You should consider carefully all of the information set forth in this document and, in particular, should consider the following risks and special considerations in connection with an [**REDACTED**] *in our Company before making any* [**REDACTED**] *decision in relation to the H Shares. The occurrence of any of the following risks may have a material adverse effect on our business, financial condition, results of operations and future prospects. The* [**REDACTED**] *price of the H Shares could decline significantly due to any of these risks and you may lose all or part of your* [**REDACTED**]. *You should pay particular attention to the following fact that we are a company established in the PRC and most of our operations are conducted in the PRC which is governed by a legal and regulatory environment that may differ significantly from that of other jurisdictions.*

We believe there are certain risks and uncertainties involved in our operations, some of which are beyond our control. We have categorized these risks and uncertainties into: (i) risks relating to our business; (ii) financial risks relating to our business; (iii) risks relating to doing business in China; and (iv) risks relating to the [**REDACTED**].

RISKS RELATING TO OUR BUSINESS

Our business performance is subject to high volatility, and difficult market and economic conditions may adversely affect our Company and our funds

Our business performance is subject to high volatility due to business nature and may be materially affected by difficult market and economic conditions in the different markets in which we and our portfolio companies operate, including but not limited to fluctuations in public share prices, credit spreads, interest rates, currency exchange rates and inflation rates, supply of liquid funds and availability of credit, economic uncertainty, changes in the interpretation of and amendments to laws or regulations, including those relating to taxation, currency exchange controls, trade barriers, commodity prices and controls, as well as regional geopolitical tensions and conflicts.

Global economic and financial markets conditions, in particular in China, are outside of our control. The level of volatility of asset prices and liquidity may affect the value of the investments made by our managed funds and our own capital and ultimately may affect our financial results. Though we have implemented numerous measures to manage our risk exposure, including maintaining a rigorous investment process and a comprehensive due diligence approach, such measures may not be successful, or we may not have sufficient time to respond to the drastic market volatility, leading to substantial loss of our investments.

Furthermore, weakened market conditions may affect the performance of our funds and direct investment, including by limiting opportunities to exit and realize value from the investments, and the availability of suitable investment opportunities within each of our funds' investment strategies, thereby reducing the ability of such funds to effectively deploy and invest capital. Moreover, in less favorable market conditions, assets in which we invest may experience deterioration in their results of operations and financial condition. Such negative financial results may result in lower investment returns for the relevant funds or our direct investments, which could result in fluctuations in the results of our operations and adversely affect our business, financial condition, cash flows and prospects.

Our historical financial information may not necessarily be indicative of our future performance

During the Track Record Period, approximately 88.3% to 97.0% of our revenue and income were attributable to investment gains or losses and share of results of associates and joint ventures. We recorded total revenue and net investment gains or losses of RMB1,195.2 million in 2020, RMB495.2 million in 2021, and RMB423.2 million in 2022. For more details, please see "Financial Information – Description of Selected Components of Consolidated Statements of Profit or Loss and Other Comprehensive Income" in this document. Due to the nature of our business, there are uncertainties relating to valuations of our investments, which are beyond our control, such as changes in the PRC economic and regulatory environment, intensive competition in the fund management industry, the effect of COVID-19, and that the investment gains of our investments may fluctuate from project-to-project and from time to time. We expect such fluctuation to occur in the future. The historical financial information included in this document may therefore not be indicative of our future financial results.

There are inherent uncertainties associated with the fair value measurement of our investments and the fair value changes of our investments may lead to significant fluctuation in our financial performance

During the Track Record Period, some of our assets and liabilities are measured at fair value, including financial assets at FVTPL, interests in associates measured at fair value and financial liabilities at FVTPL. As of December 31, 2022, interests in associates measured at fair value, interests in associates measured using equity method, interests in joint ventures and financial assets at FVTPL accounted for about 94.7% of our total assets. Our financial assets at FVTPL primarily represent the investment by our consolidated funds in various methods, such as equity investments, convertible bonds and debt instrument investments. As of December 31, 2020, 2021 and 2022, we had financial assets of FVTPL at RMB5,057.7 million, RMB5,458.6 million and RMB5,238.3 million, respectively. During the Track Record Period, we had financial liabilities at FVTPL primarily representing the equity interests held by the limited partners of our consolidated funds. As of December 31, 2020, 2021 and 2022, we had financial liabilities at FVTPL of RMB6,822.5 million, RMB8,075.2 million and RMB8,596.7 million, respectively. When our consolidated funds or we directly make an investment into a portfolio company and appoint directors onto its board, such investment is recorded as interests in associates measured at fair value. As of December 31, 2020, 2021 and 2022, we had interests in associates measured at fair value of RMB7,511.5 million, RMB8,898.9 million and RMB10,079.6 million, respectively. For more details, please see "Financial Information" and Note 48 *Financial Risk Management* to the Accountants' Report set out in Appendix I to this document.

According to accounting standards, mark-to-market values of the shares of our listed portfolio companies track the stock value at balance sheet date of each reporting period. In the event that market increases or decreases significantly in a certain year, and then trades at mean reversion back to its normal level, we may incur a significant amount of unrealized gain or loss in a certain period, and reverse it in the following period. Such mechanism and exposure to share price volatility may lead to fluctuation in our financial statements, potentially at a significant scale, which may not fully represent our performance in certain investments. As such, potential fair value changes of our investments may adversely affect our financial position and results of operations.

Our investments are primarily concentrated in China's consumer sector, and therefore our performance is subject to the fluctuations thereof

As of December 31, 2022, we had cumulatively invested in a total of 222 portfolio companies, including 180 companies in the consumer space, through the funds under our management and/or direct investments. As a private equity investor and fund manager specializing in consumer sector in China, our business and the performance of our funds may be significantly affected by the fluctuations of the consumer sector, which may be cyclical and affected by many factors, including general economic conditions, evolving legal and regulatory environments, interest rates, inflation rate, consumer preferences, individual disposable income levels, and supply and demand dynamics, many of which are beyond our control.

In the event of an economic downturn, customers will tend to become more budget conscious and sensitive to the amount they are willing to spend on consumer goods or services. As most of our portfolio assets are in the consumer-driven business in China, if customer demand for consumer goods or services is reduced or if there occurs any significant economic decline, and we are unable to divert our investment focus to markets outside the consumer sector, our revenue, profitability and business prospects will be materially affected. In addition, although the PRC government has implemented various regulatory policies to support the development of the consumer sector recently, if there is any tightening of regulatory policies in the PRC, it could lead to a deterioration in the liquidity of the PRC consumer sector. It may also discourage investments in the sector, which may in turn increase the difficulty of fundraising for our consumer-focused investment funds.

Our investments in portfolio assets and the financial performance of our funds and their portfolio assets could negatively impact our results of operations, financial condition and cash flow

Our funds' performance, and thus our performance, depends on the value of our funds' portfolio companies and our direct investments because a significant portion of our profit is derived from investment gains. On the one hand, if our portfolio companies make unsound decisions or manage their operations ineffectively and inefficiently, resulting in poor performance or financial difficulties, this could have a negative impact on the performance of our funds and direct investments, which in turn would have a negative impact on our financial performance. On the other hand, weakened market conditions or unfavorable regulatory policies that adversely and materially affect the industries in which our portfolio companies operate may also have an adverse effect on the valuation of our portfolio companies, which in turn have an adverse effect on our financial performance. For example, recent PRC regulatory developments on cybersecurity and education have affected some of our portfolio companies operating in the telecoms, media and technology (TMT) and education sectors. In addition, we may experience losses of investments or winding up of investee companies where the business model of our portfolio companies proved unsuccessful in the markets, and we may lose part of or all our investments as a result.

In particular, the fluctuation of conditions and trends of capital markets could significantly affects the fair value of our portfolio companies, which in turn affects our financial performance. In the event of a bull market or bear market in the capital market, the fair value changes of our portfolio companies may be magnified and therefore the changes in our financial statements may be magnified. As a result, the fair value changes of our portfolio companies may result in volatility in the results of our operations from period to period. Significant fluctuations in the market conditions, for example, a sudden change from a bull market to a bear market, also may cause significant volatility in our financial statements, and therefore, it may materially and adversely affect our financial performance and results of operations.

Unsound decisions related to our portfolio companies could have a material adverse effect on our business, financial condition and results of operations

As a leading private equity investor and fund manager specializing in consumer sector in China, our revenue and investment performance were primarily related to the management of our investment funds. Each decision by us related to our portfolio companies would require us to carefully identify and select a potential investment project based on its investment theme, feasibility, funding requirements, schedule, location, and the reputation and level of experience of the investee company or potential partner, make appropriate investment arrangements or find the right timing to exit certain investments. This process would involve a systematic market analysis and estimation of the project's profitability and sustainability. In addition, if we decide it is in our best interests, we may strategically slow down the pace of, or downsize, our investments, which may result in a decrease in our investment gains in the short term.

However, we may make unsound decisions due to different reasons, which could lead us to estimate the value of the target project inaccurately. In addition, our understanding and judgement of a target project, as well as its profitability and sustainability, may deviate from actual conditions and result in inaccurate investment decisions. Our ability to capture the upcoming investment themes would be significant for our future success. If we could not capture the upcoming investment theme in the future, we may not be able to achieve strong returns or bring sufficient returns to our investors. In addition, our reputation may be adversely affected and we may have difficulty in raising money for new funds, which would in turn adversely affect our future business and profitability.

We may not be able to successfully source suitable investment opportunities

As a sizable part of our revenue and all of our investment gains were derived from our investments, our business and results of operations are dependent on the availability of such projects. We operate in the asset management industry which is highly competitive, both in the PRC and globally. We compete with regional and global asset management players for investment opportunities in the industry in which our funds invest. High-quality investment opportunities in different industries are limited resources for us and our competitors. If there are weakened market conditions, unfavorable regulatory policies or any situations that could adversely and materially affect certain industries in which we intend to invest, there may not be enough suitable investment opportunities and therefore, we may not be able to successfully source suitable investment opportunities and may face a decline in the number of investment projects.

During the Track Record Period, we sourced potential investment projects through our network and the networks of our investment professionals. For details of our project selection process, please see "Business – Investment Process and Arrangement – Our Investment Process – Investment Opportunity Sourcing" in this document. There is no guarantee that we will continue to be able to identify and/or select suitable investment projects. Even after the potential projects are identified and selected, there is no guarantee that we will be able to negotiate successfully with counterparties, i.e. investee companies and/or selling shareholders, and there is also no guarantee that counterparties will choose us over our competitors as an investor or partner.

We may not be able to raise additional funds to expand our business and our AUM may decline

Our success depends not only on our ability to realize our investment portfolios, but also to raise additional funds to continue investing and create returns through new sources of our revenue and investment gains. Even if we are successful in raising new funds, to the extent that we are delayed in raising funds, our revenue and investment gains may decrease as the investment periods of existing funds expire and relevant fund management fees and dividends decrease. The performance of our funds also impacts our ability to raise capital, and any reduction in the actual or relative performance of our funds would make future fundraising more challenging. In addition, if we are not selected as an investor for a sufficient number of attractive and successful companies, this may affect our results of operations and adversely impact our competitive position and our attractiveness as an investment manager for potential investors, further impacting our fundraising ability.

Furthermore, to raise capital for new strategies and products without diverting capital from our existing investment products and strategies, we may need to access new sources of capital. There can be no assurance that our fundraising for new strategy funds will enjoy similar success as our existing funds. In addition, any change to existing, or any new, asset allocation rules, regulations or investment policies to which investors are subject could inhibit or restrict their ability to make investments in our funds or reduce their allocations to our funds.

In addition, if interest rates were to rise or if market conditions for our competitors become more favourable, and such competitors offer rates of return superior to their historical performance or superior to those achieved by our funds, the attractiveness of our funds could decline. Such situation could make our future fundraising more challenging and increase the costs and/or the length of time required to fully invest our funds, thereby reducing investment returns.

While we seek to further develop our ability to raise funds, there is no guarantee that we will be able to raise sufficient funds, or at all, for the funds set up for our future investment. If we were unable to raise sufficient funds for whatever reasons, our operations, business, financial condition and results of operations would be materially and adversely affected.

In addition, there may be a decline in our AUM if our existing funds continue to exit investments but we do not raise additional funds at the same time, which may adversely affect our results of operations and financial condition.

We may not be able to exit investments effectively or on time

We may exit from an investment project through various methods, such as IPO and equity transfer including mergers and acquisitions and buyback. Our investments include early-stage investments, which generally have relatively high uncertainty and may take a longer time to exit than we expect. For further details of the exit mechanisms, please see "Business – Investment Process and Arrangement – Our Investment Process – Exit From Investments" in this document.

