

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.

WAIVER IN RESPECT OF MANAGEMENT PRESENCE IN HONG KONG

According to Rule 8.12 of the Listing Rules, a new applicant for a primary listing on the Stock Exchange must have a 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 the requirement in Rule 8.12 of the Listing Rules may be waived by having regard to, among other considerations, our arrangements for maintaining regular communication with the Hong Kong Stock Exchange.

We do not have a sufficient management presence in Hong Kong for the purpose of satisfying the requirement under Rule 8.12 and Rule 19A.15 of the Listing Rules. Our management headquarters, senior management, business operations and assets are primarily based outside Hong Kong. Our Directors consider that either by means of relocation of our existing executive Directors or appointment of additional 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 or the Shareholders as a whole.

As such, we have applied to the Stock Exchange for, and the Stock Exchange [has granted] us a waiver from strict compliance with Rule 8.12 and Rule 19A.15 of the Listing Rules. We will ensure that there is a regular and effective communication between us and the Stock Exchange by way of, among others, the following conditions:

- (a) our Company has appointed Mr. Chen Zhiyong (陳志勇), an executive Director, and Ms. Lam Yuen Ling Eva (林婉玲), one of the joint company secretaries of our Company, as the authorized representatives (the "**Authorized Representatives**", each the "**Authorized Representative**") pursuant to Rule 3.05 of the Listing Rules, and they will serve as the principal channel of communication of our Company with the Stock Exchange and ensure that our Company will comply with the Listing Rules at all times. The Authorized Representatives will be available to meet with the Stock Exchange in Hong Kong within a reasonable period of time upon request and will be readily contactable by the Stock Exchange by telephone, facsimile and/or email to deal promptly with any enquiries which may be made by the Stock Exchange. Each of the Authorized Representatives has been duly authorized to communicate on behalf of our Company with the Stock Exchange;
- (b) our Company will only change the Authorized Representatives after notifying the Stock Exchange of such change and having made an appropriate replacement;
- (c) each of the Authorized Representatives has access to all Directors (including the independent non-executive Directors) promptly at all times as and when the Stock Exchange wishes to contact our Directors on any matter. Each of the Directors has provided his/her mobile phone number, office phone number, facsimile number and email address to the Authorized Representatives. In the event that a Director expects to travel or is otherwise out of office, he/she will endeavour to provide the telephone number of the place of his/her accommodation to the Authorized Representatives or maintain an open line of communication via his/her mobile telephone;
- (d) our Company has appointed Altus Capital Limited as our compliance advisor (the "**Compliance Advisor**"), pursuant to Rule 3A.19 of the Listing Rules, who has access at all times to the Authorized Representatives, Directors, senior

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management and other officers of the Company and will act as the additional channel of communication of the Company 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 from the [REDACTED] at least until the date on which the Company complies with Rule 13.46 of the Listing Rules in respect of the Company's financial results for the first full financial year after the [REDACTED];

- (e) meetings between the Stock Exchange and the Directors can be arranged through the Authorized Representatives or the Compliance Advisor or directly with the Directors within a reasonable period of time; and
- (f) each of our Directors (including the independent non-executive Directors) who is not ordinarily resident in Hong Kong has or can apply for valid travel documents to visit Hong Kong and will be able to meet with the Stock Exchange within a reasonable period of time, when required.

WAIVER IN RESPECT OF APPOINTMENT OF JOINT COMPANY SECRETARIES

Pursuant to Rules 3.28 and 8.17 of the Listing Rules, we must appoint a company secretary, who, by virtue of 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).

In addition, pursuant to Note 2 to Rule 3.28 of the Listing Rules, 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 they played;
- (b) familiarity with the Listing Rules and other relevant laws 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.

We have appointed Ms. Luo Hongbing (羅紅兵) and Ms. Lam Yuen Ling Eva (林婉玲), as the joint company secretaries of our Company. Please refer to the section headed "Directors and Senior Management" of this document for further biographical details of Ms. Luo and Ms. Lam.

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Ms. Lam is a fellow of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute, who fully complies with the requirements under Rules 3.28 and 8.17 of the Listing Rules to act as the joint company secretary. Accordingly, while Ms. Luo does not possess the qualification required of a company secretary under Rule 3.28 of the Listing Rules, 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 on the basis of the arrangements below:

- (a) Ms. Luo will endeavour to attend relevant training courses, including briefing on the latest changes to the applicable Hong Kong laws and regulations as well as the Listing Rules organized by our Company's legal advisors as to the laws of Hong Kong on an invitation basis, and seminars organized by the Stock Exchange or other professional body for PRC issuers from time to time. Ms. Luo will also be assisted by our Company's compliance advisor and legal advisors as to the laws of Hong Kong on matters in relation to our Company's continuing compliance obligations under the Listing Rules and the applicable laws and regulations;
- (b) Ms. Lam, a joint company secretary who meets all the requirements under Rules 3.28 and 8.17 of the Listing Rules, will work closely with and to provide assistance to Ms. Luo in the discharge of her duties as a company secretary for an initial period of three years commencing from the [REDACTED] so as to enable Ms. Luo to acquire the relevant experience (as required under Rule 3.28 of the Listing Rules) to discharge the duties and responsibilities as a company secretary;
- (c) before the end of the initial three-year period, the Company must demonstrate and seek the Stock Exchange's confirmation that Ms. Luo, having had the benefit of Ms. Lam's assistance during the three-year period, has attained the relevant experience under note 2 to Rule 3.28 and is capable of discharging the functions of company secretary so that a further waiver would not be necessary; and
- (d) the waiver will be revoked immediately if Ms. Lam ceases to provide assistance as a joint company secretary for the three-year period after [REDACTED] or if there are material breaches of the Listing Rules by the Company.

CONTINUING CONNECTED TRANSACTIONS

We [have entered] into, and expect to continue after the [REDACTED], certain transactions which would constitute partially-exempt continuing connected transactions of the Company under the Listing Rules upon [REDACTED] as described in the section headed "Connected Transactions" in this document. We have applied to the Stock Exchange for, and the Stock Exchange [has granted], a waiver from strict compliance with the requirements set out under Chapter 14A of the Listing Rules once the Shares are [REDACTED] on the Stock Exchange in respect of such partially-exempt continuing connected transactions. For further details, please refer to the section headed "Connected Transactions" in this document.