
**WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES AND EXEMPTIONS
FROM STRICT COMPLIANCE WITH THE COMPANIES (WUMP) ORDINANCE**

In preparation of the Global Offering, the Company has sought the following waivers from strict compliance with the relevant provisions of the Listing Rules and/or the Companies (WUMP) Ordinance:

Relevant Rules	Subject Matter
1. 2.07C(4)(a)	Submission of announcements to the Stock Exchange and disclosure of inside information
2. 4.03	Qualifications of reporting accountants
3. 4.29	Pro forma financial information
4. Paragraph 32 of the Third Schedule to C(WUMP)O	Financial Information of Moolarben
5. 8.08(1)	Public float
6. 8.12	Management presence
7. 9.09(b)	Dealing in Shares by core connected persons during a listing application process
8. 10.04 and Paragraph 5(2) of Appendix 6	Restrictions on existing Shareholders to subscribe for Shares
9. 10.07(1)	Restriction on disposal of Shares by Controlling Shareholders
10. Chapter 14A	Non-exempt continuing connected transactions
11. 19.10(6)	Requirement to make relevant statutes or regulations available for inspection
12. Appendix 3	Certain Articles in the Company's Constitution

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1. WAIVER IN RELATION TO SUBMISSION OF ANNOUNCEMENTS TO THE STOCK EXCHANGE AND DISCLOSURE OF INSIDE INFORMATION

Rule 2.07C(4)(a) of the Listing Rules provides that announcements and notices must not be published on the Stock Exchange's website between 8:30 a.m. and 12:00 noon and between 12:30 p.m. and 4:30 p.m. on a normal business day in Hong Kong. The Company is listed on the ASX. Under the ASX Listing Rules, once an ASX-listed issuer is or becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price or value of the issuer's securities (the "**ASX Price Sensitive Information**"), the issuer must immediately (i.e. promptly and without delay) announce that information on the ASX. The ASX Price Sensitive Information will, in general, also be inside information under the Listing Rules. Announcements on the ASX can be submitted at any time, and are processed and released between 7:30 a.m. and 7:30 p.m. (8:30 p.m. during daylight saving time in the summer) (Sydney time) on each ASX trading day, with announcements submitted outside of such periods queued for release on the morning of the following trading day beginning at 7:30 a.m.. As the Company is required under the ASX Listing Rules to announce ASX Price Sensitive Information immediately, compliance with the ASX Listing Rules could require an announcement of inside information to be made by the Company outside the permitted periods for submitting announcements to the Stock Exchange under Rule 2.07C(4)(a) of the Listing Rules.

Accordingly, the Company has applied for, and the Stock Exchange has granted, a waiver of strict compliance with the requirements under Rule 2.07C(4)(a) of the Listing Rules such that the Company is allowed to submit to the Stock Exchange any announcement which is required to be made under the ASX Listing Rules between 8:30 a.m. and 4:30 p.m. on a normal business day in Hong Kong simultaneously with the submission to the ASX of the same announcement pursuant to the ASX Listing Rules, without any suspension of dealings or trading halt in the Company's securities.

The waiver has been granted subject to the following conditions:

- (a) The Company discloses in the prospectus the grant of the waiver setting out relevant details including a clear indication of the impact of the waiver on the Hong Kong investing public following any announcement made under the waiver, i.e. that one effect of the waiver for investors in Hong Kong is that trading in the Shares will continue even if the Company releases an announcement containing inside information during normal trading hours in Hong Kong, and as a result, investors in Hong Kong should consider whether any inside information has been released during trading hours in Hong Kong prior to making an investment decision regarding the Shares;
- (b) The Company informs the Stock Exchange in the first instance in the event of any material change being made to the ASX Listing Rules on disclosure of ASX Price Sensitive Information as such information may be of material relevance to an assessment of the ongoing appropriateness of the waiver. The Stock Exchange will evaluate the impact of any of these changes and indicate to the Company whether or not we intend to amend or revoke the waiver;
- (c) The Company will comply with the relevant provisions in the event of changes to the Hong Kong regulatory regime and the rules in relation to disclosure of inside information and electronic disclosure unless the Stock Exchange agrees to amend the waiver or grant a new waiver in the circumstances prevailing;

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- (d) The Company notifies, and at the same time, submits electronic copies of the English and Chinese version of announcements to the Stock Exchange at least 10 minutes in advance of the expected time of release; and
- (e) The waiver will not apply to announcements published in discharge of the disclosure obligations under the Listing Rules for notifiable and/or connected transactions.

