
WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES AND THE COMPANIES ORDINANCE

MANAGEMENT PRESENCE IN HONG KONG

Pursuant to Rule 8.12 of the Listing Rules, an issuer must have sufficient management presence in Hong Kong and, in normal circumstances, at least two of the issuer's executive directors must ordinarily be resident in Hong Kong.

The center of our operations is currently located in China. We do not presently, and do not contemplate immediately after Listing that we will, have sufficient management presence in Hong Kong for the purposes of satisfying the requirements under Rule 8.12 of the Listing Rules. Therefore, we have applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements of Rule 8.12 of the Listing Rules and the following arrangements have been made for maintaining regular and effective communication with the Stock Exchange:

- (i) 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 Hong Kong Stock Exchange and ensure that we comply with the Listing Rules at all times. The two authorized representatives are Mr. Tian Shouliang (an executive Director) and Mr. Wong Yuk (our company secretary). Mr. Tian Shouliang holds a valid travel document to visit Hong Kong, and Mr. Wong Yuk is a Hong Kong resident. As such, each of the authorized representatives will be available to meet with the Stock Exchange within a reasonable time frame upon the request of the Stock Exchange and will be readily contactable by telephone, facsimile and email. Each of the authorized representatives is authorized to communicate on our behalf with the Stock Exchange.
- (ii) We will appoint Guotai Junan Capital Limited as our compliance advisor upon Listing pursuant to Rule 3A.19 of the Listing Rules for a period commencing on the Listing Date and ending on the date on which we comply with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the Listing Date, which will have access at all times to our authorized representatives, our Directors and our other senior management, and will act as the alternate channel of communication with the Stock Exchange when our authorized representatives are not available.
- (iii) Each of the authorized representatives has the means to contact our 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, we have implemented a policy whereby (a) each Director will provide his mobile phone number, office phone number, facsimile number and email address to the authorized representatives; (b) in the event that a Director expects to travel and be out of the office, he will provide the phone number of the place of his accommodation to the authorized representatives; and (c) all the Directors will provide their mobile phone numbers, office phone numbers, facsimile numbers and email addresses to the Stock Exchange.
- (iv) Meetings between the Stock Exchange and our Directors could be arranged through our authorized representatives or our compliance advisor, or directly with our Directors within a reasonable time frame. We will inform the Stock Exchange promptly in respect of any change in our authorized representatives and compliance advisor.

WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES AND THE COMPANIES ORDINANCE

- (v) In addition, our Directors who are not ordinarily resident in Hong Kong possess valid travel documents to visit Hong Kong and will be able to meet with the Stock Exchange within a reasonable period of time, if required.

CONNECTED TRANSACTIONS

The Company has applied to the Stock Exchange for a waiver from strict compliance with the relevant requirements of Chapter 14A of the Listing Rules for the non-exempted continuing connected transactions of our Company. Please refer to the section headed “Connected Transactions” in this prospectus for further details of such waivers.