An investment project may take longer than expected for it to become suitable for our funds' or our own exit, or we may encounter difficulties which makes the project unfeasible for our funds or us to exit, for example, the investee company may default or become unable to fulfil their repurchase obligation under the relevant investment agreement. In particular, past market conditions may not necessarily be indicative of the future and capital market conditions and trends are subject to unforeseeable changes that are out of our control and could significantly affect our ability to exit investments. For example, the strong market conditions during the Track Record Period may not necessarily be illustrative of future market performance. If there are favorable conditions or trends in capital markets, we may exit our investments faster than expected and achieve a better realized value of our investments. When facing unfavorable trends or conditions, however, our portfolio companies may take a longer time than we expected to reach the standards for an IPO or for us to exit our investments through other means, and the valuation achieved on any such exit may be lower than expected. As a result, our investment period may be longer than we anticipated, lowering our expected returns on investments, and we may be unable to exit our investments either in the open market after IPOs or through private transactions at the valuation we expected or at all. In addition, if certain of our investments become relatively illiquid because of unfavorable trends or conditions, it could prevent us from exiting them at commercially favorable prices in a timely manner, which could have a material adverse effect on our results of operations and financial condition.

If our funds or we are unable to exit from the investments effectively and in the manner and schedule we anticipated, we may not be able to receive any realized investment gains or carried interest, or to cover our funding or financing costs and our reputation as an investment manager may be adversely affected. As a result, our business, financial condition and results of operations, cash flows may be materially and adversely affected. Further, due to the inherent risks or complexities in connection with our business, our past exit results may not necessarily be indicative of our future performance.

We may not be successful in executing or managing the complexities of new investment strategies or expanding into new markets and business

Our strategy contemplates potential expansion into selective new investment themes as appropriate. Implementing this strategy will entail potential difficulties and costs. Such costs may include the logistical and overhead costs of, for example, the cost of recruiting, training and retaining a higher number of investment professionals and higher compliance costs arising from exposure to additional activities. As our operations expand, we may become subject to laws and regulations to which we are not currently subject or from which we are currently exempt. This could lead to higher legal and compliance costs. Our Group's anticipated growth may also lead to organizational and cultural challenges, including ensuring that adequate controls and supervisory procedures are in place. If our expanded operations are unable to generate sufficient additional fund management fees or investment gains, our results of operations will be adversely affected by higher costs. In addition, if we do not manage the expansion process successfully, there may be a negative effect on our culture with potentially adverse effects on our future ability to retain high quality investment professionals and on actual and potential fund investors' perception of us.

The due diligence process that we undertake in connection with our investments may not reveal all facts that may be relevant in connection with investment opportunities

Before making investments, we conduct due diligence that we deem reasonable and appropriate based on the facts and circumstances applicable to each investment opportunity. The objective of the due diligence process is to identify both the attractive attributes of and risks associated with investment opportunities and prepare a framework that may be used from the date of investment or acquisition to drive operational improvement and value creation. When conducting due diligence, we may need to evaluate important and complex business, financial, regulatory, tax, accounting, environmental and legal issues. Outside consultants, legal advisors, accountants and investment banks may be involved in the due diligence process in varying degrees depending on the type of investment.

When conducting due diligence and assessing an investment, we rely on the resources available to us, including information from the target company and, in some circumstances, third-party investigations and analysis. The information available to us in conducting due diligence of newly-organized or growth stage companies is limited. Accordingly, the due diligence investigation that we carry out with respect to an investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating it. In addition, fraud, accounting irregularities and other improper, illegal or deceptive practices can be difficult to detect even if we implement responsible and appropriate due diligence to the extent possible. We cannot assure you that there will not be failures in detecting fraud, accounting irregularities and other improper, illegal or deceptive practices which may adversely affect our business reputation, financial condition and results of operations.

We may not be able to retain or replace our key management and professional staff on whom we rely

The continued success of our business depends, to a large extent, on the continued effort of our executive Directors and management staff. Each of them has years of experience in the legal, financial or assets management industry in the PRC, and they possess a deep understanding of the market, our customers and competitors, and the laws and regulations relevant to our operations.

There is no guarantee that our key employees will not terminate his/her employment with us or reduce their contributions to us due to reasons beyond our control. The loss of any of our key personnel, in particular our executive Directors and senior management, may impair our business operations if we are unable to hire suitable replacements within a short period of time. The failure to recruit and/or retain these key personnel may severely disrupt our business and materially and adversely affect our results of operations.

Our continued success depends on our ability to attract, motivate, train and retain fund managers and other professional personnel. As a result, the inability to attract, motivate and/or retain the necessary highly skilled personnel could have a material adverse effect on our Group's business, results of operations and/or financial condition.

We rely on the management team of our portfolio companies to manage the day-to-day operations of our portfolio companies

Although we would closely monitor our portfolio companies, we would not participate in the daily operations of some of our portfolio companies as the daily operations would fall under the general responsibilities of the management team of our portfolio companies, who are independent from us and may have their own priorities. As such, there is no assurance that the operators will be able to meet the obligations under the agreements entered into with us, which could result in deterioration in the value of our funds' investments. In addition, there is no guarantee that the growth plan of our portfolio companies will be implemented on schedule or within budget, which may in turn affect the amount of realizable return and the timing of such realizations for our funds. Also, any non-compliances on the part of these operators may have implications on our reputation and the planning of our funds, exit of the project on time or at all.

We generally do not have control over the portfolio companies, and any actions taken by the investee and/or the business partners involved in our investment projects may adversely affect our funds' performance

We generally invest in companies without seeking control. We may acquire minority equity interests, such as our investments in joint ventures and associates, and may also dispose of a portion of our majority equity investments in portfolio companies over time while retaining a minority investment as in the case of Mengtian Dairy and Yoplait China. Those investments will be subject to the risk that the company in which the investment is made may make business, financial or management decisions with which we do not agree or that the majority stakeholders or the management of the company may take risks or otherwise act in a manner that does not serve our interests. If any of the foregoing were to occur, the values of investments made by our funds could decrease which could further affect certain line items in our financial statements, including investment gains or losses and share of results of associates and joint ventures, and our Group's financial condition, results of operations and cash flow could suffer as a result. In addition, part of our investment gains is from dividends received from our investments. As we cannot control our joint ventures and associates, we cannot assure when or whether dividends will be paid by them in the future. If no dividend is declared by our investments in joint ventures and associates for a long period, it may affect the Group's liquidity and results of operations.

Some of our portfolio companies adopt VIE structures for their operations in China, which may not be as effective in providing operational control as direct ownership

As of the Latest Practicable Date, as far as we are concerned, 25 of our portfolio companies have adopted variable interest entity ("**VIE**") structures. Such portfolio companies do not have equity interest in the VIEs, and rely on a series of contractual arrangements with the VIEs and their shareholders to control and operate business. However, such arrangements may not be as effective as, or equivalent to, direct equity ownership. For example, other shareholders of the VIEs may dispose of the underlying assets in a way against their contractual obligations, and should legal action become necessary, there remain significant uncertainties regarding the interpretation or enforcement of such contractual arrangements under PRC law. In the event that our portfolio companies are unable to enforce these contractual arrangements as expected or experience significant delays in such process, they may not be able to exert effective control over their VIEs and the underlying assets, may lose the right to receive relevant economic benefits, and may be unable to consolidate the financial results of such entities in their consolidated financial statements. Accordingly, our funds or direct investment entities, as shareholders of such portfolio companies, may not be able to receive dividends or other economic benefits from them, which may adversely affect our results of operations, financial condition and cash flow.

Our portfolio companies may be subject to regulatory risks, including U.S. sanctions and PRC regulatory requirements of approvals, licenses and permits

The U.S. has implemented economic sanctions against certain countries, targeted industry sectors, groups of companies or persons through various measures. During the Track Record Period, none of our portfolio companies have been subject to such U.S. sanction measures. However, the relevant sanction laws and regulations are constantly evolving and contain inherent uncertainties, with new persons and entities regularly added to the list of sanctioned persons and new requirements or restrictions coming into effect, any of the foregoing might increase the scrutiny our portfolio companies are subject to. If our portfolio companies are deemed to have violated relevant sanctions in the future, they may be subject to governmental inquiries, investigations, enforcement actions, fine or penalties, which may negatively impact their business operations, which may further adversely affect our respective investment and/or exit strategy, leading to adverse impact on the performance of our funds and/or direct investments.

Furthermore, some of our portfolio companies are subject to certain PRC laws and regulations that require them to obtain and maintain various approvals, licenses or permits from relevant authorities to operate their business, as well as update or renew the same upon revocation or expiration, the process of which may be time-consuming and costly. In addition, regulatory changes in PRC may also impose new compliance requirements, and our portfolio companies may be required to obtain additional approvals, licenses or permits in the future. There is no assurance that they can successfully obtain, maintain, update or renew the requisite approvals, licenses and permits in a timely and cost-effective manner or at all; or that they can fully comply with any new regulatory changes in a timely manner. If they fail to do so, or are otherwise found to be in violation of such laws and regulations by the competent authorities, they may be subject to government investigations, fines and penalties, and discontinuation or restriction of their operations, which would in turn negatively impact the performance of our funds and/or direct investments. Regulatory factors can also impact our investment exits. For instance, uncertainties that arise from the interpretation and implementation of new laws and regulations in different jurisdictions can complicate the exit process. Any regulatory challenges that affect our fund's exit plans may result in delayed or ineffective exits from our investments, which would in turn impact the performance of our investments.

There is no guarantee that the expertise of our Directors, senior management and professional staff will continue to be adequate for our fund management business

As a private equity investor and fund manager specializing in consumer sector, we rely on the combined expertise of our Directors, senior management and professional staff with professional backgrounds in various disciplines to ensure the effectiveness of our operations. While we have adopted various measures to ensure that our existing Directors, senior management and professional staff will continue to have sufficient expertise in the management of our funds on an ongoing basis, there is no guarantee that such measures will be effective. In the event that the expertise of our Directors, senior management and professional staff are found to be inadequate for the management of our business, our operations and future prospects will be materially and adversely affected.

Investors of our funds may fail to make payments of their committed capital

We generally require our investors to make the payment of their committed capital punctually and sufficiently based on the investment agreements with us. However, because of many factors that are out of our control, they may still make the late payment or not make the payment at all due to whatever reasons. Even though we could take legal or other proceedings to protect ourselves, there may still be material and adverse effects on our business, such as the delay of our investment plan or the loss of investment opportunities caused by the absence of committed capital.

We may not have adequate insurance coverage to cover potential liabilities or losses

Insurance companies in the PRC currently do not offer as extensive an array of insurance products as insurance companies in more developed economies. For example, professional indemnity insurance offerings are rare in the PRC. We currently do not have insurance to cover our business or interruption of our business, litigation or product liability. We have determined that the costs of insuring for these risks and the difficulties associated with acquiring such insurance on commercially reasonable terms make it impractical for us to have such insurance. Any uninsured occurrence of loss or damage to property, litigation or business disruption may result in our incurring substantial costs and the diversion of resources and management attention, which could have an adverse effect on our results of operations and financial condition.

We and our funds are subject to extensive regulations and are affected by changes in laws, regulations and governmental interpretations and practices, as well as risks related to interpretations of provisions for which no clear guidance or precedent may be available

Our business is subject to extensive regulations, and present or future regulations affect numerous aspects of our operations. We must comply with, and are affected by, governmental and self-regulatory organizations' laws, rules and regulations at a national, regional and local level. Further, we must comply with, and will be affected by, laws, rules and regulations of jurisdictions into which we may expand in the future and the jurisdictions of fund investors and jurisdictions where our funds make their investments, and would be subject to risks relating to the complexities involved in being subject to such regulations.

The ability to comply with applicable laws, rules and regulations depends in some instances on determinations of fact and interpretations of complex provisions for which no clear precedent or authority may be available, or where only limited guidance may be available. In such cases, it may not be possible for us to correctly assess the implication of such laws, rules and regulations. Such laws, rules and regulations may be under review by persons involved in the legislative process, governmental and self-regulatory organizations or other authorities, and may result in revised interpretations of established concepts, statutory changes, revisions to regulations and other modifications and interpretations.

If we fail to comply with applicable laws or regulations, including regulations that will apply to us once our Company becomes a [**REDACTED**] entity, it may entail limitations on our operations, increased costs of operation, fines or other sanctions. Even if an investigation or proceeding does not result in a sanction or if the sanction imposed against us or our persons by a regulator was small in monetary amount, the adverse publicity relating to the investigation, proceeding or imposition of these sanctions could harm our brand and reputation and cause our Company to lose existing fund investors or harm our ability to attract new fund investors.