2. WAIVER IN RELATION TO THE QUALIFICATIONS OF REPORTING ACCOUNTANTS

Rule 4.03 of the Listing Rules provides that all accountants' reports must normally be prepared by certified public accountants who are qualified under the Professional Accountants Ordinance ("PAO") for appointment as auditors of a company and who are independent both of the issuer and of any other company concerned to the same extent as that required of an auditor under the Companies Ordinance and in accordance with the requirements on independence issued by the Hong Kong Institute of Certified Public Accountants. Rule 4.05A of the Listing Rules provides that where a new applicant acquires any material subsidiary during the Track Record Period and such an acquisition if made by a listed issuer would have been classified at the date of application as a very substantial acquisition, it must disclose pre-acquisition financial information on that material subsidiary from the commencement of the Track Record Period to the date of acquisition. Pre-acquisition financial information on the material subsidiary must normally be drawn up in conformity with accounting policies adopted by the new applicant and be disclosed in the form of a note to the accountants' report or in a separate accountants' report.

The Company acquired C&A on 1 September 2017. The C&A Acquisition, if made by a listed issuer, would have constituted a very substantial acquisition (as defined by the Listing Rules). The C&A Acquisition constituted a very substantial acquisition of Yanzhou, a Controlling Shareholder of the Company. A circular to the shareholders of Yanzhou was issued on 2 June 2017 (the "**Yanzhou Circular**"). C&A was incorporated in Australia under the Australian Corporations Act. The accounting records of the C&A Group are maintained under the Australian equivalent of the International Financial Reporting Standards of the Australian Accounting Standards Board.

The Company has applied for, and the Stock Exchange has granted, a waiver from strict compliance with Rule 4.03 of the Listing Rules to permit the Company to appoint ShineWing Australia as the reporting accountants for the purpose of issuing the accountants' report of the C&A Group included in the prospectus on the following grounds and conditions:

- (a) ShineWing Australia was appointed as the reporting accountants for the purpose of issuing the accountants' report of the C&A Group included in the Yanzhou Circular, which included the historical financial information of the C&A Group for the three years ended 31 December 2016. In view of the foregoing, it would be more cost and time effective to engage ShineWing Australia to issue the accountants' report of the C&A Group in accordance with IFRS which will cover the three years ended 31 December 2017;
- (b) ShineWing Australia is a member firm of ShineWing International, an accounting practice with an international name and reputation;

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- (c) ShineWing Australia is registered under the applicable laws of Australia and is a member of the Chartered Accountants Australia and New Zealand, which is a member of the International Federation of Accountants (“**IFAC**”), a global organisation for the accountancy profession. ShineWing Australia is subject to the independent oversight of the Australian Securities and Investment Commission, a regulatory body of Australia which is a signatory to the IOSCO Multilateral Memorandum of Understanding Concerning Consultation and Cooperation and the Exchange of Information;
- (d) ShineWing Australia is independent from the Group and the C&A Group under the statements on independence issued by the IFAC; and
- (e) ShineWing Australia will be named as an expert in the prospectus and will be liable under Companies (WUMP) Ordinance in the same way as reporting accountants qualified under the PAO.

3. WAIVER IN RELATION TO PRO FORMA FINANCIAL INFORMATION

Rule 4.29(1) of the Listing Rules provides that, where an issuer includes pro forma financial information in any document, the pro forma financial information must provide investors with information about the impact of the transaction which is the subject of the document. Rule 4.29(6)(b) of the Listing Rules provides that any adjustments made in relation to any pro forma statement must be directly attributable to the transaction concerned and not relating to future events or decisions.

Given the significance of the C&A Acquisition, Warkworth Transaction and Glencore Transaction (together, the “**Pro Forma Transactions**”) to the Group, the prospectus includes a pro forma income statement for the financial year ended 31 December 2017 showing the pro forma results of operations of the Group had the Pro Forma Transactions been completed on 1 January 2017 and a pro forma income statement for the six months ended 30 June 2018 showing the effects of the Warkworth Transaction and the Glencore Transaction. However, the Pro Forma Transactions are not the subject of this prospectus.

