
WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

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

Rule 8.12 of the Listing Rules requires that a [REDACTED] applying for a [REDACTED] on the Stock Exchange must have a sufficient management presence in Hong Kong. This normally means that at least two of its executive directors must be ordinarily resident in Hong Kong.

Our Group’s business and operations has been and will continue to be based, managed and conducted in the PRC.

All of our executive Directors and senior management members are and will continue to be ordinarily based in the PRC. Our Company does 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.

Our Company considers that it would be more effective and efficient for our executive Directors to be based in the PRC since our Company’s executive Directors and all of the members of our senior management have vital roles to play in our Group’s core operations outside of Hong Kong, so our Company considers that it is important for them to stay close to our Company’s core operations in the PRC.

In addition, our Company considers that it would be practically difficult and commercially unreasonable and undesirable for our Company to arrange for two executive Directors to be ordinarily resident in Hong Kong by means of relocation of existing executive Directors for the sole purpose of satisfying the requirements of Rule 8.12 of the Listing Rules. Moreover, such relocation may not be approved in time for the proposed [REDACTED] of our Company.

Our Company considers that the appointment of additional executive Directors who are ordinarily resident in Hong Kong for the sole purpose of satisfying the requirements of Rule 8.12 of the Listing Rules would not only add administrative costs for our Company, but would also have an impact on the effectiveness of our Board when making decisions for our Group, in particular when such decisions are required to be made within a short period of time. Our Company believes that the addition of executive Directors who are not familiar with the business and operations of our Group or physically close to the operations and members of the senior management of our Company would not be in the interests of our Shareholders as a whole. It is because these additional executive Directors would not (i) have full understanding of the day-to-day operations and management of the business of our Group, (ii) have effective working relationships with the members of the senior management team who reside in the PRC, and (iii) fully appreciate the issues or circumstances affecting or the challenges faced by our Group, which are all essential for such executive Directors to make appropriate business decisions for our Company that are most beneficial to the operations and development of our Group.

Accordingly, an application has been made to the Stock Exchange for a waiver from strict compliance with the requirement to have a sufficient management presence in Hong Kong under Rule 8.12 of the Listing Rules and such waiver [has been granted] by the Stock Exchange. The arrangements proposed by our Company for maintaining at all times regular, adequate and effective communication with the Stock Exchange for the purpose of Rule 8.12 of the Listing Rules are as follows:

- (a) our Company has appointed two authorised representatives (the “Authorised Representatives”) pursuant to Rule 3.05 of the Listing Rules, namely Mr. Chen, the Chairman of our Board and executive Director, and Ms. Wong Wing Yee (黃詠儀女士) (“**Ms. Wong**”), a joint company secretary of our Company, and will act as our Company’s principal channel of communication with the Stock Exchange and will ensure that our Group complies with the Listing Rules at all times. Each of the Authorised

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Representatives will be available to meet with the Stock Exchange in Hong Kong within a reasonable time frame upon request of the Stock Exchange and will be readily contactable by telephone, facsimile and email. Each of the Authorised Representatives is authorised to communicate on behalf of our Company with the Stock Exchange;

- (b) our Company shall promptly inform the Stock Exchange if there is any change to the Authorised Representatives;
- (c) each of the Authorised Representatives has means to contact all members of our Board (including independent non-executive Directors) or the senior management team promptly at all times as and when the Stock Exchange wishes to contact them or any of them for any matters. To enhance the communication between the Stock Exchange, the Authorised Representatives and our Directors, our Company has implemented a number of policies whereby (i) each Director has provided his/her office telephone number (if applicable), home telephone number (if applicable), mobile telephone number, fax number (if applicable), email address (if applicable) and residential or correspondence address to the Authorised Representatives; (ii) in the event that any Director expects to travel and be out of office, he/she will provide the phone number of the place of his/her accommodation to the Authorised Representatives; and (iii) each Director and Authorised Representative of our Company has provided his/her office telephone number (if applicable), home telephone number (if applicable), mobile telephone number, fax number (if applicable), email address (if applicable) and residential or correspondence address to the Stock Exchange;
- (d) if circumstances require, meeting of our Board can be convened and held in such manner as permitted under the Articles at short notice to discuss and address any issue with which the Stock Exchange is concerned in a timely manner;
- (e) each of our Directors has confirmed that he/she possesses or can apply for valid travelling documents to visit Hong Kong to meet with the Stock Exchange upon reasonable short notice, when required;
- (f) our Company has appointed Zhongtai International Capital Limited as compliance adviser pursuant to Rule 3A.19 of the Listing Rules to provide our Company with professional advice on continuing obligations under the Listing Rules, who will also act at all times, in addition to the Authorised Representatives, as the principal channel of communication between our Company and the Stock Exchange, from the [REDACTED] to the date when our Company complies with Rule 13.46 of the Listing Rules in respect of its first full financial year immediately after the [REDACTED];
- (g) after the [REDACTED], our Company will engage a Hong Kong legal adviser to (i) inform our Company on a timely manner of any amendment or supplement to the Listing Rules and any new or amended laws, regulations or codes in Hong Kong applicable to our Company, (ii) provide advice to our Company on the continuing requirements under the Listing Rules and applicable Hong Kong laws and regulations, and (iii) provide advice on the application of the Listing Rules and any other applicable Hong Kong laws and regulations relating to securities after the [REDACTED];
- (h) our Company will have at least two independent non-executive Director who is ordinarily resident in Hong Kong. Our Directors who are not ordinarily resident in Hong Kong will be readily contactable through the independent non-executive Director who is ordinarily resident in Hong Kong by telephone, facsimile or email; and
- (i) our Company has appointed Ms. Meng Haiqing (孟海清女士) (“**Ms. Meng**”) and Ms. Wong as joint company secretaries (the “**Joint Company Secretaries**”). The Joint Company Secretaries will, among other things, act as our Company’s additional channel of communication with the Stock Exchange and be able to answer any

