**Articles**").

1. MEMORANDUM OF ASSOCIATION

(a) The Memorandum states, inter alia, that the liability of members of the Company is limited to the amount, if any, for the time being unpaid on the shares respectively held by them and that the objects for which the Company is established are unrestricted (including acting as an investment company), and that the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided in Section 27(2) of the Companies Act and in view of the fact that the Company is an exempted company that the Company will not trade in the Cayman Islands with any person, firm or corporation except in furtherance of the business of the Company carried on outside the Cayman Islands.

(b) The Company may by special resolution alter its Memorandum with respect to any objects, powers or other matters specified therein.

2. ARTICLES OF ASSOCIATION

The Articles were conditionally adopted on 10 March 2025 with effect from the Listing Date. The following is a summary of certain provisions of the Articles:

(a) Shares

(i) Classes of shares

The share capital of the Company consists of ordinary shares.

(ii) Variation of rights of existing shares or classes of shares

Subject to the Companies Act, if at any time the share capital of the Company is divided into different classes of shares, all or any of the special rights attached to the shares or any class of shares may (unless otherwise provided for by the terms of issue of that class) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting the provisions of the Articles relating to general meetings will *mutatis mutandis* apply, but so that the necessary quorum (including at an adjourned meeting) shall be two persons holding or representing by proxy not less than one-third in nominal value of the issued shares of that class. Every holder of shares of the class shall be entitled to one vote for every such share held by him.

Any special rights conferred upon the holders of any shares or class of shares shall not, unless otherwise expressly provided in the rights attaching to the terms of issue of such shares, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

(iii) Alteration of capital

The Company may by ordinary resolution of its members:

(i) increase its share capital by the creation of new shares;

(ii) consolidate all or any of its capital into shares of larger amount than its existing shares;

(iii) divide its shares into several classes and attach to such shares any preferential, deferred, qualified or special rights, privileges, conditions or restrictions as the Company in general meeting or as the directors may determine;

(iv) subdivide its shares or any of them into shares of smaller amount than is fixed by the Memorandum; or

(v) cancel any shares which, at the date of passing of the resolution, have not been taken and diminish the amount of its capital by the amount of the shares so cancelled.

The Company may reduce its share capital or any capital redemption reserve or other undistributable reserve in any way by special resolution.

(iv) Transfer of shares

All transfers of shares may be effected by an instrument of transfer in the usual or common form or in a form prescribed by The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or in such other form as the board may approve and which may be under hand or, if the transferor or transferee is a clearing house or its nominee(s), by hand or by machine imprinted signature or by such other manner of execution as the board may approve from time to time.

Notwithstanding the foregoing, for so long as any shares are listed on the Stock Exchange, titles to such listed shares may be evidenced and transferred in accordance with the laws applicable to and the rules and regulations of the Stock Exchange that are or shall be applicable to such listed shares. The register of members in respect of its listed shares (whether the principal register or a branch register) may be kept by recording the particulars required by Section 40 of the Companies Act in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the rules and regulations of the Stock Exchange that are or shall be applicable to such listed shares.

The instrument of transfer shall be executed by or on behalf of the transferor and the transferee provided that the board may dispense with the execution of the instrument of transfer by the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect of that share.

The board may, in its absolute discretion, at any time transfer any share upon the principal register to any branch register or any share on any branch register to the principal register or any other branch register.

The board may decline to recognise any instrument of transfer unless a fee (not exceeding the maximum sum as the Stock Exchange may determine to be payable) determined by the Directors is paid to the Company, the instrument of transfer is properly stamped (if applicable), it is in respect of only one class of share and is lodged at the relevant registration office or registered office or such other place at which the principal register is kept accompanied by the relevant share certificate(s) and such other evidence as the board may reasonably require to show the right of the transferor to make the transfer (and if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do).

The registration of transfers may be suspended and the register closed on giving notice by advertisement in any newspaper or by any other means in accordance with the requirements of the Stock Exchange, at such times and for such periods as the board may determine. The register of members must not be closed for periods exceeding in the whole thirty (30) days in any year. The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by members by ordinary resolution.

Subject to the above, fully paid shares are free from any restriction on transfer and free of all liens in favour of the Company.

(v) Power of the Company to purchase its own shares

The Company is empowered by the Companies Act and the Articles to purchase its own shares subject to certain restrictions and the board may only exercise this power on behalf of the Company subject to any applicable requirements imposed from time to time by the Stock Exchange.

The board may accept the surrender for no consideration of any fully paid share.

(vi) Power of any subsidiary of the Company to own shares in the Company

There are no provisions in the Articles relating to ownership of shares in the Company by a subsidiary.

(vii) Calls on shares and forfeiture of shares

The board may from time to time make such calls upon the members in respect of any monies unpaid on the shares held by them respectively (whether on account of the nominal value of the shares or by way of premium). A call may be made payable either in one lump sum or by instalments. If the sum payable in respect of any call or instalment is not paid on or before the day appointed for payment thereof, the person or persons from whom the sum is due shall pay interest on the same at such rate not exceeding twenty per cent. (20%) per annum as the board may agree to accept from the day appointed for the payment thereof to the time of actual payment, but the board may waive payment of such interest wholly or in part. The board may, if it thinks fit, receive from any member willing to advance the same, either in money or money's worth, all or any part of the monies uncalled and unpaid or instalments payable upon any shares held by him, and upon all or any of the monies so advanced the Company may pay interest at such rate (if any) as the board may decide.

If a member fails to pay any call on the day appointed for payment thereof, the board may serve not less than fourteen (14) clear days' notice on him requiring payment of so much of the call as is unpaid, together with any interest which may have accrued and which may still accrue up to the date of actual payment and stating that, in the event of non-payment at or before the time appointed, the shares in respect of which the call was made will be liable to be forfeited.

If the requirements of any such notice are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the board to that effect. Such forfeiture will include all dividends and bonuses declared in respect of the forfeited share and not actually paid before the forfeiture.

A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall, notwithstanding, remain liable to pay to the Company all monies which, at the date of forfeiture, were payable by him to the Company in respect of the shares, together with (if the board shall in its discretion so require) interest thereon from the date of forfeiture until the date of actual payment at such rate not exceeding twenty per cent. (20%) per annum as the board determines.

(b) Directors

(i) Appointment, retirement and removal

At each annual general meeting, one third of the Directors for the time being (or if their number is not a multiple of three, then the number nearest to but not less than one third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. The Directors to retire by rotation shall include any Director who wishes to retire and not offer himself for re-election. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment but as between persons who became or were last re-elected Directors on the same day those to retire will (unless they otherwise agree among themselves) be determined by lot.

Neither a Director nor an alternate Director is required to hold any shares in the Company by way of qualification. Further, there are no provisions in the Articles relating to retirement of Directors upon reaching any age limit.

The Directors have the power to appoint any person as a Director either to fill a casual vacancy on the board or as an addition to the existing board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election.

A Director (including a managing or other executive Director) may be removed by an ordinary resolution of the Company before the expiration of his term of office (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and members of the Company may by ordinary resolution appoint another in his place. Unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than two. There is no maximum number of Directors.

The office of director shall be vacated if:

(aa) he resigns by notice in writing delivered to the Company;

(bb) he becomes of unsound mind or dies;

(cc) without special leave, he is absent from meetings of the board for six (6) consecutive months, and the board resolves that his office is vacated;

(dd) he becomes bankrupt or has a receiving order made against him or suspends payment or compounds with his creditors;

(ee) he is prohibited from being a director by law; or

(ff) he ceases to be a director by virtue of any provision of law or is removed from office pursuant to the Articles.

The board may appoint one or more of its body to be managing director, joint managing director, or deputy managing director or to hold any other employment or executive office with the Company for such period and upon such terms as the board may determine and the board may revoke or terminate any of such appointments. The board may delegate any of its powers, authorities and discretions to committees consisting of such Director or Directors and other persons as the board thinks fit, and it may from time to time revoke such delegation or revoke the appointment of and discharge any such committees either wholly or in part, and either as to persons or purposes, but every committee so formed must, in the exercise of the powers, authorities and discretions so delegated, conform to any regulations that may from time to time be imposed upon it by the board.

(ii) Power to allot and issue shares and warrants

Subject to the provisions of the Companies Act and the Memorandum and Articles and to any special rights conferred on the holders of any shares or class of shares, any share may be issued (a) with or have attached thereto such rights, or such restrictions, whether with regard to dividend, voting, return of capital, or otherwise, as the Directors may determine, or (b) on terms that, at the option of the Company or the holder thereof, it is liable to be redeemed.

The board may issue warrants or convertible securities or securities of similar nature conferring the right upon the holders thereof to subscribe for any class of shares or securities in the capital of the Company on such terms as it may determine.

Subject to the provisions of the Companies Act and the Articles and, where applicable, the rules of the Stock Exchange and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, all unissued shares in the Company are at the disposal of the board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times, for such consideration and on such terms and conditions as it in its absolute discretion thinks fit, but so that no shares shall be issued at a discount to their nominal value.

Neither the Company nor the board is obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members for any purpose whatsoever.

(iii) Power to dispose of the assets of the Company or any of its subsidiaries

There are no specific provisions in the Articles relating to the disposal of the assets of the Company or any of its subsidiaries. The Directors may, however, exercise all powers and do all acts and things which may be exercised or done or approved by the Company and which are not required by the Articles or the Companies Act to be exercised or done by the Company in general meeting.

(iv) Borrowing powers

The board may exercise all the powers of the Company to raise or borrow money, to mortgage or charge all or any part of the undertaking, property and assets and uncalled capital of the Company and, subject to the Companies Act, to issue debentures, bonds and other securities of the Company, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

(v) Remuneration

The ordinary remuneration of the Directors is to be determined by the Company in general meeting, such sum (unless otherwise directed by the resolution by which it is voted) to be divided amongst the Directors in such proportions and in such manner as the board may agree or, failing agreement, equally, except that any Director holding office for part only of the period in respect of which the remuneration is payable shall only rank in such division in proportion to the time during such period for which he held office. The Directors are also entitled to be prepaid or repaid all travelling, hotel and incidental expenses reasonably expected to be incurred or incurred by them in attending any board meetings, committee meetings or general meetings or separate meetings of any class of shares or of debentures of the Company or otherwise in connection with the discharge of their duties as Directors.

Any Director who, by request, goes or resides abroad for any purpose of the Company or who performs services which in the opinion of the board go beyond the ordinary duties of a Director may be paid such extra remuneration as the board may determine and such extra remuneration shall be in addition to or in substitution for any ordinary remuneration as a Director. An executive Director appointed to be a managing director, joint managing director, deputy managing director or other executive officer shall receive such remuneration and such other benefits and allowances as the board may from time to time decide. Such remuneration may be either in addition to or in lieu of his remuneration as a Director.

The board may establish or concur or join with other companies (being subsidiary companies of the Company or companies with which it is associated in business) in establishing and making contributions out of the Company's monies to any schemes or funds for providing pensions, sickness or compassionate allowances, life assurance or other benefits for employees (which expression as used in this and the following paragraph shall include any Director or past Director who may hold or have held any executive office or any office of profit with the Company or any of its subsidiaries) and ex-employees of the Company and their dependents or any class or classes of such persons.

The board may pay, enter into agreements to pay or make grants of revocable or irrevocable, and either subject or not subject to any terms or conditions, pensions or other benefits to employees and ex-employees and their dependents, or to any of such persons, including pensions or benefits additional to those, if any, to which such employees or ex-employees or their dependents are or may become entitled under any such scheme or fund as is mentioned in the previous paragraph. Any such pension or benefit may, as the board considers desirable, be granted to an employee either before and in anticipation of, or upon or at any time after, his actual retirement.

The board may resolve to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including a share premium account and the profit and loss account) whether or not the same is available for distribution by applying such sum in paying up unissued shares to be allotted to (i) employees (including directors) of the Company and/or its affiliates (meaning any individual, corporation, partnership, association, joint-stock company, trust, unincorporated association or other entity (other than the Company) that directly, or indirectly through one or more intermediaries, controls, is controlled by or is under common control with, the Company) upon exercise or vesting of any options or awards granted under any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the members in general meeting, or (ii) any trustee of any trust to whom shares are to be allotted and issued by the Company in connection with the operation of any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the members in general meeting.

(vi) Compensation or payments for loss of office

Pursuant to the Articles, payments to any Director or past Director of any sum by way of compensation for loss of office or as consideration for or in connection with his retirement from office (not being a payment to which the Director is contractually entitled) must be approved by the Company in general meeting.

(vii) Loans and provision of security for loans to Directors

The Company must not make any loan, directly or indirectly, to a Director or his close associate(s) if and to the extent it would be prohibited by the Companies Ordinance (Chapter 622 of the laws of Hong Kong) as if the Company were a company incorporated in Hong Kong.

(viii) Disclosure of interests in contracts with the Company or any of its subsidiaries

A Director may hold any other office or place of profit with the Company (except that of the auditor of the Company) in conjunction with his office of Director for such period and upon such terms as the board may determine, and may be paid such extra remuneration therefor in addition to any remuneration provided for by or pursuant to the Articles. A Director may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or any other company in which the Company may be interested, and shall not be liable to account to the Company or the members for any remuneration, profits or other benefits received by him as a director, officer or member of, or from his interest in, such other company. The board may also cause the voting power conferred by the shares in any other company held or owned by the Company to be exercised in such manner in all respects as it thinks fit, including the exercise thereof in favour of any resolution appointing the Directors or any of them to be directors or officers of such other company, or voting or providing for the payment of remuneration to the directors or officers of such other company.

