WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES AND EXEMPTION FROM STRICT COMPLIANCE WITH THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE

In preparation for the **[REDACTED]**, we have sought the following waivers from strict compliance with the relevant provisions of the Listing Rules.

MANAGEMENT PRESENCE IN HONG KONG

Pursuant to Rule 8.12 and Rule 19A.15 of the Listing Rules, a new applicant applying for a primary **[REDACTED]** on the **[REDACTED]** must have a sufficient management presence in Hong Kong. This normally means that at least two of the new applicant's executive directors must be ordinarily resident in Hong Kong. Rule 19A.15 of the Listing Rules further provides that the requirement in Rule 8.12 may be waived by having regard to, among other considerations, the applicant's arrangements for maintaining regular communication with the **[REDACTED]**.

Since our Group's principal business activities and management are primarily conducted in the PRC, and the majority of our executive Directors ordinarily reside outside Hong Kong, our Company considers that it would be practically difficult and commercially unfeasible and undesirable for our Company to arrange for two executive Directors to be ordinarily resident in Hong Kong, either by means of relocation of existing executive Directors or appointment of additional executive Directors. Therefore, we do not and, in the foreseeable future, will not have sufficient management presence in Hong Kong for the purpose of satisfying the requirements under Rule 8.12 of the Listing Rules.

Accordingly, pursuant to Rule 19A.15 of the Listing Rules, we have applied for, and the Stock Exchange [has granted], a waiver from strict compliance with the requirements under Rule 8.12 of the Listing Rules, subject to the following conditions. We will ensure that there is an effective channel of communication between us and the Stock Exchange by way of the following arrangements:

(i) we have appointed Mr. Xu Junxiong (徐俊雄), our executive Director, and Ms. Lyu Xueqi (呂雪琪) ("**Ms. Lyu**"), one of our joint company secretaries, as our authorized representatives (the "**Authorized Representatives**") pursuant to Rule 3.05 of the Listing Rules. The Authorized Representatives will serve as our principal channel of communication with the Stock Exchange. The Authorized Representatives will be readily contactable by phone, facsimile and email to promptly address any enquiries from the Stock Exchange, and will be available to meet with the Stock Exchange to discuss any matter within a reasonable period of time upon the Stock Exchange's request;

(ii) 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) and senior management team promptly at all times. Our Company 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, fax number and email address) of each of our Authorized Representatives and our Directors to facilitate communication with the Stock Exchange;

(iii) 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 of time upon request;

(iv) in compliance with Rules 3A.19 of the Listing Rules, we have appointed Innovax Capital Limited as our compliance adviser (the "**Compliance Adviser**"), which has access at all times to our Authorized Representatives, Directors and other officers of our Company, and will act as an additional channel of communication with the Stock Exchange. Our Company will keep the Stock Exchange up to date in respect of any change to such details. Our Authorized Representatives, our Directors and other officers of our Company will provide promptly such information and assistance as the Compliance Adviser may reasonably require in connection with the performance of the Compliance Adviser's duties as set forth in Chapter 3A of the Listing Rules. There will be adequate and efficient means of communication between our Company, our Authorized Representatives, our Directors and other officers and the Compliance Adviser, and to the extent reasonably practicable and legally permissible, our Company will keep the Compliance Adviser informed of all communications and dealings between our Company and the Stock Exchange; and

(v) we shall ensure that there are adequate and efficient means of communication among our Company, our Authorized Representatives, our Directors, other officers and the Compliance Adviser, and will keep the Compliance Adviser fully informed of all communications and dealings between us and the Stock Exchange.

WAIVER IN RESPECT OF JOINT COMPANY SECRETARIES

Pursuant to Rules 3.28 and 8.17 of the Listing Rules, the company secretary must be an individual who, by virtue of their academic or professional qualifications or relevant experience, is, in the opinion of the Hong Kong Stock Exchange, capable of discharging the functions of the company secretary.

Pursuant to Note 1 to Rule 3.28 of the Listing Rules, the Hong Kong Stock Exchange considers the following academic or professional qualifications to be acceptable:

(i) a member of The Hong Kong Chartered Governance Institute;

(ii) a solicitor or barrister as defined in the Legal Practitioners Ordinance (Chapter 159 of the Laws of Hong Kong); and

(iii) a certified public accountant as defined in the Professional Accountants Ordinance (Chapter 50 of the Laws of Hong Kong).

Pursuant to Note 2 to Rule 3.28 of the Listing Rules, in assessing the "relevant experience", the Hong Kong Stock Exchange will consider the individual's:

(i) length of employment with the issuer and other issuers and the roles he/she played;

(ii) familiarity with the Listing Rules and other relevant laws and regulations including the Securities and Futures Ordinance, the Companies Ordinance, the CWUMPO and the Takeovers Code;

(iii) relevant training taken and/or to be taken in addition to the minimum requirement under Rule 3.29 of the Listing Rules; and

(iv) professional qualifications in other jurisdictions.

Our Company appointed Ms. Lyu, the Investor Relations director of our Group, and Ms. Oh Sim Yee ("**Ms. Oh**") of SWCS Corporate Services Group (Hong Kong) Limited, as joint company secretaries of our Company. For further details, please see "Directors and Senior Management — Joint Company Secretaries" for their biographies.

