

WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

In preparation for the [REDACTED], we have sought the following waivers from strict compliance with the Listing Rules.

WAIVER IN RESPECT OF MANAGEMENT PRESENCE IN HONG KONG

Pursuant to Rule 8.12 of the Listing Rules, an issuer must have a sufficient management presence in Hong Kong. This will normally mean that at least two of its executive directors must be ordinarily resident in Hong Kong. We do not have sufficient management presence in Hong Kong for the purposes of Rule 8.12 of the Listing Rules.

Our Group's management headquarter, senior management, business operations and assets are primarily located, managed and conducted in the PRC and will continue to be based in the PRC. Our Directors consider that the appointment of executive directors who will be ordinarily resident in Hong Kong would not be beneficial to, or appropriate for, our Group and therefore would not be in the best interests of our Company or the Shareholders as a whole.

Accordingly, we [have applied] for, and the Stock Exchange [has granted], a waiver from strict compliance with the requirements set out in Rule 8.12 of the Listing Rules, subject to the following conditions:

- (a) pursuant to Rule 3.05 of the Listing Rules, our Company has appointed and will continue to maintain two authorised representatives to be the principal communication channel at all times between the Stock Exchange and our Company. The two authorised representatives appointed by our Company are Mr. Chen Yonghui (an executive Director, chairman of the Board and chief executive officer of our Company) and Ms. Chan Hei Man (a joint company secretary of our Company) (the "**Authorised Representatives**"). The Authorised Representatives will be available to meet with the Stock Exchange in Hong Kong within a reasonable period of time upon request and will be readily contactable by the Stock Exchange by telephone, facsimile and/or email to deal promptly with any enquiries which may be made by the Stock Exchange. Each of the two Authorised Representatives is authorised to communicate on behalf of our Company with the Stock Exchange.
- (b) the Authorised Representatives have means to contact all the Directors (including the non-executive Director and the independent non-executive Directors) promptly at all times as and when the Stock Exchange wishes to contact the Directors on any matters. To enhance communication between the Stock Exchange and the Directors, our Company will implement a policy whereby:
 - (i) each Director will provide his or her up-to-date home, office, mobile and other phone numbers, email address, correspondence address and facsimile number (if available) to the Authorised Representatives;
 - (ii) each Director will provide his or her phone numbers or means of communication to the Authorised Representatives when he or she is travelling; and

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- (iii) each Director will provide his or her home, office, mobile and other phone numbers (if any), email address, correspondence address and facsimile number (if available) to the Stock Exchange;
- (c) our Company will, in compliance with Rule 3A.19 of the Listing Rules, appoint Altus Capital Limited, to act as the compliance adviser of our Company who will act as an additional channel of communication between the Stock Exchange and our Company for the period commencing from the [REDACTED] and ending on the date that our Company publishes its financial results for the first full financial year after the [REDACTED] pursuant to Rule 13.46 of the Listing Rules. The compliance adviser of our Company will advise our Company on on-going compliance requirements and other issues arising under the Listing Rules and other applicable laws and regulations in Hong Kong after [REDACTED] and have full access at all times to the Authorised Representative and our Directors.
- (d) any meetings between the Stock Exchange and our Directors may be arranged through the Authorised Representatives or the compliance adviser or directly with our Directors within a reasonable time frame;
- (e) the Company will inform the Stock Exchange as soon as practicable in respect of any changes to the contact details of the Authorised Representatives, our Directors or the compliance adviser;
- (f) subject to travel restrictions or quarantine requirements imposed by the PRC or Hong Kong governments, all Directors and the Authorised Representatives have confirmed that they possess or can apply for valid travel documents to visit Hong Kong for business purposes and would be able to come to Hong Kong and, when required, meet with the Stock Exchange upon reasonable notice; and
- (g) the Company will retain a Hong Kong legal adviser to advise the Company on the compliance with the Listing Rules and other applicable Hong Kong laws and regulations after the [REDACTED].

WAIVER IN RESPECT OF JOINT COMPANY SECRETARIES

Pursuant to Rules 3.28 and 8.17 of the Listing Rules, the company secretary must be an individual who, by virtue of their academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of company secretary.

Pursuant to Note 1 to Rule 3.28 of the Listing Rules, the Stock Exchange considers the following academic or professional qualifications to be acceptable:

- (i) a member of The Hong Kong Institute of Chartered Secretaries;

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- (ii) a solicitor or barrister as defined in the Legal Practitioners Ordinance (Chapter 159 of the Laws of Hong Kong); and
- (iii) a certified public accountant as defined in the Professional Accountants Ordinance (Chapter 50 of the Laws of Hong Kong).

Pursuant to Note 2 to Rule 3.28 of the Listing Rules, in assessing "relevant experience", the Stock Exchange will consider the individual's:

- (i) length of employment with the issuer and other issuers and the roles they played;
- (ii) familiarity with the Listing Rules and other relevant law and regulations including the Securities and Futures Ordinance, Companies Ordinance, 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 appointed Ms. Chan Hei Man and Ms. Ge Ping, as joint company secretaries. For their biographies, please refer to the paragraph headed "Directors and senior management — Joint company secretaries" in this [REDACTED].

Ms. Chan Hei Man is a solicitor as defined in the Legal Practitioners Ordinance (Chapter 159 of the Laws of Hong Kong), and therefore meets the qualification requirements under Note 1 to Rule 3.28 of the Listing Rules and is in compliance with Rule 8.17 of the Listing Rules.

The Company's principal business activities are outside Hong Kong. The Company believes that it would be in the best interests of the Company and the corporate governance of the Group to have as its joint company secretary a person such as Ms. Ge Ping, who is a senior management of the Company and who has day-to-day knowledge of the Company's affairs. Ms. Ge has the necessary nexus to the Board and close working relationship with management of the Company in order to perform the function of a joint company secretary and to take the necessary actions in the most effective and efficient manner.

Accordingly, we [have applied] for, and the Stock Exchange [has granted], a waiver from strict compliance with Rules 3.28 and 8.17 of the Listing Rules for a three-year period from the [REDACTED] on the conditions that (i) Ms. Ge must be assisted by a person who possesses the qualifications or experience as required under Rule 3.28 of the Listing Rules and is appointed as a joint company secretary throughout the three-year period, and (ii) the waiver can be revoked if there are material breaches of the Listing Rules by the Company.

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WAIVER IN RESPECT OF CONTINUING CONNECTED TRANSACTIONS

We have entered into, and expect to continue the Contractual Arrangements that will constitute non-exempt continuing connected transactions of our Company under the Listing Rules upon [REDACTED]. Accordingly, we [have applied] to the Stock Exchange for, and the Stock Exchange [has granted], waivers from strict compliance with Chapter 14A of the Listing Rules. For details, please refer to the section headed "Connected transactions" in this [REDACTED].