No Director or proposed or intended Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner whatsoever, nor shall any such contract or any other contract or arrangement in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company or the members for any remuneration, profit or other benefits realised by any such contract or arrangement by reason of such Director holding that office or the fiduciary relationship thereby established. A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company must declare the nature of his interest at the meeting of the board at which the question of entering into the contract or arrangement is first taken into consideration, if he knows his interest then exists, or in any other case, at the first meeting of the board after he knows that he is or has become so interested.

A Director shall not vote (nor be counted in the quorum) on any resolution of the board approving any contract or arrangement or other proposal in which he or any of his close associates is materially interested, but this prohibition does not apply to any of the following matters, namely:

(aa) the giving of any security or indemnity either:-

(aaa) to the Director or his close associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or

(bbb) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;

(bb) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;

(cc) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:-

(aaa) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his close associate(s) may benefit; or

(bbb) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates to the Directors, his close associate(s) and employee(s) of the Company or any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates;

(dd) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.

(c) Proceedings of the Board

The board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it considers appropriate. Questions arising at any meeting shall be determined by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have an additional or casting vote.

(d) Alterations to constitutional documents and the Company's name

The Articles may be rescinded, altered or amended by the Company in general meeting by special resolution. The Articles state that a special resolution shall be required to alter the provisions of the Memorandum, to amend the Articles or to change the name of the Company.

(e) Meetings of members

(i) Special and ordinary resolutions

A special resolution of the Company must be passed by a majority of not less than three-fourths of the votes cast by such members as, being entitled so to do, vote in person or, in the case of such members as are corporations, by their duly authorised representatives or, where proxies are allowed, by proxy at a general meeting of which notice has been duly given in accordance with the Articles.

Under the Companies Act, a copy of any special resolution must be forwarded to the Registrar of Companies in the Cayman Islands within fifteen (15) days of being passed.

An ordinary resolution is defined in the Articles to mean a resolution passed by a simple majority of the votes of such members of the Company as, being entitled to do so, vote in person or, in the case of corporations, by their duly authorised representatives or, where proxies are allowed, by proxy at a general meeting of which notice has been duly given in accordance with the Articles.

(ii) Voting rights and right to demand a poll

Subject to any special rights or restrictions as to voting for the time being attached to any shares, at any general meeting on a poll every member present in person or by proxy or, in the case of a member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

At any general meeting a resolution put to the vote of the meeting is to be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every member present in person (or being a corporation, is present by a duly authorised representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.

Any corporation which is a member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any general meeting of the Company or at any meeting of any class of members.

The person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual member and such corporation shall for the purposes of the Articles be deemed to be present in person at any such meeting if a person so authorised is present thereat.

If a recognised clearing house (or its nominee(s)) is a member of the Company it may authorise such person or persons as it thinks fit to act as its representative(s) at any meeting of the Company or at any meeting of any class of members of the Company provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. A person authorised pursuant to this provision shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same powers on behalf of the recognised clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by that clearing house (or its nominee(s)) including, the right to speak and to vote, and where a show of hands is allowed, the right to vote individually on a show of hands.

All members have the right to speak and vote at a general meeting except where a member is required, by the rules of the Stock Exchange, to abstain from voting to approve the matter under consideration.

Where the Company has any knowledge that any member is, under the rules of the Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.

(iii) Annual general meetings and extraordinary general meetings

The Company must hold an annual general meeting of the Company for each financial year and such general meeting must be held within six (6) months after the end of the Company's financial year unless a longer period would not infringe the rules of the Stock Exchange.

Extraordinary general meetings may be convened on the requisition of one or more members holding, at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company having the right of voting at general meetings, on a one vote per share basis. Such requisition shall be made in writing to the board or the secretary for the purpose of requiring an extraordinary general meeting to be called by the board for the transaction of any business or resolution specified in such requisition. Such meeting shall be held within 2 months after the deposit of such requisition. If within 21 days of such deposit, the board fails to proceed to convene such meeting, the requisitionist(s) himself/herself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the board shall be reimbursed to the requisitionist(s) by the Company.

Notwithstanding any provisions in the Articles, any general meeting or any class meeting may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other, and participation in such a meeting shall constitute presence at such meeting.

(iv) Notices of meetings and business to be conducted

An annual general meeting must be called by notice of not less than twenty-one (21) clear days. All other general meetings must be called by notice of at least fourteen (14) clear days. The notice is exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and must specify the time and place of the meeting and particulars of resolutions to be considered at the meeting and, in the case of special business, the general nature of that business.

In addition, notice of every general meeting must be given to all members of the Company other than to such members as, under the provisions of the Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, and also to, among others, the auditors for the time being of the Company.

Any notice to be given to or by any person pursuant to the Articles may be served on or delivered to any member of the Company personally, by post to such member's registered address or by advertisement in newspapers in accordance with the requirements of the Stock Exchange. Subject to compliance with Cayman Islands law and the rules of the Stock Exchange, notice may also be served or delivered by the Company to any member by electronic means.

All business that is transacted at an extraordinary general meeting and at an annual general meeting is deemed special, save that in the case of an annual general meeting, each of the following business is deemed an ordinary business:

(aa) the declaration and sanctioning of dividends;

(bb) the consideration and adoption of the accounts and balance sheet and the reports of the directors and the auditors;

(cc) the election of directors in place of those retiring;

(dd) the appointment of auditors and other officers; and

(ee) the fixing of the remuneration of the directors and of the auditors.

(v) Quorum for meetings and separate class meetings

No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business, but the absence of a quorum shall not preclude the appointment of a chairman.

The quorum for a general meeting shall be two members present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy or, for quorum purposes only, two persons appointed by the clearing house as authorised representative or proxy, and entitled to vote. In respect of a separate class meeting (including an adjourned meeting) convened to sanction the modification of class rights the necessary quorum shall be two persons holding or representing by proxy not less than one-third in nominal value of the issued shares of that class.

(vi) Proxies

Any member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company and is entitled to exercise the same powers on behalf of a member who is an individual and for whom he acts as proxy as such member could exercise. In addition, a proxy is entitled to exercise the same powers on behalf of a member which is a corporation and for which he acts as proxy as such member could exercise as if it were an individual member. Votes may be given either personally (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy.

(f) Accounts and audit

The board shall cause true accounts to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure take place, and of the property, assets, credits and liabilities of the Company and of all other matters required by the Companies Act or necessary to give a true and fair view of the Company's affairs and to explain its transactions.

The accounting records must be kept at the registered office or at such other place or places as the board decides and shall always be open to inspection by any Director. No member (other than a Director) shall have any right to inspect any accounting record or book or document of the Company except as conferred by law or authorised by the board or the Company in general meeting. However, an exempted company must make available at its registered office in electronic form or any other medium, copies of its books of account or parts thereof as may be required of it upon service of an order or notice by the Tax Information Authority pursuant to the Tax Information Authority Act of the Cayman Islands.

A copy of every balance sheet and profit and loss account (including every document required by law to be annexed thereto) which is to be laid before the Company at its general meeting, together with a printed copy of the Directors' report and a copy of the auditors' report, shall not less than twenty-one (21) days before the date of the meeting and at the same time as the notice of annual general meeting be sent to every person entitled to receive notices of general meetings of the Company under the provisions of the Articles; however, subject to compliance with all applicable laws, including the rules of the Stock Exchange, the Company may send to such persons summarised financial statements derived from the Company's annual accounts and the directors' report instead provided that any such person may by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company's annual financial statement and the directors' report thereon.

At the annual general meeting or at a subsequent extraordinary general meeting in each year, the members shall by ordinary resolution appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Moreover, the members may, at any general meeting, by ordinary resolution remove the auditor at any time before the expiration of his terms of office and shall by ordinary resolution at that meeting appoint another auditor for the remainder of his term. The remuneration of the auditors shall be fixed and approved by the Company by an ordinary resolution passed at a general meeting or in such manner as the members may by ordinary resolution determine.

The financial statements of the Company shall be audited by the auditor in accordance with generally accepted auditing standards which may be those of a country or jurisdiction other than the Cayman Islands. The auditor shall make a written report thereon in accordance with generally accepted auditing standards and the report of the auditor must be submitted to the members in general meeting.

(g) Dividends and other methods of distribution

The Company in general meeting may declare dividends in any currency to be paid to the members but no dividend shall be declared in excess of the amount recommended by the board.

The Articles provide dividends may be declared and paid out of the profits of the Company, realised or unrealised, or from any reserve set aside from profits which the directors determine is no longer needed. With the sanction of an ordinary resolution dividends may also be declared and paid out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the Companies Act.

Except in so far as the rights attaching to, or the terms of issue of, any share may otherwise provide, (i) all dividends shall be declared and paid according to the amounts paid up on the shares in respect whereof the dividend is paid but no amount paid up on a share in advance of calls shall for this purpose be treated as paid up on the share and (ii) all dividends shall be apportioned and paid pro rata according to the amount paid up on the shares during any portion or portions of the period in respect of which the dividend is paid. The Directors may deduct from any dividend or other monies payable to any member or in respect of any shares all sums of money (if any) presently payable by him to the Company on account of calls or otherwise.

Whenever the board or the Company in general meeting has resolved that a dividend be paid or declared on the share capital of the Company, the board may further resolve either (a) that such dividend be satisfied wholly or in part in the form of an allotment of shares credited as fully paid up, provided that the members entitled thereto will be entitled to elect to receive such dividend (or part thereof) in cash in lieu of such allotment, or (b) that members entitled to such dividend will be entitled to elect to receive an allotment of shares credited as fully paid up in lieu of the whole or such part of the dividend as the board may think fit.

The Company may also upon the recommendation of the board by an ordinary resolution resolve in respect of any one particular dividend of the Company that it may be satisfied wholly in the form of an allotment of shares credited as fully paid up without offering any right to members to elect to receive such dividend in cash in lieu of such allotment.

Any dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address, or in the case of joint holders, addressed to the holder whose name stands first in the register of the Company in respect of the shares at his address as appearing in the register or addressed to such person and at such addresses as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the register in respect of such shares, and shall be sent at his or their risk and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders.

Whenever the board or the Company in general meeting has resolved that a dividend be paid or declared the board may further resolve that such dividend be satisfied wholly or in part by the distribution of specific assets of any kind.

All dividends or bonuses unclaimed for one year after having been declared may be invested or otherwise made use of by the board for the benefit of the Company until claimed and the Company shall not be constituted a trustee in respect thereof. All dividends or bonuses unclaimed for six years after having been declared may be forfeited by the board and shall revert to the Company.

No dividend or other monies payable by the Company on or in respect of any share shall bear interest against the Company.

(h) Inspection of corporate records

Pursuant to the Articles, the register and branch register of members maintained in Hong Kong shall be open to inspection for at least two (2) hours during business hours by members without charge, or by any other person upon a maximum payment of HK$2.50 or such lesser sum specified by the board, at the registered office or such other place at which the register is kept in accordance with the Companies Act or, upon a maximum payment of HK$1.00 or such lesser sum specified by the board, at the office where the branch register of members is kept, unless the register is closed in accordance with the Articles.

(i) Rights of minorities in relation to fraud or oppression

There are no provisions in the Articles relating to rights of minority shareholders in relation to fraud or oppression. However, certain remedies are available to members of the Company under Cayman Islands law, as summarised in paragraph 3(f) of this Appendix.

(j) Procedures on liquidation

Unless otherwise provided by the Companies Act, a resolution that the Company be wound up by the court or be wound up voluntarily shall be a special resolution.

Subject to any special rights, privileges or restrictions as to the distribution of available surplus assets on liquidation for the time being attached to any class or classes of shares:

(i) if the Company is wound up and the assets available for distribution amongst the members of the Company shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed *pari passu* amongst such members in proportion to the amount paid up on the shares held by them respectively; and

(ii) if the Company is wound up and the assets available for distribution amongst the members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively.

If the Company is wound up (whether the liquidation is voluntary or by the court) the liquidator may, with the authority of a special resolution and any other sanction required by the Companies Act divide among the members in specie or kind the whole or any part of the assets of the Company whether the assets shall consist of property of one kind or shall consist of properties of different kinds and the liquidator may, for such purpose, set such value as he deems fair upon any one or more class or classes of property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the liquidator, with the like authority, shall think fit, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability.

(k) Subscription rights reserve

The Articles provide that to the extent that it is not prohibited by and is in compliance with the Companies Act, if warrants to subscribe for shares have been issued by the Company and the Company does any act or engages in any transaction which would result in the subscription price of such warrants being reduced below the par value of a share, a subscription rights reserve shall be established and applied in paying up the difference between the subscription price and the par value of a share on any exercise of the warrants.

3. CAYMAN ISLANDS COMPANY LAW

The Company is incorporated in the Cayman Islands subject to the Companies Act and, therefore, operates subject to Cayman Islands law. Set out below is a summary of certain provisions of Cayman company law, although this does not purport to contain all applicable qualifications and exceptions or to be a complete review of all matters of Cayman company law and taxation, which may differ from equivalent provisions in jurisdictions with which interested parties may be more familiar:

(a) Company operations

As an exempted company, the Company's operations must be conducted mainly outside the Cayman Islands. The Company is required to file an annual return each year with the Registrar of Companies of the Cayman Islands and pay a fee which is based on the amount of its authorised share capital.

(b) Share capital

The Companies Act provides that where a company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the value of the premiums on those shares shall be transferred to an account, to be called the "share premium account". At the option of a company, these provisions may not apply to premiums on shares of that company allotted pursuant to any arrangement in consideration of the acquisition or cancellation of shares in any other company and issued at a premium.