There have also been significant legislative developments affecting the asset management industry and there continues to be discussion among lawmakers and regulators regarding enhancing governmental scrutiny and/or increasing the regulation of the asset management industry in various jurisdictions in China, Cayman, Hong Kong and around the world, which may have an adverse effect on the asset management industry generally.

Our operation may be adversely affected if we fail to obtain or maintain necessary approvals, or complete necessary registrations for our business

Due to the highly regulated nature of the asset management industry in jurisdictions where we operate, many aspects of our business depend on obtaining and maintaining approvals, licenses, permit or qualifications from relevant regulators in China, Cayman, Hong Kong and other jurisdictions where we operate. For more details, please see "Regulatory Overview" in this document. Obtaining such approvals, licenses, permits or qualifications is contingent on our compliance with regulatory requirements. Our failure to comply with regulatory requirements could limit the scope of businesses in which we are permitted to engage. Furthermore, additional regulatory approvals, licenses, permits or qualifications may be required by relevant regulators in jurisdictions where we operate in the future, and some of our current approvals, licenses, permits or qualifications are subject to periodic renewals. The failure to obtain or maintain our required approvals, licenses, permits or qualifications could adversely affect our results of operations and financial conditions.

In addition, we may be required to complete certain registrations in connection with cross-border investment activities. If we cannot comply with the request to make or obtain any necessary registrations or continuously comply with all registration procedures set forth in relevant regulations during our cross-border investment activities, such failure or inability may subject us to fines and legal sanctions, restrict our cross-border investment activities, as a result of which our business operations could be materially and adversely affected.

We are subject to risk by engaging third-party service providers

Our operations and the operations of our funds depend on third-party service providers, including those providing banking and foreign exchange, information technology, legal, tax and finance consultation, financial analysis and auditing and depository services. We are subject to risks of errors and mistakes made by these third parties, which may be attributed to us and subject us or our fund investors to reputational damage, penalties and losses. We may be unsuccessful in seeking reimbursement or indemnification from our third-party service providers.

The employees of our third-party service providers may have access to personal information of our fund investors. Detecting or deterring misconduct by third-party service providers is not always possible. If employees of our third-party service providers were to engage in or be accused of misconduct, our reputation and business could be materially adversely affected.

The risk of defaults of third parties may arise from events or circumstances that are difficult to detect, foresee or evaluate. In addition, concerns about, or a default by, one large market participant, for example, custodian banks, could lead to significant liquidity problems for other market participants, which may in turn expose us to significant losses. We may not accurately anticipate the impact of market stress or counterparty financial condition, and as a result, we may not take sufficient action to reduce these risks effectively, which, if left unmitigated, could have a material adverse effect on our business and results of operations.

We and some of our portfolio companies have certain amount of deposits in Silicon Valley Bank. On March 10, 2023, Silicon Valley Bank was closed by the California Department of Financial Protection and Innovation, which appointed the Federal Deposit Insurance Corporation ("**FDIC**"), as receiver. Although a statement by the Department of the Treasury, the Federal Reserve and the FDIC stated that all depositors of Silicon Valley Bank would have access to all of their money no later than the morning of March 13, 2023, including funds held in uninsured deposit accounts, this incident may still raise concerns about the potential consequences of future bank failures on us and our portfolio companies. In the event of a liquidity dry-out or impairment on our portfolio company's financial performance, we may experience difficulties meeting obligations such as capital calls by limited partners, portfolio companies and creditors, which may negatively affect our business and financial performance. In addition, the failure of banks or financial institutions can have a significant impact on the financial ecosystem, leading to systemic risks such as a loss of confidence in the financial system, lack of liquidity, fluctuations in capital markets, and potential economic downturns. For us and our portfolio companies, such failures may limit the availability of financing options, potentially affecting the fair value and exit plans of our investments, as well as our ability to raise funds for our USD-denominated funds.

Our risk management policies and procedures and internal control policies may not be adequate or effective in identifying or managing risks to which we are exposed

The complexity of our operations exposes us to various risks, including market risk, credit risk, operational risk, liquidity risk, compliance risk, legal risk and other risks. We have established risk management and internal control systems and procedures to manage potential risks in our business operations, and we have been dedicated to continuously improving these systems and procedures. For more details, please see "Business – Risk Management and Internal Control" in this document.

However, our risk management systems and internal control policies may not be effective in mitigating our exposure to all types of risk, including unidentified or unanticipated risks. Many of our methods for managing risk exposure are based upon observed historical market behavior or data. As such, we may not be able to adequately identify or estimate future risk exposures, which can be significantly greater than what these methods can cover. Other risk management methods depend on evaluation of information regarding markets, customers or other relevant matters, which may be inaccurate, incomplete, obsolete or improperly evaluated for reasons beyond our control.

Our risk management and internal control systems require constant monitoring, maintenance and continual improvements. Our efforts to maintain these systems may be ineffective or inadequate. Effectiveness of our risk management and internal control systems and procedures may also be adversely affected by misjudgment, clerical mishandling and errors, reporting errors or our limited experience or resources in making accurate, complete, up-to-date or proper evaluations.

Although we have established risk management and internal control systems and required our employees to strictly comply with them, we cannot assure you that our risk management and internal control systems are adequate and effective. Failure to address any internal control matters and other deficiencies in a timely and effective manner may subject us to regulatory, operational or credibility risks and may materially and adversely affect our business, financial condition and results of operations.

Failure to comply with applicable anti-corruption, anti-bribery, sanctions, anti-money laundering and other relevant laws and regulations could subject us to penalties and other adverse consequences

We may subject to anti-corruption, anti-bribery, sanctions, anti-money laundering and similar laws and regulations in various jurisdictions in which we conduct activities. We have implemented policies and procedures designed to ensure compliance by us and our Directors, employees, and business partners with applicable anti-corruption and anti-bribery and similar laws and regulations. However, our policies and procedures may not be sufficient and our Directors, employees, and business partners could engage in improper conduct for which we may be held responsible.

Non-compliance with anti-corruption, anti-bribery, sanctions or anti-money laundering laws and regulations could subject us to whistleblower complaints, adverse media coverage, investigations, and severe administrative, civil and criminal sanctions, collateral consequences, remedial measures and legal expenses, all of which could materially and adversely affect our business, results of operations, financial condition and reputation.

In addition, although we have adopted policies and procedures aimed at detecting and preventing being used for any illegal or improper activity, there is no guarantee that our existing policies and procedures will be able to eliminate the possibility of our funds, portfolio companies invested by us and our limited partners of the funds under our management being used by other parties to engage in any illegal or improper activity. In the event that there is a failure to fully comply with applicable laws and regulations, the relevant government agencies may initiate investigation, freeze our assets or impose fines or other penalties on us, our portfolio companies or the funds under our management, and the exit of our investments and our reputation would be adversely affected. We cannot assure you that there will not be failures in detecting illegal or improper activities which may adversely affect our business reputation, financial condition and results of operations.

We and our portfolio companies are exposed to litigation risks which could negatively impact our financial position and reputation

We and our portfolio companies operate in complex legal and regulatory environments and that many aspects of our business involve substantial risks of liability. We and our portfolio companies may be involved in disputes with investors or investee companies relating to the investment or partnership agreements and other business arrangements. We and our portfolio companies could also potentially face liability for claims of negligence and other relevant laws. These disputes may lead to legal or other proceedings and may result in substantial costs, damages to our brand and reputation, and a diversion of resources and management's attention, which may adversely affect our or our portfolio companies' financial performance and results of operations. We maintain good relationships with our portfolio companies, work closely with them to understand their needs and incubate their growth. As of the Latest Practicable Date, we had never had any material disagreements with or received any formal complaints from our portfolio companies, which could negatively impact our financial position and reputation.

As a regulated activity, our business by nature is exposed to legal and other disputes, claims and proceedings that may arise in the ordinary course of our business from time to time, such as commercial disputes, tax proceedings, government investigations and other legal proceedings. Disputes and legal actions may arise if our customers are dissatisfied with our services or allege that our services are inconsistent with the terms stipulated in our contracts. For example, we are exposed to risk of litigation by the investors if the management of any of our funds is alleged to be fraudulent, negligent, or in breach of applicable laws or regulations, the trust deed or constitutive documents. Investors could seek to recover any investment losses alleging misconduct. Furthermore, we may be involved in disputes with, and subject to claims by, other parties involved in our business operations, including our business partners, service providers, employees, or other third parties.

In addition, by virtue of the fact that we are acting as the general partner of some of our funds which were formed under limited liability partnership structures, we may be exposed to the full extent of these funds' liabilities and may be involved in various forms of disputes or legal proceedings, which make them liable to pay various parties. As we may use the same company to act as general partner for different funds, any liability arising from one fund may affect the operation of the others. In the event that any of these limited liability partnerships has exhausted its available funds when its liabilities fall due, we as general partners may be liable to make payments for and on behalf of the fund, which may adversely affect our financial position.

Other than disputes with various parties, we may have disagreements with regulatory bodies in the course of our operations which may subject us to administrative proceedings and unfavorable decrees that result in pecuniary liabilities or otherwise disrupt our business operations. We cannot assure you that we will not be involved in any major disputes or legal or other proceedings in the future. Any litigation brought against us in the future may materially and adversely affect our business, growth prospects, financial condition, fee income and/or results of operations.

Any of these disputes and claims may lead to legal or other proceedings which could negatively impact our financial position and our reputation, and could divert human resources and management's attention from our core business activities. If the outcome of any proceedings is unfavorable to us, we may be obliged to pay substantial damages and bear significant legal, settlement and other costs.

On January 29, 2023, we received a notice of arbitration and became aware of the fact that we were named as a party in arbitration. A subsidiary of 51 Credit Card Inc. initiated an arbitration proceeding against all prior shareholders of our portfolio company, Beijing Shouhui Kaizhuo Technology Company Limited ("**Shouhui Kaizhuo**"), in relation to its acquisition of Shouhui Kaizhuo. As advised by our arbitration expert, based on their review and analysis of all the materials currently available, the likelihood of 51 Credit Card Inc. prevailing in the arbitration is remote. For more details, please see "Business – Legal Proceedings and Regulatory Compliance – Legal Proceedings" and "Financial Information – Discussion of Certain Selected Items From the Consolidated Statements of Financial Position – Advances from Share Transfer Transaction." In the extreme event that the requests of 51 Credit Card Inc. are upheld by the arbitration panel, the share transfer agreements may be rescinded. If the agreements were to be rescinded, this could potentially result in the revaluation of this portfolio company, which may lead to a fluctuation in our future financial performance.

In addition, Mr. Dai Yongbo, our non-executive Director, was named as one of the defendants in an ongoing securities class action lawsuit against Qutoutiao Inc., or Qutoutiao, originally filed on August 20, 2020 and as amended on January 15, 2021 (the "**Amended Complaint**") in the United States District Court for the Southern District of New York. This class action lawsuit alleged materially false or misleading statements or omissions in offering documents in connection with Qutoutiao's initial public offering in September 2018 (the "**IPO**") and follow-on equity offering in April 2019 (the "**SPO**"). Mr. Dai was named as one of the defendants in the Amended Complaint in his capacity as its then director from November 2018 to December 2020. Except for his directorship from November 2018 to December 2020, Mr. Dai did not hold any past or present position in Qutoutiao and/or its subsidiaries or associates. According to the Amended Complaint, the defendants include certain directors or former directors of Qutoutiao, underwriters in connection with Qutoutiao's IPO and/or SPO and Qutoutiao itself. Mr. Dai signed or authorized the signing of the SPO documents. No allegation was made solely against Mr. Dai. According to the Amended Complaint, the plaintiffs alleged that the IPO/SPO documents (i) mischaracterized the reasons for Qutoutiao's targeting of users in Tier-3 and Tier-4 cities; (ii) inaccurately described the benefits of, and reasons for, replacing the Qutoutiao's third-party advertising agent; (iii) misleadingly touted Qutoutiao's advertisement revenue and Qutoutiao's 2017 and 2018 revenue; (iv) negligently promoted Qutoutiao's ability to monetize user traffic; and (v) failed to adequately warn investors that certain "Risk Factors" listed in the IPO/SPO documents had already materialized at the time of the IPO/SPO as Qutoutiao was violating the applicable advertising laws and regulations. After our due and careful enquiry with Mr. Dai, we understand that during his tenure as a director of Qutoutiao, Mr. Dai obtained, among other things, regular financial reports of Qutoutiao to get familiarized with the business operations and financial situation of Qutoutiao, and he had carefully perused the SPO documents before signing of the SPO documents. Nothing has come to Mr. Dai's attention that would lead to the situations as mentioned in plaintiff's allegations during his tenure as a director of Qutoutiao and before signing the SPO documents. To the best knowledge, belief and information of Mr. Dai, the Amended Complaint does not adequately allege any actionable misrepresentation or omission and the plaintiffs' claims should be dismissed. The defendants (including Mr. Dai) have filed a motion to dismiss plaintiffs' claims on March 16, 2021. As of the Latest Practicable Date, the plaintiff had not yet specified the amount of damages claimed, and no conclusive judicial decision had been made with respect to this lawsuit.

