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 Stock Exchange 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 Stock Exchange.

Our headquarters and all of our business operations are based, managed and conducted in the PRC. As our executive Directors 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. 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 by the 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 Rules 8.12 and 19A.15 of the Listing Rules.

In light of the above, pursuant to Rule 19A.15 of the Listing Rules, 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 and Rule 19A.15 of the Listing Rules, provided that our Company implements the following arrangements:

(a) we have appointed Mr. Chen, our executive Director, deputy general manager, chief financial officer and secretary to our Board, and Ms. Lam Yuen Ling Eva (林婉玲), one of our joint company secretaries, as our 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. Ms. Lam resides in Hong Kong and Mr. Chen will be readily contactable by phone 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 in the authorised representatives. We have provided the Stock Exchange with the contact details (i.e. mobile phone number, office phone number (if any) 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;

(d) we have appointed South China Capital 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 have reasonable access at all times to our authorised representatives, and our Directors will act as additional channels of communication with the Stock Exchange when the authorised representatives are not available; and

(e) meetings between the Stock Exchange and our Directors can be arranged through our authorised representatives or our compliance adviser, or directly with our Directors within a reasonable time frame.

JOINT COMPANY SECRETARIES

Rule 8.17 of the Listing Rules provides that the issuer must appoint a company secretary who satisfies the requirements under Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that the issuer must appoint as its company secretary an individual 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 company secretary. Note 1 to Rule 3.28 of the Listing Rules provides that the Stock Exchange considers that 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 provides that in assessing "relevant experience", the Stock Exchange will consider the individual's:

(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 law and regulations including the Securities and Futures Ordinance, Companies Ordinance, 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.

Paragraph 13 of Chapter 3.10 of the Guide for New Listing Applicants provides that the Stock Exchange will consider waiver applications 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 applicant has principal business activities primarily outside Hong Kong;

(b) whether the applicant is able to demonstrate the need to appoint a person who does not have the Acceptable Qualification (as defined under paragraph 11 of Chapter 3.10 of the Guide for New Listing Applicants) nor Relevant Experience (as defined under paragraph 11 of Chapter 3.10 of the Guide for New Listing Applicants) as a company secretary; and

(c) why the directors consider the proposed company secretary to be suitable to act as the applicant's company secretary.

Our Company has appointed Ms. Lu Yinqing (陸尹晴) as one of our joint company secretaries. She has 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 independently fulfill the requirements of the Listing Rules. Therefore, we have appointed Ms. Lam Yuen Ling Eva (林婉玲), a fellow of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute with the designations of Chartered Secretary and Chartered Governance Professional, who fully meets the requirements stipulated under Rules 3.28 and 8.17 of the Listing Rules, to act as another joint company secretary (together with Ms. Lu, the "**Joint Company Secretaries**") and to provide assistance to Ms. Lu for an initial period of three years from the **[REDACTED]**. This arrangement is intended to enable Ms. Lu 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 out under Rules 3.28 and 8.17 of the Listing Rules. Further biographical details of Ms. Lu and Ms. Lam are set out in the section headed "Directors and Senior Management" in this document.

The Directors believe that the Joint Company Secretaries should, apart from being able to meet the professional qualifications or the relevant experience (the "**Relevant Experience**", unless otherwise defined, within the meaning of Note 2 to Rule 3.28 of the Listing Rules), have sufficient knowledge about (a) the operation and business environment of our Company, and (b) the regulatory requirements in the PRC which are applicable to our Company.

Since Ms. Lu does not possess the Relevant Experience, 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. Lam may be appointed as a joint company secretary of our Company. Pursuant to paragraph 13 of Chapter 3.10 of the Guide for New Listing Applicants, the waiver will be granted for a fixed period of time (the "**Waiver Period**") and on the following conditions:

(a) the applicant appoints a person who meets the requirements under Note 1 to Rule 3.28 of the Listing Rules as a joint company secretary to assist the proposed company secretary in discharging his functions as a joint company secretary and in gaining the Relevant Experience throughout the Waiver Period; and

(b) the waiver will be revoked immediately if the person who meets the requirements under Note 1 to Rule 3.28 of the Listing Rules so appointed as a joint company secretary ceases to provide assistance to the proposed company secretary, or if there are material breaches of the Listing Rules by the applicant.

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

(a) Ms. Lam will work closely with Ms. Lu to jointly discharge the duties and responsibilities as the Joint Company Secretaries and to assist Ms. Lu to acquire the Relevant Experience for an initial period of three years from the **[REDACTED]**, a period which should be sufficient for Ms. Lu to acquire the Relevant Experience;

(b) our Company will ensure that both Ms. Lu and Ms. Lam have access to relevant training, support and advice from our compliance adviser, namely, South China Capital Limited (appointed pursuant to Rule 3A.19 of the Listing Rules) and our Company's legal and professional advisers, who can provide professional guidance to our Company and the Joint Company Secretaries as to compliance with the Listing Rules and all other applicable laws and regulations; and

(c) before the end of the three-year period, the qualifications and experience of Ms. Lam and the need for her on-going assistance will be further evaluated by our Company. Our Company will demonstrate to the Stock Exchange and seek the Stock Exchange's confirmation that Ms. Lu, having had the benefit of Ms. Lam's assistance during the three year period, has attained the Relevant Experience and is capable of discharging the functions of company secretary under Rule 3.28 of the Listing Rules so that a further waiver from Rules 3.28 and 8.17 of the Listing Rules will not be necessary. Our Company understands that the waiver will be revoked immediately if Ms. Lam ceases to provide assistance to Ms. Lu as a joint company secretary during the three-year period or where there are material breaches of the Listing Rules by our Company.