The Companies Act provides that the share premium account may be applied by the company subject to the provisions, if any, of its memorandum and articles of association in (a) paying distributions or dividends to members; (b) paying up unissued shares of the company to be issued to members as fully paid bonus shares; (c) the redemption and repurchase of shares (subject to the provisions of Section 37 of the Companies Act); (d) writing-off the preliminary expenses of the company; and (e) writing-off the expenses of, or the commission paid or discount allowed on, any issue of shares or debentures of the company.

No distribution or dividend may be paid to members out of the share premium account unless immediately following the date on which the distribution or dividend is proposed to be paid, the company will be able to pay its debts as they fall due in the ordinary course of business.

The Companies Act provides that, subject to confirmation by the Grand Court of the Cayman Islands (the "**Court**"), a company limited by shares or a company limited by guarantee and having a share capital may, if so authorised by its articles of association, by special resolution reduce its share capital in any way.

(c) Financial assistance to purchase shares of a company or its holding company

There is no statutory restriction in the Cayman Islands on the provision of financial assistance by a company to another person for the purchase of, or subscription for, its own or its holding company's shares. Accordingly, a company may provide financial assistance if the directors of the company consider, in discharging their duties of care and acting in good faith, for a proper purpose and in the interests of the company, that such assistance can properly be given. Such assistance should be on an arm's-length basis.

(d) Purchase of shares and warrants by a company and its subsidiaries

A company limited by shares or a company limited by guarantee and having a share capital may, if so authorised by its articles of association, issue shares which are to be redeemed or are liable to be redeemed at the option of the company or a shareholder and the Companies Act expressly provides that it shall be lawful for the rights attaching to any shares to be varied, subject to the provisions of the company's articles of association, so as to provide that such shares are to be or are liable to be so redeemed. In addition, such a company may, if authorised to do so by its articles of association, purchase its own shares, including any redeemable shares. However, if the articles of association do not authorise the manner and terms of purchase, a company cannot purchase any of its own shares unless the manner and terms of purchase have first been authorised by an ordinary resolution of the company. At no time may a company redeem or purchase its shares unless they are fully paid. A company may not redeem or purchase any of its shares if, as a result of the redemption or purchase, there would no longer be any issued shares of the company other than shares held as treasury shares. A payment out of capital by a company for the redemption or purchase of its own shares is not lawful unless immediately following the date on which the payment is proposed to be made, the company shall be able to pay its debts as they fall due in the ordinary course of business.

Shares purchased by a company is to be treated as cancelled unless, subject to the memorandum and articles of association of the company, the directors of the company resolve to hold such shares in the name of the company as treasury shares prior to the purchase. Where shares of a company are held as treasury shares, the company shall be entered in the register of members as holding those shares, however, notwithstanding the foregoing, the company is not to be treated as a member for any purpose and must not exercise any right in respect of the treasury shares, and any purported exercise of such a right shall be void, and a treasury share must not be voted, directly or indirectly, at any meeting of the company and must not be counted in determining the total number of issued shares at any given time, whether for the purposes of the company's articles of association or the Companies Act.

A company is not prohibited from purchasing and may purchase its own warrants subject to and in accordance with the terms and conditions of the relevant warrant instrument or certificate. There is no requirement under Cayman Islands law that a company's memorandum or articles of association contain a specific provision enabling such purchases and the directors of a company may rely upon the general power contained in its memorandum of association to buy and sell and deal in personal property of all kinds.

Under Cayman Islands law, a subsidiary may hold shares in its holding company and, in certain circumstances, may acquire such shares.

(e) Dividends and distributions

The Companies Act permits, subject to a solvency test and the provisions, if any, of the company's memorandum and articles of association, the payment of dividends and distributions out of the share premium account. With the exception of the foregoing, there are no statutory provisions relating to the payment of dividends. Based upon English case law, which is regarded as persuasive in the Cayman Islands, dividends may be paid only out of profits.

No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the company's assets (including any distribution of assets to members on a winding up) may be made to the company, in respect of a treasury share.

(f) Protection of minorities and shareholders' suits

The Courts ordinarily would be expected to follow English case law precedents which permit a minority shareholder to commence a representative action against or derivative actions in the name of the company to challenge (a) an act which is ultra vires the company or illegal, (b) an act which constitutes a fraud against the minority and the wrongdoers are themselves in control of the company, and (c) an irregularity in the passing of a resolution which requires a qualified (or special) majority.

In the case of a company (not being a bank) having a share capital divided into shares, the Court may, on the application of members holding not less than one fifth of the shares of the company in issue, appoint an inspector to examine into the affairs of the company and to report thereon in such manner as the Court shall direct.

Any shareholder of a company may petition the Court which may make a winding up order if the Court is of the opinion that it is just and equitable that the company should be wound up or, as an alternative to a winding up order, (a) an order regulating the conduct of the company's affairs in the future, (b) an order requiring the company to refrain from doing or continuing an act complained of by the shareholder petitioner or to do an act which the shareholder petitioner has complained it has omitted to do, (c) an order authorising civil proceedings to be brought in the name and on behalf of the company by the shareholder petitioner on such terms as the Court may direct, or (d) an order providing for the purchase of the shares of any shareholders of the company by other shareholders or by the company itself and, in the case of a purchase by the company itself, a reduction of the company's capital accordingly.

Generally claims against a company by its shareholders must be based on the general laws of contract or tort applicable in the Cayman Islands or their individual rights as shareholders as established by the company's memorandum and articles of association.

(g) Disposal of assets

The Companies Act contains no specific restrictions on the power of directors to dispose of assets of a company. However, as a matter of general law, every officer of a company, which includes a director, managing director and secretary, in exercising his powers and discharging his duties must do so honestly and in good faith with a view to the best interests of the company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

(h) Accounting and auditing requirements

A company must cause proper books of account to be kept with respect to (i) all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place; (ii) all sales and purchases of goods by the company; and (iii) the assets and liabilities of the company.

Proper books of account shall not be deemed to be kept if there are not kept such books as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.

An exempted company must make available at its registered office in electronic form or any other medium, copies of its books of account or parts thereof as may be required of it upon service of an order or notice by the Tax Information Authority pursuant to the Tax Information Authority Act of the Cayman Islands.

(i) Exchange control

There are no exchange control regulations or currency restrictions in the Cayman Islands.

(j) Taxation

Pursuant to the Tax Concessions Act of the Cayman Islands, the Company has obtained an undertaking:

(1) that no law which is enacted in the Cayman Islands imposing any tax to be levied on profits, income, gains or appreciation shall apply to the Company or its operations; and

(2) that the aforesaid tax or any tax in the nature of estate duty or inheritance tax shall not be payable on or in respect of the shares, debentures or other obligations of the Company.

The undertaking for the Company is for a period of twenty years from 12 January 2024.

The Cayman Islands currently levy no taxes on individuals or corporations based upon profits, income, gains or appreciations and there is no taxation in the nature of inheritance tax or estate duty. There are no other taxes likely to be material to the Company levied by the Government of the Cayman Islands save for certain stamp duties which may be applicable, from time to time, on certain instruments executed in or brought within the jurisdiction of the Cayman Islands. The Cayman Islands are a party to a double tax treaty entered into with the United Kingdom in 2010 but otherwise is not party to any double tax treaties.

(k) Stamp duty on transfers

No stamp duty is payable in the Cayman Islands on transfers of shares of Cayman Islands companies except those which hold interests in land in the Cayman Islands.

(l) Loans to directors

There is no express provision in the Companies Act prohibiting the making of loans by a company to any of its directors.

(m) Inspection of corporate records

The notice of registered office is a matter of public record. A list of the names of the current directors and alternate directors (if applicable) is made available by the Registrar of Companies for inspection by any person on payment of a fee. The register of mortgages is open to inspection by creditors and members.

Members of the Company have no general right under the Companies Act to inspect or obtain copies of the register of members or corporate records of the Company. They will, however, have such rights as may be set out in the Company's Articles.

(n) Register of members

An exempted company may maintain its principal register of members and any branch registers at such locations, whether within or without the Cayman Islands, as the directors may, from time to time, think fit. The register of members shall contain such particulars as required by Section 40 of the Companies Act. A branch register must be kept in the same manner in which a principal register is by the Companies Act required or permitted to be kept. The company shall cause to be kept at the place where the company's principal register is kept a duplicate of any branch register duly entered up from time to time.

There is no requirement under the Companies Act for an exempted company to make any returns of members to the Registrar of Companies of the Cayman Islands. The names and addresses of the members are, accordingly, not a matter of public record and are not available for public inspection. However, an exempted company shall make available at its registered office, in electronic form or any other medium, such register of members, including any branch register of members, as may be required of it upon service of an order or notice by the Tax Information Authority pursuant to the Tax Information Authority Act of the Cayman Islands.

(o) Register of Directors and Officers

The Company is required to maintain at its registered office a register of directors and officers which is not available for inspection by the public. A copy of such register must be filed with the Registrar of Companies in the Cayman Islands and any change must be notified to the Registrar within thirty (30) days of any change in such directors or officers.

(p) Beneficial Ownership Register

An exempted company is required to identify its beneficial owners and provide details of these beneficial owners to its corporate service provider ("**CSP**") which maintain its beneficial ownership register in the Cayman Islands. A beneficial owner is defined as an individual who (a) ultimately owns or controls, whether through director or indirect ownership or control 25% or more of the shares, voting rights, or partnership interests in the company, (b) otherwise exercises ultimate effective control over the management of the company, or (c) is identified as exercising control of the company through other means. The beneficial ownership register is not a public document and is only accessible by a designated competent authority of the Cayman Islands through the Cayman Islands government may introduce regulations to allow for public access in the future. An exempted company with its shares listed on an approved stock exchange, which includes the Stock Exchange, may provide its CSP with details of its listed status as an alternative compliance route instead of providing details of its beneficial owners. Accordingly, as long as the shares of the Company remain listed on the Stock Exchange, the Company may opt for this alternative compliance route rather than maintain a beneficial ownership register.

(q) Winding up

A company may be wound up (a) compulsorily by order of the Court, (b) voluntarily, or (c) under the supervision of the Court.

The Court has authority to order winding up in a number of specified circumstances including where the members of the company have passed a special resolution requiring the company to be wound up by the Court, or where the company is unable to pay its debts, or where it is, in the opinion of the Court, just and equitable to do so. Where a petition is presented by members of the company as contributories on the ground that it is just and equitable that the company should be wound up, the Court has the jurisdiction to make certain other orders as an alternative to a winding-up order, such as making an order regulating the conduct of the company's affairs in the future, making an order authorising civil proceedings to be brought in the name and on behalf of the company by the petitioner on such terms as the Court may direct, or making an order providing for the purchase of the shares of any of the members of the company by other members or by the company itself.

A company (save with respect to a limited duration company) may be wound up voluntarily when the company so resolves by special resolution or when the company in general meeting resolves by ordinary resolution that it be wound up voluntarily because it is unable to pay its debts. In the case of a voluntary winding up, such company is obliged to cease to carry on its business (except so far as it may be beneficial for its winding up) from the time of passing the resolution for voluntary winding up or upon the expiry of the period or the occurrence of the event referred to above.

For the purpose of conducting the proceedings in winding up a company and assisting the Court therein, there may be appointed an official liquidator or official liquidators; and the court may appoint to such office such person, either provisionally or otherwise, as it thinks fit, and if more persons than one are appointed to such office, the Court must declare whether any act required or authorised to be done by the official liquidator is to be done by all or any one or more of such persons. The Court may also determine whether any and what security is to be given by an official liquidator on his appointment; if no official liquidator is appointed, or during any vacancy in such office, all the property of the company shall be in the custody of the Court.

As soon as the affairs of the company are fully wound up, the liquidator must make a report and an account of the winding up, showing how the winding up has been conducted and how the property of the company has been disposed of, and thereupon call a general meeting of the company for the purposes of laying before it the account and giving an explanation thereof. This final general meeting must be called by at least 21 days' notice to each contributory in any manner authorised by the company's articles of association and published in the Gazette.

(r) Reconstructions

There are statutory provisions which facilitate reconstructions and amalgamations approved by (i) a majority in number representing seventy-five per cent. (75%) in value of creditors, or (ii) seventy-five per cent. (75%) in value of shareholders or class of shareholders, as the case may be, as are present at a meeting called for such purpose and thereafter sanctioned by the Court. Whilst a dissenting shareholder would have the right to express to the Court his view that the transaction for which approval is sought would not provide the shareholders with a fair value for their shares, the Court is unlikely to disapprove the transaction on that ground alone in the absence of evidence of fraud or bad faith on behalf of management.

The Companies Act also contains statutory provisions which provide that a company may present a petition to the Court for the appointment of a restructuring officer on the grounds that the company (a) is or is likely to become unable to pay its debts within the meaning of Section 93 of the Companies Act; and (b) intends to present a compromise or arrangement to its creditors (or classes thereof) either, pursuant to the Companies Act, the law of a foreign country or by way of a consensual restructuring. The petition may be presented by a company acting by its directors, without a resolution of its shareholders or an express power in its articles of association. On hearing such a petition, the Court may, among other things, make an order appointing a restructuring officer or make any other order as the Court thinks fit.

(s) Take-overs

Where an offer is made by a company for the shares of another company and, within four (4) months of the offer, the holders of not less than ninety per cent. (90%) of the shares which are the subject of the offer accept, the offeror may at any time within two (2) months after the expiration of the said four (4) months, by notice in the prescribed manner require the dissenting shareholders to transfer their shares on the terms of the offer. A dissenting shareholder may apply to the Court within one (1) month of the notice objecting to the transfer. The burden is on the dissenting shareholder to show that the Court should exercise its discretion, which it will be unlikely to do unless there is evidence of fraud or bad faith or collusion as between the offeror and the holders of the shares who have accepted the offer as a means of unfairly forcing out minority shareholders.