Cybersecurity failures, data security breaches and operational risks may disrupt or have a material adverse impact on our business, operations and investments

We rely on the secure processing, storage and transmission of confidential and other information in our computer systems and networks. Cybersecurity incidents and cyberattacks are frequent and severe and will likely continue to increase in the future. We face various cybersecurity threats on a regular basis, including ongoing cybersecurity threats to, and attacks on, our information technology infrastructure that are intended to gain access to our proprietary information, destroy our data or disable, degrade or sabotage our systems. We also face network failures, computer and telecommunication failures, infiltration by unauthorized persons, usage errors by professionals and service providers, power, communications or other service outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes and other factors. Such threats and attacks could compromise the confidentiality of our proprietary business information and intellectual property, the personally identifiable information of our employees and our investors, sensitive and confidential information relating to our investors, employees, contractors, and other counterparties and third parties. Moreover, we and our employees may be the subject of other impersonations and fraudulent requests for money, including attempts to redirect material payment amounts to a fraudulent bank account and other forms of theft. Our information system and technology infrastructure is partially cloud-based and managed to a high degree of security protection. We have adopted internal measures to ensure our compliance with the applicable laws and regulations with respect to cybersecurity and the handling of sensitive data involving commercial secrets or personal privacy. For example, our confidential information should be encrypted during its transferring and storing and is under strict assess management. For more details, please see "Business – Risk Management and Internal Control – Internal Control" in this document. However, any disruption to our information systems and technology infrastructure, either operational or as a result of cyberattack, could have a significant negative impact on our business. The costs related to cyber or other security threats or disruptions may not be fully insured or indemnified by others, including by our third-party service providers. Possible disruptions in our data processing systems could adversely affect Tiantu's brand and reputation. Disruptions that are not fully covered by our external data processing suppliers or are not reimbursed because they occur in our internal systems, or issues with data protection measures, could further increase our operating expenses. Any of these risks can similarly affect our funds.

Our various risk management measures and systems relating to these types of events could prove to be inadequate and, if compromised, data processing systems could become inoperable for extended periods of time, cease to function properly or fail to adequately secure our private information. As a result of disruptions or disturbances in our data processing systems, there is a risk that we cannot conduct normal business operations and our data may be leaked or lost. Any leaked or lost data, in particular in respect of our funds or our fund investors, could have a negative impact on Tiantu's brand and reputation and our operations. Moreover, we may not be able to identify breaches involving covertly introduced malware, impersonation of authorized users or other espionage thereby resulting in further harm to our business and reputation. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions to the operations and the operations of our funds and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to fund investors (and their beneficial owners) and our intellectual property and trade secrets. In addition, the cost of remedying any of these failure could be significant and could have an adverse effect on our business, financial condition and results of operations.

Cybersecurity has also become a top priority for regulators around the world. Many jurisdictions in which we operate have laws, rules and regulations relating to data privacy, cybersecurity and protection of personal information. If we or our funds were to experience a cybersecurity incident and fail to comply with the relevant laws, rules and regulations, it could result in regulatory investigations and penalties, which could also lead to negative publicity and may cause fund investors to lose confidence in the effectiveness of our security measures. Moreover, if our portfolio companies fail to comply with laws, rules or regulations in relation to cybersecurity, even though those legal actions may not affect our business directly, it may still affect our potential exit or other liquidity events, our reputation or cause negative publicity against us.

Damage to Tiantu's brand and reputation may have an adverse effect on our business operation

We rely on our Tiantu brand. Third parties' use or misuse of the Tiantu brand could reflect badly on us. We may not have sufficient protection for our Tiantu brand and related assets and could have difficulty defending our rights. Moreover, third parties may attempt to challenge, oppose, invalidate, render unenforceable, dilute, misappropriate or circumvent Tiantu brand, related assets and rights. From time to time, we may be required to initiate litigation or other actions to protect and defend our Tiantu brand, related assets and rights. Such action could result in substantial cost and diversion of resources and management attention, and there can be no assurance that any such action will be successful.

In addition, other entities may also include "Tiantu" in their names. We cannot assure there will not be any confusion amongst investors because of the similarity of the name. If there is any complaints or legal claims against other companies that include "Tiantu" in their names, it may also lead to negative publicity against us or our portfolio companies, which could damage our brand and reputation.

Our buyout investment strategy may fail and may result in material and adverse impact on our financial condition and results of operations

As part of our investment strategy, we from time to time consider control transactions when the suitable opportunities arise and we expect to continue such buyout investment in the future. Our ability to implement our buyout investment strategy will depend on our ability to identify suitable targets, our ability to reach agreements with them on commercially reasonable terms within a desired timeframe, and the availability of financing resources to complete such transactions if needed, as well as our ability to obtain any required shareholder or government approvals. Our buyout investments could subject us to uncertainties and risks, including high buyout and financing costs, potential ongoing financial obligations and unforeseen or hidden liabilities, failure to achieve our intended objectives, benefits or revenue-enhancing opportunities, uncertainty of entering into markets in which we have limited or no experience, and in which competitors have stronger market positions, additional risks and responsibilities in respect of ESG and other regulatory compliance, costs associated with, and difficulties in, integrating buyout businesses and managing a larger business, and diversion of our resources and management attention. Our failure to address these uncertainties and risks may have a material adverse effect on our liquidity, financial condition and results of operations. We primarily exit from buyout investments through IPOs and mergers and acquisitions. Even if we are able to successfully invest in suitable businesses, we cannot assure you that we will achieve our expected returns on such buyout investments upon the exit. As of the Latest Practicable Date, we had not identified or pursued any new buyout target. As we have majority equity interests in our buyout investments, if there is any significantly poor performance in these investments, for any reason, our business, financial conditions, results of operations and prospects may be materially and adversely affected.

In addition, in any situation that our funds take control of certain portfolio investments, we may be subject to risks similar to our buyout investments, including uncertainty of entering into markets in which we have limited or no experience, and in which competitors have stronger market positions, costs associated with, and difficulties in managing such business, and diversion of our resources and management attention. Our failure to address these uncertainties and risks may have a material adverse effect on our liquidity, financial condition and results of operations.

Our lending activities may not be in compliance with the relevant PRC laws and regulations

We provided loans to our investee companies and independent third parties for the purpose of investing during the Track Record Period. As of December 31, 2020, 2021 and 2022, our loan receivables amounted to RMB221.4 million, RMB54.4 million and RMB127.0 million, respectively. However, RMB47.5 million in loans to investee companies as of December 31, 2020, 2021 and 2022 have been fully impaired. RMB7.5 million as of December 31, 2020 and RMB6.9 million as of December 31, 2021 and 2022 in loans to independent third parties have also been fully impaired. For more details, please see "Financial Information – Discussion of Certain Selected Items from the Consolidated Statements of Financial Position – Prepayments and Other Receivables" in this document.

As advised by our PRC Legal Advisor, any financing arrangements or lending transactions between non-financial institutions is prohibited by Article 61 of the General Lending Provisions (貸款通則) promulgated by the PBOC in June 1996. Furthermore, pursuant to Article 73 of the General Lending Provisions, the PBOC may impose a fine on the non-compliant lender of one to five times of the income received by the lender from such loans. Notwithstanding the General Lending Provisions, the Supreme People's Court has made new interpretations concerning financing arrangements and lending transactions between non-financial institutions under the Provisions of the Supreme People's Court on Several Issues concerning the Application of Law in the Trial of Private Lending Cases (最高人民法院關於審理民間借貸案件適用法律若干問題的規定) (the "**Judicial Interpretations on Private Lending Cases**"), which came into effect on September 1, 2015 and was amended on August 19, 2020 and December 29, 2020. According to Article 10 of the Judicial Interpretations on Private Lending Cases, the Supreme People's Court recognizes the validity and legality of financing arrangements and lending transactions between non-financial institutions so long as certain requirements, such as the interest rates charged, are satisfied and there is no violation of mandatory provisions of applicable laws and regulations. Our PRC Legal Advisor advised that, except under the circumstances as set forth in the Civil Code (《民法典》) and the Judicial Interpretation on Private Lending Cases, the people's court shall support a claim for the validity of a private lending contract entered into by legal persons and other organizations for the purpose of production or business operation.

During the Track Record Period and up to the Latest Practicable Date, we had not been imposed any administrative penalty by government authorities, or become subject to any investigation relating to the interest-bearing loans to related parties or independent third parties. Based on the above, our PRC Legal Advisor is of the view that the risk that we become subject to any penalty with respect to our interest-bearing loans to related parties and independent third parties pursuant to the General Lending Provisions is remote, and such loan is legally binding on the relevant parties and there will be no material adverse legal consequences. However, if the PBOC imposes penalties against us under the General Lending Provisions, our business, financial position and results of operations could be adversely affected.

We may be subject to taxation in a number of jurisdictions and changes in, or new interpretation of, tax laws, tax rulings or their application by tax authorities could result in additional tax liabilities and could materially affect our business, financial condition and results of operations. The results of periodic audits and examinations by taxing authorities which may materially impact our business, financial condition and results of operations

We may be subject to tax in a number of jurisdictions and the tax laws that are applicable to our business are subject to interpretation, and significant judgment is required in determining our provision for taxes, deferred tax assets or liabilities and in evaluating our tax positions. In the course of our business, there will be many transactions and calculations where the ultimate tax determination is uncertain and as we gather more information and performs more analysis, our calculation may differ from previous estimates and may materially affect our consolidated financial statements.

We had a significant increase in deferred tax liabilities in 2022. In 2022, a one-off gain of RMB520.4 million on disposal of Yoplait China was recorded in our financial statements, representing primarily the cumulative fair value appreciation of our previous controlling interests in Yoplait China. Such gain on disposal of Yoplait China together with the unrealized gain, net of other unrealized losses from our domestic funds (including consolidated and unconsolidated funds) and direct investments, have resulted in an overall additional future taxable temporary differences, which caused us to recognize additional deferred tax liabilities in 2022. In addition, there may be fluctuation in our deferred tax liabilities caused by the changes in the capital markets, while the corresponding fair value changes of our portfolio companies held in Cayman Islands, British Virgin Islands and Hong Kong are not subject to Hong Kong Profits Tax or tax-exempted according to the relevant tax rules. For more details regarding taxation, please see "Financial Information – Description of Selected Components of Consolidated Statements of Profit or Loss and other Comprehensive Income – Taxation."

Changes in tax rates, the enactment of new tax laws, rules and regulations, revisions and adverse interpretations of existing tax laws, rules and regulations and enquiries by or litigation with taxing authorities may require significant judgment in determining the appropriate provision and related accruals for these taxes which may change as a result and such enactments, revisions, enquiries and litigation could also result in substantially higher taxes and an increase of our effective tax rate. This could have a significant adverse effect on our financial condition and results of operations.

We are subject to periodic review and audit by tax authorities. Although we believe that our tax provisions, positions and estimates are reasonable and appropriate, tax authorities may disagree with certain positions we have taken or that we will take in the future, and any adverse outcome of such a review or audit could have an adverse effect on our business, financial condition and results of operations. We may also be subject to penalties or fines for any incorrect or late tax filings. In addition, economic and political pressures to increase tax income in various jurisdictions may make favorable resolution of tax disputes more difficult.

Our business could be materially and adversely affected by employee misconduct, which may be difficult to detect and deter

While we implement a comprehensive risk management and internal control system, we could not fully control all conducts of our staff. The violation of any regulatory requirements or professional conduct by any of our employee would adversely affect our business. Our business often requires that we deal with significant amount of confidential matters relating to the business of our clients or of companies in which our funds may invest. If our employees mishandle confidential information, we could suffer serious harm to our reputation, financial position and current and future business relationships. It is not always possible to detect or deter employee misconduct, and the precautions we take to detect and prevent such activities may not be effective in all cases. If any of our employees were to engage in misconduct or were to be accused of such misconduct, our business and reputation could be adversely affected.

