
WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

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

WAIVER IN RESPECT OF MANAGEMENT PRESENCE IN HONG KONG

Pursuant to Rules 8.12 and 19A.15 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. Rule 19A.15 of the Listing Rules further provides that requirement in Rule 8.12 may be waived by having regard to, among other considerations, our arrangements for maintaining regular communication with the Stock Exchange.

Our principal business operations are primarily located, managed and conducted outside Hong Kong, and our Company’s head office is situated in the PRC. Our executive Directors and senior management members ordinarily reside in the PRC and play important roles in our business operations, principally responsible for the overall management, corporate strategy, planning, business development and control of our Group’s business, therefore it is important for them to remain in close proximity to the Group’s operations located in the PRC. We consider that it would be practically difficult and commercially unreasonable for us to arrange for two executive Directors to be ordinarily resident in Hong Kong, either by relocation of our existing executive Directors or by appointment of additional executive Directors. For the above reasons, we do not have, and do 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 and 19A.15 of the Listing Rules.

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

- (i) we have appointed Mr. Chen Lucheng (陳錄城) and Ms. Ye Jiahong (葉嘉紅) (“**Ms. Ye**”) as the authorized representatives of our Company (the “**Authorized Representatives**”) for the purpose of Rule 3.05 of the Hong Kong Listing Rules. The Authorized Representatives will serve as our Company’s principal channel of communication with the Hong Kong Stock Exchange. They can be readily contactable by phone and email to deal promptly with enquiries from the Hong Kong Stock Exchange and will also be available to meet with the Hong Kong Stock Exchange to discuss any matters on short notice. The contact details of the Authorized Representatives have been provided to the Hong Kong Stock Exchange;
- (ii) all the Directors who are not ordinarily resident in Hong Kong possess or can apply for valid travel documents to visit Hong Kong and can meet with the Hong Kong Stock Exchange within a reasonable period. In addition, each Director has provided his/her contact details, including office phone numbers, mobile phone numbers and email addresses (if any), to the Authorized Representatives and the Hong Kong Stock Exchange, so that each of the Authorized Representatives and the Hong Kong Stock Exchange would be able to contact all the Directors (including our independent non-executive Directors) promptly at all times if and when the Hong Kong Stock Exchange wishes to contact the Directors; and
- (iii) we have appointed Maxa Capital Limited as its Compliance Adviser for the period commencing on the [REDACTED] and ending on the date on which we comply with Rule 13.46 of the Hong Kong Listing Rules in respect of our Company’s financial results for the first full financial year commencing after the [REDACTED], or until the agreement is terminated, whichever is earlier. The Compliance Adviser will act as our Company’s additional and alternative channel of communication with the Hong Kong Stock Exchange, and its representatives will be readily available to answer enquiries from the Hong Kong Stock Exchange.

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WAIVER IN RESPECT OF JOINT COMPANY SECRETARIES

Pursuant to Rules 3.28 and 8.17 of the Hong Kong Listing Rules, the company secretary must be an individual who, by virtue of his or her academic or professional qualifications or relevant experiences, 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 Hong Kong 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); and
- (iii) a certified public accountant (as defined in the Professional Accountants Ordinance).

Pursuant to Note 2 to Rule 3.28 of the Hong Kong Listing Rules, in assessing “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 played;
- (ii) familiarity with the Hong Kong Listing Rules and other relevant law and regulations including the SFO, Companies Ordinance, Companies (Winding Up and Miscellaneous Provisions) Ordinance, 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 Hong Kong Listing Rules; and
- (iv) professional qualifications in other jurisdictions.

Pursuant to Chapter 3.10 of the Guide for New Listing Applicants, the waiver under Rule 3.28 of the Listing Rules will be granted for a fixed period of time but in any event not exceeding three years from the date of [REDACTED] and on the following conditions: (i) the relevant 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 joint company secretary throughout the waiver period; and (ii) the waiver can be revoked in the event of a material breach of the Listing Rules by our Company.

We have appointed Mr. Liu Ming (劉明) (“**Mr. Liu**”) as one of the joint company secretaries. He currently also holds the position of secretary to the Board. See “Directors and Senior Management” in this document for further biographical details of Mr. Liu. Mr. Liu does not possess the qualifications set out in Rule 3.28 of the Hong Kong Listing Rules, however, we believe that it would be in the best interests of our Company and the corporate governance of the Group to have Mr. Liu as its joint company secretary who is familiar with the Group’s internal operation and management and possesses professional knowledge and experience in handling corporate governance and compliance, legal affairs and public relationship related matters. We have also appointed Ms. Ye to act as the other joint company secretary to assist Mr. Liu in discharging the duties of a company secretary of our Company. Ms. Ye is an associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom and is therefore qualified under Rule 3.28 of the Hong Kong Listing Rules to act as a joint company secretary of our Company. See “Directors and Senior Management” for further biographical details of Ms. Ye.

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Since Mr. Liu does not possess the formal qualifications required of a company secretary under Rule 3.28 of the Hong Kong Listing Rules, we have applied to the Hong Kong 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 Hong Kong Listing Rules for a period of three years since the [REDACTED] (the “**Waiver Period**”) on the following conditions:

- (i) Mr. Liu will endeavor to attend relevant training courses to enhance his knowledge of the Listing Rules during the Waiver Period, and comply with the annual professional training requirement under Rule 3.29 of the Listing Rules;
- (ii) Ms. Ye will work closely with Mr. Liu to jointly discharge the duties and responsibilities as the joint company secretaries and to assist Mr. Liu in acquiring the relevant experience as required under the Hong Kong Listing Rules during the Waiver Period;
- (iii) Ms. Ye is suitably qualified to render assistance to Mr. Liu so as to enable him to acquire the relevant experience (as required under Rule 3.28 of the Listing Rules) during the Waiver Period; and
- (iv) before the expiry of the Waiver Period, the qualifications and experience of Mr. Liu and the need for on-going assistance of Ms. Ye will be further evaluated by our Company. Our Company must demonstrate and seek the Hong Kong Stock Exchange’s confirmation that Mr. Liu, having had the benefit of the assistance of Ms. Ye during the Waiver Period, has acquired the relevant experience (within the meaning of Note 2 to Rule 3.28 of the Hong Kong Listing Rules) such that a further waiver from Rules 3.28 and 8.17 of the Hong Kong Listing Rules will not be necessary.

Such waiver will be revoked immediately if and when (i) Mr. Liu ceases to be assisted by a person with qualifications under Rules 3.28 and 8.17 of the Hong Kong Listing Rules, or (ii) if there are material breaches of the Hong Kong Listing Rules by us.

CONTINUING CONNECTED TRANSACTIONS

We have entered into certain transactions which will, following the completion of the [REDACTED], constitute partially-exempt and non-exempt continuing connected transactions of our Company under 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 announcement, circular and independent shareholders’ approval requirements (as applicable) in respect of such continuing connected transactions under the Listing Rules. For further details, see the section headed “Connected Transactions”.