

A. SUMMARY OF WAIVERS

In the preparation for the dual primary listing of the Company on the Stock Exchange, the Group has sought certain waivers from strict compliance with certain provisions of the Listing Rules. Set out below is a summary of waivers sought and granted by the Stock Exchange.

<u>Relevant Listing Rules provision</u>	<u>Subject matter</u>
Rule 8.12	Sufficient management presence
Rule 3.28 and 8.17	Qualification of joint company secretaries
Rule 9.09	Dealings in securities by core connected persons during a listing application process
Rule 10.04 and paragraph 5(2) of Appendix 6	Allocation of Placing Shares to existing Shareholders and their close associates
Chapter 14A	Continuing connected transactions

1. Sufficient management presence in Hong Kong (Rule 8.12)

Rule 8.12 of the Listing Rules requires that a new applicant applying for a primary listing on the Stock Exchange must have a sufficient management presence in Hong Kong, which normally means that at least two of its executive directors must be ordinarily resident in Hong Kong. As the principal business operations, offices and production facilities of the Group are predominantly located, managed and conducted in Singapore and the PRC, the executive Directors and majority of senior management are and will continue to be based in Singapore and the PRC.

As at the Latest Practicable Date, the executive Directors and majority of senior management are not Hong Kong resident or based in Hong Kong. The Group considers that it would be very difficult and unduly burdensome for the Group to relocate any of the executive Directors to Hong Kong and that the appointment of any additional executive Director who is ordinarily resident in Hong Kong will not be beneficial to the Group. Hence, the Directors consider it may not be practicable or in the best interest of the Company nor the Shareholders as a whole to appoint two executive Directors who are ordinarily

resident in Hong Kong for the purpose of satisfying the requirements of Rule 8.12 of the Listing Rules.

The Company has 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 on the following conditions:

- (a) the Group has appointed two authorised representatives (the “Authorised Representatives”) pursuant to Rule 3.05 of the Listing Rules. The Authorised Representatives will act as the Group’s principal communication channel with the Stock Exchange. The Company has appointed (i) Mr. Teo, the executive Director and (ii) Ms. Gn Jong Yuh Gwendolyn (“Ms. Gn”), the joint company secretary of the Company as the Authorised Representatives. Both Mr. Teo and Ms. Gn hold the necessary travel permits to enter Hong Kong. Each of the Authorised Representatives will be available to meet with any officers of the Stock Exchange in Hong Kong within a reasonable period of time and will be readily contactable by telephone, facsimile or e-mail. Each of the Authorised Representatives is duly authorised to communicate on behalf of the Company with the Stock Exchange;
- (b) all of the executive Directors and independent non-executive Directors who are not ordinarily resident in Hong Kong have confirmed that they are holders of valid travel documents which allow them to visit Hong Kong and that they will also be able to meet with the officers of the Stock Exchange within a reasonable period of time;
- (c) Shenwan Hongyuan Capital (H.K.) Limited stepped down as the compliance adviser of the Company after the declaration of financial results of its first full financial year commencing after the Group have been listed on the Main Board of the Stock Exchange since 12 January 2017 (the “Listing Date”). The Company considers that the management was equipped with the necessary skills and knowledge to face the potential issues regarding the compliance with all relevant rules and regulations in future. As such, the Company contemplates that it is not required to seek advice from compliance adviser.
- (d) each of the Authorised Representatives has the means to contact all members of the Board (including the independent non-executive Directors) promptly at all times as and when the Stock Exchange wishes to contact the Directors on any matters or to arrange meetings upon reasonable prior notice being given;

- (e) to enhance the communication between the Stock Exchange, the Authorised Representatives and the Directors, the Group will implement a policy whereby (i) each Director is required to provide his office phone number, mobile phone numbers, fax numbers and e-mail addresses to the Authorised Representatives and his respective alternate; (ii) each Director will endeavour to provide valid phone numbers or other means of communication of the place of his accommodation to the Authorised Representatives and his respective alternate prior to travelling outside; and (iii) each Director shall provide his mobile phone number, office phone numbers, fax numbers and e-mail addresses to the Stock Exchange; and
- (f) the Company shall inform the Stock Exchange promptly in the event of any changes to the Authorised Representatives in accordance with the Listing Rules.

2. Qualification of joint company secretaries (Rules 3.28 and 8.17)

Rule 8.17 of the Listing Rules provides that the issuer must appoint a company secretary who satisfies the requirements under Rule 3.28 of the Listing Rules.

According to Rule 3.28 of the Listing Rules, the secretary of the issuer must be a person 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 company secretary.

Note 1 to Rule 3.28 of the Listing Rules provides that the Stock Exchange considers that the following academic or professional qualifications to be acceptable: (i) a member of The Hong Kong Institute of Chartered Secretaries; (ii) a solicitor or barrister (as defined in the Legal Practitioners Ordinance); and (iii) a certified public accountant (as defined in the Professional Accountants Ordinance).