Our business is subject to reputational risks and the risk of negative publicity

We are vulnerable to poor market perception since we operate in an industry where integrity and the trust and confidence of our customers are of utmost importance. Negative publicity, allegations, reports or comments, whether or not justified or with bases, associated with us or any of our funds, officers or employees, business partners, investment projects or the occurrence of any of the risks set out in this section could result in a loss of customer confidence, which could have a material adverse effect on our reputation, business and results of operations. Our reputation and publicity could also affect that of our portfolio companies, which in turn may affect their business and financial performance. In addition, as many of our portfolio companies are in the consumer sector, negative publicity against them and damage to their reputation caused by any reason, including the endorsement of misbehaving celebrities, whose misbehaviors could lead to negative publicity and, in turn, to boycotts of the products endorsed by them, may significantly affect their sales volume. Therefore, the financial performance and business operations of our portfolio companies may be significantly affected, which may in turn adversely affect our reputation and results of operations.

We may not be able to properly identify and deal with conflicts of interest

As we expand the scope of our businesses and client base, it becomes increasingly important for us to be able to address potential conflicts of interest, including situations where two or more interests within our business naturally exist but are in competition or conflict. We have extensive internal procedures and systems to identify and address conflicts of interest.

However, it can be complicated and difficult to appropriately identify and address potential conflicts of interest. We may encounter conflicts of interest where (i) our services to a particular fund or our direct investments are in conflict, or are perceived to conflict, with the interests of another fund; (ii) any of the non-public information we obtain through business channels is disclosed to other business departments of the Company; (iii) we may possess more information than external limited partners in certain funds if we acted as both a general partner and a limited partner in such funds; and (iv) we may be a counterparty of an entity which we have other business relationships. Our failure to prevent imprudent use of information or manage conflicts of interest could harm our reputation and affect client confidence. In addition, potential or perceived conflicts of interest may also give rise to litigation and/or regulatory enforcement actions. Any of the foregoing could adversely affect our business, financial condition and results of operations.

We may be subject to risks relating to leased properties

We have leased 27 properties for our business operations as of the Latest Practicable Date. For four of these leased properties in the PRC, the lessors have not provided us with copies of building ownership certificate or other authorization documents evidencing their rights to lease the properties to us. For details, see "Business – Properties" in this document. We cannot assure you that these lessors have the right to lease the relevant properties to us. As advised by our PRC Legal Advisor, we may not be able to continue to use such properties. If ownership of the properties we have leased is disrupted and/or the validity of such leases is challenged by third parties, we may not be able to continue to use those properties and have to relocate to other places, which could result in additional costs.

Pursuant to the applicable PRC laws and regulations, property lease contracts must be registered with the local branch of the Ministry of Housing and Urban Development of the PRC. As of the Latest Practicable Date, we had not yet completed the registration for 15 of our leased properties in the PRC within the prescribed time pursuant to the applicable PRC laws and regulations. Although we will take practical and reasonable steps to request the lessors of the aforementioned and future leased properties to cooperate with us to complete the registration in a timely manner, we cannot assure you that such lessors will agree to cooperate. As advised by our PRC Legal Advisor, failure to complete the lease registration will not affect the validity of the lease agreements according to PRC law, but we may have a maximum penalty of RMB10,000 imposed on us for each non-registered lease if we fail to complete the registration of any of our future lease agreements after we are requested to do so by the competent PRC government authorities.

We may be subject to penalties under relevant PRC laws and regulations due to failure in full compliance with social insurance and housing fund regulation

According to the Social Insurance Law of the PRC (中華人民共和國社會保險法), the Regulations on the Management of Housing Provident Funds (住房公積金管理條例) and other applicable PRC regulations, any employer operating in China must contribute social insurance premium and housing provident funds for its employees. Any failure to open a social insurance or housing provident fund registration account may trigger an order of correction. Where correction is not made within a specified period of time, the competent authority may further impose fines. Any failure to make timely and adequate contribution of social insurance premium or housing provident funds for its employees may trigger an order of correction from competent authority requiring the employer to make up the full contribution of such overdue social insurance premium or housing provident funds within a specified period of time, and the competent authority may further impose fines or penalties.

During the Track Record Period, we did not make timely and adequate contribution of social insurance premium and housing provident funds for some of our employees, but such overdue social insurance premium and housing provident funds only involved an immaterial amount which will not bring any material adverse effect to our operations or financial position. The total shortfall amount of social insurance premium and housing provident funds for the years ended December 31, 2020, 2021 and 2022 was approximately RMB7.3 million. During the Track Record Period, we also engaged third-party human resources agencies to pay social insurance and housing funds for some of our employees, primarily due to the preference of such employees to participate in local social insurance and housing fund schemes in their place of residency. Pursuant to the PRC laws and regulations, we are required to pay social insurance premium and housing provident funds for our employees under our own accounts instead of making payments under third-party accounts. The contributions to social insurance premium and housing provident funds made through third-party accounts may not be viewed as contributions made by us, and as a result, we may be required by competent authorities to pay under our own accounts, and could be subject to late payment penalties or enforcement application made to the court. We have already taken practical measures to ensure that the payments of social insurance and housing fund contribution will be made from our own accounts going forward, such as establishing subsidiaries in places where we have employees whose contributions are made by a third-party human resource agency.

As of the Latest Practicable Date, we have not received any order of correction or any fines or penalties from the competent authority as a result of any such failure. As advised by our PRC Legal Advisor, the risk of the Company being fined for the aforementioned matters by competent authorities is remote. However, we cannot assure you that the competent authority will not require us to rectify any non-compliance by making contribution of overdue social insurance premium or housing provident funds or to pay any overdue fine or penalty related thereto.

Our operations and business plans may be adversely affected by nature disasters, health epidemics and pandemics, civil and social disruption and other outbreak, in particular the COVID-19 outbreak

In March 2020, the World Health Organization characterized the COVID-19 outbreak as a global pandemic. Significant rises in COVID-19 cases have been reported since then, causing governments around the world to implement unprecedented measures such as city lockdowns, travel restrictions, quarantines and business shutdowns.

The COVID-19 outbreak has caused and may continue to cause an adverse impact on the economy and social conditions in China and other affected countries, which may have an adverse impact on our industry and financial performance of portfolio assets. Historically, during the COVID-19 outbreak, governments around the world implemented strict measures to control the outbreak, including business closures, restrictions on mobility and workplace shutdowns, and consumer demand was significantly affected by the outbreak and the relevant control measures. For example, in 2022, there had been an increasing number of COVID-19 cases in multiple cities of China, which triggered related governmental measures imposed to contain the virus. The most of companies in the consumer industry were also significantly and adversely affected by those measures in many aspects, such as the procurement, production, logistics, sales activities, the distributors' recruiting and training of sales specialists, from time to time. Because our investments are primarily concentrated in the consumer industry, the adverse effect of the COVID-19 in the consumer industry would also significantly affect the financial performance and results of operations of our investments, which in turn affect our financial performance and results of operations.

Towards the end of 2022, most of the travel restrictions and quarantine requirements were lifted in China. Despite a surge in COVID-19 cases in some regions immediately following this relaxation, this latest outbreak has been temporary and have not had any significant negative impact on the business operations or financial conditions of our Company and our portfolio companies. However, there remains uncertainty as to the future impact of COVID-19. We cannot guarantee you that COVID-19 pandemic will not resurge and have a negative impact on our results of operations, financial position or prospects.

In addition, any future occurrence of force majeure events, natural disasters or outbreaks of other epidemics and contagious diseases, including avian influenza, severe acute respiratory syndrome, swine influenza caused by the H1N1 virus, or H1N1 influenza or the Ebola virus, may materially and adversely affect our business, financial condition and results of operations. Moreover, the PRC has experienced natural disasters such as earthquakes, floods and droughts in the past few years. Any future occurrence of severe natural disasters or outbreaks of epidemics and contagious diseases in the PRC or globally, or the measures taken by the PRC government or other countries in response to such contagious diseases, may materially and adversely affect their economy and our business.

We have made investments in companies whose business operations are based outside the PRC, which may expose us to risks not typically associated with investing in companies whose business operations are based in the PRC

Our funds have made investment in companies outside the PRC, and may continue to invest a portion of their assets in the equity, debt, loans or other securities of companies whose business operations are outside the PRC. Investments in such companies involve certain risks not typically associated with investing in companies whose business are based in the PRC, including risks relating to:

- currency exchange matters, including fluctuations in currency exchange rates and costs associated with conversion of investment principal and income from one currency into another;

- the absence of uniform accounting, auditing and financial reporting standards, practices and disclosure requirements and less governmental supervision and regulation;

- differences in the legal and regulatory environment; and

- certain economic and political risks, including potential exchange control regulations and restrictions, the risks of political, economic or social instability, the possibility of expropriation or confiscatory taxation and adverse economic and political developments.

There can be no assurance that adverse developments with respect to such risks will not have a material adverse effect on our investments in such companies or the returns from these investments.

The asset management industry is subject to increasing focus by investors and regulators on ESG matters

In recent years, some investors have placed increasing focus on the negative impacts of investments made by asset managers and other funds to which they commit capital, including with respect to ESG matters. Those investors may consider our record of socially responsible investing and other ESG factors in determining whether to invest in our funds. If our ESG practices do not meet the standards set by these investors, they may choose not to invest in our funds or exclude us from their investments, and as a result we may face reputational challenges from other stakeholders.

In addition, various stakeholders and regulators are increasingly focused on ESG-related practices by investment managers. If regulators disagree with the procedures or standards that we use for ESG investing, or new regulation or legislation requires a methodology of measuring or disclosing ESG impact that is different from our current practice, our business and reputation could be adversely affected.

We are not registered and do not plan to register as an "investment company" under the U.S. Investment Company Act, and therefore may have to constrain our business activities to qualify for an exemption from such registration or otherwise avoid being deemed an investment company

In general, a company would be deemed an "investment company" for the purpose of the U.S. Investment Company Act, if (i) it is or holds itself out as being engaged primarily, or proposes to engage primarily, in the business of investing, reinvesting or trading in securities; or (ii) absent an applicable exemption, it owns or proposes to acquire investment securities having a value exceeding 40% of the value of its total assets (exclusive of U.S. government securities and cash items) on an unconsolidated basis.

We, through funds under our management or directly, currently hold a significant amount of equity interests in our portfolio companies, and will continue to invest to acquire more equity securities. We are, however, currently not registered as an investment company with the SEC. In order to avoid being required to register under the U.S. Investment Company Act, we have imposed certain restrictions on sales and transfers of the H Shares. In particular, if in the future the initial purchaser, as well as any subsequent holder, decides to offer, sell, pledge or otherwise transfer the H Shares, then they may do so only: (i) outside the United States in an "offshore transaction" complying with the provisions of Regulation S to a person not known by the transferor to be a U.S. Person, by prearrangement or otherwise; or (ii) to our Company or a subsidiary thereof. These restrictions may make it more difficult for a Shareholder to resell the H Shares and may have an adverse effect on the liquidity and market value of the H Shares.

If the SEC or a court found that we are required but failed to register as an investment company, we would be subject to serious legal consequences, including damages to our investors and some of the contracts we sign becoming unenforceable. Furthermore, in order to maintain compliance and the availability of the exemption from registration as an investment company, we need to apply a series of procedures and restrictions, and may have to forego otherwise attractive business opportunities, potentially limiting our growth.

FINANCIAL RISKS RELATING TO OUR BUSINESS

Valuation methodologies for certain investments may involve subjective judgments and assumptions and, therefore, there may be deviations in the fair value of investments established pursuant to such methodologies, which could result in the inaccurate statement of fund performance and investment gains

We engage independent third-party valuers to conduct the valuation of our portfolio companies. Valuation methodologies for investments adopted by the valuers involve subjective judgments, such as future financial performance and liquidation events, among others. While these judgments aim to represent the best estimate of companies and market conditions thereof, there could be potential deviations that lead to inaccurate estimates of our portfolio valuation.

There are often no readily ascertainable market prices for a considerable majority of investments of our funds' portfolios or our direct investments. Valuations of the investments are generally prepared in line with applicable and recognized valuation processes and procedures. There is a risk that investments held by our funds or us will not be realized for amounts equal to, or greater than, the amounts at which they are valued, or that the past valuations based on such performance information will not accurately reflect the realization value of such investments. An investment's actual realization value will depend on, among other factors, future operating results of the relevant investment, the value of the assets and market conditions at the time of disposal, any related transaction costs and the timing and manner of sale, all of which may differ from the assumptions on which previous valuations were determined.

Changes in values attributed to investments from time to time may result in volatility in the results of operations that we and our funds report from period to period. Moreover, a situation where asset values turn out to be materially different to those values realized could cause fund investors to lose confidence in us, which could in turn result in difficulty in raising capital for future funds.