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enquiries from the Stock Exchange. The Joint Company Secretaries will maintain constant contact with our Directors and senior management team members through various means, including regular meetings and telephone discussions whenever necessary.

JOINT COMPANY SECRETARIES

According to Rules 3.28 and 8.17 of the Listing Rules and Chapter 3.10 of the Guide, the secretary of an issuer must be a person who has the requisite knowledge and experience to discharge the functions of the company secretary and is either (i) a member of the Hong Kong Chartered Governance Institute, a solicitor or barrister as defined in the Legal Practitioners Ordinance (Chapter 159 of the Laws of Hong Kong) or a certified public accountant as defined in the Professional Accountants Ordinance (Chapter 50 of the Laws of Hong Kong); or (ii) 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 a company secretary.

According to Chapter 3.10 of the Guide, a waiver under Rule 3.28 of the Listing Rules, if granted, will be for a fixed period of time, but in any case will not exceed three years from the [REDACTED] (the “Waiver Period”) and on the conditions that (i) the company secretary in question 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 (ii) the waiver will be revoked if there are material breaches of the Listing Rules by our Company.

We have appointed Ms. Meng and Ms. Wong as our joint company secretaries. Ms. Meng joined our Group as chief financial officer of Janbon Colloidal Materials in March 2023 and has been appointed as the secretary of the board of Janbon Colloidal Materials since November 2024, where she has been primarily responsible for financial management of our Group. Our Directors are of the view that, having regard to Ms. Meng’s thorough understanding of the overall business operations and corporate governance matters of our Group, she is considered as a suitable person to act as a company secretary of our Company. In addition, as our headquarters and principal business operations are based and conducted in the PRC, our Directors believe that it is necessary to appoint Ms. Meng as a company secretary whose presence in the headquarters of our Group enables her to attend to the day-to-day corporate secretarial matters of our Group and to take the necessary actions in an effective and efficient manner.

However, given that Ms. Meng does not possess a qualification stipulated in Note 1 to Rule 3.28 of the Listing Rules nor the “relevant experience” set out in Note 2 to Rule 3.28 of the Listing Rules, she is not able to solely fulfil the requirements as a company secretary of a [REDACTED] stipulated under Rules 3.28 and 8.17 of the Listing Rules. In order to provide support to Ms. Meng, we have appointed Ms. Wong, an associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute, who is qualified under Rule 3.28 of the Listing Rules, to act as the other joint company secretary to closely work with and provide support to Ms. Meng during the Waiver Period so as to enable Ms. Meng to acquire the relevant experience (as required under Note 2 to Rule 3.28 of the Listing Rules) to duly discharge her duties as a company secretary of a [REDACTED].

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 Rules 3.28 and 8.17 of the Listing Rules in relation to the appointment of Ms. Meng as our joint company secretary on the condition that Ms. Meng will be assisted by Ms. Wong as our joint company secretary throughout the Waiver Period. Being a manager of corporate services of Vistra Corporate Services (HK) Limited and by virtue of her qualifications and experience in corporate secretarial practice and administration management, Ms. Wong is, in our Directors’ opinion, a qualified and suitable person to render assistance to Ms. Meng so as to enable her to acquire the relevant experience (as required under Note 2 to Rule 3.28 of the Listing Rules) to duly discharge her duties. In addition, Ms. Meng will comply with the annual professional training requirement under Rule 3.29 of the Listing Rules and will

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enhance her knowledge of the Listing Rules during the Waiver Period. Our Company will further ensure that Ms. Meng 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 [REDACTED] on the Stock Exchange. Also, Ms. Meng will be assisted by (i) the compliance adviser of our Company for the 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], particularly in relation to Hong Kong corporate governance practice and compliance matters; and (ii) the Hong Kong legal adviser of our Company, on matters regarding our Company’s ongoing compliance with the Listing Rules and the applicable Hong Kong laws and regulations. Prior to the end of the Waiver Period, our Company must demonstrate and seek the Stock Exchange’s confirmation that Ms. Meng, having had the benefits from Ms. Wong’s assistance during the Waiver Period, has attained the relevant experience under Note 2 to Rule 3.28 of the Listing Rules and is capable of discharging the function of a company secretary, so that a waiver will not be necessary.