Note 2 to Rule 3.28 of the Listing Rules provides that in assessing “relevant experience”, the Stock Exchange will consider the individual’s (i) length of employment with the issuer and other listed companies and the roles he/she played, (ii) familiarity with the Listing Rules and other relevant law and regulations including the SFO, the Companies (WUMP) Ordinance and the Takeovers Code, (iii) relevant training taken and/or to be taken in addition to the minimum requirement of taking not less than fifteen (15) hours of relevant professional training in each financial year under Rule 3.29 of the Listing Rules, and (iv) professional qualifications in other jurisdictions.

Having considered the rationale of Rules 3.28 and 8.17 of the Listing Rules, the Directors acknowledge the important role of the company secretary in the corporate governance of a listed issuer, particularly in assisting the listed issuer as well as its directors in complying with the Listing Rules and other relevant laws and regulations.

Ms. Gn has been appointed as the company secretary of the Company since 5 February 2007. She is currently a partner of Shook Lin & Bok LLP and specialises in the areas of corporate finance, capital markets, corporate and commercial law, as well as mergers and acquisitions. She has been responsible for the Company's compliance with all relevant statutory and regulatory requirements in Singapore since her appointment. Ms. Gn joined Shook Lin & Bok LLP in October 2006 and has been active in acting for both listed and unlisted corporations in regional mergers and acquisitions, takeovers and reverse takeovers. She also regularly advises clients and financial institutions on corporate governance, regulatory and corporate compliance issues. Ms. Gn was admitted as an Advocate & Solicitor, Singapore in April 1995 and obtained an LLB (Hons) from the National University of Singapore in July 1994.

The Board acknowledged that, as of 11 January 2017, Ms. Gn does not possess the academic or professional qualifications as set out in Note 1 to Rule 3.28 of the Listing Rules. Nevertheless, the Directors believe that Ms. Gn, by virtue of the length of acting as a company secretary of the Company and her experience in capital markets and international corporate finance practice and serving as company secretary of SGX-ST listed companies and as a joint company secretary of Blue Sky Power Holdings Limited from August 2009 to August 2014, coupled with the implementation of the following arrangements by the Company, should be able to discharge her function as a company secretary of the Company and would satisfy the requirements of Rules 3.28 and 8.17 of the Listing Rules in relation to company secretary:

1. The Company has appointed Mr. Tang Chi Chiu ("Mr. Tang"), who is a member (CPA (practising)) of the Hong Kong Institute of Certified Public Accountants and meets the requirements under Note 1 to Rule 3.28 of the Listing Rules, as a joint company secretary to work closely with Ms. Gn in the discharge of her duties as a company secretary for an initial period of three years commencing from the Listing Date. As part of the proposed arrangement, Mr. Tang will familiarise himself with the affairs of the Company and will communicate regularly with Ms. Gn on matters relating to corporate governance, the Listing Rules as well as the applicable laws and regulations and other affairs of the Company;

2. With effect from 16 December 2018, in replacement of Mr. Tang, Ms. Lucy Cheng (“Ms. Cheng”) has been appointed as one of the joint company secretaries. For the period from 16 December 2018 till the end of the expiry of the three-year period after the Listing Date, Ms. Cheng worked closely with Ms. Gn in the discharge of her duties as a company secretary. The Stock Exchange has granted a waiver to the Company from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules for the remaining period of the waiver previously granted in relation to the eligibility of Ms. Gn to act as a joint company secretary.
3. During the three-year period after the Listing Date, Ms. Gn has endeavoured her best efforts to attend relevant training courses to keep herself abreast with the applicable Hong Kong laws and regulations (including the Listing Rules) organised by accredited organisations and seminars organised by the Stock Exchange for listed issuers from time to time, in addition to the minimum requirement under Rule 3.29 of the Listing Rules; and
4. Upon expiry of the three-year period commencing from the Listing Date, a further evaluation of the qualifications and experience of Ms. Gn and the need for on-going assistance would be made.

Accordingly, the Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements under Rule 3.28 and 8.17 of the Listing Rules. This waiver is valid for a period of three years from the Listing Date. Upon expiry of the waiver period, the Company has obtained approval from the Stock Exchange, Ms. Gn is qualified to act as the company secretary under Rule 3.28, no further waiver is required thereon.