The Company has applied for, and the Stock Exchange has granted, a waiver from strict compliance with Rule 4.29(1) of the Listing Rules to permit the inclusion of the C&A Pro Forma in the prospectus on the following grounds and conditions:

- (a) the Pro Forma Transactions are not the subject of the prospectus and the adjustments for the effects of Pro Forma Transactions made to the financial information set out in “*Appendix IIB – Unaudited Pro Forma Financial Information of the Enlarged Group*” are not directly attributable to the transaction concerned (i.e. the Global Offering), but for the reasons set out above, inclusion of the pro forma income statement showing the effect of Pro Forma Transactions in the prospectus would assist investors in analysing the future prospects of the Company; and
- (b) the reporting accountants will report on the Pro Forma Transactions in accordance with Rule 4.29(7) of the Listing Rules.

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4. FINANCIAL INFORMATION MOOLARBEN

Paragraph 32 of the Third Schedule to the Companies (WUMP) Ordinance provides that, if the proceeds of the issue of shares are applied in the purchase of any business, a separate accountants' report in relation to the business in respect of each of the three financial years immediately preceding the issue of the prospectus is required.

The Company has entered into an agreement with KORES, subject to satisfaction of certain conditions precedent, to acquire a 4% interest in Moolarben for a total consideration of A\$84 million, which the Company intends to fund using a portion of the expected proceeds from the Global Offering.

The Company has applied for a certificate of exemption pursuant to section 342A(1)(b) of the Companies (WUMP) Ordinance from strict compliance with the requirements of paragraph 32 of the Third schedule to the Companies (WUMP) Ordinance, in respect of the requirement to include a separate accountants report on the Moolarben JV on the following grounds:

- (a) the Company has consolidated 81% of the financial results of the Moolarben JV for each of the years ended 31 December 2015, 2016 and 2017 in its financial statements based on its current interest in the Moolarben JV. Therefore, the financial results of the Moolarben JV, insofar as the Company's 81% interest, have already been substantially disclosed in, among other sections, the "*Appendix IA – Accountants' Report of the Group*";
- (b) (i) the profit and loss information of the Moolarben JV in respect of the financial years ended 31 December 2015, 2016 and 2017 and the six months ended 30 June 2018 and (ii) the assets and liabilities information of the Moolarben JV as at the last date to which the financial statements of the business were prepared are disclosed in note 45 to "*Appendix IA – Accountants' Report of the Group*";
- (c) (i) the 81% of the financial results of the Moolarben JV pursuant to the Company's existing interest in the Moolarben JV and (ii) the income statement and balance sheet of the Moolarben JV will, when taken together, provide the investors with sufficient disclosure on the financial information of the Moolarben JV;
- (d) strict compliance with paragraph 32 of the Third Schedule to C(WUMP)O would be unduly burdensome given the time and cost involved in preparing a separate accountants' report. The Reporting Accountants has estimated and that it would take approximately one month for such accountants' report to be prepared. In addition, the Company is not otherwise required under the applicable accounting standards, the listing rules of the ASX (on which it has been listed since 2012) or the applicable laws of Australia (in which it was incorporated) to prepare a separate accountants' report on Moolarben; and

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- (e) (i) financial information in relation to the Company's 81% interest in the Moolarben JV and (ii) the income statement and balance sheet of the Moolarben JV have already been disclosed in the "*Appendix IA – Accountants' Report of the Group*". Accordingly, the Directors consider that the exemption from the requirement to include a separate accountants' report on the Moolarben JV would not prejudice the interests of the investing public.

The SFC has granted a certificate of exemption from strict compliance with paragraph 32 of the Third Schedule to C(WUMP)O on the conditions that (a) the particulars of the exemption be set forth in this prospectus and (b) this prospectus be issued on or before 26 November 2018.

5. WAIVER IN RELATION TO THE PUBLIC FLOAT REQUIREMENTS

Rule 8.08(1) of the Listing Rules requires that there must be an open market in the securities for which listing is sought and that a sufficient public float of an issuer's listed securities must be maintained.

