
EXEMPTIONS FROM THE HONG KONG COMPANIES ORDINANCE AND WAIVERS FROM THE LISTING RULES

1. WAIVER AND EXEMPTION IN RELATION TO THE PROPERTY VALUATION REPORT

We have applied to and obtained from the SFC a certificate of exemption from strict compliance with Section 342A(1) in relation to Section 342(1)(b) and Paragraph 34(2) of the Third Schedule to the Hong Kong Companies Ordinance. We have also applied to the Hong Kong Stock Exchange for a waiver from strict compliance with Rules 5.01 and 5.06(1) and (2) and Paragraph 3(a) of Practice Note 16 of the Listing Rules (the **Relevant Requirements**), such that the valuation report set out in Appendix IV to this prospectus may cover only:

- (a) a full valuation as of 28 February 2010 of the properties owned by the Group in compliance with the Relevant Requirements;
- (b) full valuation as of 28 February 2010 of the Melvita Lease in compliance with the Relevant Requirements;
- (c) a full valuation as of 28 February 2010 of each leased property located in mainland China and Hong Kong such that only the average monthly rental payments (being the aggregate rent paid on a yearly basis divided by 12) in respect of all the properties leased by the members of the Group situated in mainland China and Hong Kong (rather than monthly rental payments in respect of each individual Leased Outlet) is disclosed, and otherwise in compliance with the Relevant Requirements; and
- (d) a breakdown of the average monthly rental payments of the L'Occitane boutiques and department store corners operated by members of the Group at properties leased by relevant members of the Group and Melvita outlets situated in mainland China and Hong Kong during the Track Record Period in respect of each of the following categories of the Leased Outlets:
 - (i) Leased Outlets in Hong Kong:
 - Leased Outlets in Hong Kong Island;
 - Leased Outlets in Kowloon and elsewhere outside Hong Kong Island;
 - (ii) Leased Outlets in mainland China:
 - Leased Outlets in Beijing;
 - Leased Outlets in Shanghai; and
 - Leased Outlets in other parts of mainland China.

The grounds for applying for such waiver and exemption are that strict compliance would be irrelevant and unduly onerous and burdensome. The other reasons are that (i) valuation of leased properties is immaterial and irrelevant to investors; (ii) strict compliance is not intended for our Company which is a global, non-property business; (iii) the prospectus would include a full valuation of mainland China and Hong Kong property interests; and (iv) rent paid by each individual retail outlet is confidential, highly commercially sensitive and irrelevant and immaterial to investors. In addition, all of the Group's leased property are believed to have no commercial value due either

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to their short term nature of the leases or prohibition against assignment or sub-letting or otherwise due to the lack of substantial profit rents. Further, the valuation report would cover, among others, all of the Company's leased properties in mainland China and Hong Kong due to their relevance in respect of the proposed listing of the Company in Hong Kong.

The waiver and exemption from strict compliance with the Relevant Requirements is subject to the condition that the following disclosures are included in this prospectus:

- (a) a full valuation as of 28 February 2010 of the properties owned by the Group in compliance with the Relevant Requirements;
- (b) full valuation as of 28 February 2010 of the Melvita Lease in compliance with the Relevant Requirements;
- (c) a full valuation as of 28 February 2010 of each leased property located in mainland China and Hong Kong such that only the average monthly rental payments (being the aggregate rent paid on a yearly basis divided by 12) in respect of all the properties leased by the members of the Group situated in mainland China and Hong Kong (rather than monthly rental payments in respect of each individual Leased Outlet) is disclosed, and otherwise in compliance with the Relevant Requirements;
- (d) appropriate commentary on the terms of the leases in respect of the leased properties of the Group, including the duration of the lease and whether it is subject to any restriction on alienation;
- (e) additional information on the properties by classification of (i) properties which have been valued and (ii) properties which have not been valued, including, for each of these categories, the (A) aggregate number of properties; (B) the book value of any assets attributable to these properties; and (C) the percentage of total assets represented by these properties;
- (f) a separate section or appendix containing a list of all the leased properties of the Group, including their respective address and usage in the same form and manner as set out in Part B of Appendix IV to this prospectus;
- (g) a statement by the Directors and the Joint Sponsors to the effect that they are of the opinion that, as at 28 February 2010 none of the leased properties (except for the Melvita Property) is individually material to the Group in terms of net sales and total rent and occupancy expenses, together with the basis of such opinion;
- (h) a confirmation by the Directors that, save for the Melvita Property, there were no further acquisitions or disposals of the properties since 28 February 2010; and
- (i) particulars of the exemptions granted.

