

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

Rules 8.12 and 19A.15 of the Listing Rules requires that a new applicant applying for a primary [REDACTED] on the Stock Exchange must have a sufficient management presence in Hong Kong unless a waiver from such requirement is obtained from the Stock Exchange. This normally means that at least two of its executive directors must be ordinarily resident in Hong Kong.

Our management, principal business operations and assets are primarily based outside Hong Kong. The headquarters and senior management of our Group are primarily based in the PRC, where our Group’s management is best able to attend its functions. Our Directors consider that the appointment of executive Directors who will be ordinarily resident in Hong Kong would not be beneficial to, or appropriate for, our Group and therefore would not be in the best interests of our Company and Shareholders as a whole. Accordingly, our Company does not have, and for the foreseeable future will not have, sufficient management presence in Hong Kong for the purpose of satisfying the management presence requirement under Rules 8.12 and 19A.15 of the Listing Rules.

Accordingly, we have applied to the Stock Exchange for, and the Stock Exchange [has granted], a waiver from strict compliance with the requirements pursuant to Rules 8.12 and 19A.15 of the Listing Rules. In order to maintain regular and effective communication with the Stock Exchange, we will put in place the following measures:

- (a) we have appointed two authorized representatives pursuant to Rule 3.05 of the Listing Rules, who will act as our principal channel of communication with the Stock Exchange. The two authorized representatives are Mr. Guo Yingliang, an executive Director, Board secretary, deputy general manager and Joint Company Secretary, and Ms. Chan Ching Nga, a Joint Company Secretary (together, the “**Authorized Representative(s)**”). The Authorized Representatives will be readily contactable by home, office, mobile and other telephone numbers, email address and correspondence address (if the Authorized Representative is not based at the registered office), and any other contact details prescribed by the Stock Exchange from time to time. The Authorized Representatives have been duly authorized to communicate on our behalf with the Stock Exchange. Ms. Chan, the Joint Company Secretary, is an ordinary resident in Hong Kong. Mr. Guo Yingliang has confirmed that he possesses valid travel documents to Hong Kong and will be able to meet with the Stock Exchange within a reasonable period of time, when required;
- (b) our Authorized Representatives have all necessary means to contact our Directors (including the independent non-executive Directors) promptly at all times as and when the Stock Exchange wishes to contact our Directors on any matters. To enhance communication between the Stock Exchange, the Authorized Representatives and our Directors, our Company has implemented a policy whereby (i) each Director will provide his/her office phone number, mobile phone number, residential phone number and email address to the Authorized Representatives; and (ii) each Director will provide valid phone numbers or means of communication to the Authorized Representatives when he or she travels;
- (c) each Director who is not ordinarily resident in Hong Kong has confirmed that he or she has valid travel documents to visit Hong Kong and will be able to meet with the Stock Exchange in Hong Kong within a reasonable period;
- (d) our Company has, in accordance with Rule 3A.19 of the Listing Rules, also appointed Altus Capital Limited as its compliance advisor, who will act as an additional channel of communication with the Stock Exchange. The compliance advisor will advise on on-going compliance requirements and other issues arising under the Listing Rules and other applicable laws and regulations in Hong Kong for a period commencing on the [REDACTED] until at least the date on which our Company complies with Rule 13.46 of the Listing Rules in respect of our Company’s financial results for the first full financial year after the [REDACTED];

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- (e) meetings between the Stock Exchange and our Directors could be arranged through our Authorized Representatives or our Company’s compliance advisor, or directly with our Directors within a reasonable time frame. Our Company will inform the Stock Exchange promptly in respect of any change in our Company’s Authorized Representatives and compliance advisor; and
- (f) pursuant to Rule 3.20 of the Listing Rules, each Director has provided his or her telephone number, mobile phone number, email address, residential address and correspondence address, where available, to the Stock Exchange.

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 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 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).

Pursuant to Note 2 to Rule 3.28 of the Listing Rules, 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 or she played;
- (b) familiarity with the Listing Rules and other relevant laws and regulations including the SFO, the Companies Ordinance, the Companies (WUMP) Ordinance and the Hong Kong Codes on Takeovers and Mergers and Share Buy-backs;
- (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 Mr. Guo Yingliang, the executive Director, Board secretary and deputy general manager of our Group, and Ms. Chan Ching Nga, as the Joint Company Secretaries. Please see the section headed “Directors and Senior Management — Joint Company Secretaries” in this document for their biographies.