(t) Indemnification

Cayman Islands law does not limit the extent to which a company's articles of association may provide for indemnification of officers and directors, except to the extent any such provision may be held by the Court to be contrary to public policy (e.g. for purporting to provide indemnification against the consequences of committing a crime).

(u) Economic Substance Requirements

Pursuant to the International Tax Cooperation (Economic Substance) Act of the Cayman Islands ("**ES Act**") that came into force on 1 January 2019, a "relevant entity" is required to satisfy the economic substance test set out in the ES Act. A "relevant entity" includes an exempted company incorporated in the Cayman Islands as is the Company; however, it does not include an entity that is tax resident outside the Cayman Islands. Accordingly, for so long as the Company is a tax resident outside the Cayman Islands, including in Hong Kong, it is not required to satisfy the economic substance test set out in the ES Act.

4. GENERAL

Conyers Dill & Pearman, the Company's special legal counsel on Cayman Islands law, have sent to the Company a letter of advice summarising certain aspects of Cayman Islands company law. This letter, together with a copy of the Companies Act, is available on display as referred to in the section headed "Documents Available on Display" in Appendix VI to this prospectus. Any person wishing to have a detailed summary of Cayman Islands company law or advice on the differences between it and the laws of any jurisdiction with which he is more familiar is recommended to seek independent legal advice.

A. FURTHER INFORMATION ABOUT OUR COMPANY

1. Incorporation of our Company

Our Company was incorporated in the Cayman Islands under the Companies Act as an exempted company with limited liability on 28 June 2023. Our Company was registered as a non-Hong Kong company in Hong Kong under Part 16 of the Companies Ordinance on 12 January 2024 and our principal place of business in Hong Kong is at Unit 1101, 11/F., Tower 1, Lippo Centre, 89 Queensway, Hong Kong. Mr. Leung Ka Hong has been appointed as the authorised representative of our Company for the acceptance of service of process and notices on behalf of our Company in Hong Kong.

As our Company is incorporated in the Cayman Islands, our Company is subject to the relevant laws of the Cayman Islands and the constitution which comprises the Memorandum of Association and the Articles. A summary of various provisions of its constitution and relevant aspects of the Companies Act is set out in "Summary of the Constitution of Our Company and Cayman Islands Company Law" in Appendix IV to this prospectus.

2. Changes in share capital of our Company

On 28 June 2023, that is the date of incorporation, the authorised share capital of our Company was US$50,000 divided into 50,000 shares with a par value of US1.00 each. On the same date, one Share was allotted and issued to NAIHL.

On 14 June 2024, each authorised, issued and unissued Share then of US$1.00 par value was subdivided into 1,000,000 Shares of US$0.000001 par value each. Upon completion of the share subdivision, the authorised share capital of our Company was US$50,000 divided into 50,000,000,000 Share of par value of US$0.000001 each.

On 18 June 2024, our Company allotted and issued 69,690,891 Shares in our Company to NAIHL in consideration of which NAIHL transferred Note A to our Company. As a result of the said transfer, our Company was owned as to 100% by NAIHL.

On 19 June 2024, our Company allotted and issued 3,720,573 Shares in our Company to Redstone in consideration of which Redstone transferred Note B to our Company. As a result of the said transfer, our Company was owned as to approximately 95% by NAIHL and 5% by Redstone.

On 11 July 2024, our Company allotted and issued 25,588,536 Shares in our Company to Press Metal SPV in consideration of which Press Metal SPV transferred Note C to our Company. As a result of the said transfer, our Company was owned as to approximately 70.7% by NAIHL, 25.6% by Press Metal SPV and 3.7% by Redstone.

On 10 March 2025, each authorised, issued and unissued Share then of US$0.000001 par value was subdivided into 5 Shares of US$0.0000002 par value each. Upon completion of the share subdivision, the authorised share capital of our Company was US$50,000 divided into 250,000,000,000 Shares of par value of US$0.0000002 each.

Please refer to the section headed "History, Development and Reorganisation — Reorganisation" in this prospectus for further details.

Immediately following completion of the Global Offering assuming that the Over-allotment Option is not exercised and without taking into account any Shares to be issued upon exercise of any options which may be granted under the Share Option Scheme, the issued share capital of our Company will be US$117.64706 divided into 588,235,300 Shares, all fully paid or credited as fully paid.

Save for the aforesaid and as mentioned in the section headed "A. Further Information about our Company — 3. Written resolutions of our Shareholders passed on 10 March 2025" in this Appendix below, there has been no alteration in the share capital of our Company since its incorporation.

3. Written resolutions of our Shareholders passed on 10 March 2025

On 10 March 2025, resolutions in writing were passed by all our Shareholders, pursuant to which, among other things:

(a) our Company approved and adopted its new Memorandum of Association and its new Articles of Association both with effect from the Listing Date;

(b) every issued and unissued Share then of US$0.000001 par value was subdivided into 5 Shares of US$0.0000002 par value each;

(c) conditional on the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares in issue and to be issued as mentioned in this prospectus (including any additional Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option); the entering into of the agreement on the Offer Price between the Sole Overall Coordinator (for itself and on behalf of the Underwriters) and our Company on or before the Price Determination Date; and the obligations of the Underwriters under the Underwriting Agreements becoming unconditional and not being terminated in accordance with the terms therein or otherwise, in each case on or before such dates as may be specified in the Underwriting Agreements:

(i) the Global Offering was approved and our Directors were authorised to allot and issue the new Shares pursuant to the Global Offering;

(ii) the granting of the Over-allotment Option was approved and the Directors were authorised to allot and issue Shares pursuant to the exercise of the Over-allotment Option; and

(iii) the proposed Listing was approved and our Directors were authorised to implement the Listing.

(d) the rules of the Share Option Scheme, the principal terms of which are set out in "D. Other Information — 1. Share Option Scheme" in this Appendix, were approved and adopted and our Directors or any committee of the Board were authorised, subject to the terms and conditions of the Share Option Scheme, to implement the Share Option Scheme, to grant options to subscribe for Shares thereunder and to allot, issue and deal with the Shares pursuant to the exercise of options that may be granted under the Share Option Scheme and to take all such steps as may be necessary, desirable or expedient to implement the Share Option Scheme;

(e) a general unconditional mandate was given to our Directors to allot, issue and deal with (including the power to make an offer or agreement, or grant securities which would or might require Shares to be allotted and issued), otherwise than pursuant to a rights issue or pursuant to any scrip dividend schemes or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association or pursuant to the grant of options under the Share Option Scheme or other similar arrangement or pursuant to a specific authority granted by our Shareholders in a general meeting, unissued Shares with an aggregate number not exceeding 20% of the total number of Shares in issue immediately following completion of the Global Offering (excluding any Shares which may be allotted and issued upon exercise of the Over-allotment Option or any options that may be granted under the Share Option Scheme), such mandate to remain in effect until the conclusion of the next annual general meeting of our Company, or the expiration of the period within which the next annual general meeting of our Company is required by the Articles of Association or any applicable laws of Cayman Islands to be held, or until revoked or varied or renewed by an ordinary resolution of our Shareholders at a general meeting of our Company, whichever first occurs;

(f) a general unconditional mandate was given to our Directors authorising them to exercise all powers of our Company to repurchase on the Stock Exchange or on any other approved stock exchange on which the securities of our Company may be listed and which is recognised by the SFC and the Stock Exchange for this purpose the total number of Shares may not exceed 10% of the number of Shares in issue immediately following completion of the Global Offering (excluding any Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option or any options that may be granted under the Share Option Scheme), such mandate to remain in effect until the conclusion of the next annual general meeting of our Company, or the expiration of the period within which the next annual general meeting of our Company is required by the Articles of Association or any applicable laws of Cayman Islands to be held, or until revoked or varied or renewed by an ordinary resolution of our Shareholders at a general meeting of our Company, whichever first occurs; and

(g) the general unconditional mandate mentioned in paragraph (e) above was extended by the addition to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by our Directors pursuant to such general mandate of an amount representing the aggregate number of Shares repurchased by our Company pursuant to the mandate to repurchase Shares referred to in paragraph (f) above.

4. Corporate reorganisation

The companies comprising our Group underwent the Reorganisation in preparation for the Listing, details of which are set out in the section headed "History, Development and Reorganisation — Reorganisation" in this prospectus. Following the Reorganisation, our Company became the holding company of our Group.

5. Changes in share capital of subsidiaries

Our subsidiaries are listed in the Accountants' Report, the text of which is set out in Appendix I to this prospectus. Save for the alterations described in "Corporate reorganisation" above and in the section headed "History, Development and Reorganisation" in this prospectus, no changes in the share capital of our subsidiaries took place within the two years immediately preceding the date of this prospectus.

6. Repurchase of our Shares by our Company

This section includes information required by the Stock Exchange to be included in this prospectus concerning the repurchase of our Shares by our Company.

(a) Provisions of the Listing Rules

The Listing Rules permit companies with a primary listing on the Stock Exchange to purchase their shares on the Stock Exchange subject to certain restrictions.

(i) Shareholders' approval

The Listing Rules provide that all proposed repurchases of shares (which must be fully paid in the case of shares) by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of general mandate or by specific approval of a specific transaction.

Pursuant to the written resolutions of our Shareholders passed on 10 March 2025, the Repurchase Mandate was given to our Directors authorising them to exercise all powers of our Company to repurchase Shares on the Stock Exchange or any other stock exchange on which the securities of our Company may be listed and which is recognised by the SFC and the Stock Exchange for this purpose, such number of Shares representing up to 10% of the aggregate nominal value of the share capital of our Company in issue immediately following completion of the Global Offering but excluding any Shares to be issued and allotted pursuant to the exercise of the Over-allotment Option and the exercise of any options which may be granted under the Share Option Scheme, and the Repurchase Mandate shall remain in effect until the earliest of the conclusion of the next annual general meeting of our Company, or the expiration of the period within which the next annual general meeting of our Company is required by the Memorandum of Association and the Articles or the Companies Act or any other applicable laws of the Cayman Islands to be held, or the time when the Repurchase Mandate is revoked or varied by an ordinary resolution of our Shareholders in general meeting.

(ii) Source of funds

Repurchases must be funded out of funds legally available for the purpose in accordance with the Articles and the laws of the Cayman Islands. A listed company may not repurchase its own shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange.

Any repurchases by our Company may be made out of profits or out of share premium account or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase or, if so authorised by the Articles and subject to the Companies Act, out of capital and, in the case of any premium payable on the repurchase, out of profits of our Company or out of our Company's share premium account or, if so authorised by the Articles and subject to the Companies Act, out of capital.

(iii) Trading restrictions

The total number of shares which a listed company may repurchase on the Stock Exchange is the number of shares representing up to a maximum of 10% of the aggregate number of shares in issue. A company may not make a new issue of securities or announce a proposed new issue of securities for a period of 30 days immediately following a repurchase (other than an issue of securities pursuant to an exercise of warrants, share options or similar instruments requiring the company to issue securities, which were outstanding prior to such repurchase), without the prior approval of the Stock Exchange. In addition, a listed company is prohibited from repurchasing its shares on the Stock Exchange if the purchase price is higher by 5% or more than the average closing market price for the five preceding trading days on which its shares were traded on the Stock Exchange.

The Listing Rules also prohibit a listed company from repurchasing its securities on the Stock Exchange if the repurchase would result in the number of listed securities which are in the hands of the public falling below the relevant prescribed minimum percentage as required by the Stock Exchange. A company is required to procure that any broker appointed by it to effect a repurchase of securities shall disclose to the Stock Exchange such information with respect to the repurchase made on behalf of the company as the Stock Exchange may require.

(iv) Status of repurchased shares

The listing of all securities which are repurchased by a listed company (whether on the Stock Exchange or otherwise) shall be automatically cancelled upon repurchase and the certificates of those securities must be cancelled and destroyed. Under the laws of the Cayman Islands, unless, prior to the repurchase the Directors of the Company resolve to hold the shares repurchased by the Company as treasury shares, shares repurchased by the Company shall be treated as cancelled and the amount of the Company's issued share capital shall be diminished by the aggregate nominal or par value of those shares. However, the repurchase of shares will not be taken as reducing the amount of the authorised share capital under Cayman Islands law.

(v) Suspension of repurchase

A listed company may not make any repurchase of securities at any time after inside information has come to its knowledge until the information is made publicly available. In particular, during the period of one month immediately preceding the earlier of (a) the date of the board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of a listed company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules) and (b) the deadline for publication of an announcement of a listed company's results for any year or half-year under the

Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), and ending on the date of the results announcement, the listed company may not repurchase its shares on the Stock Exchange other than in exceptional circumstances. In addition, the Stock Exchange may prohibit a repurchase of securities on the Stock Exchange if a listed company has breached the Listing Rules.

(vi) Reporting requirements

Certain information relating to repurchases of securities on the Stock Exchange or otherwise must be reported to the Stock Exchange not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the following business day. In addition, a listed company's annual report is required to disclose details regarding repurchases of securities made during the year, including a monthly analysis of the number of securities repurchased, the purchase price per share or the highest and lowest price paid for all such repurchases, where relevant, and the aggregate prices paid.

(vii) Core connected persons

The Listing Rules prohibit our Company from knowingly repurchasing the Shares on the Stock Exchange from a core connected person, which includes a Director, chief executive or substantial shareholder of our Company or any of its subsidiaries or a close associate of any of them and a core connected person shall not knowingly sell Shares to our Company.

