

WAIVERS AND EXEMPTIONS

In preparation for the [REDACTED], our Company has sought and [has been granted] the following waivers from strict compliance with the relevant provisions of the Listing Rules and the following exemptions from compliance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance:

WAIVER IN RESPECT OF MANAGEMENT PRESENCE IN HONG KONG

Pursuant to Rule 8.12 of the Listing Rules, we must have a sufficient management presence in Hong Kong. This normally means that at least two of our executive Directors must be ordinarily resident in Hong Kong.

Our headquarters and most of our business operations are based, managed and conducted in the PRC. As (i) our executive Director and senior management play very important roles in our business operation, it is in our best interest for them to be based in the places where our Group has significant operations; and (ii) we only have one executive Director, we consider it practicably difficult and commercially unreasonable for us to arrange for two executive Directors to ordinarily reside in Hong Kong, either by means of relocation of our executive Directors to Hong Kong or appointment of additional executive Directors. Therefore, we do not have, and in the foreseeable future will not have, sufficient management presence in Hong Kong for the purpose of satisfying the requirements under Rule 8.12 of the Listing Rules.

Accordingly, we have applied to the Stock Exchange for, and the Stock Exchange [has granted] us, a waiver from strict compliance with the requirements under Rule 8.12 of the Listing Rules, provided that our Company implements the following arrangements:

- (a) we have appointed Dr. Xinyan Li (李新燕) and Ms. Yan Lam Chan (陳恩霖) as our authorized representatives pursuant to Rule 3.05 of the Listing Rules. The authorized representatives will act as our principal channel of communication with the Stock Exchange. The authorized representatives will be readily contactable by phone, facsimile (if applicable) and email to promptly deal with enquiries from the Stock Exchange, and will also be available to meet with the Stock Exchange to discuss any matter within a reasonable period of time upon the request of the Stock Exchange;
- (b) when the Stock Exchange wishes to contact our Directors on any matter, each of the authorized representatives will have all necessary means to contact all of our Directors (including our independent non-executive Directors) promptly as and when required. We will also inform the Stock Exchange promptly in respect of any changes in the authorized representatives. We have provided the Stock Exchange with the contact details (i.e. mobile phone number, office phone number (if any), fax number (if any) and/or email address) of all Directors to facilitate communication with the Stock Exchange;
- (c) all Directors who do not ordinarily reside in Hong Kong possess or can apply for valid travel documents to visit Hong Kong and can meet with the Stock Exchange within a reasonable period upon the request of the Stock Exchange;

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- (d) we have appointed Alliance Capital Partners Limited as our compliance adviser upon [REDACTED] pursuant to Rule 3A.19 of the Listing Rules for a period commencing on the [REDACTED] and ending on the date on which we comply with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the [REDACTED]. Our compliance adviser will serve as the additional channel of communication with the Stock Exchange when the authorized representatives are not available and will have access at all times to our authorized representatives, our Directors and our senior management who will provide such information and assistance as our compliance adviser may need or reasonably request in connection with the performance of its duties as set out in Chapter 3A of the Listing Rules; and
- (e) meetings between the Stock Exchange and our Directors could be arranged through our authorized representatives or our compliance adviser, or directly with our Directors within a reasonable time frame.

WAIVER IN RESPECT OF APPOINTMENT OF JOINT COMPANY SECRETARIES

Pursuant to Rules 3.28 and 8.17 of the Listing Rules, we must appoint a company secretary who, by virtue of his/her academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of the company secretary. Note 1 to Rule 3.28 of the Listing Rules provides that the Stock Exchange considers the following academic or professional qualifications to be acceptable:

- (a) a member of The Hong Kong Chartered Governance Institute;
- (b) a solicitor or barrister as defined in the Legal Practitioners Ordinance (Chapter 159 of the Laws of Hong Kong); and
- (c) a certified public accountant as defined in the Professional Accountants Ordinance (Chapter 50 of the Laws of Hong Kong).

Note 2 to Rule 3.28 of the Listing Rules further provides that the Stock Exchange considers the following factors in assessing the "relevant experience" of the individual:

- (a) length of employment with the issuer and other issuers and the roles he/she played;
- (b) familiarity with the Listing Rules and other relevant laws and regulations including the SFO, the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance and the Takeovers Codes;
- (c) relevant training taken and/or to be taken in addition to the minimum requirement under Rule 3.29 of the Listing Rules; and
- (d) professional qualifications in other jurisdictions.

