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Interra Acquisition Corporation
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 7801)
(Warrant Code: 4801)

**VOLUNTARY ANNOUNCEMENT
WAIVER UNDER RULE 26.1 OF THE TAKEOVERS CODE**

This announcement is made by Interra Acquisition Corporation (the “**Company**”) on a voluntary basis.

References are made to (i) the Company’s circular (the “**Circular**”) dated August 26, 2024 and (ii) the Company’s announcement (the “**Announcement**”) dated October 8, 2024 in relation to, among others, the Share Redemption. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as defined in the Circular.

As disclosed in the Announcement, the Share Redemption has been completed on October 8, 2024. Following completion of the Share Redemption, the total number of Shares of the Company in issue is 35,985,000 Shares, comprising 10,960,000 Class A Shares and 25,025,000 Class B Shares.

As disclosed in the Circular, Rule 18B.57 of the Listing Rules provides that prior to a general meeting to approve an extension of the publication deadline for a De-SPAC transaction, a SPAC company shall provide its shareholders with the opportunity to elect to redeem all or part of their holdings of SPAC shares. In addition, Rule 18B.26 of the Listing Rules further provides that a SPAC promoter must remain the beneficial owner of the promoter shares or promoter warrants at the time of the listing of the SPAC and for the lifetime of such shares or warrants. Therefore, none of the Promoters were entitled to participate in the Share Redemption in respect of their Class B Shares and none of the Promoters may dispose of any of their Class B Shares.

Primavera Capital Acquisition LLC (“**Primavera**”), a Promoter of the Company, together with its concert parties, currently holds 15,015,000 Class B Shares and does not hold any Class A Shares. In the past six months preceding the completion date of the Share Redemption and up to the date of this announcement, neither Primavera nor its concert parties has acquired any Shares. As a result of the Share Redemption, the shareholding of Primavera in the total issued Shares has increased to approximately 41.7%. Consequently, Primavera controls over 30% of the voting rights in the Company.

Primavera has applied for a waiver of its obligation to make a general offer for the Shares under Rule 26.1 of the Takeovers Code (the “**Rule 26.1 Waiver**”). Having regard to the circumstances leading to the increase in the voting rights held by Primavera and its concert parties in the Company and the provisions concerning redemption and promoter shares under Chapter 18B of the Listing Rules, the Executive is minded to grant the requested Rule 26.1 Waiver.

The Shareholders and potential investors in the securities of the Company should exercise caution when dealing in the Shares or other securities of the Company. Any person who is in doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional advisor(s).

By order of the Board
INTERRA ACQUISITION CORPORATION
Mr. CHEN Tong
*Co-chairman, Executive Director and
Co-chief executive officer*

Hong Kong, October 17, 2024

As of the date of this announcement, the Board comprises Mr. CHEN Tong (Co-chairman and Co-chief executive officer), Mr. YANG Xiuke (Co-chairman and Co-chief executive officer), Ms. MING Liang and Mr. GE Chengyuan as the Executive Directors, and Ms. CHAN Ching Chu (alias Rebecca CHAN), Ms. CHAN Jeanette Kim Yum and Mr. PU Yonghao as the Independent Non-Executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any such statement contained in this announcement misleading.