In preparation for the **[REDACTED]**, we have sought the following waivers and exemption:

WAIVER IN RESPECT OF MANAGEMENT PRESENCE IN HONG KONG

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

Given that (i) our headquarters is based in Taiwan; (ii) most of the business operations of our Company and our subsidiaries are managed and conducted in Taiwan; and (iii) our executive Directors principally reside in Taiwan and they play important roles in our Group's business operations. Therefore, our Company does not have, and does not contemplate in the foreseeable future that we will have sufficient management presence in Hong Kong for the purpose of satisfying the requirements under Rules 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 Rule 8.12 of the Listing Rules subject to the following conditions:

(a) we have appointed Ms. Chang and Ms. Fung Sin Ting Karin, one of our joint company secretaries, as our authorised representatives ("**Authorised Representatives**") pursuant to Rule 3.05 of the Listing Rules. The Authorised Representatives will act as our Company's principal channel of communication with the Stock Exchange. The Authorised Representatives will be readily contactable by phone, facsimile 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 request of the Stock Exchange;

(b) when the Stock Exchange wishes to contact our Directors on any matter, each of the Authorised Representatives will have all necessary means to contact all of our Directors (including our independent non-executive Directors) promptly at all times. Our Company will also inform the Stock Exchange promptly in respect of any changes of the authorised representatives. We have provided the Stock Exchange with the contact details (i.e. mobile phone number, office phone number and 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; and

(d) We have appointed Guotai Junan Capital Limited as our compliance advisor (the "**Compliance Advisor**") upon **[REDACTED]** pursuant to Rule 3A.19 of the Listing Rules. The Compliance Advisor will, among other things and in addition to the Authorised Representatives, provide us with professional advice on continuing obligations under the Listing Rules and act as additional channel of communication of our Company with the Stock Exchange during the period from the **[REDACTED]** to the date on which our Company complies with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year immediately after the **[REDACTED]**. The Compliance Advisor will be available to answer enquiries from the Stock Exchange and will act as an additional channel of communication with the Stock Exchange when the Authorised Representatives are not available.

WAIVER IN RESPECT OF APPOINTMENT OF JOINT COMPANY SECRETARY

Rule 8.17 of the Listing Rules provides that our Company must appoint a company secretary who satisfies the requirements under Rule 3.28 of the Listing Rules. According to Rule 3.28 of the Listing Rules, our Company must appoint an individual, who, by virtue of his academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of company secretary. Pursuant to Note 1 to Rule 3.28 of the Listing Rules, the Stock Exchange considers the following academic or professional qualifications to be acceptable:

(a) a member of The Hong Kong Institute of Chartered Secretaries;

(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 Code;

(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.

Our Company has appointed Ms. LIN I-Hsuan (林宜萱) as one of our joint company secretaries. She has extensive experience in board and corporate management matters 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. FUNG Sin Ting Karin (馮羨婷), 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. Lin for an initial period of three years from the **[REDACTED]** to enable Ms. Lin 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.

The following arrangements have been, or will be, put in place to assist Ms. Lin in acquiring the qualifications and experience as the company secretary of our Company required under Rule 3.28 of the Listing Rules:

(a) Ms. Lin will attend relevant training courses, including briefings on the latest changes to the relevant applicable Hong Kong laws and regulations and the Listing Rules, which will be organised by our Company's Hong Kong legal advisers on an invitation basis and seminars organised by the Stock Exchange for listed issuers from time to time;

(b) Ms. Fung will assist Ms. Lin to enable her to acquire the relevant experience (as required under Rule 3.28 of the Listing Rules) to discharge the duties and responsibilities as the company secretary of our Company;

(c) Ms. Fung will communicate regularly with Ms. Lin on matters relating to corporate governance, the Listing Rules and any other laws and regulations which are relevant to our Company and its affairs. Ms. Fung will work closely with, and provide assistance for, Ms. Lin in the discharge of her duties as a company secretary, including organising our Company's Board meetings and Shareholders' general meetings; and

(d) upon expiry of Ms. Fung's initial term of appointment as the joint company secretary of our Company, we will evaluate her experience in order to determine if she has acquired the qualifications required under Rules 3.28 and 8.17 of the Listing Rules, and whether on-going assistance should be arranged so that Ms. Lin's appointment as the company secretary of our Company continues to satisfy the requirements under Rules 3.28 and 8.17 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 Rules 3.28 and 8.17 of the Listing Rules. Such waiver will be revoked immediately if and when Ms. Fung ceases to provide assistance to Ms. Lin or there are material breaches of the Listing Rules by our Company. Before the expiry of the initial three-year period, the qualification of Ms. Lin will be re-evaluated to determine whether the requirements as stipulated in Note 2 to Rule 3.28 of the Listing Rules can be satisfied.