(b) Reasons for repurchases

Our Directors believe that it is in the best interests of our Company and the Shareholders for our Directors to have a general authority from our Shareholders to enable our Company to repurchase Shares in the market. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of our Company's net asset value and/or earnings per Share and will only be made when our Directors believe that such repurchases will benefit our Company and the Shareholders.

(c) Exercise of the Repurchase Mandate

Exercise in full of the Repurchase Mandate, on the basis of 588,235,300 Shares in issue after completion of the Global Offering, could accordingly result in up to 58,823,530 Shares being repurchased by our Company during the period in which the Repurchase Mandate remains in force.

(d) Funding of repurchases

In repurchasing Shares, our Company may only apply funds legally available for such purpose in accordance with the Articles, the Listing Rules and the applicable laws of the Cayman Islands.

Our Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of our Company or the gearing levels which in the opinion of our Directors are from time to time appropriate for our Company.

(e) General

None of our Directors or, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to our Company if the Repurchase Mandate is exercised.

Our Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of our Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of our Company and may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of any such increase. Save as disclosed above, our Directors are not aware of any consequence that would arise under the Takeovers Code as a result of a repurchase pursuant to the Repurchase Mandate.

Our Directors will not exercise the Repurchase Mandate if the repurchase would result in the number of Shares which are in the hands of the public falling below 25% of the total number of Shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the Listing Rules).

No core connected person of our Company has notified our Company that he or she has a present intention to sell Shares to our Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

B. FURTHER INFORMATION ABOUT OUR BUSINESS

1. Summary of material contracts

The following contracts (not being contracts in the ordinary course of business) have been entered into by members of our Group within the two years preceding the date of this prospectus and are or may be material:

(a) the instrument of transfer and bought and sold notes both dated 14 June 2024 executed between SMA as transferor and PAIHL as transferee in respect of the transfer of 1 ordinary share of PAIL for a consideration of HK$1.00;

(b) the promissory note dated 18 June 2024 issued by GAIHL to NAS in the principal amount of US$747,562,387.04;

(c) the sale and purchase agreement dated 18 June 2024 entered into between NAS and GAIHL in respect of the acquisition of 746,864,063 ordinary shares in the capital of GAI (representing 95% of the issued and paid-up share capital of GAI) by GAIHL from NAS for a consideration of US$747,562,387.04 satisfied by way of issuance of the promissory note dated 18 June 2024;

(d) the subscription and assignment agreement dated 18 June 2024 entered into between NAIHL and our Company in respect of the subscription of 69,690,891 ordinary shares in the capital of our Company by NAIHL for a consideration of US$747,562,387.04 satisfied by way of assignment of the promissory note dated 18 June 2024 to our Company by NAIHL;

(e) the subscription and assignment agreement dated 18 June 2024 entered into between NAS and NAIHL in respect of the subscription of 99 ordinary shares in the capital of NAIHL by NAS for a consideration of US$747,562,387.04 satisfied by way of assignment of the promissory note dated 18 June 2024 to NAIHL by NAS;

(f) the subscription and capitalisation agreement dated 18 June 2024 entered into between our Company and GAIHL in respect of the subscription of 90 ordinary shares in the capital of GAIHL by our Company for a consideration of US$747,562,387.04 satisfied by way of capitalisation of the promissory note dated 18 June 2024;

(g) the promissory note dated 19 June 2024 issued by GAIHL to Redstone in the principal amount of US$39,345,388.79;

(h) the deed of termination dated 19 June 2024 entered into between GAI, GAIHL, Redstone to terminate the GAI JV Agreement;

(i) the instrument of transfer dated 19 June 2024 executed between Redstone as transferor and GAIHL as transferee in respect of the acquisition of 39,308,635 issued and fully-paid ordinary shares of GAI for a consideration of US$39,345,388.79;

(j) the sale and purchase agreement dated 19 June 2024 entered into between Redstone and GAIHL in respect of the acquisition of 39,308,635 issued and fully-paid ordinary shares in the capital of GAI (representing approximately 5% of the total number of issued share capital of GAI) by GAIHL from Redstone for a consideration of US$39,345,388.79 satisfied by way of issuance of the promissory note dated 19 June 2024;

(k) the subscription and assignment agreement dated 19 June 2024 entered into between Redstone and our Company in respect of the subscription of 3,720,573 ordinary shares in the capital of our Company by Redstone for a consideration of US$39,345,388.79 satisfied by way of assignment of the promissory note dated 19 June 2024 to our Company by Redstone;

(l) the subscription and capitalisation agreement dated 19 June 2024 entered into between our Company and GAIHL in respect of the subscription of 9 ordinary shares in the capital of GAIHL by our Company for a consideration of US$39,345,388.79 satisfied by way of capitalisation of the promissory note dated 19 June 2024;

(m) the promissory note dated 11 July 2024 issued by PAIL to Press Metal in the principal amount of US$329,798,445.90;

(n) the deed of termination dated 20 June 2024 entered into amongst Press Metal, MKU, GAI and BAI in respect of the termination of the BAI Shareholders' Agreement;

(o) the agreement for sale and purchase dated 20 June 2024 entered into between Press Metal and PAIL in relation to the acquisition of 3,856,033 ordinary shares in the capital of BAI (representing 25% of the total issued and paid up shares of BAI) by PAIL from Press Metal for a consideration of US$329,798,445.90 satisfied by way of issuance of the promissory note dated 11 July 2024;

(p) the subscription agreement dated 20 June 2024 entered into among our Company, Press Metal and Press Metal SPV in respect of the subscription of 25,588,536 ordinary shares (representing approximately 25.588536% of the issued share capital of our Company) by Press Metal SPV for a consideration of US$329,798,445.90 satisfied by way of assignment of the promissory note dated 11 July 2024 to our Company by Press Metal SPV;

(q) the deed of assignment dated 11 July 2024 entered into between Press Metal SPV and our Company in respect of the assignment of the promissory note dated 11 July 2024 to our Company by Press Metal SPV in consideration of the Company allotting and issuing 25,588,536 ordinary shares (representing approximately 25.588536% of the issued share capital of our Company) to Press Metal SPV;

(r) the subscription and assignment agreement dated 11 July 2024 entered into between our Company and PAIHL in respect of the subscription of 99 ordinary shares in the capital of PAIHL by our Company for a consideration of US$329,798,445.90 satisfied by way of assignment of the promissory note dated 11 July 2024 to PAIHL by our Company;

(s) the subscription and capitalisation agreement dated 11 July 2024 entered into between PAIHL and PAIL in respect of the subscription of 99 ordinary shares in the capital of PAIL by PAIHL for a consideration of US$329,798,445.90 satisfied by way of capitalisation of the promissory note dated 11 July 2024;

(t) the deed of non-competition dated 10 March 2025 given by each of our executive Directors and non-executive Directors in favour of our Company regarding certain non-competition undertakings;

(u) the Deed of Non-competition;

(v) the cornerstone investment agreement dated 12 March 2025 entered into among our Company, Glencore International AG and Huatai Financial Holdings (Hong Kong) Limited, pursuant to which Glencore International AG agreed to subscribe for Offer Shares at the Offer Price with a total subscription amount of HK$388,390,000.00, in accordance with the terms of such cornerstone investment agreement;

(w) the cornerstone investment agreement dated 12 March 2025 entered into among our Company, Hongkong Topway Trading Co., Ltd. and Huatai Financial Holdings (Hong Kong) Limited, pursuant to which Hongkong Topway Trading Co., Ltd. agreed to subscribe for Offer Shares at the Offer Price of an amount equal to the Hong Kong dollar equivalent of US$50,000,000.00, in accordance with the terms of such cornerstone investment agreement;

(x) the cornerstone investment agreement dated 12 March 2025 entered into among our Company, Reijong International Industrial Equipment (HK) Limited and Huatai Financial Holdings (Hong Kong) Limited, pursuant to which Reijong International Industrial Equipment (HK) Limited agreed to subscribe for Offer Shares at the Offer Price with a total subscription amount of HK$80,000,000.00, in accordance with the terms of such cornerstone investment agreement;

(y) the cornerstone investment agreement dated 12 March 2025 entered into among our Company, PT Indika Energy Tbk., CMB International Capital Limited and Huatai Financial Holdings (Hong Kong) Limited, pursuant to which PT Indika Energy Tbk. agreed to subscribe for Offer Shares at the Offer Price of an amount equal to the Hong Kong dollars equivalent of US$10,000,000.00, in accordance with the terms of such cornerstone investment agreement; and

(z) the Hong Kong Underwriting Agreement.

2. Intellectual property rights

i. Trademark(s)

As at the Latest Practicable Date, our Group had registered the following trademark(s) which, in the opinion of our Directors, are material to our business:

Trademark	Registered Owner	Class(es)	Place of Registration	Trademark Number	Expiry Date
南山鋁業國際 NANSHAN ALUMINIUM INTL.	Our Company	1, 6, 16	Hong Kong	306614794	16 July 2034
南山鋁業國際 NANSHAN ALUMINIUM INTL.	Our Company	1,6	Singapore	40202415109Y	5 July 2034
bintanaluminaindonesia	BAI	6	Indonesia	IDM001268112	3 June 2034
南山鋁業國際 NANSHAN ALUMINIUM INTL.	Our Company	1	Indonesia	DID2024047519	3 June 2034
bintanaluminaindonesia	BAI	1	Indonesia	DID2024047496	3 June 2034

As at the Latest Practicable Date, our Group had applied for registration of the following trademark(s) which, in the opinion of our Directors, are material to our business:

Trademark	Applicant	Class(es)	Place of application	Application number	Application date
bintanaluminaindonesia	Our Company	1, 6	Hong Kong	306614811	17 July 2024
南山鋁業國際 NANSHAN ALUMINIUM INTL.	Our Company	6	Indonesia	DID2024047511	3 June 2024
bintanaluminaindonesia	BAI	1, 6	Singapore	40202415111V	5 July 2024

ii. Domain name(s)

As at the Latest Practicable Date, our Group has registered the following domain names which, in the opinion of our Directors, are material to our business:

Domain name	Registrant	Registration date	Expiry date
nanshanintl.com	Our Company	4 December 2023	4 December 2028
nanshanbai.com	BAI	30 March 2019	29 March 2029

C. FURTHER INFORMATION ABOUT DIRECTORS AND SHAREHOLDERS

1. Disclosure of interests

(a) Interests and short positions of the Directors and the chief executives of our Company in the shares, underlying shares and debentures of our Company and our associated corporations

As at the Latest Practicable Date and immediately following completion of the Global Offering and taking no account of any Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option and the exercise of any options which may be granted under the Share Option Scheme, the interests or short positions of our Directors and the chief executive of our Company in our Shares, underlying Shares and debentures of our associated corporations, within the meaning of Part XV of the SFO which will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he is taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to Section 352 of the SFO, to be recorded in the register referred to therein or which will be required to be notified to us and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules, will be as follows:

Name	Capacity/Nature of interest	Number of Shares held/ interested in immediately following completion of the Global Offering	Percentage of shareholding immediately following completion of the Global Offering
Mr. George Santos	Interests of controlled corporation (1)	18,602,865	3.16%

Note:

(1) Mr. George Santos had a deemed interest of 18,602,865 Shares held by Redstone, a company 100% owned by Mr. George Santos, within the meaning of Part XV of the SFO.

(b) Interests and short positions of substantial shareholders in the Shares and underlying Shares of our Company

So far as is known to our Directors and taking no account of any Shares which may be taken up under the Global Offering, and Shares to be issued pursuant to the exercise of the Over-allotment Option and the exercise of any options which may be granted under the Share Option Scheme, the following persons (not being a Director or chief executive of our Company) will, immediately following the completion of the Global Offering, have interests or short positions in Shares or underlying Shares which would fall to be disclosed to our Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, who are, directly or indirectly, interested in 10% or more of the issued voting shares of any other member of our Group:

Name	Capacity/Nature of interest	Number of Shares held/ interested in immediately following completion of the Global Offering	Percentage of shareholding immediately following completion of the Global Offering
Nanshan Village Committee (2)	Interest in controlled corporation	353,454,455 Shares (L)	60.09%
Mr. Song Jianbo (3)	Interest in controlled corporation	353,454,455 Shares (L)	60.09%
Ms. Sui Yongqing (4)	Interest of spouse	353,454,455 Shares (L)	60.09%
Nanshan Group (2)	Interest in controlled corporation	353,454,455 Shares (L)	60.09%
Yili Electric (2)	Interest in controlled corporation	353,454,455 Shares (L)	60.09%
Nanshan Aluminium (2)	Interest in controlled corporation	353,454,455 Shares (L)	60.09%
NAS (2)	Interest in controlled corporation	353,454,455 Shares (L)	60.09%
NAIHL	Beneficial owner	353,454,455 Shares (L)	60.09%
Press Metal (5)	Interest in controlled corporation	127,942,680 Shares (L)	21.75%
Press Metal SPV	Beneficial owner	127,942,680 Shares (L)	21.75%

Notes:

(1) The letter "L" denotes the person's long positions in the Shares.

(2) NAIHL is wholly-owned by NAS, which is in turn wholly-owned by Nanshan Aluminium. Nanshan Aluminium is owned as to 22.22% by Yili Electric and 20.91% by Nanshan Group. Yili Electric is wholly-owned by Nanshan Group. Nanshan Group is owned as to 51.0% by the Nanshan Village Committee and 49.0% by Mr. Song Jianbo. Accordingly, NAS, Nanshan Aluminium, Yili Electric, Nanshan Group, Nanshan Village Committee and Mr. Song Jianbo are therefore be deemed or taken to be interested in the Shares in which NAIHL is interested pursuant to the SFO.

