

## Cover sheet

Document for filing	Amendment to the Tender Offer Registration Statement (the "Amendment Statement")
Addressee	Director General of the Kanto Local Finance Bureau
Date of filing	March 22, 2021
Name of the filing party (offeror)	K.K. i3
Address of the filing party (offeror)	1-1-1 Marunouchi, Chiyoda-ku, Tokyo Palace Building 5F
Closest contact place	1-1-1 Marunouchi, Chiyoda-ku, Tokyo Palace Building 5F
Telephone number	03-6212-7070
Name of contact person	Qian Kun, Representative Director
Name of attorney-in-fact	N/A
Address of attorney-in-fact	N/A
Closest contact place	N/A
Telephone number	N/A
Name of contact person	N/A
Place where a copy of this statement is kept for public inspection	K.K. i3 (1-1-1 Marunouchi, Chiyoda-ku, Tokyo, Palace Building 5F) Tokyo Stock Exchange, Inc. (2-1 Nihombashi Kabutocho, Chuo-ku, Tokyo, Japan)

- (Note 1) In this Statement, "Offeror" means K.K. i3.
- (Note 2) In this Statement, "Target" means IGNIS LTD.
- (Note 3) Where the figures in this Statement have been rounded or truncated, the amount recorded in the relevant "total" column may not always be equal to the sum of the relevant figures.
- (Note 4) In this Statement, "Act" means the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended).
- (Note 5) In this Statement, "Enforcement Order" means the Enforcement Order of the Financial Instruments and Exchange Act (Government Ordinance No. 321 of 1965, as amended).
- (Note 6) In this Statement, "TOB Order" means the Cabinet Office Ordinance on Disclosure of Takeover Bids of Shares Conducted by Non-Issuers (Ministry of Finance Japan Ordinance No. 38 of 1990, as amended).
- (Note 7) In this Statement, "Shares, Etc." means rights pertaining to shares, etc.
- (Note 8) Unless otherwise described in this Statement, any reference to the number of days or the date and time shall mean the number of days or the date and time in Japan.
- (Note 9) The tender offer in connection with the filing of this Statement ("Tender Offer") will be conducted in compliance with the procedures and related disclosure standards set forth under the Act, which are not necessarily the same as the procedures and standards in the U.S.. In particular, the provisions of Article 13 (e) or Article 14 (d) of the U.S. Securities Exchange Act of 1934 (as amended; the same

shall apply hereinafter) and the related rules stipulated thereunder do not apply to the Tender Offer, and the Tender Offer is not carried out in compliance with these procedures and standards. All financial information contained in this Statement is based on the Japanese GAAP and is not based on U.S. GAAP; therefore, such information may not be comparable in content to financial information in the U.S. Moreover, as the Offeror and the Target are corporations incorporated outside of the U.S. and their officers are not residents of the U.S., it may become difficult for the Offeror and the Target to exercise any rights or demands that may be asserted based on the securities laws of the U.S. In addition, it may not be possible to commence legal proceedings against non-U.S. corporations and their officers in courts outside of the U.S. on the grounds of violation of U.S. securities laws, and a non-U.S. corporation and its subsidiaries and affiliates may not be subject to the jurisdiction of the courts of the U.S.