WAIVER AND EXEMPTION IN RELATION TO THE PRE-[REDACTED] SHARE OPTION SCHEME

Under Rule 17.02(1)(b) of the Listing Rules, paragraph 27 of Appendix 1A and paragraph 10 of Part I of the Third Schedule to the Companies Ordinance, this document is required to include, among other things, details regarding the number, description and amount of any of our Shares which any person has, or is entitled to be given, an option to subscribe for, together with certain particulars of each option, namely the period during which it is exercisable, the price to be paid for Shares 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, full details of all outstanding options and their potential dilution effect on the shareholdings upon the **[REDACTED]**, as well as the impact on the earnings per Share arising from the exercise of such outstanding options under the Pre-**[REDACTED]** Share Option Scheme.

We granted Pre-**[REDACTED]** Share Options to 202 persons ("**Grantees**") to subscribe for 1,232,000 Shares on the terms set forth in the section headed "Appendix V – Statutory and General Information – D. Other Information – 1. Share Option Scheme – Pre-**[REDACTED]** Share Option Scheme". These include two Grantees who are Directors, and seven Grantees who are members of the senior management of our Group (collectively, the "**Disclosed Grantees**"), and the remaining Grantees are other employees, consultant and key stakeholders of the Group ("**Other Grantees**"). Except as disclosed in the section headed "Appendix V – Statutory and General Information – D. Other Information – 1. Share Option Scheme – Pre-**[REDACTED]** Share Option Scheme", no Grantee under the Pre-**[REDACTED]** Share Option Scheme is a Director or a member of the senior management or a connected person of our Group.

We have applied for (i) a waiver from strict compliance with the requirements under Rule 17.02(1)(b) and paragraph 27 of Appendix 1A to the Listing Rules and (ii) an exemption from strict compliance with paragraph 10(d) of Part I of the Third Schedule to the Companies Ordinance in connection with the disclosure of certain details relating to the Pre-**[REDACTED]** Share Options and certain Grantees under the Pre-**[REDACTED]** Share Option Scheme. In light of the requirements under the relevant regulations described above, we have made the following submissions to the Stock Exchange and the SFC:

(a) the Pre-**[REDACTED]** Share Options are granted to a total of two Directors, seven members of the senior management and 193 Other Grantees. Our Directors consider that it would be unduly burdensome to disclose full details of all the Pre-**[REDACTED]** Share Options granted by us in the document, which would involve voluminous content to be inserted into the document, significantly increasing the cost and timing for information compilation and document preparation. For example, we would need to collect and verify the addresses of a large number of grantees to meet the disclosure requirement;

(b) disclosure of full details of all Pre-**[REDACTED]** Share Options in this document would expose us to increased risks of internal conflicts and could have an adverse impact on the morale among the Grantees of the Pre-**[REDACTED]** Share Options;

(c) disclosure of key information of the Pre-**[REDACTED]** Share Options granted to Directors and members of the senior management of our Group and Other Grantees in the section headed "Appendix V – Statutory and General Information – D. Other Information – 1. Share Option Scheme – Pre-**[REDACTED]** Share Option Scheme" is sufficient to provide potential **[REDACTED]** with information to make an informed assessment of the potential dilutive effect and impact on earnings per Share of the Pre-**[REDACTED]** Share Options in their **[REDACTED]** decision making process;

(d) for the Other Grantees, there will be full disclosure on all Pre-**[REDACTED]** Share Options granted to them on an aggregate basis, including (a) the aggregate number of Other Grantees; (b) the number of Shares underlying the Pre-**[REDACTED]** Share Options; (c) the consideration paid for the Pre-**[REDACTED]** Share Options; (d) the exercise period of each Pre-**[REDACTED]** Share Option; and (e) the exercise price of the Pre-**[REDACTED]** Share Options. None of the Other Grantees was granted Pre-**[REDACTED]** Share Options for more than 25,000 Shares under the Pre-**[REDACTED]** Share Option Scheme;

(e) a waiver and exemption from the applicable disclosure requirements under the Listing Rules and the Companies Ordinance will not hinder potential **[REDACTED]** from making an informed assessment of our activities, assets and liabilities, financial position, management and prospects and the interest of public **[REDACTED]** will not be prejudiced; and

(f) the grant and exercise in full of the Pre-**[REDACTED]** Share Options will not cause any material adverse change in our financial position.