The Company has applied to the Stock Exchange, and the Stock Exchange has granted us, a waiver under Rule 8.08(1)(d) that the minimum public float requirement under Rule 8.08(1)(a) be reduced subject to the following:

- (i) the minimum public float shall be the higher of (a) 15.05%; and (b) such percentage immediately after completion of the Global Offering and exercise of the Over-allotment Option;
- (ii) the Company's market capitalisation at the time of listing is over HK\$10 billion;
- (iii) appropriate disclosure of the lower prescribed percentage of public float be made in this prospectus together with a confirmation of sufficiency of public float in its successive annual reports after the listing;
- (iv) there will be an open market in the Shares, and the number of Shares and the extent of their distribution would enable the market to operate properly; and
- (v) the Company will implement appropriate measures and mechanisms to ensure continual maintenance of the minimum percentage of public float.

6. WAIVER IN RELATION TO MANAGEMENT PRESENCE IN HONG KONG

Pursuant to Rule 8.12 of the Listing Rules, the Company must have sufficient management presence in Hong Kong. This normally means that at least two of the Executive Directors must be ordinarily resident in Hong Kong.

The Group is an Australian-based coal producer which currently operates and manages mines in New South Wales, Queensland and Western Australia. The Group is registered in, headquartered in, and has its principal place of business in Australia. The Executive Director and the senior management team who are responsible for the management of the Group's operations are based in Australia or the PRC. Accordingly, the 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 Rule 8.12 of the Listing Rules.

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The Company has applied for, and the Stock Exchange has granted, a waiver from strict compliance with the requirement for management presence in Hong Kong under Rule 8.12 of the Listing Rules, subject to the Company adopting the following arrangements to maintain regular communications with the Stock Exchange:

- (a) the Company has appointed Mr. Baocai ZHANG and Ms. Laura Ling ZHANG as its authorised representatives for the purpose of Rule 3.05 of the Listing Rules, who will act as the Company's principal channel of communication with the Stock Exchange. As and when the Stock Exchange wishes to contact the Directors on any matters, each of these authorised representatives will have the means to contact all of the Directors promptly at all times;
- (b) the Company has provided the Stock Exchange with the contact details of each Director (including their respective mobile phone number, office phone number, fax number and e-mail address) to facilitate communication with the Stock Exchange;
- (c) each Director who is not ordinarily resident in Hong Kong possesses or is able to apply for valid travel documents to visit Hong Kong and is able to meet with the Stock Exchange within a reasonable period; and
- (d) the Company has appointed Somerley Capital Limited as its compliance adviser in compliance with Rule 3A.19 of the Listing Rules, who will act as an additional channel of communication with the Stock Exchange.

7. WAIVER IN RELATION TO DEALING IN SECURITIES BY CORE CONNECTED PERSON DURING A LISTING APPLICATION PROCESS

Rule 9.09(b) of the Listing Rules provides that in the case of a new applicant, there must be no dealing in the securities for which listing is sought by any core connected person of the issuer from 4 clear business days before the expected hearing date until listing is granted.

Under the JPS, a common waiver from strict compliance with Rule 9.09(b) of the Listing Rules in respect of dealing in securities by core connected persons for the period from four clear business days before the expected hearing date until listing is granted (the "**Restricted Period**") is subject to the following conditions:

- (a) the core connected person(s):
 - (i) have no influence over the Global Offering process;
 - (ii) are not in possession of non-public inside information; and
 - (iii) can conduct dealings in the issuer's securities on markets outside the Stock Exchange that cannot be controlled by the issuer (e.g. a public investor who may become a substantial shareholder before the issuer lists on the Stock Exchange or connected persons at the subsidiary level);
- (b) the issuer promptly releases any inside information to the public in its overseas jurisdiction(s) in accordance with the relevant laws and regulations; and
- (c) the issuer notifies the Stock Exchange of breaches of the dealing restriction by any of its connected persons during the Restricted Period.