- (Note 10) Unless otherwise specified, all procedures relating to the Tender Offer are to be conducted entirely in Japanese. All or any part of the document related to the Tender Offer is prepared in the English language and if there is any inconsistency between the English-language documentation and the Japanese-language documentation, the Japanese-language documentation shall prevail.
- (Note 11) The statements in this Statement include "forward-looking statements" as defined in Section 27A of the U.S. Securities Act of 1933 (Securities Act of 1933) (as amended) and Section 21E of the U.S. Securities Exchange Act of 1934 (Securities Exchange Act of 1934). The results may significantly differ from the predictions explicitly or implicitly indicated as "forward-looking statements" due to known or unknown risks, or uncertainties, or other causes. Neither the Offeror nor any of its affiliates can provide assurance that such explicit or implicit forecasts given as "forward-looking statements" will be realized. The "forward-looking statements" in this Statement were prepared based on the information held by the Offeror as of the date of this Statement, and unless required by laws and regulations, the Offeror or its affiliates are not obliged to update and/or modify such statements in order to reflect any event or condition in the future.
- (Note 12) The Offeror and the Offeror and Target's respective financial advisors and tender offer agents (including their affiliates) may, to the extent permitted by the Japanese laws and regulations pertaining to financial instruments and exchange and other applicable laws and regulations, and in accordance with the requirements of Rule 14e-5(b) of the U.S. Securities Exchange Act 1934 (Securities Exchange Act of 1934), purchase the Target's shares for their own account or for the account of customers before the commencement of, or during, the period of the Tender Offer ("Tender Offer Period"), make purchases by means other than the Tender Offer or take other actions toward such purchases. If information pertaining to such purchase is disclosed in Japan, said information will also be disclosed in English on the website of the purchaser (or otherwise disclosed by other means of disclosure).

## **1. Reason of Filing**

An Amendment to the Tender Offer Registration Statement is hereby filed in accordance with Article 27-8 (2) of the Act in order to amend certain matters in the Tender Offer Registration Statement filed on March 8, 2021 in relation to receiving, from the Fair Trade Commission on March 19, 2021, a notice to the effect that it will not issue a cease and desist order and a notice of the reduction of the non-acquisition period prepared as of March 16, 2021, and in accordance with the proviso to Article 27, Paragraph 2 of the Foreign Exchange and Foreign Trade Act (Act No. 228 of 1949, as amended), in relation to the waiting period prescribed in the main clause of such paragraph being curtailed, and the Offeror becoming able to acquire the Target Shares.

## **2. Amended Items**

PART I. Terms and Conditions of Tender Offer

6. Licenses, Etc. Concerning Acquisition of Shares

(2) Basis Laws

(3) Date and Number of Licenses, Etc.

11. Other Conditions and Methods of Tender Offer

(2) Conditions for withdrawal of the Tender Offer, details thereof and method of disclosure for withdrawal

## **3. Amendments**

Where amended are shown with underlines.

# **I. Tender Offer Registration Statement**

## **PART I. Terms and Conditions of Tender Offer**

### **6. Licenses, Etc. Concerning Acquisition of Shares**

(2) Basis Laws

(Before Amendment)

(i) Act on Prohibition of Private Monopolization and Maintenance of Fair Trade

The Offeror must file a plan for the acquisition of shares of the Target resulting from the Tender Offer (the "Share Acquisition") with the Fair Trade Commission in advance (such filing is hereinafter referred to as the "Prior Notification") under Article 10, Paragraph 2 of the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade (Act No. 54 of 1947, as amended; the "Antitrust Act") and may not conduct the Share Acquisition until, in principle, 30 days (or in some cases shorter) have passed from the date of acceptance of the Prior Notification under Paragraph 8 of the same Article (such period during which the Share Acquisition is prohibited is hereinafter referred to as the "Non-Acquisition Period").

Furthermore, Article 10, Paragraph 1 of the Antitrust Act prohibits the acquisition of shares of another company that would substantially restrain competition in any particular field of trade and the Fair Trade Commission may order any necessary measures to eliminate acts in violation thereof (Article 17-2, Paragraph 1 of the same Act; hereinafter referred to as the "Cease and Desist Order"). In the event that a Prior Notification has been given and the Fair Trade Commission is to issue a Cease and Desist Order, the Fair Trade Commission must conduct a hearing of opinions with respect to the persons who are to be the addressees of the Cease and Desist Order (Article 49 of the same Act) and upon holding such hearing, must notify the addressees of the content of the scheduled Cease and Desist Order (Article 50, Paragraph 1 of the same Act; hereinafter referred to as "Prior Notice of Cease and Desist Order"). A Prior Notice of Cease and Desist Order relating to share acquisition must be given within a certain period (In principle, 30 days from the day the Prior Notification is accepted, but this may be extended or shortened; hereinafter referred to as the "Period for Measures") (Article 10, Paragraph 9 of the same Act). Furthermore, if the Fair Trade Commission decides not to give Prior Notice of Cease and Desist Order, it must give notice to that effect (hereinafter referred to as "Notice of Omission of Cease and Desist Order") (Article 9 of the Rules on Applications for Approval, Reporting, Notification, etc. Pursuant to the Provisions of Articles 9 to 16 of the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade (Fair Trade Commission Rule No. 1 of 1953, as amended)).