Ms. Oh is an associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom and therefore meets the qualification requirements under Note 1 to Rule 3.28 of the Listing Rules and is in compliance with Rule 8.17 of the Listing Rules.

Our Company believes that it would be in the best interests of our Company and the corporate governance of our Group to have as its joint company secretary a person such as Ms. Lyu, who is an employee of our Company and who has day-to-day knowledge of our Company's affairs. Ms. Lyu also has the necessary nexus to the Board and close working relationship with management of our Company so as to enable her to perform the function of a joint company secretary and to take the necessary actions in the most effective and efficient manner.

Accordingly, we have applied for, and the Hong Kong Stock Exchange [has granted], a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules for a three-year period from the Listing Date, in accordance with paragraphs 11 to 16 of Chapter 3.10 of the Guide for New Listing Applicants, on the conditions that: (i) Ms. Oh is appointed as a joint company secretary to assist Ms. Lyu in discharging her functions as a company secretary and in gaining the relevant experience under Rule 3.28 of the Listing Rules; and (ii) the waiver can be revoked if there are material breaches of the Listing Rules by our Company. In addition, Ms. Lyu will comply with the annual professional training requirement under Rule 3.29 of the Listing Rules and will enhance her knowledge of the Listing Rules during the three-year period from the Listing Date. Our Company will further ensure that Ms. Lyu has access to the relevant training and support that would enhance her understanding of the Listing Rules and the duties of a company secretary of an issuer listed on the Hong Kong Stock Exchange. Before the end of the three-year period, the qualifications and experience of Ms. Lyu and the need for on-going assistance of Ms. Oh will be further evaluated by our Company. We will demonstrate Ms. Lyu, having benefited from the assistance of Ms. Oh 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.

WAIVER IN RESPECT OF ALTERATION IN SHARE CAPITAL

Paragraph 26 of Appendix D1A to the Listing Rules requires this document to include the particulars of any alterations in the capital of any member of our Group within the two years immediately preceding the issue of this document.

As at the Latest Practicable Date, we had more than 70 subsidiaries. It would be unduly burdensome for us to disclose the required information in respect of all of our subsidiaries as our Company would have to incur additional costs and devote additional resources in compiling and verifying the relevant information for such disclosure, which would not be material nor meaningful to investors. The non-disclosure of such information will not prejudice the interests of our Shareholders or potential investors.

We have identified 19 subsidiaries (collectively, the "**Major Subsidiaries**" and each a "**Major Subsidiary**") that we consider are material to our operations and/or contributed significantly to our financial performance during the Track Record Period. By way of illustration, (i) the aggregate total assets of the Major Subsidiaries (before intercompany eliminations) accounted for approximately 92.91%, 98.70% and 98.82% of the total assets of our Group (after intercompany eliminations) as at 31 December 2023, 2024 and 2025, respectively; (ii) the aggregate net assets of the Major Subsidiaries (before intercompany eliminations) accounted for approximately 82.50%, 76.15% and 73.28% of the net assets of our Group (after intercompany eliminations) as at 31 December 2023, 2024 and 2025, respectively; (iii) the aggregate revenue of the Major Subsidiaries (before intercompany eliminations) accounted for approximately 81.91%, 102.09% and 130.92% of the total revenue of our Group (after intercompany eliminations) for the years ended 31 December 2023, 2024 and 2025, respectively; and (iv) the aggregate net profits of the Major Subsidiaries (before intercompany eliminations) accounted for approximately 30.92%, -240.17% and 0.10% of the net profits of our Group (after intercompany eliminations) for the years ended 31 December 2023, 2024 and 2025, respectively. For the year ended 31 December 2024, the net profit proportion was negative at approximately -240.17% before intergroup elimination, primarily due to CHJ International's standalone accounts recognizing an impairment of its long-term equity investment in its subsidiary, Fion (HK), an impairment which was eliminated upon consolidation. None of the other subsidiaries of our Company that are not Major Subsidiaries have individually contributed 5% or more of our Group's aggregated revenue and aggregated net profits during each period within the Track Record Period, or aggregated total assets, aggregated net assets as of 31 December 2023 or 2024 or 2025, nor hold any assets, intellectual property rights, proprietary technologies or licenses and permits that are considered by the Directors to be material to the Group's business and operations. Accordingly, the remaining subsidiaries which are not Major Subsidiaries of our Group are relatively insignificant to the overall results of our Group, and the nondisclosure of information about them would not prejudice the interests of our Shareholders and potential investors.

We have disclosed the particulars of the changes in the share capital of our Company and the Major Subsidiaries in the section headed "Statutory and General Information — A. Further Information about our Group — 2. Changes in the share capital of our Company and our Major Subsidiaries" in Appendix VI to this document.

Accordingly, we have applied for, and the Hong Kong Stock Exchange [has granted], a waiver from strict compliance with the requirements under paragraph 26 of Appendix D1A to the Listing Rules, in respect of disclosing the particulars of any alteration in the capital of any member of our Group within the two years immediately preceding the issue of this document.

[REDACTED]

[REDACTED]

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