(3) For the purpose of relevant disclosure obligations, Mr. Song Jianbo is deemed to be interested in the Shares held by NAIHL in our Company since he holds one-third voting power of Nanshan Group pursuant to the SFO. However, Mr. Song Jianbo is not regarded as a Controlling Shareholder of the Company under the Listing Rules.

(4) For the purpose of relevant disclosure obligations, Ms. Sui Yongqing is the spouse of Mr. Song Jianbo. Ms. Sui Yongqing is therefore deemed to be interested in the Shares in which Mr. Song Jianbo is interested pursuant to the SFO. However, Ms. Sui Yongqing is not regarded as a Controlling Shareholder of the Company under the Listing Rules.

(5) Press Metal SPV was wholly-owned by Press Metal. Accordingly, Press Metal is therefore deemed or taken to be interested in the Shares in which Press Metal SPV is interested pursuant to the SFO.

2. Particulars of service agreements

None of our Directors has entered into any service agreement with any member of our Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation other than statutory compensation).

3. Directors' remuneration

(a) The aggregate emoluments (including fees, salaries, allowances and benefits in kind, discretionary bonuses, and retirement scheme contributions) paid and payable to our Directors for FY2021, FY2022 and FY2023 and 9M2024 were US$136,000, US$160,000, US$156,000 and US$141,000 respectively.

(b) Under the arrangements currently in force, the aggregate emoluments (excluding payment pursuant to any discretionary benefits or bonus or other fringe benefits) payable by our Group to our Directors for FY2024 will be approximately US$202,000.

(c) Our independent non-executive Directors have been appointed for an initial term of three years from the Listing Date. Our Company intends to pay a director's fee of US$15,441.4 per annum to each of our independent non-executive Directors.

4. Fees or commission received

Save as disclosed in this prospectus, none of our Directors or the experts named in "D. Other Information — 7. Consents of experts" in this Appendix had received any agency fees, discounts, commissions, brokerages or other special terms in connection with the issue or sale of any capital of any member of our Group within the two years preceding the date of this prospectus.

5. Related party transactions

Details of the related party transactions are set out under Note 26 to the Accountants' Report set out in Appendix I to this prospectus.

6. Disclaimers

Save as otherwise disclosed in this section:

(a) there are no existing or proposed service contracts (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)) between our Directors and any member of our Group;

(b) none of our Directors or the experts named in the paragraph headed "D. Other Information — 6. Qualifications of experts" in this Appendix has any direct or indirect interest in the promotion of, or in any assets which have been, within the two years immediately preceding the date of this prospectus, acquired or disposed of by or leased to, any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group;

(c) none of our Directors or the experts named in the paragraph headed "D. Other Information — 7. Consents of experts" in this Appendix is materially interested in any contract or arrangement subsisting at the date of this prospectus which is significant in relation to the business of our Group taken as a whole;

(d) none of our Directors or the experts named in the paragraph headed "D. Other Information — 7. Consents of experts" in this Appendix has any shareholding in any member of our Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group;

(e) none of our Directors knows of any person (not being a Director or chief executive of our Company) who will, immediately following completion of the Global Offering, have any interest in Shares or underlying Shares which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who will be interested, directly or indirectly, in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of our Group;

(f) none of our Directors or chief executive of our Company has any interest or short position in our Shares, underlying Shares or debentures of our Company or any of the associated corporations (within the meaning of the SFO) which, once our Shares are listed on the Stock Exchange, will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests and short positions which he will be taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which will be required, pursuant to the Model Code for Securities Transactions by Directors of Listing Companies in the Listing Rules, to be notified to our Company and the Stock Exchange;

(g) save as disclosed in this prospectus, so far as is known to our Directors, none of our Directors, their respective close associates (as defined under the Listing Rules) or Shareholders who are interested in more than 5% of the issued share capital of our Company has any interests in the top five customers or the top five suppliers of our Group in each year/period during the Track Record Period; and

(h) no remuneration or other benefits in kind have been paid by any member of our Group to any Director since the date of incorporation of our Company, nor are any remuneration or benefits in kind payable by any member of our Group to any Director in respect of the current financial year under any arrangement in force as at the Latest Practicable Date.

D. OTHER INFORMATION

1. Share Option Scheme

A summary of the principal terms of the Share Option Scheme conditionally approved and adopted by our Shareholders on 10 March 2025 is set out below.

(i) Purpose

The purpose of the Share Option Scheme is to incentivise and reward participants of the Share Option Scheme ("**Participants**") who have contributed or may contribute to our Group and to encourage Participants to work towards enhancing the value of our Company and its Shares for the benefit of our Company and the Shareholders as a whole. The eligibility of any of the Participants for grant(s) of option(s) shall be determined by our Board from time to time on the basis of our Board's opinion as to the Participant's contribution to the success of our Group's operations. In assessing whether options are to be granted to any Participant, our Board shall take into account various factors, including but not limited to, the nature and extent of contributions provided by such Participant to our Group, the special skills or technical knowledge possessed by them which is beneficial to the continuing development of our Group, the positive impact which such Participant has brought to our Group's operations and whether granting the options to such Participant is an appropriate incentive to such Participant to continue to contribute towards our Group's operations.

For the purpose of the Share Option Scheme, "Participants" means any person who satisfied the eligibility criteria in paragraph (ii) below.

(ii) Who may participate

Our Board may, at any time during the period for which the Share Option Scheme is valid and effective, make an offer for options to:

(i) any director, employee or consultant of any member of our Group (including persons who are granted options(s) under this Share Option Scheme as an inducement to enter into employment contracts with any member of our Group) and, for the avoidance of doubt, excludes any former employee unless such person qualifies as a Participant in some other capacity; and

(ii) any director, employee or consultant of the holding companies, fellow subsidiaries or associated companies of our Company,

who our Board considers, in its sole discretion, have contributed or will contribute to our Group.

The basis of eligibility of the Participants shall be determined by our Board from time to time. In determining the eligibility of each Participant, our Board shall consider the experience of the Participant on our Group's business, the length of employment or office of the Participant with our Group, the amount of support, assistance, guidance, advice or efforts the Participant has given or will give towards our Group's success and any other factor that allows our Board to assess the amount of contribution made or to made by the Participant to our Group. In determining the eligibility of any Service Provider, our Board shall consider on a case by case basis, take into account factors including length of engagement and/or business relationship with our Group, the materiality and nature of the business relationship with our Group and the quality of the services provided to and/or cooperation with our Group.

For the avoidance of doubt, the grant of any options by our Company for the subscription of Shares or other securities of our Group to any person who falls within any of these classes of participants shall not, by itself, unless our Directors otherwise so determine, be construed as a grant of option under the Share Option Scheme.

(iii) Scheme Mandate Limit and Service Provider Sublimit

The maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any options or awards granted under any other share schemes of our Company shall not, in the absence of Shareholders' approval, in aggregate exceed 10% in nominal amount of the aggregate of Shares in issue on the Listing Date, being 58,823,530 Shares (the "**Scheme Mandate Limit**"). Subject to the above, within the Scheme Mandate Limit, the maximum number of Shares which may be issued upon exercise of all Options to be granted to the Service Providers under this Scheme and any options or awards granted to the Service Providers under any other share schemes of our Company shall not, in the absence of Shareholders' approval, in aggregate exceed 1% in nominal amount of the aggregate of Shares in issue on the Listing Date (the "**Service Provider Sublimit**"). The Scheme Mandate Limit and the Service Provider Sublimit may be refreshed with the approval of Shareholders in general meeting, but no more frequently than permitted under Rule 17.03C of the Listing Rules. The total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any options or awards granted under any other share schemes of our Company under the limit as refreshed must not exceed 10% of the Shares then in issue as at the date of our Shareholders' approval of the refreshed limit. Options lapsed under the Share Option Scheme and options or awards lapsed under other share schemes of our Company will not be counted for the purpose of calculating the Scheme Mandate Limit and/or the Service Provider Sublimit and the limit as refreshed.

The maximum number of Shares subject to a Scheme Mandate Limit and Service Provider Sublimit shall, notwithstanding the terms of the resolution of Shareholders in general meeting approving such Scheme Mandate Limit and Service Provider Sublimit, be adjusted proportionately on the effective date of any consolidation or sub-division of Shares subsequent to the date of passing of that resolution, provided that such maximum number of Shares as a percentage of the total number of Shares in issue immediately before or after such effective date shall be the same, other than for rounding to the nearest whole Share.

Notwithstanding the foregoing, we may grant options beyond the Scheme Mandate Limit or the Service Provider Sublimit to Participants if:

(a) separate Shareholders' approval has been obtained for granting options beyond the Scheme Mandate Limit or the Service Provider Sublimit to Participants specifically identified by us before such Shareholders' approval is sought, provided that the number and terms of the options to be granted must be fixed before such Shareholders' approval; and

(b) our Company, in connection with the seeking of such separate Shareholders' approval, has first sent a circular to Shareholders containing such information as may be required by the Listing Rules then prevailing to be included in such circular.

(iv) Maximum Entitlement of Each Individual

Where any further grant of options to a Participant would result in the Shares issued and to be issued in respect of all options and awards granted to such person under the Share Option Scheme and any other share scheme of our Company (excluding any options and awards lapsed in accordance with the terms of the Scheme) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the Shares in issue (the "**Individual Limit**"), such further grant must be separately approved by Shareholders in general meeting with such Participant and his close associates (or associates if the Participant is a connected person) abstaining from voting. We must send a circular to the Shareholders disclosing the identity of the Participant in question, the number and terms of the options to be granted (and options previously granted to such Participant), and such other information required under the Listing Rules.

(v) Duration of Share Scheme

This Share Option Scheme shall be valid and effective for a period of 10 years commencing on the Listing Date, after which period no further options shall be offered or granted but the provisions of the Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any option granted prior thereto or otherwise as may be required in accordance with the provisions of the Share Option Scheme. Options granted during the life of the Share Option Scheme shall continue to be exercisable in accordance with their terms of grant after the end of the 10-year period.

(vi) Grant of Options

Our Board shall be entitled, on and subject to the terms of this Share Option Scheme and the Listing Rules, at any time within 10 years after the Listing Date to make an offer (subject to such conditions as our Board may think fit) to any Participant as our Board may at its absolute discretion select to take up an option pursuant to which such Participant may, during the Option Period (i.e. in respect of any option, the period (which shall not exceed 10 years from the date of grant) to be determined and notified by our Board to the grantee at the time of making an offer, subject to earlier termination in accordance with the provisions of this Share Option Scheme), subscribe for such number of Shares as our Board may determine at the Subscription Price (as defined below). The offer shall specify the terms on which the option is to be granted. Such terms may, at the discretion of our Board include, among other things, (i) the minimum period for which an option must be held before it can be exercised; and/or (ii) a performance target that must be reached before the option can be exercised in whole or in part; and (iii) any other terms, all of which may be imposed (or not imposed) either on a case-by-case basis or generally.

(vii) Conditions of the Share Option Scheme

The grant of options compromised in each offer is conditional upon the Listing Committee (as defined in the Listing Rules) of the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares which fall to be issued pursuant to the exercise of the option to be granted. If this condition is not satisfied on or before the 30th day after the date of grant, any option granted or agreed to be granted pursuant to the offer shall be of no effect and no person shall be entitled to any rights or benefits or be under any obligations under or in respect of the offer.

(viii) Vesting Period and Exercise of Options

Save for the circumstances prescribed in the paragraph below, every grantee must hold an option for at least 12 months before he can exercise such option.

A grantee may be subject to a vesting period shorter than 12 months as deemed appropriate at the discretion of our Board or (where the grantee is our director or a member of our senior management) our Remuneration Committee in any of the following circumstances:

(i) grants of "make-whole" options to new joiners to replace the share awards or options they forfeited when leaving the previous employer;

(ii) grants to a Participant whose employment is terminated due to death or disability or occurrence of any out-of-control event;

(iii) grants with performance-based vesting conditions in lieu of time-based vesting criteria. For example, this could be applicable where an employee or potential employee have exceptional skills or expertise and the performance target is to secure a specific particularly high value project or customer for our Group in less than 12 months;

(iv) grants with a mixed or accelerated vesting schedule such as where the options may vest evenly over a period of 12 or more months. This could be applicable where we have set quarterly or semi-annual performance targets and the options would be vested in batches upon satisfaction of each of those targets in a way that the options would be vested evenly over a period of 12 or more months instead of all being vested in one-go upon the expiry of a certain period; and

(v) grants with a total vesting and holding period of more than 12 months ("**holding period**" refers to the period during which the grantee is restricted from disposing of Shares that are issued upon the exercise of vested options).

(ix) Performance targets

If and to the extent that any performance target is required to be achieved by any grantee before an option is capable of being exercised, such performance target shall be based on, amongst other things, length of continued employment with our Group, business or financial performance results, annual corporate targets or goals achieved, relevant transaction milestones, individual performance, sand appraisal on contribution to our Group. There may be instances where it may be impracticable or inappropriate to include specific performance targets as a vesting condition of options. We consider that a grant of options after taking into account actual performance and/or contribution of the individual grantee and appropriate communication to the grantee of such correlation would also have the effect of incentivising and rewarding that grantee for their contribution. It is important that we retain the flexibility to tailor incentives and rewards to achieve the purpose of the Share Option Scheme and to ensure that our Group can continue to offer consistent and market competitive remuneration packages to its employees.