With regard to the Share Acquisition, the Offeror gave a Prior Notification to the Fair Trade Commission on March 1, 2021 and the said Prior Notification was accepted on the same day. Accordingly, in principle, the Period for Measures in which the Prior Notice of Cease and Desist Order shall be given and Non-Acquisition Period will expire after March 31, 2021.

If the Period for Measures does not expire by the day preceding the expiry date of the Tender Offer Period, if the Prior Notice of Cease and Desist Order is given, or if the Offeror is subject to a petition for an urgent temporary suspension order by the court as a person that has conducted an act that is suspected of violating the provisions of Article 10, Paragraph 1 of the Antitrust Act, this may be deemed as an occurrence of a situation set forth under Article 14, Paragraph 1, Item 4 of the Enforcement Order which is set out in "11. Other Conditions and Methods of Tender Offer", "(2) Conditions for withdrawal of the Tender Offer, details thereof and method of disclosure for withdrawal" below and therefore the Tender Offer may be withdrawn. If the Period of the Measures has ended without receiving the Prior Notice of Cease and Desist Order or a request for reports, etc. from the Fair Trade Commission pursuant to Article 10, Paragraph 9 of the Antitrust Act, or if the Offeror receives a notice from the Fair Trade Commission that the Fair Trade Commission will not issue a Cease and Desist Order, the Offeror shall immediately file an amendment to this Statement with the Director of Kanto Local Finance Bureau pursuant to Article 27-8, Paragraph 2 of the Act.

(ii) Foreign Exchange and Foreign Trade Act

The Offeror has filed an application with the Minister of Finance and the competent Minister for the business as of February 26, 2021 in accordance with Article 27, Paragraph 1 of the Foreign Exchange and Foreign Trade Act (Act No. 228 of 1949, as amended; the "Foreign Exchange Act") and the application has been accepted on the same day.

After the acceptance of such application, the waiting period of 30 days is required before it becomes possible for the Offeror to implement the Share Acquisition. Such waiting period may be curtailed. When it is acknowledged that the inward direct investment pertaining to the application falls under inward direct investment related to matters including national security, the Minister of Finance and the competent Minister for the business may advise the change of the content of or discontinuation of such inward direct investment and as a result thereof, the waiting period may be extended up to five months.

When the waiting period is extended as described above or when the Offeror is advised to change the content of or to discontinue such inward direct investment, the Offeror may withdraw the Tender Offer on the ground of the occurrence of any events stipulated in Article 14, Paragraph 1, Item 4 of the Enforcement Order as described in "(2) Conditions for withdrawal of the Tender Offer, details thereof and method of disclosure for withdrawal" under "11. Other Conditions and Methods of Tender Offer" below.

(After Amendment)

(i) Act on Prohibition of Private Monopolization and Maintenance of Fair Trade

The Offeror must file a plan for the acquisition of shares of the Target resulting from the Tender Offer (the "Share Acquisition") with the Fair Trade Commission in advance (such filing is hereinafter referred to as the "Prior Notification") under Article 10, Paragraph 2 of the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade (Act No. 54 of 1947, as amended; the "Antitrust Act") and may not conduct the Share Acquisition until, in principle, 30 days (or in some cases shorter) have passed from the date of acceptance of the Prior Notification under Paragraph 8 of the same Article (such period during which the Share Acquisition is prohibited is hereinafter referred to as the "Non-Acquisition Period").