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On the grounds and subject to the conditions set out below, the Company has applied for, and the Stock Exchange has granted, such common waiver in respect of any dealing by core connected persons (excluding (i) Yankuang, Yanzhou, Cinda and their associates and (ii) the directors and the chief executive of the Company and its subsidiaries and their associates):

- (a) as the Shares are publicly traded on the ASX, the Company and its management are not in a position to control dealings in the Shares by any other person (whether or not an existing Shareholder) or their associates who may, as a result of such dealing, become a substantial shareholder of the Company (within the meaning of the Listing Rules) and who are currently not and will not after the Listing become directors or members of senior management of the Company or any of its subsidiaries (the “**new potential substantial shareholders**”);
- (b) the new potential substantial shareholders shall have no influence over the Global Offering and are not in possession of any non-public inside information;
- (c) the Company and its management do not have control over the investment decisions of the new potential substantial shareholder and its close associates;
- (d) the Company will promptly release any inside information to the public on the ASX in accordance with the ASX Listing Rules and the relevant Australian laws and regulations;
- (e) none of (i) Yankuang, Yanzhou, Cinda and their associates; and (ii) the Directors and the chief executive of the Company and its subsidiaries and their associates will deal in the Shares during the Restricted Period; and
- (f) the Company will notify the Stock Exchange if it has come to its knowledge that there are any dealings or suspected dealings in the Shares by any of its core connected persons during the Restricted Period.

8. WAIVER IN RELATION TO THE RESTRICTIONS ON EXISTING SHAREHOLDERS TO SUBSCRIBE FOR SHARES

Rule 10.04 of the Listing Rules provides that a person who is an existing shareholder of the issuer may only subscribe for or purchase any securities for which listing is sought which are being marketed by or on behalf of a new applicant either in his or its own name or through nominees if the conditions in Rules 10.03(1) and (2) are fulfilled. Paragraph 5(2) of Appendix 6 to the Listing Rules provides that no allocations will be permitted, without the prior written consent of the Stock Exchange, to directors or existing shareholders of the applicant or their close associates unless the conditions set out in Rules 10.03 and 10.04 are fulfilled.

Under the JPS, a common waiver from strict compliance with Rule 10.04 and Paragraph 5(2) of Appendix 6 of the Listing Rules in respect of the restriction on existing shareholders to subscribe for or purchase securities for which listing is sought is subject to the following conditions that the existing shareholders are public investors who:

- (a) are not the issuer’s connected persons; and

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- (b) have no influence over the offering process and will be treated the same as other placees.

The Company has applied for, and the Stock Exchange has granted, such common waiver from strict compliance with the requirements of Rule 10.04 and Paragraph 5(2) of Appendix 6 of the Listing Rules in respect of the restriction on the existing Shareholders (excluding core connected persons of the Company and their close associates) (the “**Non-connected Existing Shareholders**”) to subscribe for or purchase Shares in the Global Offering and for existing Shareholders to exercise their right to take up their pro rata entitlement as existing Shareholders under the Australian Entitlement Offer on the following grounds and conditions:

- (a) the Company is listed on the ASX and its Shares are publicly traded. The Non-connected Existing Shareholders are public investors in the Company;
- (b) the Non-connected Existing Shareholders do not have the power to appoint directors or any other special rights;
- (c) the Non-connected Existing Shareholders have no influence over the offering process and will be treated the same as other placees in the Global Offering;
- (d) any allocation of Shares to the Non-connected Existing Shareholders and/or their close associates will not affect the Company’s ability to satisfy the minimum public float requirement (as described in “– *Waiver in Relation to the Public Float Requirements*” above);
- (e) each of the Company, the Joint Global Coordinators and the Sponsors confirms to the Stock Exchange in writing that, based on their discussions with and confirmations from the Company and other Joint Global Coordinators, no preferential treatment has been, nor will be, given to the Non-connected Existing Shareholders and/or their close associates as a placee in the International Offering by virtue of their relationship with the Company;
- (f) the relevant information in respect of any allocation to Non-connected Existing Shareholders and/or their close associates will be disclosed in the allotment results announcement to be published by the Company; and
- (g) the connected persons of the Company will not subscribe for Shares in the Global Offering.

9. WAIVER IN RELATION TO THE RESTRICTION ON DISPOSAL OF SHARES BY CONTROLLING SHAREHOLDERS AFTER A NEW LISTING

Rule 10.07(1) of the Listing Rules provides that a person or group of persons shown by the listing document issued at the time of the issuer’s application for listing to be controlling shareholders of the issuer shall not and shall procure that the relevant registered holder(s) shall not:

- (a) in the period commencing on the date by reference to which disclosure of the shareholding of the controlling shareholders is made in the listing document and ending on the date which is 6 months from the date on which dealings in

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the securities of a new applicant commence on the Stock Exchange (the “**First Six Month Period**”), dispose of, nor enter into any agreement to dispose of or otherwise create any options, rights, interests or encumbrances in respect of, any of those securities (the “**Securities**”) of the issuer in respect of which he is or they are shown by that listing document to be the beneficial owner(s); or

- (b) in the period of 6 months commencing on the date on which the First Six Month Period expires, dispose of, nor enter into any agreement to dispose of or otherwise create any options, rights, interest or encumbrances in respect of, any of the Securities if, immediately following such disposal or upon the exercise or enforcement of such options, rights, interests or encumbrances, that person or group of persons would cease to be a controlling shareholder.