Where a grantee is an independent non-executive Director, the vesting of options shall not be subject to performance targets, unless our Board is satisfied that the existence of such target will not lead to any bias in the decision-making or compromise the objectivity and independence of such grantee in the course of performance by him of his duties as an independent non-executive Director.

(x) Subscription Price

The subscription price (the "**Subscription Price**") shall be determined by our Board at its absolute discretion but in any event shall not be less than the higher of:

(a) the closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange on the date of grant which must be a business day;

(b) the average closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange for the 5 business days immediately preceding the date of grant; and

(c) the nominal value of the Shares on the date of grant.

(xi) Acceptance of an Offer of Options

An offer shall be made to a Participant by letter in such form as our Board may from time to time determine requiring the Participant to undertake to hold the option on the terms on which it is to be granted and to be bound by the provisions of the Share Option Scheme and shall remain open for acceptance by the Participant concerned for a period of 5 business days from the date of grant provided that no such offer shall be open for acceptance after the expiry of the Option Period or after the Share Option Scheme has been terminated in accordance with the terms hereof or after the Participant for whom the offer is made has ceased to be a Participant.

No offer shall be made to, nor shall any offer be capable of acceptance by, any Participant at a time when the Participant would or might be prohibited from dealing in the Shares by the Listing Rules or by any other applicable rules, regulations, or law.

An offer is deemed to be accepted when we receive from the grantee the offer letter signed by the grantee specifying the number of Shares in respect of which the offer is accepted and a remittance to our Company of HK$1.00 as consideration for the grant of option. Such remittance is not refundable in any circumstances.

Any offer may be accepted in whole or in part provided that it is accepted in respect of a whole board lot for dealing in Shares on the Stock Exchange or an integral multiple thereof. To the extent that the offer is not accepted within 30 days from the date on which the letter containing the offer is delivered to that Participant in the manner indicated in the paragraph above, it shall be deemed to have been irrevocably declined.

(xii) Exercise of Options

An option may, subject to the Scheme Mandate Limit, Service Provider Sublimit and Individual Limit and the fulfilment of all the terms and conditions set out in the offer (if any), be exercised in whole or in part (but if in part only, it should be exercised in a whole board lot in which the Shares are traded on the Stock Exchange from time to time or an integral multiple thereof) by the grantee (or, as the case may be, his legal personal representative(s)) by giving notice in writing to us stating that the option is thereby exercised and the number of Shares in respect of which it is exercised. Each notice must be accompanied by a remittance for the full amount of the Subscription Price multiplied by the number of Shares in respect of which the notice is given. Within 10 business days after receipt of the notice and the remittance of the full amount of the relevant aggregate Subscription Price and, where appropriate, receipt of the auditor's certificate or the certificate from our independent financial adviser pursuant to "(xxi) Effect of Reorganisation of Capital Structure" below, we shall accordingly allot and issue the relevant number of Shares to the grantee (or, as the case may be, his legal personal representative(s)) credited as fully paid and issue to the grantee (or, as the case may be, his legal personal representative(s)) share certificates in respect of the Shares so allotted.

(xiii) Share Capital

The exercise of any option shall be subject to the Shareholders in general meeting approving any necessary increase in the authorised share capital of our Company. Subject thereto our Board shall make available sufficient authorised but unissued share capital of our Company to meet subsisting requirements on the exercise of options.

The options do not carry any right to vote in our general meetings, or any right, dividend, transfer or any other rights, including those arising on the liquidation of our Company.

(xiv) Ranking of the Shares

The Shares to be allotted upon the exercise of an option shall be subject to all the provisions of our memorandum of association and bye-laws for the time being in force and shall rank pari passu in all respects with the existing fully paid Shares in issue on the date on which those Shares are allotted to the relevant grantee on exercise of the option, and accordingly shall entitle the holders to receive all dividends or other distributions paid or made after the date on which Shares are allotted other than any dividends or distributions previously declared or recommended or resolved to be paid or made if the record date thereof shall be on or before the date on which the Shares are allotted.

(xv) Rights on death

In the event of the grantee ceasing to be a Participant by reason of his death before exercising his option in full, subject to any restrictions applicable under the Listing Rules and notwithstanding the terms of grant thereof, for any outstanding option of the grantee:

(a) his legal personal representative(s) may exercise the option (to the extent not already exercised) up to the grantee's entitlement (whether vested or not) as at the date of death within 6 months following his death unless paragraphs (b) or (c) of this paragraph applies;

(b) where any of the events set out in "(xvii) Rights on a General Offer", "(xviii) Rights on Winding Up" and "(xvx) Rights on Company Reconstruction or Amalgamation" in this Appendix occurs prior to the grantee's death or within 6 months following his death, his personal representative(s) may exercise the option only within period set out in the applicable paragraphs; and

(c) (where the grantee is an employee of our Group) if any of the events which would be a ground for termination of his employment as specified in "(xx) Lapse of Option — subparagraph (d)" of this Appendix have arisen in respect of the grantee at any time within 3 years prior to the grantee's death, we may at any time terminate the option (to the extent not already exercised) and declare any notice of exercise of option received (for which Shares have not been allotted) null and void and return in full the Subscription Price we have received in respect thereof.

(xvi) Rights on termination of employment or directorship

In the event of the grantee ceasing to be a Participant by reason of the termination of his employment or directorship on one or more of the grounds specified in "(xx) Lapse of Option — subparagraph (d)" of this Appendix, his option (to the extent not already exercised) shall lapse automatically and shall not be exercisable on or after the date of termination of his employment. Any notice given by the grantee to exercise the option pursuant to "(xii) Exercise of Options" in this Appendix for which Shares have not been allotted shall be null and void and we shall return the Subscription Price we have received in respect thereof.

In the event of a grantee who is an employee or director of our Company or another member of our Group ceasing to be a Participant for any reason other than his death or the termination of his employment or directorship on one or more of the grounds specified in "(xx) Lapse of Option — subparagraph (d)" of this Appendix, the option (to the extent not already exercised) shall lapse on the date of cessation or termination of such employment (which date shall be the grantee's last actual working day with our Company or the relevant subsidiary whether salary is paid in lieu of notice or not) and shall on that day cease to be exercisable unless he continues to serve our Group in some other capacity (for example, as a director or employee of any other member of our Group), in which case our Board may determine that the option shall not lapse until such later date our Board determines to be appropriate.

(xvii) ***Rights on a General Offer***

(a) In the event a general offer by way of takeover or otherwise (other than by way of scheme of arrangement as set out below) is made to all the Shareholders (or all such Shareholders other than those permitted by the relevant regulatory authority to be excluded from the general offer) and such offer becomes or is declared unconditional prior to the expiry of the Option Period of any option, we shall forthwith notify all grantees who then hold unexercised options of their entitlements under this paragraph and any such grantee (or his legal personal representative) may, within such period as shall be notified by us after which the option shall cease to be exercisable, exercise his option (whether vested or not) either to its full extent or, in respect of any unvested portion, to such extent as may be specified by us, provided that where a court of competent jurisdiction has made an order to prohibit the offeror from acquiring Shares under the general offer, notwithstanding any notice given by us pursuant to this paragraph the option shall not become exercisable pursuant to that notice until after the discharge of that order.

(b) In the event a notice is given by our Company to our Shareholders to convene requisite meetings for the purposes of considering and, if thought fit, approving a general offer for Shares by way of scheme of arrangement, we shall forthwith notify all grantees who then hold unexercised options of their entitlements under this paragraph and any such grantee (or his legal personal representative) may, within such period as shall be notified by us after which the option shall cease to be exercisable, exercise his option (whether vested or not) either to its full extent or, in respect any unvested option, to such extent notified by us.

(xviii) Rights on Winding Up

In the event a notice is given by us to our Shareholders to convene a Shareholders' meeting for the purpose of considering and, if thought fit, approving a resolution to voluntarily wind-up our Company, we shall forthwith give notice thereof to all grantees who then hold unexercised options of their entitlements under this paragraph and any such grantee (or his legal personal representative) may, within such period as shall be notified by us after which the option shall cease to be exercisable, exercise his option (whether vested or not) either to its full extent or, in respect of any unvested option, to such extent notified by us, and we shall as soon as possible and in any event no later than 3 business days prior to the date of the proposed Shareholders' meeting, allot, issue and register in the name of the grantee such number of Shares to the grantee which fall to be issued on such exercise.

(xix) Rights on Company Reconstruction or Amalgamation

In the event a notice is given by us to our Shareholders to convene a Shareholders' meeting for the purpose of considering and, if thought fit, approving a compromise or arrangement between us and our members or creditors proposed in connection with a scheme for the reconstruction or amalgamation of our Company (other than a scheme of arrangement contemplated in "(xvii) Rights on a General Offer — paragraph (b)" in this Appendix), we shall forthwith give notice thereof to all grantees who then hold unexercised options of their entitlements under this paragraph (and the grantee (or his legal personal representative) may, within such period as shall be notified by us after which the option shall cease to be exercisable, exercise his option (whether vested or not) either to its full extent or, in respect of any unvested portion, to the extent notified by us, and we shall as soon as possible and in any event no later than 3 business days prior to the date of the proposed Shareholders' meeting, allot, issue and register in the name of the grantee such number of Shares which fall to be issued on such exercise.

(xx) Lapse of Option

Without prejudice to the authority of our Board to provide for additional situations where an option shall lapse, an option shall lapse automatically and not be exercisable (to the extent not already exercised) on the earliest of:

(a) the expiry of the Option Period;

(b) at the end of that date or the expiry of any of the periods referred to in "(xv) Rights on death", "(xvi) Rights on termination of employment or directorship", "(xvii) Rights on a General Offer", "(xviii) Rights on Winding Up" and "(xix) Rights on Company Reconstruction or Amalgamation" in this Appendix, after which the option shall cease to be exercisable;

(c) the date of the commencement of the winding-up of our Company;

(d) the date on which the grantee ceases to be a Participant by reason of the termination of his employment or directorship on the grounds that he has been guilty of serious misconduct, or appears either to be unable to pay or to have no reasonable prospect of being able to pay his debts or has committed any act of bankruptcy or has become insolvent or has made any arrangements or compromise with his creditors generally, or has been convicted of any criminal offence involving his integrity or honesty or on any other grounds on which an employer would be entitled to terminate his employment summarily. A resolution of our Board or the board of directors of the relevant subsidiary to the effect that the employment or directorship of a grantee has or has not been terminated on one or more of the grounds specified in this paragraph (d) shall be conclusive and binding on the grantee, and where appropriate, his legal representative(s). Transfer of employment or directorship of a grantee from one member of our Group to another member of our Group shall not be considered a termination of employment or directorship; and

(e) the date on which the grantee commits a breach of the restrictions on transfer of the options.

(xxi) Effect of Reorganisation of Capital Structure

In the event of an alteration in the capital structure of our Company, whilst any option remains exercisable, by way of capitalisation of profits or reserves, bonus issue, rights issue, open offer, subdivision or consolidation of shares, or reduction of the share capital of our Company in accordance with legal requirements and requirements of the Stock Exchange (other than any alteration in the share capital structure of our Company as a result of an issue of Shares as consideration in a transaction to which our Company is a party), such corresponding adjustments (if any) shall be made to:

(i) the number or nominal amount of Shares subject to the option so far as unexercised; and/or

(ii) the Subscription Price; and/or

(iii) the method of exercise of the option(s),

or any combination therefore, provided that:

(a) any such adjustments give a grantee the same proportion of the equity capital of our Company, rounded to the nearest whole share, as that to which that grantee was previously entitled; and

(b) notwithstanding "(xxi) Effect of Reorganisation of Capital Structure — paragraph (a)" above, any adjustments as a result of an issue of securities with a price-dilutive element, such as a rights issue, open offer or capitalisation issue, should be based on a scrip factor similar to the one used in accounting standards in adjusting the earnings per share figures (referred to in Hong Kong Accounting Standards 33) and the acceptable adjustments set out in the "Frequently asked questions on adjustments of the exercise price of share options" (FAQ No. 072-2020) on Rule 17.03(13) of the Listing Rules and any future guidance/interpretation of the Listing Rules issued by the Stock Exchange from time to time, but no such adjustments shall be made to the extent that a Share would be issued at a price less than its nominal value.

We shall engage our auditors or an independent financial adviser to certify in writing, either generally or as regards any particular grantee, that the adjustments made by our Company (other than adjustment made on a capitalisation issue) satisfy the requirements set out in paragraphs (a) and (b) above. The capacity of the auditors or independent financial adviser (as the case may be) in this paragraph is that of experts and not of arbitrators and their certification shall, in the absence of manifest error, be final and binding on us and the grantees. The costs of the auditors or independent financial adviser (as the case may be) shall be borne by us.

If there has been any alteration in the capital structure of our Company as referred to above, we shall within 28 days after receipt of a confirmation of the independent financial adviser or the auditors, inform the grantee of such alteration and of any adjustment to be made.

If our Company conducts a share consolidation or subdivision after the Scheme Mandate Limit or the Service Provider Sublimit has been approved or refreshed by the Shareholders, the maximum number of Shares that may be issued in respect of all options and awards to be granted under all share schemes of our Company under the Scheme Mandate Limit or the Service Provider Sublimit shall automatically be proportionately adjusted provided that such maximum number of shares as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same, rounded to the nearest whole share.

*(xxii) **Cancellation of Options***

Any options granted but not exercised may be cancelled with the consent of the relevant grantee and on such terms as may be agreed, as our Board may at its absolute discretion see fit and in a manner that complies with all applicable legal requirements for such cancellation, except that where the grantee is in breach of "(xxv) Rights are Personal to the Grantee" in this Appendix, our Board may cancel any outstanding option without the relevant grantee's agreement. For the avoidance of doubt, no consent is required to be given by the grantee where an option lapses in accordance with "(xx) Lapse of Option" in this Appendix.