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Pursuant to paragraph 11 of Chapter 3.10 of the Guide for New Listing Applicants, the Stock Exchange will consider a waiver application by an issuer in relation to Rules 3.28 and 8.17 of the Listing Rules based on the specific facts and circumstances. Factors that will be considered by the Stock Exchange include:

- (a) whether the issuer has principal business activities primarily outside Hong Kong;
- (b) whether the issuer was able to demonstrate the need to appoint a person who does not have the Acceptable Qualification (as defined under paragraph 9 of Chapter 3.10 of the Guide for New Listing Applicants) nor Relevant Experience (as defined under paragraph 9 of Chapter 3.10 of the Guide for New Listing Applicants) as a company secretary; and
- (c) why the directors consider the individual to be suitable to act as the issuer's company secretary.

Further, pursuant to paragraph 11 of Chapter 3.10 of the Guide for New Listing Applicants, such waiver, if granted, will be for a fixed period of time (the "**Waiver Period**") and on the following conditions:

- (a) the proposed company secretary must be assisted by a person who possesses the qualifications or experience as required under Rule 3.28 of the Listing Rules and is appointed as a joint company secretary throughout the Waiver Period; and
- (b) the waiver will be revoked if there are material breaches of the Listing Rules by the issuer.

Our Company has appointed Ms. Hui Wang (王慧) ("**Ms. Wang**"), our board secretary, as one of our joint company secretaries. She has considerable experience in finance, investments and auditing, but presently does not possess any of the qualifications under Rules 3.28 and 8.17 of the Listing Rules, and may not be able to solely fulfill the requirements of the Listing Rules. Therefore, we have appointed Ms. Yan Lam Chan (陳恩霖) ("**Ms. Chan**"), an associate member of both The Hong Kong Chartered Governance Institute in Hong Kong and The Chartered Governance Institute in the United Kingdom, who fully meets the requirements stipulated under Rules 3.28 and 8.17 of the Listing Rules to act as the other joint company secretary and to provide assistance to Ms. Wang for an initial period of three years from the Listing Date to enable Ms. Wang to acquire the "relevant experience" under Note 2 to Rule 3.28 of the Listing Rules so as to fully comply with the requirements set forth under Rules 3.28 and 8.17 of the Listing Rules.

Given Ms. Chan's professional qualifications and experience, she will be able to explain to both Ms. Wang and us the relevant requirements under the Listing Rules and other applicable Hong Kong laws and regulations. Ms. Chan will also assist Ms. Wang in organizing Board meetings and Shareholders' meetings of our Company as well as other matters of our Company which are incidental to the duties of a company secretary. Ms. Chan is expected to work closely with Ms. Wang and will maintain regular contact with Ms. Wang, our Directors and the senior management of our Company. In addition, Ms. Wang will comply with the annual professional training requirement under Rule 3.29 of the Listing Rules to enhance her

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knowledge of the Listing Rules during the three-year period from the [REDACTED]. She will also be assisted by our compliance adviser and our legal adviser as to Hong Kong laws on matters in relation to our ongoing compliance with the Listing Rules and the applicable laws and regulations.

Since Ms. Wang does not possess the formal qualifications required of a company secretary under Rule 3.28 of the Listing Rules, we have applied to the Stock Exchange for, and the Stock Exchange [has granted], a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules such that Ms. Wang may be appointed as a joint company secretary of our Company. The waiver is valid for an initial period of three years from the [REDACTED] on the conditions that (a) Ms. Wang must be assisted by Ms. Chan who possesses the qualifications and experience required under Rule 3.28 of the Listing Rules and is appointed as a joint company secretary throughout the Waiver Period; and (b) the waiver will be revoked immediately if and when Ms. Chan ceases to provide assistance to Ms. Wang as a joint company secretary or if there are material breaches of the Listing Rules by our Company.

Before the expiration of the initial three-year period, the qualifications of Ms. Wang will be re-evaluated to determine whether the requirements as stipulated in Rules 3.28 and 8.17 of the Listing Rules can be satisfied and whether the need for ongoing assistance will continue. We will liaise with the Stock Exchange to enable it to assess whether Ms. Wang, having benefited from the assistance of Ms. Chan for the preceding three years, will have acquired the skills necessary to carry out the duties of company secretary and the relevant experience within the meaning of Note 2 to Rule 3.28 of the Listing Rules so that a further waiver will not be necessary.