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2. WAIVER IN RELATION TO JOINT COMPANY SECRETARY

Pursuant to Rule 8.17 of the Listing Rules, the secretary of our Company must be a person who is ordinarily resident in Hong Kong and who has the requisite knowledge and experience to discharge the functions of the company secretary and who is either (a) an Ordinary Member of The Hong Kong Institute of Company Secretaries, a solicitor or barrister as defined in the Legal Practitioners Ordinance (Cap. 159 of the Laws of Hong Kong) or a professional accountant, or (b) an individual who, by virtue of his academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging those functions.

We have appointed Mr. Kenny Yee Hing Choy and Mrs. Sylvie Duvieusart-Marquant as joint company secretaries.

Mr. Choy is an associate member of the Hong Kong Institute of Certified Public Accountants and therefore meets the qualification requirements under Rule 8.17 of the Listing Rules.

We believe that Mrs. Duvieusart-Marquant, by virtue of her knowledge and past experience in handling corporate administrative matters, should be capable of discharging her functions as a company secretary. Further, we believe that it would be in the best interests of our Company and our corporate governance, given that we are incorporated in Luxembourg, to have as our joint company secretary a person such as Mrs. Duvieusart-Marquant who possesses the relevant qualification and experience in Luxembourg legal and corporate administrative matters. Accordingly, since Mrs. Duvieusart-Marquant does not possess the formal qualifications required of a company secretary under Rule 8.17 of the Listing Rules, we have sought and obtained from the Hong Kong Stock Exchange a waiver from strict compliance with the requirements under Rule 8.17 such that Mrs. Duvieusart-Marquant may be appointed as our joint company secretary. The waiver was granted for a three years during which period Mr. Choy, as joint company secretary, will work closely with, and provide assistance to, Mrs. Duvieusart-Marquant in the discharge of her duties as a company secretary. At the end of the three-year period, an evaluation of the qualifications and experience of Mrs. Duvieusart-Marquant and in turn the need for ongoing assistance would be made to determine if the requirements under Rule 8.17 as would normally apply would then be satisfied.

3. WAIVERS IN RESPECT OF NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS

We have applied for, and the Stock Exchange has granted to us, waivers in respect of certain non-exempt continuing connected transactions. Please see the section headed "Relationship With Our Controlling Shareholders — Connected Transactions — Waiver application for non-exempt continuing connected transactions" for further details.

4. WAIVER FROM STRICT COMPLIANCE WITH THE LISTING RULES AND EXEMPTION FROM THE HONG KONG COMPANIES ORDINANCE FOR THE INCLUSION OF CERTAIN INFORMATION IN THIS PROSPECTUS

Rule 4.04 of the Listing Rules requires that the accountants report of our Company to include our combined results in respect of each of the three financial years immediately preceding the issue of this prospectus.

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Under section 342(1)(b) of the Hong Kong Companies Ordinance, we are required to, among other things, state in this prospectus the matters specified in Part I of the Third Schedule to the Hong Kong Companies Ordinance and set forth in this prospectus the reports specified in Part II of the Third Schedule to the Hong Kong Companies Ordinance.

Paragraph 27 of the Third Schedule to the Hong Kong Companies Ordinance requires that a statement as to our gross trading income or sales turnover (as may be appropriate) during each of the three financial years immediately preceding the issue of this prospectus including an explanation of the method used for the computation of such income or turnover and a reasonable breakdown between the more important trading activities shall be included in this prospectus. Paragraph 31 of the Third Schedule to the Hong Kong Companies Ordinance requires this prospectus to include a report by our auditors with respect to our profits and losses and assets and liabilities in respect of each of the three financial years immediately preceding the issue of this prospectus.