Ms. Chan Ching Nga is an associate 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’s principal business activities are outside Hong Kong. Our Company believes that it would be in the best interests of our Company and the corporate governance of our Group to have our Joint Company Secretary a person such as Mr. Guo Yingliang, who is the executive Director, Board secretary and deputy general manager of our Group and has day-to-day knowledge of our Company’s affairs. Mr. Guo Yingliang has the necessary nexus to our Board and close working relationship with the management of our Company in order to perform the function of a Joint Company Secretary and to take the necessary actions in the most effective and efficient

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manner. As such, although Mr. Guo Yingliang does not possess the specified qualifications strictly required by Rule 3.28 of the Listing Rules, our Directors believe that Mr. Guo Yingliang is capable of discharging the functions of a Joint Company Secretary with the assistance of Ms. Chan Ching Nga, who meets the requirements under Rule 3.28 of the Listing Rules and has been appointed to act as the other Joint Company Secretary and to assist Mr. Guo Yingliang in the compliance matters for the [REDACTED] as well as other Hong Kong regulatory requirements for an initial period of three years from the [REDACTED]. Over such period, we will implement the following measures to assist Mr. Guo Yingliang to satisfy the requisite qualifications as prescribed in Rules 3.28 and 8.17 of the Listing Rules:

- (a) Ms. Chan Ching Nga will assist Mr. Guo Yingliang so as to enable him to discharge his duties and responsibilities as a Joint Company Secretary. Given Ms. Chan Ching Nga’s relevant experiences, she will be able to advise both Mr. Guo Yingliang and us on the relevant requirements of the Listing Rules as well as other applicable laws and regulations of Hong Kong;
- (b) Mr. Guo Yingliang will be assisted by Ms. Chan Ching Nga for an initial period of three years commencing from the [REDACTED], which should be sufficient for him to acquire the requisite knowledge and experience under Rule 3.28 of the Listing Rules;
- (c) we will ensure that Mr. Guo Yingliang has access to the relevant trainings and support to enable him to familiarize himself with the Listing Rules and the duties required of a company secretary of an issuer, and Mr. Guo Yingliang has undertaken to attend such trainings;
- (d) Ms. Chan Ching Nga will communicate with Mr. Guo Yingliang on a regular basis regarding matters in relation to corporate governance, the Listing Rules as well as other applicable laws and regulations of Hong Kong which are relevant to our operations and affairs. Ms. Chan Ching Nga will work closely with, and provide assistance to Mr. Guo Yingliang with a view to discharging his duties and responsibilities as a company secretary of our Company, including but not limited to organizing our Board meetings and the Shareholders’ meetings; and
- (e) pursuant to Rule 3.29 of the Listing Rules, Mr. Guo Yingliang and Ms. Chan Ching Nga will also attend in each financial year no less than 15 hours of relevant professional training courses to familiarize themselves with the requirements of the Listing Rules and other legal and regulatory requirements of Hong Kong. Both Mr. Guo Yingliang and Ms. Chan Ching Nga will be advised by our legal advisors as to Hong Kong law and our compliance advisor as and when appropriate and required.

Accordingly, we have applied for, and the Stock Exchange [has granted] us, a waiver from strict compliance with the requirements of Rules 3.28 and 8.17 of the Listing Rules, for an initial period of three years from the [REDACTED]. Pursuant to paragraph 11 to 16 under Chapter 3.10 of the Guide, the waiver [is granted] on the conditions: (i) our Company appoints Ms. Chan Ching Nga, who meets the requirements under Note 1 to Rule 3.28 of the Listing Rules, as a Joint Company Secretary, to assist Mr. Guo Yingliang in discharging his functions as a Joint Company Secretary and in gaining the relevant experience as required under Rule 3.28 of the Listing Rules; and (ii) the waiver will be revoked immediately if Ms. Chan Ching Nga, during the three-year period, ceases to provide assistance to Mr. Guo Yingliang as a Joint Company Secretary; and (iii) the waiver can be revoked if there are material breaches of the Listing Rules by our Company. Before the end of the three-year period, we will conduct a further evaluation of the qualification and experience of Mr. Guo Yingliang to determine whether the requirements as stipulated in Rules 3.28 and 8.17 of the Listing Rules can be satisfied, and we will demonstrate to the Stock Exchange and seek its confirmation that Mr. Guo Yingliang, having had the benefit of Ms. Chan Ching Nga’s assistance for three-year period, has acquired the relevant experience under Note 2 to Rule 3.28 of the Listing Rules and is capable of discharging the functions of a company secretary so that a further waiver wouldn’t be necessary.