[REDACTED]

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[REDACTED]

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[REDACTED]

WAIVERS AND EXEMPTIONS

[REDACTED]

WAIVERS AND EXEMPTIONS

[REDACTED]

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WAIVER AND EXEMPTION IN RELATION TO THE PRE-[REDACTED] EQUITY INCENTIVE PLAN

The Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance prescribe certain disclosure requirements in relation to the share options granted by our Company (the “**Share Option Disclosure Requirements**”):

- (a) Rule 17.02(1)(b) of the Listing Rules stipulates that all material terms of a scheme adopted by our Company prior to the [REDACTED] must be clearly set out in this document, and our Company is also required to disclose in this document full details of all outstanding options and awards and their potential dilution effect on the shareholdings upon [REDACTED] as well as the impact on the earnings per share arising from the issue of shares in respect of such outstanding options or awards;
- (b) Paragraph 27 of Appendix D1A to the Listing Rules requires our Company to set out in this document particulars of any capital of any member of our Group which is under option, or agreed conditionally or unconditionally to be put under option, including the consideration for which the option was or will be granted and the price and duration of the option, and the name and address of the grantee; and
- (c) Paragraph 10 of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance requires our Company to set out in this document, among other things, details of the number, description and amount of any shares in or debentures of our Company which any person has, or is entitled to be given, an option to subscribe for, together with the certain particulars of the option, namely the period during which it is exercisable, the price to be paid for shares or debentures subscribed for under it, the consideration (if any) given or to be given for it or for the right to it and the names and addresses of the persons to whom it was given.

As of the Latest Practicable Date, a total of 14,847,542 options were outstanding and granted to a total of 100 grantees, including a Director, senior management of our Company and other employees, former employees and external consultants of our Group (who are not Directors, senior management or connected persons of our Company), representing approximately [REDACTED]% of the total issued share capital of our Company immediately upon completion of the [REDACTED] (assuming the [REDACTED] is not exercised and the outstanding options granted under the Pre-[REDACTED] Equity Incentive Plan are not exercised), on the terms as set out in the paragraph headed “Statutory and General Information — D. Pre-[REDACTED] Equity Incentive Plan” in Appendix IV to this document. Subject to the terms and conditions of the Pre-[REDACTED] Equity Incentive Plan, our Company may further grant options to eligible participants under the Pre-[REDACTED] Equity Incentive Plan prior to the [REDACTED].

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Our Company has applied to (i) the Stock Exchange for a waiver from strict compliance with the requirements under Rule 17.02(1)(b) of and paragraph 27 of Appendix D1A to the Listing Rules, and (ii) the SFC for a certificate of exemption under section 342A of the Companies (Winding Up and Miscellaneous Provisions) Ordinance exempting our Company from strict compliance with paragraph 10(d) of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance, on the ground that strict compliance with the Share Option Disclosure Requirements would be unduly burdensome for our Company, and the waiver and the exemption would not prejudice the interest of the [REDACTED] public for the following reasons:

- (a) given that 100 grantees are involved, strict compliance with the Share Option Disclosure Requirements in setting out full details of all the grantees under the Pre-[REDACTED] Equity Incentive Plan in this document would be costly and unduly burdensome for our Company in light of a significant increase in cost and time for information compilation and document preparation;
- (b) the disclosure of the personal details of each of the grantees, including their names and the number of share options granted to them, may require obtaining consents from all the grantees in order to comply with personal data privacy laws and principles;
- (c) full disclosure of details of the grantees (which include their names and positions), as well as the share options granted to each of them, would provide our competitors with compensation details of our employees and facilitate their soliciting activities, which may impact our ability to recruit and retain valuable personnel;
- (d) as of the date of this document, save for one grantee who is a Director and four grantees who are senior management of our Company, the remaining 95 grantees are employees, former employees, and external consultants of our Group, all of whom are not connected persons of our Company. Strict compliance with the applicable Share Option Disclosure Requirements to disclose names, addresses and entitlements on an individual basis in this document will require additional pages of disclosures that do not provide any material information to the [REDACTED] public;
- (e) the grant and exercise in full of the options under the Pre-[REDACTED] Equity Incentive Plan will not cause any material adverse impact on the financial position of our Company;
- (f) lack of full compliance with the above disclosure requirements would not prevent our Company from providing its potential [REDACTED] with information for them to make an informed assessment of the activities, assets, liabilities, financial position, management and prospects of our Company; and

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- (g) material information relating to the options under the Pre-[REDACTED] Equity Incentive Plan will be disclosed in this document, including the total number of Shares subject to the Pre-[REDACTED] Equity Incentive Plan, the exercise price per Share, the potential dilution effect on shareholding, and impact on earnings/losses per Share upon full exercise of the options granted under the Pre-[REDACTED] Equity Incentive Plan. Our Directors consider that the information that is reasonably necessary for the potential [REDACTED] to make an informed assessment of our Company in their [REDACTED] decision making process has been included in this document.

