

A. WAIVERS

In preparation for the Listing, we have applied for, and been granted by the Stock Exchange, a number of waivers from strict compliance with certain provisions under the GEM Listing Rules.

Set out below are the waivers granted to us by the Stock Exchange in light of the specific facts and circumstances applicable to us:

<u>Relevant Rule(s) waived</u>	<u>Subject matter</u>
Rules 5.14 and 11.07	Company secretary — qualifications or experience
Rule 12.11 of the GEM Listing Rules . . .	Conversion of Preference Shares into Ordinary Shares

Company Secretary

We are required under Rule 11.07 of the GEM Listing Rules to appoint a company secretary who satisfies the criteria under Rule 5.14 of the GEM Listing Rules. Rule 5.14 of the GEM Listing Rules provides that an issuer must appoint as its company secretary an individual who, in the opinion of the Stock Exchange, is capable of discharging the functions of company secretary of the issuer by virtue of his or her academic or professional qualifications or relevant experience.

Upon Listing, we will appoint the following two joint company secretaries:

- (a) Mr. KWOK Siu Man (郭兆文) (“**Mr. Kwok**”), who will be stationed in Hong Kong and provide Hong Kong company secretarial support and assistance to us for an initial period of three years from the Listing Date. Mr. Kwok meets the acceptable academic or professional qualifications for a company secretary under Note 1 to Rule 5.14 of the GEM Listing Rules; and
- (b) Ms. Sylvia Sundari POERWAKA (“**Ms. Poerwaka**”), the financial controller of our Group, who will work closely with Mr. Kwok.

We have applied for, and the Stock Exchange has granted us, a waiver from strict compliance with Rules 5.14 and 11.07 of the GEM Listing Rules on the condition that our Company engages Mr. Kwok, who meets the requirements of Note 1 to Rule 5.14 of the GEM Listing Rules, as a joint company secretary to assist Ms. Poerwaka in the discharge of her duties as a joint company secretary and in gaining the relevant experience as required under Note 2 to Rule 5.14 of the GEM Listing Rules. This waiver will be revoked immediately when Mr. Kwok, during the three-year period, ceases to provide assistance to Ms. Poerwaka. Upon expiry of the three-year period, the qualifications and experience of Ms. Poerwaka and the need for the ongoing assistance of Mr. Kwok will be further evaluated by our Company, and our Company will then endeavour to demonstrate to the Stock Exchange’s satisfaction that Ms. Poerwaka, having had the benefit of Mr. Kwok’s assistance for the immediately preceding three years, has acquired “relevant experience” within the meaning of Rule 5.14 the GEM Listing Rules such that a further waiver from Rules 5.14 and 11.07 of the GEM Listing Rules will not be necessary.

Our Directors and the Sole Sponsor have confirmed that the condition set out under the appendix to the Joint Policy Statement in relation to this waiver has been fulfilled.

Conversion of Preference Shares into Ordinary Shares

According to Rule 12.11 of the GEM Listing Rules, from the time of submission of the application for listing until listing is granted, there must be no dealing in the securities for which listing is sought by any core connected person of the issuer, except as permitted by Rule 10.16 of the GEM Listing Rules.

As part of our Shareholding Restructuring and in an effort to comply with the Listing requirements under the GEM Listing Rules, our Pre-IPO Investors have, on 21 July 2016, served a conversion notice to our Company subjecting the Preference Shares held by them to an automatic and mandatory conversion into Ordinary Shares on the Listing Date. See “History and Development — Our Shareholding Restructuring — Conversion of Preference Shares into Ordinary Shares” in this prospectus for further details.

With the exception of OWW Investments III Limited and Mr. LEE Ching Yen Stephen, all of our Pre-IPO Investors are core connected persons of our Company under the GEM Listing Rules and are hence subject to the requirements under Rule 12.11 of the GEM Listing Rules. Details of their connected relationship with our Company are detailed in “History and Development — Our Shareholders”.

On the grounds set out below, we have applied for, and the Stock Exchange has granted us, a waiver from strict compliance with Rule 12.11 of the GEM Listing Rules to effect the automatic and mandatory conversion of Preference Shares into Ordinary Shares held by the Pre-IPO Investors who are core connected persons of our Company under the GEM Listing Rules (the “**Conversion**”).

- (a) In the context of the Conversion, compliance with Rule 12.11 of the GEM Listing Rules is irrelevant to the regulatory intent of the GEM Listing Rules. The purpose of Rule 12.11 of the GEM Listing Rules is to prevent core connected persons such as directors and substantial shareholders (and their respective close associates) of a listing applicant holding shares from benefiting through dealing in those shares shortly before listing. These core connected persons are deemed by the Stock Exchange to have inside information and are in a position to influence the listing process. The Conversion, however, does not require any payment of consideration or settlement of subscription monies and will not result in any change to the shareholding percentage in our Company. The Pre-IPO Investors will not have any investment or financial investment benefits as a result of the Conversion.
- (b) The Conversion was conducted in an effort to comply with (i) Rules 2.06(2) and 2.06(4) of the GEM Listing Rules, which require the issue and marketing of securities to be conducted in a fair and orderly manner and that all holders of listed securities be treated fairly and equally; (ii) the Stock Exchange’s guidance letter HKEX-GL-43-12, which sets out a list of atypical special rights attached to shares issued to pre-IPO investors (which do not extend to all other shareholders) that are disallowed to survive upon listing to comply with the general principle of even treatment of shareholders under the GEM Listing Rules.

- (c) The Conversion is a procedural step which will not result in any change in the shareholding structure and percentage in our Company given that each holder of the Preference Shares will receive one Ordinary Share for each Preference Share he/she/it holds on the Listing Date.
- (d) The Conversion is part of our Shareholding Restructuring, which is part of our pre-Listing corporate reorganisation.
- (e) It would have been unduly burdensome and unfairly prejudicial to the Pre-IPO Investors if we were required to complete the Conversion prior to the submission of the application for Listing. The Pre-IPO Investors have made valuable investments and contribution to the historical growth and the continuing prospects of our Company. It is in our Company's and our Shareholders' interests as a whole that the current Special Rights and Obligations attached to the Preference Shares will continue upon the actual implementation of the Listing, which is still subject to the Stock Exchange's approval, market conditions and commercial consideration after the submission of the Listing application. Further, the Conversion will provide stability and certainty to the management and continual operations of our Company during the vetting stage of the Listing application, without the undue administrative burden to otherwise revert Ordinary Shares back to Preference Shares should the Listing not take place.
- (f) Material terms of the Pre-IPO Investments and the Special Rights and Obligations, as well as the details of the Conversion, are disclosed for potential investors' information in "History and Development — Our Pre-IPO Investments" and "History and Development — Our Shareholding Restructuring" in this prospectus.
- (g) Details of this waiver application are disclosed in this section.
- (h) The Conversion is in compliance with the Interim Guidance on Pre-IPO Investments issued by the Stock Exchange on 13 October 2010 and the Stock Exchange's guidance letter HKEX-GL-43-12.

In support of our waiver application, we have confirmed to the Stock Exchange that save for the Conversion, no core connected person of our Company is expected to deal in the securities of our Company from the time of submission of the application for Listing until Listing is granted by the Stock Exchange.

Our Directors and the Sole Sponsor have confirmed that the circumstances set out under the Stock Exchange's guidance letter HKEX-GL-42-12 in relation to this waiver are applicable to us.