
WAIVERS AND CONSENTS FROM STRICT COMPLIANCE WITH THE HONG KONG LISTING RULES

In preparation for the Global Offering, the Company has applied for the waivers and consents from strict compliance with the relevant provisions of the Listing Rules.

WAIVER IN RELATION TO MANAGEMENT PRESENCE IN HONG KONG

Pursuant to Rules 8.12 and 19A.15 of the Listing Rules, we must have sufficient management presence in Hong Kong. This normally means that at least two of our executive Directors must be ordinarily resident in Hong Kong.

Since most of the business operations of our Company and our subsidiaries are managed and conducted in the PRC, U.S. or EU, and most of our executive Directors ordinarily reside in the PRC, we do not and, for the foreseeable future, will not contemplate that we will have sufficient management presence in Hong Kong for the purpose of satisfying the requirements under Rules 8.12 and 19A.15 of the Listing Rules.

Accordingly, we have applied to the Stock Exchange for, and the Stock Exchange has granted us, a waiver from strict compliance with the requirements under Rules 8.12 and 19A.15 of the Listing Rules, subject to the following conditions. In order to maintain effective communication with the Stock Exchange, we will put in place the following measures between us and the Stock Exchange:

1. We have appointed Mr. Bu and Ms. Chan Sze Ting as our authorized representatives (the “**Authorized Representatives**”) pursuant to Rules 3.05 and 19A.07 of the Listing Rules. The Authorized Representatives will act as our Company’s principal channel of communication with the Stock Exchange. The Authorized Representatives will be readily contactable by phone, facsimile and email to promptly deal with enquiries from the Stock Exchange, and will also be available to meet with the Stock Exchange to discuss any matter within a reasonable period of time upon request of the Stock Exchange;
2. When the Stock Exchange wishes to contact the Directors on any matter, each of the Authorized Representatives will have all necessary means to contact all of our Directors (including our independent non-executive Directors) and senior management team promptly at all times. Our Company will also inform the Stock Exchange promptly in respect of any changes in the Authorized Representatives. We have provided the Stock Exchange with the contact details (i.e. mobile phone number, office phone number, fax number and email address) of all Directors to facilitate communication with the Stock Exchange;
3. All Directors who do not ordinarily reside in Hong Kong possess or can apply for valid travel documents to visit Hong Kong and can meet with the Stock Exchange within a reasonable period;
4. We have appointed Somerley Capital Limited as our compliance advisor (the “**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. The Compliance Advisor will have access at all times to our Authorized Representatives, the Directors and other senior management and act as the additional channel of communication with the Stock Exchange when the Authorized Representatives are not available; and

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5. We have provided the Stock Exchange with the names, mobile phone numbers, office phone numbers, fax numbers and email addresses of at least two of the Compliance Advisor's officers who will act as the Compliance Advisor's contact persons between the Stock Exchange and the Company pursuant to Rule 19A.06(4) of the Listing Rules.

Pursuant to Rule 19A.05(2) of the Listing Rules, we shall ensure that the Compliance Advisor will have access at all times to our Authorized Representatives, our Directors and other officers. We shall also ensure that such persons will timely provide such information and assistance as the Compliance Advisor may need or may reasonably request in connection with the performance of the Compliance Advisor's duties as set forth in Chapter 3A and Rule 19A.06 of the Listing Rules. We shall ensure that there are adequate and efficient means of communication among our Company, our Authorized Representative, our Directors, and other officers and the Compliance Advisor, and will keep the Compliance Advisor fully informed of all communications and dealings between us and the Stock Exchange.

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 his/her academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of the company secretary. Note 1 to Rule 3.28 of the Listing Rules further provides that the Stock Exchange considers the following academic or professional qualifications to be acceptable:

- (a) a member of The Hong Kong Institute of Chartered Secretaries;
- (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 assessing the "relevant experience," the Stock Exchange will consider the individual's:

- (i) length of employment with the issuer and other issuers and the roles he/she played;
- (ii) familiarity with the Listing Rules and other relevant laws and regulations including the SFO, the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance and the Takeovers Code;
- (iii) relevant training taken and/or to be taken in addition to the minimum requirement under Rule 3.29 of the Listing Rules; and
- (iv) professional qualifications in other jurisdictions.

Our Company has appointed Mr. Bu as one of the joint company secretaries. He has extensive experience in board and corporate management matters but presently does not possess any of the qualifications under Rules 3.28 and 8.17 of the Listing Rules, and may not be able to solely fulfill the requirements of the Listing Rules. Therefore, we have appointed Ms. Chan Sze Ting ("**Ms. Chan**"), an Associate of The Hong Kong Institute of Chartered Secretaries, who fully meets the requirements stipulated under Rules 3.28 and 8.17 of the Listing Rules to act as the other joint company secretary

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and to provide assistance to Mr. Bu for an initial period of three years from the Listing Date to enable Mr. Bu to acquire the “relevant experience” under Note 2 to Rule 3.28 of the Listing Rules so as to fully comply with the requirements set forth under Rules 3.28 and 8.17 of the Listing Rules.