We may not be able to realize our unrealized gains from our investments

During the Track Record Period, we recorded an unrealized gain from financial assets at FVTPL and interests in associates measured at fair value of RMB640.3 million in 2021, and recorded an unrealized loss of RMB740.4 million and RMB203.6 million in 2020 and 2022, respectively. The unrealized loss in 2020 was primarily attributable to the unrealized losses from interests in associates measured at fair value of RMB1,424.3 million primarily caused by the accounting treatment adopted for investment gains or losses. For more details, please see "Financial Information – Description of Selected Components of Consolidated Statements of Profits or Loss and Other Comprehensive Income – Continuing Operations – Investment Gains or Losses, Net." In addition, a one-off gain of RMB123.3 million on the deconsolidation of Mengtian Dairy was recognized in the profit from discontinued operations in our financial statements, and another one-off gain of RMB520.4 million on the deconsolidation of Yoplait China was also recognized on June 15, 2022. These unrealized gains or losses are derived from the differences of the valuation of our investments, which are estimated and reflect operational and market conditions as at each reporting date. We may not be able to realize such unrealized gains, and in such case, our financial results and conditions may be adversely affected.

Our financial performance may be affected by share of results of joint ventures and associates

Our unconsolidated funds are mainly our associates or joint ventures measured using equity method, and we record our share of their profit and total comprehensive income as share of results of associates or share of results of joint ventures. During the Track Record Period, we recorded significant fluctuations in share of gains of associates and joint ventures of RMB77.8 million, RMB412.0 million and share of loss of RMB29.2 million in 2020, 2021 and 2022, respectively. For more details, please see "Financial Information – Description of

Selected Components of Consolidated Statements of Profit or Loss and Other Comprehensive Income – Continuing Operations – Share of Results of Associates, Share of Results of Joint Ventures" in this document. Our investments in joint ventures and associates may not be as liquid as our investments in portfolio companies. In case we face any liquidity issue, on top of exercising influence over the unconsolidated funds, treated as associates or joint ventures, with regard to the exit schedule of their investment portfolio, we may not be able to exit our interests in our unconsolidated funds at commercially favorable prices in a timely manner, which could have a material adverse effect on our results of operations and financial condition.

A significant decrease in our internal or external liquidity, or potential lack of access to credit could adversely affect our business and reduce clients' confidence in us

Maintaining adequate liquidity is crucial to our business operations as we continue to expand our investment management businesses with substantial cash requirements. We meet our liquidity needs primarily through cash generated from operating activities and debt financing. A reduction in our liquidity could reduce the confidence of our clients or counterparties in us, which may result in the loss of business and clients.

Factors that may adversely affect our liquidity position include, among others, failure to liquidate financial asset investments at response prices, over-concentration of holdings in certain assets and liabilities, and increased regulatory capital requirements or other regulatory changes. We may need to seek further financing or sell assets to meet our liquidity needs. During periods of adverse credit and capital market conditions, potential sources of external financing could be limited or unavailable at all, and our financing costs could increase.

We issued and may continue to issue long-term corporate bonds primarily to fund our investment activities. As of December 31, 2022, we had bond payables of RMB1,001.3 million. We had fully repaid RMB1,000.0 million and issued the 2022 First Corporate Bonds amounting to RMB500.0 million in May 2022. In addition, on October 19, 2022, our Company issued new corporate bonds to qualified investors in the total principal amount of RMB0.5 billion. However, we cannot guarantee that our investment will generate sufficient cash flows to cover repayment of the due bonds, and any change in the market interest rate, our credit rating, our credit standing or other relevant factors may adversely affect our ability to issue bonds and increase our cost of funding, which may in turn adversely affect results of operations and financial condition.

Our ability to sell assets may be impaired if other market participants are seeking to sell similar assets at the same time, which is likely to occur in a liquidity and increase our cost of funding, which could adversely affect our business, financial condition, and the results of operations.

In addition, we may need to satisfy various liquidity requirements in order to maintain or expand our scope of business, especially innovative products and services. Failure in the future to comply with the mandatory liquidity requirements, or any heightened requirements for specific business, may result in self-regulatory measures imposed by the CSRC or other competent regulatory authorities. Any of these could have a material adverse effect on our business development and reputation.

During the Track Record Period, our interest expenses from continuing operation resulting from our indebtedness were RMB181.2 million, RMB150.4 million and RMB118.7 million in 2020, 2021 and 2022, respectively. Going forward, we may continue to incur substantial amount of debts, and our interest expenses may increase. A higher level of indebtedness could adversely affect us in a number of ways, such as (i) limiting our ability to obtain any future financing needed for working capital, strategic investment, debt service requirements or other purposes; (ii) limiting our flexibility in planning for or reacting to changes in our business; (iii) placing us at a competitive disadvantage with competitors that have lower levels of debt; (iv) increasing our financing costs; (v) making us more vulnerable to a downturn in our business or the economy generally; (vi) subjecting us to the risk of being forced to refinance our debts at higher interest rates; or (vii) requiring us to use a substantial portion of our cash to pay principals and interest on our debt instead of for other purposes such as working capital and other capital requirements. Any such increase could adversely affect our business, financial conditions, results of operations, or prospects.

We had net cash outflows from operating and investing activities and net current liabilities position during the Track Record Period and cannot guarantee that we will always have sufficient cash from other sources to fund our operations

In 2021 and 2022, we had a net cash outflow from our operating activities of RMB791.0 million and RMB214.7 million, respectively. In 2020 and 2021, we had a net cash outflow from our investing activities of RMB135.2 million and RMB311.0 million, respectively. We had net cash outflows from operating and investing activities mainly because most of our funds were still in their investment periods, and our cash outflows for investments exceeded our cash inflows from realized gains. As of December 31, 2021, we also had net current liabilities of RMB505.6 million, primarily due to the increases in the bond payables due within one year. We issued the 2022 First Corporate Bonds and the 2022 Second Corporate Bonds, due in 2025 or 2027, with a total principal amount of RMB1,000.0 million in 2022 and subsequently fully repaid RMB1,000.0 million in 2022, using the proceeds of the bonds issued in 2022 as well as our internal resources. However, because of one technical accounting treatment, if we invest in a portfolio company and appoint a member to the board, our investment will be accounted for as an interest in associate measured at fair value and classified as a non-current asset item regardless of whether the equity securities of that portfolio company is highly liquid and traded on a reputable stock exchange. As of December 31, 2022, RMB701.7 million of interests in associates measured at fair value represented our listed equity investments and were not subject to trading restriction. For more details, please see "Financial Information – Liquidity and Capital Resources" in this document. In the extreme event that we may need to liquidate shares in our listed portfolio companies, so as to repay our debts outstanding, we may incur an immediate accounting gain or loss, which does not fully represent our historical performance or success in such investments. Our liquidity and financial condition may be materially and adversely affected by negative net cash flows and net current liability position, and we cannot assure you that we will always have sufficient cash from other sources to fund our operations in the future. If we resort to other financing activities to generate additional cash, we will incur financing costs and we cannot guarantee that we will be able to obtain the financing on terms acceptable to us, or at all.

Our historical fund management fees may not be indicative of future fees

During the Track Record Period, our fund management fees are charged periodically from our funds based on a predetermined fixed percentage, generally 2% of (i) committed capital during the investment period, and (ii) committed or paid-in capital minus the cost of exited investments after the investment period. Cost of exited investments refers to the initial investment amount of projects that we have already exited. However, our revenue from private equity investment business in our financial statements only presented our fund management fees from unconsolidated funds under our management during the Track Record Period. We also receive management fees from our consolidated funds on a similar scale, but those amounts were offset as inter group transaction when we prepare the consolidated financial statements. When including fund management fees received from our consolidated funds in order to present a full picture of our total management fee revenue, the gross fund management fees was RMB176.6 million, RMB166.2 million, and RMB179.6 million in 2020, 2021 and 2022, respectively. There is no guarantee that we will be able to charge fund management fees at similar rates or at all from our future funds, for example, investors of our funds may negotiate a lower fund management fee based on expectation of the future market conditions or our fund performance, and which would decrease our revenue from fund management fees, and therefore our results of operations would be materially and adversely affected.

We are exposed to credit risk, especially in relation to our accounts receivables

Credit risk is the risk that a counterparty is unable to meet their contractual obligations in full when due. There is a risk that a counterparty's creditworthiness will deteriorate and that they no longer will be able to fulfil their financial obligations to us. For us, potential areas of credit risk consist of accounts receivables, loans to independent third parties and related parties, bank balances and restricted bank deposits. During the Track Record Period, we had accounts receivables of RMB114.9 million, RMB93.4 million and RMB44.0 million as of December 31, 2020, 2021 and 2022, respectively. Our exposure to credit risk is influenced mainly by the individual characteristics of each counterparty.

If measures taken by us to minimize credit risk are not sufficient, or if one or more counterparties run into financial difficulties, this could result in losses for us. The performance of our funds may also be affected by credit risk, which could have an adverse effect on our financial performance.

We may incur impairment losses for other receivables on our assets from time to time

During the Track Record Period, we had prepayments and other receivables of RMB269.9 million, RMB118.6 million and RMB245.1 million as of December 31, 2020, 2021 and 2022, respectively. We also had allowance for credit losses arising from other receivables of RMB67.3 million, RMB64.3 million and RMB64.4 million as of December 31, 2020, 2021 and 2022, respectively, primarily because certain amount of our loan receivables had been defaulted by our portfolio companies and fully impaired as those portfolio companies meet the significant financial difficulty. We may encounter difficulties in the settlement of our other receivables. Even though we seek to settle the long-term other receivables, mainly our loans to investee companies, through various measures, we cannot guarantee that such measures will be effective. If we are unable to collect our other receivables, our cash flow position may be adversely affected. For details on the impairment assessment methods, see Note 3 *Significant Accounting Policies* and Note 48 *Financial Risk Management* to the Accountants' Report set out in Appendix I to this document. The assessment of impairment losses involves a significant degree of management judgments as well as estimates in determining the key assumptions, including our historical credit loss experience of the debtors as well as the fair value of the collateral pledged by the debtors to the loan receivables. We cannot assure you that these assumptions and estimates would not result in outcomes that require a material adjustment to the carrying amounts of our assets in the future, which may in turn result in impairment losses. In the event that the actual recoverability is lower than expected, or that our past allowance for impairment of other receivables becomes insufficient in light of the new information, we may need to make more of such impairment allowance. Significant impairment losses on our assets may have a material adverse effect on our financial condition and results of operations, and may in turn limit our ability to obtain financing in the future.

Our historical results of operations are subject to fair value measurements of our biological assets, which can be highly volatile and are subject to a number of assumptions

Historically, we used to deploy buyout investment strategies and had invested in certain dairy business operated by Mengtian Dairy. Pursuant to the certain adjustment of corporate governance, Mengtian Dairy ceased to be our subsidiary as of December 31, 2021. As a result, the historical operations of Mengtian Dairy were presented as a discontinued operation in our financial statements contained in this document. We had biological assets of RMB229.8 million, nil and nil as of December 31, 2020, 2021 and 2022, respectively. Our biological assets all relate to the dairy business of Mengtian Dairy and are measured at fair value less costs to sell at the end of 2020 and 2021.

The fair value of our biological assets at the end of each reporting period was determined by independent professional valuers, using a number of assumptions that may vary from time to time. The fair value of the biological assets could be affected by, among others, the accuracy of those assumptions, as well as the changes in the dairy industry. Therefore, our results of operations can be volatile. In addition, while these assumptions as adopted in the valuation process have been in line with the actual results, we cannot assure you that there will be no significant deviation in the future. For details on the valuation and the application of various assumptions, please see Note 23 *Biological Assets* and Note 48A *Fair Value Measurement of Biological Assets* to the Accountants' Report included in Appendix I to this document.

Our substantial amounts of deferred tax assets are subject to uncertainties

During the Track Record Period, we had deferred tax assets of RMB41.5 million, RMB28.7 million and RMB9.1 million as of December 31, 2020, 2021 and 2022, respectively. Based on our accounting policies, the recognition of the deferred tax assets mainly depends on whether sufficient future profits or taxable temporary difference will be available in the future. In cases where the actual future profits generated are less than expected, a material reversal of deferred tax assets may arise, which will be recognized in profit or loss in the periods in which such a reversal takes place. In cases where the actual future profits generated are higher or lower than expected, the deferred tax assets will be adjusted accordingly and the corresponding amounts will be recognized in the consolidated statements of profit or loss and other comprehensive income in the periods in which such a situation takes place.

In the application of our accounting policies, our management is required to make judgments, estimates, and assumptions that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Therefore, actual results may differ from these accounting estimates.