Furthermore, Article 10, Paragraph 1 of the Antitrust Act prohibits the acquisition of shares of another company that would substantially restrain competition in any particular field of trade and the Fair Trade Commission may order any necessary measures to eliminate acts in violation thereof (Article 17-2, Paragraph 1 of the same Act; hereinafter referred to as the "Cease and Desist Order"). In the event that a Prior Notification has been given and the Fair Trade Commission is to issue a Cease and Desist Order, the Fair Trade Commission must conduct a hearing of opinions with respect to the persons who are to be the addressees of the Cease and Desist Order (Article 49 of the same Act) and upon holding such hearing, must notify the addressees of the content of the scheduled Cease and Desist Order (Article 50, Paragraph 1 of the same Act; hereinafter referred to as "Prior Notice of Cease and Desist Order"). A Prior Notice of Cease and Desist Order relating to share acquisition must be given within a certain period (In principle, 30 days from the day the Prior Notification is accepted, but this may be extended or shortened; hereinafter referred to as the "Period for Measures") (Article 10, Paragraph 9 of the same Act). Furthermore, if the Fair Trade Commission decides not to give Prior Notice of Cease and Desist Order, it must give notice to that effect (hereinafter referred to as "Notice of Omission of Cease and Desist Order") (Article 9 of the Rules on Applications for Approval, Reporting, Notification, etc. Pursuant to the Provisions of Articles 9 to 16 of the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade (Fair Trade Commission Rule No. 1 of 1953, as amended)).

With regard to the Share Acquisition, the Offeror gave a Prior Notification to the Fair Trade Commission on March 1, 2021 and the said Prior Notification was accepted on the same day.

After such acceptance, regarding the Share Acquisition, on March 19, 2021, the Offeror received a "Notice of Omission of Cease and Desist Order" prepared as of March 16, 2021 from the Japan Fair Trade Commission and as a result, the Period for Measures has ended as of March 16, 2021. Furthermore, on March 19, 2021, the Offeror received a "Notice of the Reduction of Non-Acquisition Period" prepared as of March 16, 2021, which reduces the Non-Acquisition Period from 30 days to 15 days, from the Japan Fair Trade Commission and as a result, the Non-Acquisition Period has ended after March 16, 2021.

(ii) Foreign Exchange and Foreign Trade Act

The Offeror has filed an application with the Minister of Finance and the competent Minister for the business as of February 26, 2021 in accordance with Article 27.1 of the Foreign Exchange and Foreign Trade Act (Act No. 228 of 1949, as amended; the "Foreign Exchange Act") and the application has been accepted on the same day.

After the acceptance of such application, the waiting period of 30 days is required before it becomes possible for the Offeror to implement the Share Acquisition. However, such waiting period was curtailed, and the Offeror became able to acquire the Target Shares from March 19, 2021.

(3) Date and Number of Licenses, Etc.

(Before Amendment)

N/A

(After Amendment)

(i) Act on Prohibition of Private Monopolization and Maintenance of Fair Trade

Date of licenses: March 16, 2021 (upon receipt of the Notice of Omission of Cease and Desist Order)

Number of licenses: Kou-Kei-Ki No. 189 (the number of the Notice of Omission of Cease and Desist Order)

Date of licenses: March 16, 2021 (upon receipt of the Notice of the Reduction of Non-Acquisition Period")

Number of licenses: Kou-Kei-Ki No. 190 (the number of the Notice of the Reduction of Non-Acquisition Period")

(ii) Foreign Exchange and Foreign Trade Act

Date of licenses: March 18, 2021

Number of licenses: JD No. 1309

## 11. Other Conditions and Methods of Tender Offer

(2) Conditions for withdrawal of the Tender Offer, details thereof and method of disclosure for withdrawal

