

WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

In preparation for the [REDACTED], our Company has sought the following waivers from strict compliance with the relevant provisions of the Listing Rules.

WAIVERS IN RELATION TO CONTINUING CONNECTED TRANSACTIONS

Our Company has entered into, and is expected to continue, certain transactions which would constitute continuing connected transactions under the Listing Rules upon [REDACTED]. Accordingly, our Company [has applied] to the Stock Exchange for, and the Stock Exchange [has] granted, a waiver from strict compliance with the announcement and Shareholders’ approval requirements pursuant to Rule 14A.105 of the Listing Rules. For further details of such continuing connected transactions, please see “Connected Transactions” of this Document.

MANAGEMENT PRESENCE IN HONG KONG

Pursuant to Rules 8.12 and 19A.15 of the Listing Rules, our Company 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. Given that (i) our Group’s principal business and operations are located, managed and conducted in the PRC through its operating subsidiaries established in the PRC; (ii) none of our executive Directors is a Hong Kong permanent resident or is ordinarily based in Hong Kong; and (iii) our executive Directors will continue to be based in the PRC after [REDACTED] to manage our business, our Company does not, and will not, in the foreseeable future, have a sufficient management presence in Hong Kong as required under Rules 8.12 and 19A.15 of the Listing Rules. Further, it would be impractical and commercially unnecessary for our Company to appoint additional executive Directors who are ordinarily resident in Hong Kong or to relocate its existing PRC based executive Directors to Hong Kong.

Accordingly, we [have applied] to the Stock Exchange for, and the Stock Exchange [has grant], a waiver from strict compliance with the requirements under Rules 8.12 and 19A.15 of the Listing Rules, subject to the condition that the following measures and arrangements are made for maintaining regular and effective communication with the Stock Exchange:

- (i) we have appointed two authorized representatives pursuant to Rule 3.05 of the Listing Rules, who will act as our Company’s principal channel of communication with the Stock Exchange. The two authorized representatives of our Company are Mr. Dai Ying (戴穎先生), our executive Director and one of our joint company secretaries and Mr. Cheung Kai Cheong Willie (張啟昌先生), the other joint company secretary, who is an ordinary resident in Hong Kong (the “**Authorized Representatives**”). Each of the Authorized Representatives will be available to meet with the Stock Exchange within a reasonable period of time upon the request of the Stock Exchange and will be readily contactable by telephone and/or email. Each of the Authorized Representatives is authorized to communicate on behalf of our Company with the Stock Exchange;

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- (ii) each of the Authorized Representatives has means to contact all members of our Board (including our independent non-executive Directors) promptly at all times as and when the Stock Exchange wishes to contact our Directors for any matters. To enhance the communication between the Stock Exchange, the Authorized Representatives and our Directors, we have provided the Stock Exchange with the respective office phone number, mobile phone number and email address of each Director. In the event that a Director expects to travel or is out of the office, he/she will provide the phone number of the place of his/her accommodation or other means of communication to the Authorized Representatives;
- (iii) our Directors, who are not ordinarily resident in Hong Kong, have confirmed that they possess or can apply for valid travel documents to visit Hong Kong and are able to come to Hong Kong when required, to meet with the Stock Exchange upon reasonable notice;
- (iv) we have, in compliance with Rule 3A.19 of the Listing Rules, appointed Maxa Capital Limited as our compliance advisor (the "**Compliance Advisor**") who will, among other things, in addition to the Authorized Representatives, act as a channel of communication between the Stock Exchange and our Company for the period commencing on the [REDACTED] and ending on the date on which our Company complies with Rule 13.46 of the Listing Rules in respect of its financial results for the first full financial year commencing after the [REDACTED]. The Compliance Advisor will have full access at all times to the Authorized Representatives, our Directors and other officers as prescribed by Rule 19A.05(2) of the Listing Rules, who will act as the additional channel of communication with the Stock Exchange when the Authorized Representative are not available; and
- (v) we have provided the Stock Exchange with the names, mobile phone numbers, office phone numbers and email addresses of at least two officers of the Compliance Advisor who will act as the Compliance Advisor's contact persons between the Stock Exchange and our Company pursuant to Rule 19A.06(4) of the Listing Rules.

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 our 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 Chartered Governance Institute;
- (b) a solicitor or barrister (as defined in the Legal Practitioners Ordinance); and
- (c) a certified public accountant (as defined in the Professional Accountants Ordinance).

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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 issuers and the roles he/she played;
- (ii) familiarity with the Listing Rules and other relevant law and regulations including the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), Companies Ordinance (Chapter 622 of the Laws of Hong Kong), the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) and The Codes on Takeovers and Mergers and Share Buy-backs;
- (iii) relevant training taken and/or to be taken in addition to the minimum requirements under Rule 3.29 of the Listing Rules; and
- (iv) professional qualifications in other jurisdictions.