We may not be able to fulfill our obligations in respect of contract liabilities, which may have a material and adverse impact on our results of operations and financial condition

We may not be able to fulfill our obligations in respect of contract liabilities. Our recognition of contract liabilities as revenue is subject to future performance obligations and may not be representative of revenues for future periods. We recorded contract liabilities of RMB134.2 million, RMB77.8 million and RMB62.6 million as of December 31, 2020, 2021 and 2022, respectively. As of December 31, 2022, our contract liabilities primarily represented the prepaid management fees received from the unconsolidated funds in our private equity investment business while the underlying services are not yet provided. After we provide relevant services, contract liabilities will be recognized as revenue. For further details of our contract liabilities, see "Financial Information – Discussion of Certain Selected Items From the Consolidated Statements of Financial Position – Contract Liabilities." If we fail to fulfill our obligations or if our customers dispute the services we provided, we may not be able to recognize the full amount of contract liabilities as revenue, if at all.

RISKS RELATING TO DOING BUSINESS IN CHINA

Changes in PRC economic, political and social situation and the policies adopted by PRC government may have material adverse effects on our business

We are incorporated under the laws of the PRC. Many of our portfolio companies also conduct their business operations in the PRC. Accordingly, our business, financial condition and results of operations are materially subject to economic, political, social and legal developments in the PRC. The economy of the PRC differs from the economies of the most developed countries in many respects, including but not limited to the level of government involvement, economic structure and the control of foreign exchange. As a result of these differences, our business may not develop in the same way or at the same rate as might be expected if the PRC economy were similar to those of some of the most developed countries.

The various macroeconomic measures adopted by the PRC Government to stimulate economic growth may bring fluctuation in the development of the PRC economy. In addition, many of the economic reforms carried out by the PRC government are unprecedented or experimental and are subject to refinement and improvement over time. Such refinement and improvement process may not necessarily have a positive effect on our operations and business development. Other political, economic and social factors may also lead to further adjustments of the reform measures. Any such developments could have a material adverse effect on our business, growth prospects, financial condition and results of operations.

We invest in VIE structures constructed by some of our funds' portfolio companies to access foreign capital, which structures enable foreign investment in Chinese-based companies where, for example, Chinese law prohibits direct foreign investments in the operating companies. Our funds therefore do not directly hold equity interests in the Chinese operating company when a VIE structure is used. Intervention by the PRC government with respect to VIEs, including disallowing the structure altogether, could significantly affect the Chinese operating company's performance and the enforceability of the VIE structure related contractual arrangements, causing our portfolio companies to lose the rights to direct the activities of, receive economic benefits arising from, or consolidate the financial results of their Chinese operating companies, which could result in a decline in the value of our funds' investment.

In addition, investments in companies with significant operations in emerging markets can involve some risks and special considerations that are not always associated with investing in other markets. For example, investing in emerging markets may involve a risk of loss due to the imposition of restrictions on foreign investments or repatriation of capital. The governments of emerging markets always maintain a major role in setting economic policy, and may make sudden changes to laws and regulations. Any changes in laws and regulations governing those sectors may reduce opportunities for our funds to make, exit and realize value from, and realize expected returns on, our investments in emerging markets, including China.

The establishment and operation of funds in the PRC are subject to tightened legal restrictions and prolonged regulatory approval procedures, which may affect our fund management business in the PRC

In the PRC, a private fund manager shall be the responsible entity for the filing of funds managed by it with the AMAC. It typically takes a long time for a private fund manager to complete the filing with the AMAC due to the highly regulated nature of the fund management industry. On February 24, 2023, the AMAC published the Registration and Filing Measures of Private Investment Funds (私募投資基金登記備案辦法) (the "**Private Registration and Filing Measures**"), which will be implemented in May 2023. Pursuant to that, private fund managers must register and file records with the AMAC, and meet stipulated registration and filing requirements. In addition, applications for changes in private fund manager registration and fund filing submitted before the implementation of the Private Registration and Filing Measures will be reviewed and processed by the AMAC in accordance with the Private Registration and Filing Measures. For more details regarding the requirements, please see "Regulatory Overview – Laws and Regulations Relating to Our Group's Business and Operations in the PRC – Regulations on Private Equity Investment Fund – Registration and Filing" in this document. During the Track Record Period, we have one company in the PRC that manages private investment funds. If we were to set up additional PRC private investment funds in the future, in light of the lengthy application procedures, if we were to fail to obtain the approvals, licenses, permits or qualifications required for establishing such funds from relevant regulators in the PRC due to any tightened legal restrictions or prolonged regulatory approval procedures or otherwise, the growth of our business in the PRC may be delayed.

In addition, additional regulatory approvals, licenses, permits or qualifications for fund management business may be required by relevant regulators in the PRC in the future, and some of our current approvals, licenses, permits or qualifications are subject to periodic renewal. Furthermore, the relevant regulatory requirements in the fund management industry are evolving and subject to change or different interpretations by relevant government authorities, all of which are out of our control. As a result, there can be no assurance that in the future we will be deemed compliant with applicable regulatory requirements relating to the fund management industry in the PRC at all times. Material incidents of non-compliance with fund management regulatory requirements in the PRC may subject us to sanctions, fines, penalties, disqualification for our existing fund management business in the PRC or non-renewal of our qualifications upon expiry, or other administrative penalties, regulatory actions and self-disciplinary actions by the PRC regulatory authorities, which may harm our reputation and materially affect our business, financial condition, results of operations, performance and prospects.

The political relationships between China and other countries may affect our business operations

International trade disputes or the advent of protectionist trade policies among the PRC and its trading partners may adversely affect the PRC economy. As a result, the consumer industry in the PRC and our investors' risk appetite would be adversely affected, which would in turn affect our business and results of operations.

For example, the US Securities and Exchange Commission and the Public Company Accounting Oversight Board (United States) ("**PCAOB**") released a joint statement highlighting the risks associated with investing in companies based in or having substantial operations in emerging markets including China. On December 18, 2020, the "Holding Foreign Companies Accountable Act" was signed by President Donald Trump and became law, which requires certain issuers of securities to establish that they are not owned or controlled by a foreign government. Specifically, an issuer must make this certification if the PCAOB is unable to audit specified reports because the issuer has retained a foreign public accounting firm not subject to inspection by the PCAOB. Furthermore, if the PCAOB is unable to inspect the issuer's public accounting firm for three consecutive years, the issuer's securities are banned from trade on a national exchange or through other methods. On August 26, 2022, the PCAOB signed a Statement of Protocol with the CSRC and the Ministry of Finance of the PRC which contains provisions that, if abided by, would give the PCAOB access to inspect and investigate registered public accounting firms headquartered in mainland China and Hong Kong completely. The PCAOB is now required to reassess its determinations for purposes of the "Holding Foreign Companies Accountable Act" by the end of 2022. Uncertainties still exist regarding the "Holding Foreign Companies Accountable Act." During the Track Record Period, we had an investment in a company incorporated in the U.S. and our current and future investment in the U.S. may be adversely affected by such laws and other similar regulations in the U.S., such as failure to exit certain investments through IPOs in the U.S.

Fluctuations in the value of the Renminbi could have an adverse effect on our business, results of operations and financial condition

Although substantially all of our revenue and expenses are denominated in Renminbi, fluctuations in exchange rates may nonetheless in the future adversely affect the value of our investment funds and fee earnings. In particular, distributions to holders of our H Shares are made in Hong Kong dollar. Any unfavorable movement in the exchange rate of the Renminbi against the Hong Kong dollar may adversely affect the value of our distributions. In addition, any unfavorable movement in the exchange rate of the Renminbi against other foreign currencies may also lead to an increase in our costs, which could adversely affect our business, financial condition and results of operations.

Minority shareholders protection under PRC Laws is different from that in Hong Kong and other jurisdictions

Under the laws in the PRC, rules and regulations applicable to companies listed overseas do not distinguish among minority and controlling shareholders in terms of their rights and protections and our minority Shareholders may not have the same protections afforded to them as those of the companies incorporated under the laws of Hong Kong and certain other jurisdictions.

The PRC government's control over foreign currency conversion may limit our foreign exchange transactions, including exchange for dividend payment to holders of H Shares

As of the Latest Practicable Date, Renminbi still cannot be freely converted into any foreign currency, and the conversion and remittance of foreign currencies are subject to certain foreign exchange regulations in the PRC. It cannot be guaranteed that under a certain exchange rate, we will have sufficient foreign exchange to meet its foreign exchange requirements. Under the existing PRC foreign exchange control system, foreign exchange transactions under the current account conducted by us, including the payment of dividends, do not require advance approval from the relevant PRC regulatory authorities, but we are required to present documentary evidence of such transactions and conduct such transactions at designated foreign exchange banks within the PRC that have the requisite licenses to carry out foreign exchange business. Foreign exchange transactions under the capital account conducted by us must be approved in advance by the relevant PRC regulatory authorities.

Under the existing foreign exchange regulations, following the completion of the [**REDACTED**], we will be able to pay dividends in foreign currencies without prior approval from the relevant PRC regulatory authorities by complying with certain procedural requirements. However, there is no assurance that these foreign exchange policies regarding payment of dividends in foreign currencies will continue in the future. If we fail to obtain approval from the relevant PRC regulatory authorities to convert Renminbi into any foreign exchange for any of the above purposes, our business, financial condition and results of operations may be materially and adversely affected.

Gains on the sales of H Shares and dividends on the H Shares may be subject to restrictions under PRC law

Under the laws in the PRC, we may only pay dividends out of our distributable profit. Distributable profit refers to our after-tax profit as determined under PRC GAAP or IFRS, whichever is lower, less any recovery of accumulated losses and appropriations to statutory reserves, discretionary reserves and general risk reserves that we are required to make according to relevant rules. As a result, we may not have sufficient or any distributable profit to enable us to make dividend distributions to our Shareholders. Any distributable profit not distributed in a given year is retained and available for distribution in the subsequent years.

Moreover, our subsidiaries in the PRC may not have distributable profit as determined under PRC GAAP. Accordingly, we may not obtain distributable profit from dividend payments by our subsidiaries. Failure to receive dividend payments from our subsidiaries could adversely impact our cash flows and our ability to make dividend distributions to our Shareholders and our cash flows.

The rights of a H Shares Shareholder to enforce arbitration award in PRC is unprecedented and therefore uncertain

The Articles of Association provide that disputes between holders of H Shares and the Company, the Directors, Supervisors or officers, arising out of the Articles of Association or any rights or obligations conferred or imposed upon under the Company Law and related regulations concerning its affairs, such as the transfer of the H Shares, are to be resolved through arbitration by China International Economic and Trade Arbitration Commission (中國國際經濟貿易仲裁委員會) or the Hong Kong International Arbitration Centre (香港國際仲裁中心), rather than by a court of law.

In addition, on June 18, 1999, the Supreme People's Court of PRC and the Government of Hong Kong signed the Arrangement Concerning Mutual Enforcement of Arbitral Awards between the Mainland and the HKSAR (關於內地與香港特別行政區相互執行仲裁裁決的安排). This arrangement, made in accordance with the spirit of the New York Convention on the Recognition and Enforcement of Foreign Arbitral Awards, was approved by the Supreme People's Court of PRC and the Hong Kong Legislative Council and became effective on February 1, 2000. Under the arrangement, awards that are made by PRC arbitral authorities recognized under the Arbitration Ordinance of Hong Kong can be enforced in Hong Kong, and awards made by Hong Kong arbitral authorities are also enforceable in PRC. However, so far as we are aware, there has not been any published report of judicial enforcement in PRC by a holder of H Shares to enforce an arbitral award made by PRC arbitral authorities or Hong Kong arbitral authorities, and there are uncertainties as to the outcome of any action brought in PRC to enforce an arbitral award made in favor of a holder of H Shares. Accordingly, we are unable to predict the outcome of any such action.

Interpretation and enforcement of PRC laws and regulations involves uncertainty and the current legal environment in PRC could limit the legal protections available to our investors and Shareholders

PRC laws and regulations govern our businesses and operations in the PRC. The PRC legal system is based on written statutes, and prior court decisions can only be cited as reference. Additionally, PRC written statutes are often principle-oriented and require detailed interpretations by the enforcement bodies to further apply and enforce such laws. Since 1979, the PRC government has promulgated laws and regulations in relation to economic matters such as foreign investment, corporate organization and governance, commerce, taxation and trade, with a view to developing a comprehensive system of commercial law. However, as these laws and regulations are continually evolving in response to changing economic and other conditions, and because of the limited volume of published cases and their non-binding nature, any particular interpretation of PRC laws and regulations may not be definitive. The PRC may not accord equivalent rights (or protection for such rights) to those rights investors might expect in countries with more sophisticated laws and regulations. The interpretation of PRC laws and regulations involves a degree of uncertainty. All of the abovementioned uncertainties may limit the legal protections available to our investors and Shareholders.