The Stock Exchange [has granted] us a waiver from strict compliance with the relevant requirements under the Listing Rules on the conditions that:

- (a) full details of the options under the Pre-[REDACTED] Equity Incentive Plan granted to each of the Directors and members of senior management of our Company will be disclosed in the paragraph headed "Statutory and General Information — D. Pre-[REDACTED] Equity Incentive Plan" in Appendix IV to this document on an individual basis as required under the applicable Share Option Disclosure Requirements;
- (b) for the remaining grantees, disclosure is made on an aggregate basis, categorized into bands based on the number of Shares underlying the awards granted to each individual Grantee, being (a) 200-5,000 Shares, (b) 5,001-10,000 Shares, (c) 10,001-50,000 Shares, (d) 50,001-150,000 Shares, and (e) 150,001-2,000,000 Shares, and for each band, the following disclosures will be made, including (i) the aggregate number of grantees and the number of Shares underlying the options granted to them under the Pre-[REDACTED] Equity Incentive Plan, (ii) the consideration paid for the grant of the options under the Pre-[REDACTED] Equity Incentive Plan (if any), and (iii) the exercise period and the exercise price for the options granted under the Pre-[REDACTED] Equity Incentive Plan;
- (c) here will be disclosures in the paragraph headed "Statutory and General Information — D. Pre-[REDACTED] Equity Incentive Plan" in Appendix IV to this document for the aggregate number of Shares underlying the options under the Pre-[REDACTED] Equity Incentive Plan and the percentage of the total issued share capital of our Company represented by such number of Shares;
- (d) the dilutive effect and impact on earnings/losses per Share upon full exercise of the options under the Pre-[REDACTED] Equity Incentive Plan will be disclosed in the paragraph headed "Statutory and General Information — D. Pre-[REDACTED] Equity Incentive Plan" in Appendix IV to this document;
- (e) a summary of the principal terms of the Pre-[REDACTED] Equity Incentive Plan will be disclosed in the paragraph headed "Statutory and General Information — D. Pre-[REDACTED] Equity Incentive Plan" in Appendix IV to this document;

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- (f) the particulars of the waiver and the exemption will be disclosed in this document; and
- (g) a certificate of exemption under the Companies (Winding Up and Miscellaneous Provisions) Ordinance from the SFC exempting our Company from the disclosure requirements under paragraph 10(d) of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance will be granted.

The SFC [has granted] us a certificate of exemption under section 342A of the Companies (Winding Up and Miscellaneous Provisions) Ordinance from strict compliance with paragraph 10(d) of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance on the conditions that:

- (a) full details of the options under the Pre-[REDACTED] Equity Incentive Plan granted to each of the Directors and members of senior management of our Company will be disclosed in the paragraph headed "Statutory and General Information — D. Pre-[REDACTED] Equity Incentive Plan" in Appendix IV to this document on an individual basis as required under paragraph 10 of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance;
- (b) for the remaining grantees, disclosure is made on an aggregate basis, categorized into bands based on the number of Shares underlying the awards granted to each individual Grantee, being (a) 200-5,000 Shares, (b) 5,001-10,000 Shares, (c) 10,001-50,000 Shares, (d) 50,001-150,000 Shares, and (e) 150,001-2,000,000 Shares, and for each band, the following disclosures will be made, including (i) the aggregate number of grantees and the number of Shares underlying the options granted to them under the Pre-[REDACTED] Equity Incentive Plan, (ii) the consideration paid for the grant of the options under the Pre-[REDACTED] Equity Incentive Plan (if any), and (iii) the exercise period and the exercise price for the options granted under the Pre-[REDACTED] Equity Incentive Plan; and

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- (c) the particulars of the exemption will be disclosed in this document.

For further details of the Pre-[REDACTED] Equity Incentive Plan, see “Statutory and General Information — D. Pre-[REDACTED] Equity Incentive Plan” in Appendix IV to this document.