Pursuant to section 342A(1) of the Hong Kong Companies Ordinance, where it is proposed to offer any shares in or debentures of a company incorporated outside Hong Kong (whether the company has or has not established a place of business in Hong Kong) to the public by a prospectus or class of prospectuses issued generally, the SFC may issue, on the request of the applicant, and subject to such conditions (if any) as the SFC thinks fit, a certificate of exemption from compliance with any or all of the requirements of section 342(1) of the Hong Kong Companies Ordinance if, having regard to the circumstances, the SFC considers that the exemption will not prejudice the interest of the investing public and compliance with any or all of those requirements,

- (a) would be irrelevant or unduly burdensome; or
- (b) is otherwise unnecessary or inappropriate.

We have applied to the Hong Kong Stock Exchange for a waiver from strict compliance with Rule 4.04(1) of the Listing Rules and to the Securities and Futures Commission for a certificate of exemption in relation to paragraphs 27 and 31 of the Third Schedule to the Hong Kong Companies Ordinance, on the ground that strict compliance with the relevant requirements would be unduly burdensome for us in that there would not have been sufficient time for us to have produced audited financial statements for the year ended 31 March 2010 prior to this Global Offering. In this connection, the Hong Kong Stock Exchange has granted us a waiver on the condition that the day of listing of and commencement of dealings in our shares on the Stock Exchange shall be on or before 30 June 2010, that is within three months following our financial year-end of 31 March 2010. The Listing Date is currently expected to be 7 May 2010. The Securities and Futures Commission has granted us a certificate of exemption from strict compliance with the relevant requirements on the condition that particulars of this exemption be set out in this prospectus.

Our Directors confirm that they have performed sufficient due diligence on our Company to ensure that, up to the date of this prospectus, there has been no material adverse change in our financial and trading positions or prospects since 31 December 2009 and there is no event since 31 December 2009 which would materially affect the information shown in the Accountants' Report set out in Appendix I and other sections of this Prospectus.

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Our Directors confirm that all material information necessary for the public to make an informed assessment of the Group's activities and financial position has been included in the prospectus, and that this waiver and exemption would not prejudice the investing public.

5. WAIVER IN RESPECT OF MANAGEMENT PRESENCE IN HONG KONG

According to Rule 8.12 of the Listing Rules, an issuer must have sufficient management presence in Hong Kong including that normally at least two of the issuer's executive directors must be ordinarily resident in Hong Kong. Currently, only one of our executive directors resides in Hong Kong. Our headquarters and manufacturing facilities are located outside of Hong Kong, and our products are sold in over 80 countries worldwide. Accordingly, we do not and, for the foreseeable future, will not have a significant management presence in Hong Kong.

However, Mr. André Hoffmann, our executive Director, and Mr. Peter Reed, our Chief Financial Officer, Asia-Pacific, are ordinarily resident in Hong Kong. Further, we have appointed Mr. André Hoffmann and Mr. Kenny Choy as the authorised representatives of the Company. Both Mr. Hoffmann and Mr. Choy reside in Hong Kong and will be readily contactable in Hong Kong by phone, facsimile and/or email to deal promptly with enquiries from the Stock Exchange. The Company intends to maintain regular communications with the Stock Exchange through such arrangements.

We have applied to the Hong Kong Stock Exchange for, and the Hong Kong Stock Exchange has granted us, a waiver from strict compliance with the requirements under Rule 8.12 of the Listing Rules subject to the following conditions:

- (a) our authorised representatives will act as the principal channel of communication with the Hong Kong Stock Exchange;
- (b) our authorised representatives should have means for contacting all Directors promptly at all times as and when the Hong Kong Stock Exchange wishes to contact the Directors on any matters;
- (c) each Director who is not ordinarily resident in Hong Kong possesses or can apply for valid travel documents to visit Hong Kong and can meet with the Hong Kong Stock Exchange within a reasonable period;
- (d) our compliance adviser will act as an additional channel of communication with the Hong Kong Stock Exchange; and
- (e) each Director will provide their respective mobile phone numbers, office phone numbers, e-mail addresses and fax numbers to the Hong Kong Stock Exchange.