Under Australian law, a person has a relevant interest in a share if they (i) are the registered holder of the share, or (ii) have the power to control voting of the share or (iii) have the power to control disposal of the share. If the Controlling Shareholders give lock up undertakings in favour of the Stock Exchange, this will result in the Stock Exchange acquiring a “relevant interest” in 65.45% of the Shares.

Under Australian takeovers law, a person cannot acquire a relevant interest above 20% unless they fall within one of the permitted gateways (exceptions) or unless relief is provided by ASIC. Accordingly, the Company has sought and ASIC has granted relief to the Stock Exchange from the acquisition of a relevant interest in the Shares subject to the inclusion of the carve outs in paragraphs (a) and (b) below to be included in the lock up undertakings to be given by the Controlling Shareholders, on the basis that the relief is consistent with ASIC’s existing policy as it applies to the ASX.

The Company has applied for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements of Rule 10.07(1) of the Listing Rules in respect of the restriction on disposal of Shares by the Controlling Shareholders to allow the Controlling Shareholder:

- (a) to accept a takeover bid that has been made for 100% (or some lesser percentage, in the event of a proportional takeover bid) of the Shares in the Company and in circumstances where at least 50% of the Shares held by non-locked up Shareholders that are the subject of the takeover bid have also accepted that takeover bid, provided that if the takeover bid is a conditional takeover bid and does not become unconditional, then the Shares which had been accepted into the takeover bid will not be released from the restrictions and undertakings referred to above; or
- (b) to have the Controlling Shareholders’ Shares in the Company acquired by a bidder following a scheme of arrangement in relation to the Company.

10. WAIVER IN RELATION TO NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS

Certain members of the Group have entered into certain transactions which will constitute non-exempt continuing connected transactions of the Company under the Listing Rules following the Listing. The Company has applied for, and the Stock Exchange has granted, a waiver from strict compliance with the announcement and independent shareholders’ approval requirements in relation to the non-exempt

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continuing connected transactions under Chapter 14A of the Listing Rules. See “*Connected Transactions – Waiver Application for Non-exempt Continuing Connected Transactions*”.

11. WAIVER IN RELATION TO THE REQUIREMENT TO MAKE RELEVANT STATUTES OR REGULATIONS AVAILABLE FOR INSPECTION

Rule 19.10(6) of the Listing Rules provides that an overseas issuer must offer for inspection a copy of any statutes or regulations which are relevant to the summary of the regulatory provisions of the jurisdiction in which the overseas issuer is incorporated. In the case of the Company, these include the Australia Corporations Act, ASX Listing Rules, ASX Settlement Operating Rules and the Australia Foreign Acquisitions and Takeovers Act. These copies of legislation are lengthy and it would be difficult to deliver copies to Hong Kong in physical format. In addition, these copies of legislation can be readily accessed via the internet. For further details about how to access these copies of legislation via the internet, please see “*Appendix VIII – Documents Delivered to the Registrar of Companies and Available for Inspection*”. The Company has applied for, and the Stock Exchange has granted, a waiver from strict compliance with Rule 19.10(6) of the Listing Rules.

12. WAIVERS IN RELATION TO CERTAIN ARTICLES IN THE COMPANY’S CONSTITUTION

The Company has applied for, and the Stock Exchange has granted, waivers from strict compliance of the Constitution with certain paragraphs of Appendix 3 of the Listing Rules, (see “*Appendix V – Summary of the Constitution of the Company and the Australia Corporations Act*” for further details), on the basis that:

- (i) the Company would be subject to the Australian laws and other relevant applicable rules and regulations;
- (ii) the differences from the requirements of Appendix 3 to the Listing Rules are not considered material from the perspective of shareholders protection; and
- (iii) relevant Australian laws and regulations and the Constitution are disclosed in this prospectus.