Ms. Chan will work closely with Mr. Bu to jointly discharge the duties and responsibilities as company secretary and assist Mr. Bu to acquire the relevant experience as required under Rules 3.28 and 8.17 of the Listing Rules. Mr. Bu will also be assisted by (a) the Compliance Advisor of the Company for the first full financial year from the Listing Date, particularly in relation to Hong Kong corporate governance practices and compliance issues; and (b) the Hong Kong legal advisors of the Company, on matters concerning the Company’s ongoing compliance with the Listing Rules and the applicable laws and regulations. In addition, Mr. Bu will endeavor to attend relevant trainings and familiarize himself with the Listing Rules and duties required for a company secretary of a PRC issuer listed on the Stock Exchange.

We have applied to the Stock Exchange for, and the Stock Exchange has granted us, a waiver from strict compliance with the requirements of Rules 3.28 and 8.17 of the Listing Rules. The waiver is valid for an initial period of three years from the Listing Date, and is granted on the condition that we engage Ms. Chan, who possesses all the requisite qualifications required under Note 1 to Rule 3.28 of the Listing Rules, to assist Mr. Bu in discharging his duties as a joint company secretary and in gaining the “relevant experience” as required under Note 2 to Rule 3.28 of the Listing Rules.

Before the expiration of the initial three-year period, the qualifications of Mr. Bu will be re-evaluated to determine whether the requirements as stipulated in Rules 3.28 and 8.17 of the Listing Rules can be satisfied and whether the need for ongoing assistance will continue. In the event Mr. Bu fulfills all the requirements stipulated at the end of the initial three-year period, the above joint company secretary arrangement would no longer be necessary for our Company.

WAIVER FROM STRICT COMPLIANCE WITH RULE 10.04 OF THE LISTING RULES AND CONSENT UNDER PARAGRAPH 5(2) OF APPENDIX 6 TO THE LISTING RULES IN RELATION TO ALLOCATION TO EXISTING MINORITY SHAREHOLDERS AND/OR THEIR CLOSE ASSOCIATES

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 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.

The conditions in Rules 10.03(1) and (2) of the Listing Rules are as follows: (i) no securities are offering to the existing shareholders on a preferential basis and no preferential treatment is given to them in the allocation of the securities; and (ii) the minimum prescribed percentage of public shareholders required by Rule 8.08(1) of the Listing Rules is achieved.

Paragraph 5(2) of Appendix 6 to the Listing Rules provides that, without the prior written consent of the Stock Exchange, no allocation will be permitted to be made to directors or existing shareholders of the applicant or their close associates, whether in their own names or through nominees unless the conditions set out in Rules 10.03 and 10.04 are fulfilled.

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We have applied to the Stock Exchange for, and the Stock Exchange has granted us, a waiver from strict compliance with the requirements of Rule 10.04 of the Listing Rules and its consent under Paragraph 5(2) of Appendix 6 to the Listing Rules to permit the Company to allocate H Shares in the International Offering to existing minority holders of A Shares of the Company who are not core connected persons of the Company and/or their close associates (collectively, the “**Independent Existing Minority Shareholders**”) subject to the following conditions:

- (a) each of the Independent Existing Minority Shareholders must hold not more than 5% of the Company’s voting rights immediately prior to the completion of the Global Offering;
- (b) none of the Independent Existing Minority Shareholders is or will be a core connected person of the Company or a close associate of a core connected person of the Company immediately prior to or following the Global Offering;
- (c) such Independent Existing Minority Shareholders have no power to appoint directors of the Company and have no other special rights;
- (d) allocation to such Independent Existing Minority Shareholders shall not affect the Company’s ability to satisfy the public float requirement under Rule 8.08 of the Listing Rules;
- (e) in the case of participation as a cornerstone investor, the Company shall confirm to the Stock Exchange in writing that no preferential treatment has been, nor will be, given to the Independent Existing Minority Shareholders by virtue of their relationship with the Company other than the preferential treatment of assured entitlement under a cornerstone investment following the principles set out in Guidance Letter HKEX-GL51-13 (“**GL51-13**”), that the Independent Existing Minority Shareholders’ cornerstone investment agreements do not contain any material terms which are more favorable to the Independent Existing Minority Shareholders than those in other cornerstone investment agreements, and details of the allocation will be disclosed in this prospectus and the allotment results announcement of the Company;
- (f) in the case of participation as a placee, the Company shall confirm to the Stock Exchange in writing that no preferential treatment has been, nor will be, given to the Independent Existing Minority Shareholders by virtue of their relationship with the Company in any allocation in the placing tranche, and details of the allocation will be disclosed in the allotment results announcement of the Company and this prospectus;
- (g) in the case of participation as a placee, the Joint Bookrunners shall confirm to the Stock Exchange in writing that to the best of their knowledge and belief, no preferential treatment has been, nor will be, given to the Independent Existing Minority Shareholders by virtue of their relationship with the Company in any allocation in the placing tranche; and
- (h) the Joint Sponsors shall confirm to the Stock Exchange in writing that based on (i) their discussions with the Company and the Joint Bookrunners; and (ii) the confirmations provided to the Stock Exchange by the Company and the Joint Bookrunners mentioned above, and to the best of their knowledge and belief, they have no reason to believe that the Independent Existing Minority Shareholders received any preferential treatment in the

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allocation either as cornerstone investors or as placees by virtue of their relationship with the Company other than the preferential treatment of assured entitlement under a cornerstone investment following the principles set out in GL51-13.