3. Dealing in securities by core connected persons during a listing application process (Rule 9.09)

Rule 9.09 of the Listing Rules provides that there must be no dealing in the securities for which listing is sought by any core connected person of the issuer from four clear Business Days before the expected hearing date until listing is granted (the “Relevant Period”). The Company, being a company whose Shares are widely held, publicly traded and listed on the SGX-ST, is not in a position to control the investment decisions of the Shareholders (other than Mr. Teo, Mrs. Teo, Assetraise and Mr. Kong or their respective close associates) or the investing public in Singapore. To the best knowledge of the Directors after making all reasonable enquiries, other than the Controlling Shareholders, there is no Shareholder who held more than 10% of the total issued share capital of the Company as at the Latest Practicable Date. Further, other than Mr. Teo and Mr. Kong, none of the Directors is interested directly or indirectly in any Shares at the Latest Practicable Date.

The Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements of Rule 9.09 of the Listing Rules subject to the following conditions:

- (a) the core connected person(s), other than those who are Directors:
 - (i) shall have no influence over the listing process; and
 - (ii) are not in possession of any non-public inside information;
- (b) the Group shall promptly release any inside information to the public in accordance with the relevant laws and regulations in Singapore and Hong Kong;
- (c) the Group shall procure that none of the Controlling Shareholders and the Directors and any of their respective close associates deals in the Shares during the Relevant Period;
- (d) the Group will notify the Stock Exchange if there is any dealing or suspected dealing in the Shares by any of the core connected persons during the Relevant Period;
- (e) for any person (other than the Controlling Shareholders) who, as a result of dealing in the securities of the Company during the Relevant Period, becomes a substantial shareholder of the Company (the “Potential New Substantial Shareholder”), the Group confirms that:

- (i) such Potential New Substantial Shareholder is currently not a Director or a member of the senior management of the Company or any of its subsidiaries and would not become a Director or a member of the senior management of the Group after Listing; and
- (ii) the Company and its management have not had control over the investment decisions of such Potential New Substantial Shareholder or its close associates; and
- (f) no dealing by any core connected person of the Company in the Shares where the Company is a party will be conducted during the Relevant Period.

As at the Latest Practicable Date, the Group was not aware of any core connected person who may not be able to comply with Rule 9.09 of the Listing Rules.

4. Allocation of placing shares to existing shareholders and their close associates (Rule 10.04 and Paragraph 5(2) of Appendix 6)

Rules 10.04, 10.03(1) and 10.03(2) of the Listing Rules provide that a person who is an existing shareholder of the issuer may only subscribe for or purchase 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 following conditions are fulfilled: (i) no securities are to be offered 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, among other matters, that unless with the prior written consent of the Stock Exchange, no allocations will be permitted 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 of the Listing Rules are fulfilled.

The Placing Underwriters will solicit from prospective professional, institutional and private investors indications of interest in acquiring the Placing Shares in the Placing. Prospective professional, institutional and private investors will be required to specify the number of Placing Shares under the Placing they would prepare to acquire either at different prices or at a particular price. It may be necessary for the Placing Underwriters to include existing Shareholders in such “book-building” process described above.

The Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements under 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 the Placing Shares in the Placing to existing Shareholders and their close associates, subject to the following conditions:

- (a) each existing Shareholder to whom Placing Shares may be allocated in the Placing must hold less than 5% of the issued Shares in the Company prior to Listing;
- (b) such existing Shareholders and their close associates are not, and will not be, core connected persons (as defined under the Listing Rules) of the Company or any close associate (as defined under the Listing Rules) of any such core connected person immediately prior to or following the Share Offer;
- (c) such existing Shareholders have no right to appoint directors of the Company and do not have other special rights in the Company;
- (d) allocation to such existing Shareholders and their close associates will not affect the Company's ability to satisfy the public float requirement under Rule 8.08 of the Listing Rules;
- (e) each of the Company, the Joint Lead Managers and the Sole Sponsor confirms to the Stock Exchange in writing that no preferential treatment has been, nor will be, given to the existing Shareholders and their close associates by virtue of their relationship with the Company in any allocation in the Placing; and
- (f) the relevant information in respect of the allocation to the existing Shareholders and/or their close associates will be disclosed in the allotment results announcement.

5. Continuing connected transactions (Chapter 14A)

The Group has entered into certain transactions which would constitute continuing connected transactions of the Company pursuant to Chapter 14A of the Listing Rules upon Listing. The Directors consider that strict compliance with the announcement requirement under the Listing Rules would be burdensome and add unnecessary administrative costs on the Group each time such transactions arise. Accordingly, pursuant to Rule 14A.105 of the Listing

Rules, the Group has applied for, and the Stock Exchange has granted to the Group, a waiver from strict compliance with the announcement requirement under Rule 14A.35 of the Listing Rules once the Shares are listed on the Stock Exchange in respect of such Non-exempt CCTs, subject to the condition that the annual transaction value of each of the Non-exempt CCTs for each financial year not exceeding the relevant proposed annual caps as stated above and the Group will comply with the relevant requirements under Chapter 14A of the Listing Rules.