Where we cancel options and offer to issue new options to the same grantee, the issue of such new options may only be made under the Share Option Scheme within the limits prescribed by the Scheme Mandate Limit, the Service Provider Sublimit and Individual Limit in accordance to "(iii) Scheme Mandate Limit and Service Provider Sublimit" and "(iv) Maximum Entitlement of Each Individual" in this Appendix, excluding the cancelled options, and are otherwise granted in accordance with the terms of the Share Option Scheme.

*(xxiii) **Alteration of the Share Option Scheme***

The specific provisions of the Share Option Scheme which relate to the matters set out in Rule 17.03 of the Listing Rules cannot be altered to the advantage of Participants, and changes to the authority of our Board in relation to any alteration of the terms of the Share Option Scheme shall not be made, in either case, without the prior approval of Shareholders in general meeting. Any change to the terms of any options shall only take effect after approval of the change is given by our Board, our Remuneration Committee, the independent non-executive Directors (as a group) and/or the Shareholders if the grant of that option was approved by it or them (or their predecessors in that role). The preceding sentences of this paragraph do not apply to alterations taking effect automatically under the existing terms of the Share Option Scheme. The Scheme so altered must comply with Chapter 17 and other relevant requirements of the Listing Rules.

*(xxiv) **Termination of the Share Option Scheme***

Our Company by ordinary resolution in general meeting, or our Board, may at any time terminate this Share Option Scheme and in such event no further options may be offered or granted but in all other respects the provisions of the Share Option Scheme shall remain in full force and effect in respect of options which are granted during the life of the Share Option Scheme (to the extent necessary to give effect to the exercise of such options) and which remain unexercised or which are exercised but the Shares in respect of such exercised options have not been issued to the grantees yet immediately prior to the termination of the operation of the Share Option Scheme.

(xxv) ***Rights are Personal to the Grantee***

An option shall be personal to the grantee and shall not be assignable or transferable and no grantee shall in any way sell, transfer, assign, charge, mortgage, encumber or create any interest in favour of any other person over or in relation to any option or enter into any agreement to do so. Any breach of the foregoing by the grantee shall entitle us to cancel any outstanding option or any part thereof granted to such grantee to the extent not already exercised without incurring any liability on our part. Notwithstanding the foregoing, a grantee may transfer any option to a vehicle (such as a trust or private company) for the benefit of himself and/or his family members (such as for the purpose of estate planning or tax planning purposes) provided that the Stock Exchange has prior to such transfer granted a waiver to allow such transfer.

As at the Latest Practicable Date, no option has been granted or agreed to be granted pursuant to the Share Option Scheme.

Details of the Share Option Scheme, including particulars and movements of the options granted during each financial year of our Company, and our employee costs arising from the grant of the options will be disclosed in our annual report.

2. Litigation

Save as disclosed in the section headed "Business — Legal Proceedings" in this prospectus, as at the Latest Practicable Date, no member of our Group was engaged in any litigation or arbitration of material importance and no litigation or claim of material importance is known to our Directors to be pending or threatened against any member of our Group.

3. Sponsor

The Sole Sponsor has made an application on behalf of our Company to the Listing Committee for the listing of, and permission to deal in, the Shares in issue and to be issued as mentioned herein (including any Shares falling to be issued pursuant to the exercise of the Over-allotment Option and the exercise of any options which may be granted under the Share Option Scheme).

Huatai United Securities Co., Ltd. (華泰聯合證券有限責任公司) ("**Huatai United Securities**"), a member belonging to the same group of companies as Huatai Financial Holdings (Hong Kong) Limited ("**Huatai Financial**", our Sole Sponsor), acted as the independent financial adviser to Nanshan Aluminium in connection with the spin-off and Listing of our Company's Shares pursuant to the CSRC Spin-off Rules promulgated by the CSRC.

Notwithstanding the above, considering that (i) the work of independent financial adviser is a restricted one purely to satisfy the regulatory requirements imposed by the CSRC, and the role of independent financial adviser of Huatai United Securities is not in conflict with Huatai Financial's role as an independent sponsor for the Listing (such work is also in line with that undertaken by other financial advisers in similar spin-off cases); and (ii) the fee from the service of independent financial adviser is immaterial, such relationship between Huatai United Securities and Nanshan Aluminium would not be reasonably considered to affect Huatai Financial's independence as sponsor to our Company in performing its duties, and should not reasonably give rise to a perception that Huatai Financial's independence would be so affected under Rule 3A.07(9) of the Listing Rules, and there are no other circumstances affecting Huatai Financial's independence under Rule 3A.07 of the Listing Rules.

In light of the above, the Sole Sponsor has confirmed to the Stock Exchange that it satisfies the independence test as stipulated under Rule 3A.07 of the Listing Rules.

Our Company has entered into an agreement with the Sole Sponsor, pursuant to which the sponsor's fee paid and payable to the Sole Sponsor to act as the Sole Sponsor to our Company for purposes of the Global Offering amounts to HK$5.0 million.

4. Preliminary expenses

The preliminary expenses relating to the incorporation of our Company approximately HK$48,000 and were paid by our Company.

5. Promoter

Our Company has no promoter for the purpose of the Listing Rules.

6. Qualifications of experts

The following are the respective qualifications of the experts who have given their opinion or advice which is contained in this prospectus:

Name	Qualification
Huatai Financial Holdings (Hong Kong) Limited	A licenced corporation under the SFO for type 1 (dealing in securities), type 2 (dealing in futures contracts), type 3 (leveraged foreign exchange trading), type 4 (advising on securities), type 6 (advising on corporate finance), type 7 (providing automated trading services) and type 9 (asset management) of the regulated activities as defined under the SFO
Persekutuan Perdata EY Law Indonesia	Legal advisers to our Company as to Indonesia law
Conyers Dill & Pearman	Cayman Islands attorneys-at-law
KPMG	Certified Public Accountant Public Interest Entity Auditor registered in accordance with the Accounting and Financial Reporting Council Ordinance
Frost & Sullivan Limited	Industry consultant
Jones Lang LaSalle Corporate Appraisal And Advisory Limited	Independent property valuer
Grandway Law Offices	Legal advisers to our Company as to PRC law

7. Consents of experts

Each of the experts named in paragraph 6 of this Appendix has given and has not withdrawn their respective consent to the issue of this prospectus with the inclusion of its report and/or letter and/or summary of valuations and/or legal opinion (as the case may be) and references to its name included in the form and context in which it respectively appears.

None of the experts named above has any shareholding interests in our Company or any of our subsidiaries or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in our Company or any of our subsidiaries.

8. Financial Adviser

CMB International Capital Limited has been appointed by our Company as financial adviser in respect of the Listing and the Global Offering. The appointment of CMB International Capital Limited is at our Company's own initiative and not made pursuant to the requirements of the Listing Rules, and the appointment of CMB International Capital Limited is separate and distinct from the appointment of the Sole Sponsor (which is required to be made by us pursuant to the Listing Rules). The role of CMB International Capital Limited in the Listing and the Global Offering is different from that of the Sole Sponsor in that it focuses on providing general financial advisory services to our Company in respect of the Listing and the Global Offering, including providing advice regarding the appropriate corporate structure and investment positioning of our Company, and the timing and other aspects of the Global Offering. CMB International Capital Limited is a corporation licensed to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) of regulated activities as defined under the SFO.

9. Binding effect

This prospectus shall have the effect, if an application is made in pursuance of it, of rendering all persons concerned bound by all the provisions (other than the penal provisions) of Sections 44A and 44B of the Companies (WUMP) Ordinance so far as applicable.

10. Registration procedures

The register of members of our Company will be maintained in the Cayman Islands by Conyers Trust Company (Cayman) Limited and a Hong Kong share register of members will be maintained in Hong Kong by the Hong Kong Branch Share Registrar. Unless our Directors otherwise agree, all transfers and other documents of title to Shares must be lodged for registration with, and registered by, the share register in Hong Kong and may not be lodged in the Cayman Islands.

11. No material adverse change

Save for the expenses expected to be incurred in connection with the Listing, our Directors confirm that there has been no material adverse change in the financial or trading position or prospects of our Company or its subsidiaries since 30 September 2024 (being the date to which the latest audited financial statements of our Group were made up), and there is no event since 30 September 2024 which would materially affect the information shown in our consolidated financial information included in the Accountants' Report set forth in Appendix I to this prospectus.

12. Taxation of holders of Shares

(a) Hong Kong

Dealings in Shares registered on our Company's Hong Kong branch register of members will be subject to Hong Kong stamp duty. Profits from dealings in Shares arising in or derived from Hong Kong may also be subject to Hong Kong profits tax.

(b) Cayman Islands

No stamp duty is payable in the Cayman Islands on transfer of shares of Cayman Islands exempted companies except those which hold interests in land in the Cayman Islands.

(c) Consultation with professional advisers

Intending holders of our Shares are recommended to consult their professional advisers if they are in any doubt as to the taxation implications of subscribing for, purchasing, holding or disposing of or dealing in our Shares. It is emphasised that none of our Company, our Directors or other parties involved in the Global Offering accepts responsibility for any tax effect on, or liabilities of holders of Shares resulting from their subscription for, purchase, holding or disposal of or dealing in Shares.

13. Miscellaneous

(a) Save as disclosed in this prospectus, within the two years immediately preceding the date of this prospectus:

(i) no share or loan capital of our Company or any of the subsidiaries has been issued, agreed to be issued or is proposed to be issued fully or partly paid either for cash or for a consideration other than cash;

(ii) no commissions, discounts, brokerages or other special terms has been granted or agreed to be granted in connection with the issue or sale of any share or loan capital of our Company or any of the subsidiaries and no commission has been paid or is payable in connection with the issue or sale of any capital of our Company or any of the subsidiaries;

(iii) no commission has been paid or is payable for subscribing or agreeing to subscribe, or procuring or agreeing to procure subscriptions, for any shares or debenture of any of our Company or the subsidiaries;

(iv) no founder, management or deferred shares or any debentures of our Company have been issued or agreed to be issued; and

(v) no share or loan capital of our Company or any of the subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;

(b) Save as disclosed in the section headed "Underwriting" in this prospectus, none of the parties listed in the paragraph headed "Consents of experts" in this Appendix is interested legally or beneficially in any securities of our Company or any of its subsidiaries; or has any right or option (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any securities of our Company or any of its subsidiaries;

(c) There has not been any interruption in the business of our Group which may have or have had a significant effect on the financial position of our Group in the 12 months immediately preceding the date of this prospectus;

(d) No company within our Group is presently listed on any stock exchange or traded on any trading system;

(e) Our Group has no outstanding convertible debt securities;

(f) Our Directors have been advised that, under Cayman Islands law, the use of a Chinese name pre-approved by the Registrar of Companies in the Cayman Islands by our Company in conjunction with the English name does not contravene Cayman Islands law; and

(g) The English text of this prospectus shall prevail over the Chinese text.

14. Bilingual prospectus

The English language and Chinese language versions of this prospectus are being published separately in reliance upon the exemption provided in Sections 4 and 5 of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG

The documents attached to the copy of this prospectus and delivered to the Registrar of Companies in Hong Kong for registration were, among other documents:

(a) the written consents referred to in the section headed "Statutory and General Information — D. Other Information — 7. Consents of Experts" in Appendix V to this prospectus; and

(b) a copy of the material contract referred to in the section headed "Statutory and General Information — B. Further Information about Our Business — 1. Summary of Material Contracts" in Appendix V to this prospectus.

DOCUMENTS AVAILABLE ON DISPLAY

Copies of the following documents will be available on display on the Stock Exchange's website at **www.hkexnews.hk** and our Company's website at **www.nanshanintl.com** during a period of 14 days from the date of this prospectus:

(a) the Memorandum and Articles of Association;

(b) the Accountants' Report prepared by KPMG, the text of which is set out in Appendix I to this prospectus;

(c) the audited consolidated financial statements of our Group for FY2021, FY2022, FY2023 and 9M2024;

(d) the report on the unaudited pro forma financial information of our Group prepared by KPMG, the text of which is set out in Appendix IIA to this prospectus;

(e) the Indonesia legal opinion prepared by Persekutuan Perdata EY Law Indonesia, our Indonesia legal advisers, in respect of certain aspects of our Group as to the Indonesia law;

(f) the PRC legal opinion prepared by Grandway Law Offices, our PRC legal advisers, in respect of our general matters in the PRC;

(g) the letter of advice prepared by Conyers Dill & Pearman, our Cayman Islands legal adviser, summarising certain aspects of Cayman Islands company law referred to in Appendix IV to this prospectus;

(h) the F&S Report issued by Frost & Sullivan;

(i) the property valuation report prepared by Jones Lang LaSalle Corporate Appraisal and Advisory Limited, which is set out in Appendix III to this prospectus;

(j) the material contracts referred to the section headed "Statutory and General Information — B. Further Information about Our Business — 1. Summary of material contracts" in Appendix V to this prospectus;

(k) the written consents referred to in the section headed "Statutory and General Information — D. Other Information — 7. Consents of experts" in Appendix V to this prospectus;

(l) the service contracts and letters of appointment referred to in the section headed "Statutory and General Information — C. Further Information about Directors and Shareholders — 2. Particulars of service agreements" in Appendix V to this prospectus;

(m) the Companies Act; and

(n) the rules of the Share Option Scheme.

Nanshan Aluminium International Holdings Limited
南山鋁業國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 2610