

COMPANY INFORMATION SHEET

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Company name (stock code): Helens International Holdings Company Limited (9869)
Stock short name: HELENS

This information sheet is provided for the purpose of giving information to the public about Helens International Holdings Company Limited (the “**Company**”) as at the date hereof. It does not purport to be a complete summary of the information relevant to the Company and/or its securities.

Unless the context requires otherwise, capitalized terms used herein shall have the meanings given to them in the Company’s listing document (“**Listing Document**”) dated August 31, 2021 and, if any, references to sections of the Listing Document shall be construed accordingly.

Responsibility statement

The directors of the Company as at the date hereof hereby collectively and individually accepts full responsibility for the accuracy of the information contained in this information sheet and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief the information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any information inaccurate or misleading.

The directors of the Company also collectively and individually undertake to publish a revised Company Information Sheet when there are changes to the information since the last publication.

Summary Content

<u>Document type</u>	<u>date</u>
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Summary of waiver

Latest version	August 31, 2021
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Date of this information sheet: March 31, 2022.

SUMMARY OF WAIVER

Waiver in respect of Public Float Requirements

According to Rule 8.08(1)(a) of Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”), there must be an open market in the securities for which listing is sought. This will normally mean that at least 25% of the issuer’s total number of issued shares must at all times be held by the public. Pursuant to Rule 8.08(1)(d) of the Listing Rules, the Stock Exchange may, subject to certain conditions and at its discretion, accept a lower percentage of between 15% and 25% in the case of issuers with an expected market capitalisation at the time of listing of over HK\$10 billion.

The Company has applied to the Stock Exchange, and the Stock Exchange has granted the Company a waiver from strict compliance with the requirements of Rule 8.08(1)(a) of the Listing Rules, pursuant to which, the Stock Exchange has agreed to grant the requested waiver on the conditions that: (i) the minimum public float of the Company should be at the higher of (a) the percentage of Shares to be held by the public immediately after completion of the Global Offering, assuming the Over-allotment Option is not exercised, and on the basis that all the Preferred Shares will be converted into our Shares on a one-for-one basis, being 19.4478%; and (b) such percentage of Shares held by the public immediately after completion of the Global Offering, as increased by the Shares to be issued upon any exercise of the Over-allotment Option, of the enlarged issued share capital of the Company.

In support of such application, the Company has confirmed to the Stock Exchange that (i) it will make appropriate disclosure of the lower percentage of public float required by the Stock Exchange in the Prospectus; (ii) it will as soon as practicable announce the percentage of Shares held by the public immediately after completion of the Global Offering (but before the exercise of the Over-allotment Option) and upon any exercise of the Over-allotment Option such that the public will be informed of the minimum public float requirement applicable to the Company; (iii) it will confirm sufficiency of public float in the successive annual reports of the Company after the Listing; (iv) it will implement appropriate measures and mechanisms to ensure continual maintenance of the minimum public float of the percentage of Shares to be held by the public immediately after completion of the Global Offering, assuming the Over-allotment is not exercised, and on the basis that all Preferred Shares will be converted into our Shares on a one-for-one basis, being 19.4478% (or such higher percentage upon the completion of the Global Offering as increased by the Shares to be issued upon any exercise of the Over-allotment Option); and (v) in the event that the public float percentage falls below the minimum percentage prescribed by the Stock Exchange, the Directors will take appropriate steps to ensure the minimum percentage of public float prescribed by the Stock Exchange is complied with.

Immediately after the completion of the Global Offering and after the full exercise of the Over-allotment Option, the minimum public float of the percentage of Shares to be held by the public is approximately 20.7320%.