(Before Amendment)

Upon the occurrence of any event listed in Article 14, Paragraph 1, Items 1 i through nu and wa through tsu, Items 3 i through chi and nu, Item 4, as well as in Article 14, Paragraph 2, Items 3 through 6 of the Enforcement Order, the Offeror may withdraw the Tender Offer. Also, an event equivalent to the respective events specified in i through ri set forth in Article 14, Paragraph 1, Items 3 nu of the Enforcement Order refers to (i) an event that any statutory disclosure documents that the Target has previously filed turns out to contain false information in respect of any material matters or lacks information required to be provided in relation to material matters and to (ii) an event where any fact specified in i through to of the same Item occurs to an important subsidiary of the Target.

As described in above "(2) Basis Laws" in "6. Licenses, Etc. Concerning Acquisition of Shares", if the Period for Measures does not expire, if the Prior Notice of Cease and Desist Order is given and if the Offeror is subject to a petition for an urgent temporary suspension order by the court as a person that has conducted an act that is suspected of violating the provisions of Article 10, Paragraph 1 of the Antitrust Act with regard to the Prior Notification by the Offeror to the Fair Trade Commission as set forth under Article 10, Paragraph 2 of the Antitrust Act by the day preceding the expiry date of the Tender Offer Period (including cases where it has been extended), this may be deemed that the Offeror has failed to receive the "Permission, etc." set forth under Article 14, Paragraph 1, Item 4 of the Enforcement Order and the Tender Offer may therefore be withdrawn. In addition to above, as described in above "(2) Basis Laws" in "6. Licenses, Etc. Concerning Acquisition of Shares" and in response to a notification pursuant to the provisions of Article 27, paragraph (1) of the Foreign Exchange Act, if it is found necessary by the Minister of Finance and the competent minister for the business to examine whether or not the business falls under inward direct investment or an equivalent action pertaining to national security, or if it is found by the Minister of Finance and the competent minister

for the business that the business falls under inward direct investment or an equivalent action pertaining to national security and the waiting period until the Offeror becomes able to acquire the Target's Shares is extended, or if a recommendation is made by the Minister of Finance and the competent minister for the business to modify or discontinue the substance of inward direct investment or an equivalent action, by the day preceding the expiry date of the Tender Offer Period (including cases where it has been extended), this may be deemed that the Offeror has failed to receive the "Permission, etc." set forth under Article 14, Paragraph 1, Item 4 of the Enforcement Order and the Tender Offer may therefore be withdrawn. In the event that the Offeror intends to withdraw the Tender Offer, the Offeror shall give a public notice electronically, and shall then post in the Nihon Keizai Shimbun that such public notice has been made; provided, however, that, if it is impracticable to give such public notice by the last day of the Tender Offer Period, the Offeror shall make a public announcement pursuant to Article 20 of the TOB Order and give a public notice forthwith.

(After Amendment)

Upon the occurrence of any event listed in Article 14, Paragraph 1, Items 1 i through nu and wa through tsu, Items 3 i through chi and nu as well as in Article 14, Paragraph 2, Items 3 through 6 of the Enforcement Order, the Offeror may withdraw the Tender Offer. Also, an event equivalent to the respective events specified in i through ri set forth in Article 14, Paragraph 1, Items 3 nu of the Enforcement Order refers to (i) an event that any statutory disclosure documents that the Target has previously filed turns out to contain false information in respect of any material matters or lacks information required to be provided in relation to material matters and to (ii) an event where any fact specified in i through to of the same Item occurs to an important subsidiary of the Target.

In the event that the Offeror intends to withdraw the Tender Offer, the Offeror shall give a public notice electronically, and shall then post in the Nihon Keizai Shimbun that such public notice has been made; provided, however, that, if it is impracticable to give such public notice by the last day of the Tender Offer Period, the Offeror shall make a public announcement pursuant to Article 20 of the TOB Order and give a public notice forthwith.