The Stock Exchange [has granted] the waiver to us, subject to the conditions that:

(a) a certificate of exemption from strict compliance with the relevant Companies Ordinance requirements be granted by the SFC and the particulars of the exemption be dis-closed in this document;

(b) on an individual basis, full details of all the Pre-**[REDACTED]** Share Options granted by our Company to the Directors and senior management of our Group, including all the particulars required under Rule 17.02(1)(b) of the Listing Rules, paragraph 27 of Appendix 1A to the Listing Rules and paragraph 10(d) of Part I of the Third Schedule to the Companies Ordinance, be disclosed in this document;

(c) in respect of the Pre-**[REDACTED]** Share Options granted by our Company to the Other Grantees, the following details be fully disclosed in this document:

(1) the aggregate number of the Other Grantees;

(2) the number of Shares subject to such Pre-**[REDACTED]** Share Options and the percentage of our Company's total issued share capital represented by such Shares;

(3) the consideration paid for the grant of such Pre-**[REDACTED]** Share Options;

(4) the exercise period of the Pre-**[REDACTED]** Share Options; and

(5) the exercise price for the Pre-**[REDACTED]** Share Options;

(d) the dilution effect and impact on earnings per Share upon full exercise of the Pre-**[REDACTED]** Share Options be disclosed in this document;

(e) the aggregate number of Shares subject to the outstanding Pre-**[REDACTED]** Share Options and the percentage of our Company's issued share capital of which such number represents be disclosed in this document;

(f) a summary of the Pre-**[REDACTED]** Share Option Scheme be disclosed in this document; and

(g) a full list of all the Grantees (including the Other Grantees) who have been granted Pre-**[REDACTED]** Share Options, containing all details as required under Rule 17.02(1)(b), paragraph 27 of Appendix 1A to the Listing Rules and paragraph 10(d) of Part I of the Third Schedule to the Companies Ordinance be made available for public inspection in accordance with "Appendix VI – Documents Delivered to the Registrar of Companies and Available on Display – 2. Documents Available on Display".

The SFC [has granted] a certificate of exemption under section 342A of the Companies Ordinance exempting our Company from strict compliance with paragraph 10(d) of Part I of the Third Schedule to the Companies Ordinance, subject to the conditions that:

(a) an individual basis, full details of all the Pre-**[REDACTED]** Share Options granted by our Company to the Disclosed Grantees be disclosed in this document, such details to include all the particulars required under paragraph 10 of Part I of the Third Schedule to the Companies Ordinance;

(b) in respect of the Pre-**[REDACTED]** Share Options granted by our Company to the Other Grantees, the following details be disclosed in this document:

(1) the aggregate number of Grantees and number of Shares subject to the Pre-**[REDACTED]** Share Options;

(2) the consideration paid for the grant of the Pre-**[REDACTED]** Share Options; and

(3) the exercise period and the exercise price for the Pre-**[REDACTED]** Share Options;

(c) a full list of all the Grantees (including the Disclosed Grantees), containing all the details as required under paragraph 10 of Part I of the Third Schedule to the Companies Ordinance, be made available for public inspection in accordance with "Appendix VIII – Documents Delivered to the Registrar of Companies and Available for Inspection – Documents available for inspection"; and

(d) the particulars of such exemption be disclosed in this document. Further details of the Pre-**[REDACTED]** Share Option Scheme are set forth in the section headed "Appendix V – Statutory and General Information – D. Other Information – 1. Share Option Scheme – Pre-**[REDACTED]** Share Option Scheme".

WAIVER IN RELATION TO NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS

Certain members of our Group have entered into certain transactions which will constitute continuing connected transactions of our Group under the Listing Rules following the **[REDACTED]**. Our Company has applied for the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with the announcement requirement under Chapter 14A of the Listing Rules with respect to the non-exempt continuing connected transactions described in "Connected Transactions – Non-exempt continuing connected transaction". For further details of such continuing connected transactions and the waiver, see "Connected Transactions – Non-exempt continuing connected transaction".