We [have appointed] Mr. Dai Ying (戴穎先生) (“**Mr. Dai**”) as one of our joint company secretaries. Mr. Dai has been assisting the chairwoman of our Board in handling board matters and corporate matters for years but presently does not possess any of the qualifications under Rules 3.28 and 8.17 of the Listing Rules. Thus, Mr. Dai may not be able to fulfill the requirements of the Listing Rules. Therefore, we [have appointed] Mr. Cheung Kai Cheong Willie (張啟昌先生) (“**Mr. Cheung**”), a member of The Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants in the United Kingdom, who fully meets the requirements under Rules 3.28 and 8.17 of the Listing Rules, to act as the other joint company secretary. Mr. Cheung will provide assistance to Mr. Dai for an initial period of three years from the [REDACTED] to enable Mr. Dai 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.

Further, both the Compliance Advisor and the Hong Kong legal advisor of our Company will assist Mr. Dai in relation to Hong Kong corporate governance practices and regulatory compliance, ongoing compliance obligations under the Listing Rules and the applicable laws and regulations as and when required. In addition, Mr. Dai will endeavor to attend relevant trainings and familiarize himself with the Listing Rules and duties required of 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], a waiver from strict compliance with the requirements of Rules 3.28 and 8.17 of the Listing Rules. Pursuant to the Guidance Letter HKEX-GL108-20, the waiver [has been granted] for an initial period of three years from the [REDACTED] (the “**Waiver Period**”), and [has been granted] on the conditions that (i) we engage Mr. Cheung, who possesses all the requisite qualifications under Rule 3.28 of the Listing Rules, to assist Mr. Dai 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 throughout the Waiver Period; and (ii) the waiver will be revoked immediately if there are material breaches of the Listing Rules by our Company or if Mr. Cheung ceases to provide assistance to Mr. Dai during the Waiver Period.

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Before the expiration of the initial three-year period, the qualifications of Mr. Dai 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 on-going assistance will continue. It is expected that Mr. Dai will be able to fulfill all the requirements stipulated at the end of the initial three-year period.

WAIVER IN RESPECT OF THE PUBLIC FLOAT REQUIREMENT

Rule 8.08(1)(a) of the Listing Rules requires that there must be an open market for the securities in which listing is sought and the minimum public float of a listed issuer must at all times be at least 25% of the issuer’s total issued share capital. However, Rule 8.08(1)(d) of the Listing Rules provides that the Stock Exchange may, at its discretion, accept a lower percentage of between 15% and 25%, if a new applicant meets the following requirements under Rule 8.08(1)(d) of the Listing Rules: (a) the issuer shall have an expected market capitalization at the time of listing of over HK\$10 billion; (b) the number of securities concerned and the extent of their distribution would enable the market to operate properly with a lower percentage of public float; (c) the issuer will make appropriate disclosure of the lower prescribed percentage of public float in the initial listing document; (d) the issuer will confirm the sufficiency of the public float in annual reports after listing; and (e) a sufficient portion (to be agreed in advance with the Stock Exchange) of any securities intended to be marketed contemporaneously within and outside Hong Kong must normally be offered in Hong Kong. It is currently expected that our Company will have a market capitalization between approximately HK\$[REDACTED] billion and HK\$[REDACTED] billion at the time of [REDACTED] (after completion of the [REDACTED] but without taking into account the exercise of the [REDACTED]). Our Company has applied to the Stock Exchange to request the Stock Exchange to exercise its discretion under Rule 8.08(1)(d) of the Listing Rules, and the Stock Exchange [has granted us], a waiver from strict compliance with the requirements under Rule 8.08(1)(a) of the Listing Rules. Therefore, the public float of our Company may fall below 25% of the total issued share capital of our Company. In support of the application, our Company has confirmed to the Stock Exchange that:

- (a) the minimum public float will be the higher of:
 - (1) [REDACTED] of the total issued share capital of our Company; or
 - (2) such percentage of Shares to be held by the public H Shareholders immediately after the completion of the [REDACTED] and the last exercise of the [REDACTED] (if any).
- (b) our Company will have an expected market capitalization at the time of the [REDACTED] of over HK\$10 billion;
- (c) we have significant [REDACTED] size and there will be sufficient liquidity in our Shares notwithstanding a reduction in the minimum public float set out in Rule 8.08(1)(a) of the Listing Rules;

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- (d) the quantity and scale of the H Shares would enable the market to operate properly with a lower percentage of public float;
- (e) our Company will make appropriate disclosure of the lower percentage of public float in this document;
- (f) our Company will confirm sufficiency of public float in our Company's annual reports after the [REDACTED]; and
- (g) our Company will implement appropriate measures and mechanisms to ensure continual maintenance of the minimum percentage of public float.