You may be subject to PRC taxation

Non-PRC resident individual holders of H Shares whose names appear on the register of members of our H Shares are subject to PRC individual income tax on dividends received from us.

Pursuant to the Notice on Questions Concerning the Collection of Individual Income Tax following the repeal of Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348) (國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知) issued by the SAT on June 28, 2011, non-PRC resident individual shareholders of a domestic non-foreign-invested enterprise whose shares are listed in Hong Kong may be entitled to preferential tax treatments in accordance with applicable tax treaties between the countries in which they are tax resident and the PRC as well as the tax arrangements between Mainland China and Hong Kong (Macau). Dividend income of individual shareholders who are residents of countries that have not entered into taxation treaties with the PRC is generally subject to income tax at the rate of 20%. However, domestic non-foreign-invested enterprises whose shares are listed in Hong Kong generally may withhold individual income tax at the rate of 10% when distributing dividends with respect to such listed shares without prior application to the PRC tax authorities. If we pay a dividend, we will be required to withhold tax at the applicable rate (which can be higher than 10% if the relevant individual Shareholders and the tax rate applicable to such Shareholder can be identified by our Company). In addition, according to the Individual Income Tax Law of the PRC (中華人民共和國個人所得稅法) and the Implementation Provisions of the Individual Income Tax Law of the PRC (中華人民共和國個人所得稅法實施條例), non-PRC resident individuals are subject to individual income tax at a rate of 20% on gains realized upon sale of equity interests of a PRC resident enterprise. There are no specific PRC laws or regulations imposing individual income tax on non-PRC resident individuals of gains realized upon sale of shares of a PRC resident enterprise listed on an overseas stock exchange. To our knowledge, in practice the PRC tax authorities have not sought to collect individual income tax from non-PRC resident individuals for gains realized upon sale of equity interests of a PRC resident enterprise listed on an overseas stock exchange. If such tax is collected in the future, the investment value of such H Shares held by the individual holders may be materially and adversely affected.

In addition, pursuant to the EIT Law and its implementation rules, income generated from the PRC (including gains derived from the disposal of equity interests in PRC resident enterprise and PRC sourced dividends) by non-PRC resident enterprises is generally subject to EIT at a rate of 10%, subject to the provisions of any applicable special arrangements or treaties. Pursuant to the Notice on the Issues Concerning Withholding Enterprise Income Tax on the Dividends Payable by PRC Resident Enterprises to Overseas Non-PRC Resident Enterprise H Share Holders (關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知) promulgated by the SAT on 6 November 2008, dividends paid to non-PRC resident enterprise H Share holders that are derived from profits generated since 1 January 2008 are subject to the withholding of EIT at a rate of 10%. Accordingly, we intend to withhold income tax from any dividend paid through CCASS or otherwise paid to non-PRC resident enterprise H Share holders. Non-PRC resident enterprise H Share holders that are entitled to preferential tax treatments pursuant to any tax treaty or arrangement may apply to the relevant tax authorities for refund of the excess amount withheld. Please see "Taxation of Security Holders – The PRC Taxation" in Appendix III to this document for further details.

As the EIT Law and its implementation rules are relatively new, there are uncertainties as to their interpretation and implementation by the PRC tax authorities, including whether and how EIT on gains derived upon transfer or other disposal of H Shares should be collected from non-PRC resident enterprise H Share holders. If such taxes are collected in the future, the investment value of H Shares held by the enterprise holders may be materially and adversely affected.

It may be difficult to effect service upon, or to enforce judgments against us or our Directors or senior management residing in the PRC, in connection with judgments obtained from courts other than PRC courts

Substantially all of our Directors and members of our senior management reside in the PRC. Almost all of our assets and most of the assets of our Directors and the members of our senior management are located within the PRC. The PRC does not have treaties with most other jurisdictions that provide for the reciprocal recognition and enforcement of judicial rulings and awards. As a result, recognition and enforcement in the PRC of the judgment of a non-PRC court in relation to any matter not subject to a binding arbitration provision may be difficult or impossible. Judgments obtained in a Hong Kong court may be enforced in the PRC, provided that certain conditions are satisfied. However, there are uncertainties as to the outcome of any applications to recognize and enforce such judgments in the PRC.

Furthermore, the PRC does not have treaties or agreements providing for the reciprocal recognition and enforcement of judgments awarded by courts of the United States, the United Kingdom, or most other European countries or Japan. Hence, the recognition and enforcement in the PRC of judgments of a court in any of these jurisdictions in relation to any matter not subject to a binding arbitration provision may be difficult or even impossible.

RISKS RELATING TO THE [REDACTED]

There has been no prior public market for our [REDACTED], and if an active [REDACTED] market for our [REDACTED] does not develop, the market price and liquidity of our [REDACTED] may be adversely affected. Market price of our Domestic Shares on the NEEQ may not be indicative of our [REDACTED]

No public market currently exists for our [**REDACTED**]. The initial [**REDACTED**] for our [**REDACTED**] to the public will be the result of negotiations between our Company, the [**REDACTED**] and the [**REDACTED**] (for themselves and on behalf of the [**REDACTED**]), and the [**REDACTED**] may differ significantly from the market price of the Shares following the [**REDACTED**]. We have applied to the Stock Exchange for the [**REDACTED**] of, and permission to [**REDACTED**] in, the [**REDACTED**]. A [**REDACTED**] on the Stock Exchange, however, does not guarantee that an active and liquid trading market for the [**REDACTED**] will develop, or if it does develop, that it will be sustained following the [**REDACTED**], or that the market price of the [**REDACTED**] will not decline following the [**REDACTED**].

In addition, the trading price and trading volume of the [**REDACTED**] may be subject to significant volatility in responses to various factors, including:

- variations in our operating results;
- changes in financial estimates by securities analysts;
- announcements made by us or our competitors;
- regulatory developments in China affecting us, our customers or our competitors;
- investors' perception of us and of the investment environment in Asia, including Hong Kong and China;
- developments in China asset management market or consumer industry;
- changes in pricing made by us or our competitors;
- acquisitions by us or our competitors;
- the depth and liquidity of the market for our H Shares;
- additions to or departures of, our executive officers and other members of our senior management;
- release or expiry of lock-up or other transfer restrictions on our H Shares;
- sales or anticipated sales of additional H Shares; and
- the general economy and other factors.

Moreover, shares of other companies listed on the Stock Exchange with significant operations and assets in China have experienced price volatility in the past, and it is possible that our H Shares may be subject to changes in price not directly related to our performance.

Our Domestic Shares are currently listed on NEEQ. The historic and future market price of Domestic Shares on NEEQ may not be indicative of the performance of our H Shares after the [**REDACTED**] due to different characteristics of the PRC capital markets and the Hong Kong capital market.

There is no assurance that we will pay dividends in the future

The declaration, payment and amount of any future dividends are subject to the discretion of our Board depending on, among other things, our results of operations, financial condition, future prospects and other factors which our Directors may determine are important. For further details of our dividend policy, please see "Financial information – Dividends" of this document. We cannot assure investors when or whether dividends will be paid in the future.

There will be a time gap of several business days between pricing and trading of our [**REDACTED**] ***offered in the*** [**REDACTED**]***, and this the market price of the*** [**REDACTED**] ***may be lower than the*** [**REDACTED**] ***when trading commences***

The initial price to the public of our [**REDACTED**] sold in the [**REDACTED**] is expected to be determined on the [**REDACTED**]. However, the [**REDACTED**] will not commence trading on the Stock Exchange until they are delivered, which is expected to be several Business Days after the [**REDACTED**]. As a result, investors may not be able to sell or otherwise deal in the [**REDACTED**] during that period. Accordingly, holders of our [**REDACTED**] are subject to the risk that the price of the [**REDACTED**] when trading begins could be lower than the [**REDACTED**] as a result of adverse market conditions or other adverse developments that may occur between the time of sale and the time trading begins.

Any disposal by the Controlling Shareholders of a substantial number of Shares in the [**REDACTED**] ***could materially and adversely affect the market price of the Shares***

There is no guarantee that the Controlling Shareholders will not dispose of their Shares following the expiration of their respective lock-up periods after the [**REDACTED**]. We cannot predict the effect, if any, of any future sales of the Shares by any of its Controlling Shareholders, or that the availability of the Shares offered by any of the Controlling Shareholders for purchase may have on the market price of the Shares. Sales of a substantial number of Shares by any of our Controlling Shareholders or the market perception that such sales may occur could materially and adversely affect the prevailing market price of the Shares.

Additional equity fund raising may cause dilution in shareholding

After the [**REDACTED**], we may need to raise additional funds due to changes in business conditions, or to finance our future plans, whether in relation to existing operations, any acquisitions or otherwise. Such fund raising activities may be made through the issuance of new equity or equity-linked securities other than on a pro-rata basis to existing Shareholders. In such event, the percentage ownership of our existing Shareholders may be reduced and/or such newly issued securities may have rights, preferences or privileges superior to those of the Shares held by our existing Shareholders.

The market price of the H Shares could decline as a result of future sales of substantial amounts of the H Shares or other securities relating to the H Shares in the [**REDACTED**] or the issuance of new H Shares or other securities, or the perception that such sales or issuances may occur. Future sales, or perceived sales, of substantial amounts of the Company's securities, including any future offerings, could also materially and adversely affect our ability to raise capital in the future at a time and at a price which we deem appropriate. In addition, the Company's Shareholders may experience dilution in their holdings to the extent the Company issues additional securities in future offerings. A certain amount of the Company's Shares currently outstanding will be subject to contractual and/or legal restrictions on resale for a period of time after completion of the [**REDACTED**]. After these restrictions lapse or if they are waived or breached, future sales, or perceived sales, of substantial amounts of our Shares, or the possibility of such sales, by us could negatively impact the market price of the [**REDACTED**] and our ability to raise equity capital in the future.

The interests of our Controlling Shareholders may not always coincide with the interest of our Group and those of our other Shareholders

Our Controlling Shareholders have significant influence over our operations and business strategies, and may have the ability to require our Group to effect corporate actions according to their own desires by virtue of their shareholding in our Group. The interests of our Controlling Shareholders may not always coincide with the best interests of other Shareholders. If the interests of any of our Controlling Shareholders conflict with the interests of other Shareholders, or if any of our Controlling Shareholders chooses to cause our business to pursue strategic objectives that conflict with the interests of other Shareholders, our Group or those other Shareholders' interests may be adversely affected as a result.

***The trading price and volume of our* [REDACTED] *may be volatile, which could result in substantial loss to our* [REDACTED]**

The trading price of our [**REDACTED**] may be volatile and could fluctuate widely in response to factors beyond our control, including variations in the level of liquidity of our H Shares, changes in securities analysts' (if any) estimates of our financial performance, investors' perceptions of our Group and the general investment environment, changes in laws, regulations and taxation systems which affect our operations, and general market conditions of the securities markets in Hong Kong. In particular, the trading price performance of our competitors whose securities are listed on the Stock Exchange may affect trading price of our [**REDACTED**]. These broad market and industry factors may significantly affect the market price and volatility of our [**REDACTED**], regardless of our actual operating performance.

In addition to market and industry factors, the price and trading volume for our [**REDACTED**] may be highly volatile for specific business reasons. In particular, factors such as variations in our revenue, net income and cash flow, success or failure of our efforts in implementing business and growth strategies and involvement in material litigation as well as recruitment or departure of key personnel, could cause the market price of our [**REDACTED**] to change unexpectedly. Any of these factors may result in large and sudden changes in the volume and trading price of our [**REDACTED**].

Investors should read the entire document and should not place reliance on any information (if any) contained in press articles or other media coverage regarding our Company and the [**REDACTED**]

Prior to the publication of this document, there may be press and media coverage which contain certain information referring to our Company and the [**REDACTED**] that does not appear in this document. We have not authorized the disclosure of such information in the press or media and 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. To the extent that any such information is not contained in this document or is inconsistent or conflicts with the information contained in this document, we disclaim any responsibility and liability in connection therewith or resulting therefrom. Accordingly, you should not rely on any such information.

There is no assurance that the H Shares will remain [**REDACTED**] ***on the Stock Exchange***

Although it is currently intended that the H Shares will remain [**REDACTED**] on the [**REDACTED**], there is no guarantee of the continued [**REDACTED**] of the H Shares. Among other factors, the Company may not continue to satisfy the [**REDACTED**] requirements of the Stock Exchange. Holders of H Shares would not be able to sell their H Shares through trading on the [**REDACTED**] if the H Shares are no longer [**REDACTED**] on the [**REDACTED**].