
WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

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

WAIVER IN RELATION TO MANAGEMENT PRESENCE IN HONG KONG

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. This normally means that at least two of its executive directors must be ordinarily resident in Hong Kong. Currently, all of our executive Directors reside in the PRC. We do not have a sufficient management presence in Hong Kong for the purposes of satisfying the requirements under Rule 8.12 of the Listing Rules.

Since our headquarters and our business operations are not principally located, managed or conducted in Hong Kong, we do not, and for the foreseeable future, will not, have executive Directors who are ordinarily resident in Hong Kong. Further, it would be impractical and commercially unnecessary for us to appoint additional executive Directors who are ordinarily resident in Hong Kong or to relocate our existing PRC-based executive Directors to Hong Kong.

Accordingly, we have applied to the Stock Exchange for, and the Stock Exchange [has granted] to us, a waiver from compliance with Rule 8.12 of the Listing Rules on the basis that the following measures have been adopted by us:

- (i) we have appointed two authorized representatives pursuant to Rule 3.05 of the Listing Rules, namely Mr. He Gang and Ms. Chan Sze Ting, to act as our principal channel of communication with the Stock Exchange. The authorized 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 authorized representatives is authorized to communicate on our behalf with the Stock Exchange;
- (ii) each of the authorized representatives has access to all Directors (including the independent non-executive Directors) promptly at all times as and when the Stock Exchange wishes to contact the Directors on any matter. We will implement a policy whereby (a) each Director will provide his/her mobile phone number, office phone number, facsimile number and email address to the authorized representatives; (b) in the event that a Director expects to travel, he/she will provide the telephone number of the place of his/her accommodation to the authorized representatives or maintain an open line of communication via his/her mobile phone; and (c) all our Directors and authorized representatives will provide their respective mobile phone numbers, office phone numbers, facsimile numbers and email addresses to the Stock Exchange;
- (iii) our Directors who are not ordinarily resident in Hong Kong can apply for valid travel documents to visit Hong Kong and will be able to meet with the Stock Exchange within a reasonable period of time, when required;

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- (iv) we have appointed Zhongtai International Capital Limited as our compliance adviser, pursuant to Rule 3A.19 of the Listing Rules, which has access at all times to our authorized representatives, Directors, senior management and other officers of our Company, and will act as an additional channel of communication between the Stock Exchange and us;
- (v) meetings between the Stock Exchange and our Directors can be arranged through our authorized representatives or the compliance adviser, or directly with our Directors within a reasonable time frame; and
- (vi) we will only change our authorized representatives after notifying the Stock Exchange of such change, the reasons and having made an appropriate replacement.

WAIVER IN RELATION TO JOINT COMPANY SECRETARIES

Pursuant to Rules 3.28 and 8.17 of the Listing Rules and the Guidance on experience and qualification requirements of a company secretary (HKEx-GL108–20), the company secretary must be an individual 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. The Stock Exchange considers the following academic or professional qualifications to be acceptable:

- (1) a Member of The Hong Kong Chartered Governance Institute;
- (2) a solicitor or barrister as defined in the Legal Practitioners Ordinance (Chapter 159 of the Laws of Hong Kong); or
- (3) a certified public accountant as defined in the Professional Accountants Ordinance (Chapter 50 of the Laws of Hong Kong).

In assessing “relevant experience”, the Stock Exchange will consider the individual’s:

- (1) length of employment with the issuer and other issuers and the roles he or she played;
- (2) familiarity with the Listing Rules and other relevant law and regulations including the Securities and Futures Ordinance, the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance and the Takeovers Code;
- (3) relevant training taken and/or to be taken in addition to the minimum requirement under Rule 3.29 of the Listing Rules; and
- (4) professional qualifications in other jurisdictions.

Our Company appointed Ms. Sun Yufeng and Ms. Chan Sze Ting as our joint company secretaries on March 21, 2022. Ms. Chan is an Associate of The Hong Kong Chartered Governance Institute, therefore, she meets the qualification requirements under Rule 3.28 of the Listing Rules and is in compliance with Rule 8.17 of the Listing Rules.

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Ms. Sun joined our Group in April 2013 and has since been manager of the general operations department of Seacon Ships Qingdao. She has also been the general manager of the operations management centre of our Group since March 2022. Our Company believes that Ms. Sun, by virtue of her knowledge and experience in handling operational matters, is capable of discharging her functions as a joint company secretary. Further, our Company believes that it would be in the best interests of our Company and the corporate governance of our Group to have as its joint company secretary a person such as Ms. Sun who possesses the relevant experience in our Group’s operational matters.

Accordingly, while Ms. Sun does not possess the formal qualifications required of a company secretary under Rule 3.28 of the Listing Rules, we have applied to the Stock Exchange for, and the Stock Exchange [has agreed to grant], a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules such that Ms. Sun may be appointed as a joint company secretary of our Company. Pursuant to HKEx-GL108-20, the waiver [has been granted] on two conditions: (i) Ms. Sun will be assisted by Ms. Chan, who possesses the qualifications and experience required under Rule 3.28 of the Listing Rules; and (ii) the waiver is valid for a period of three years from the [REDACTED] and will be revoked immediately if and when Ms. Chan ceases to provide such assistance or if there are material breaches of the Listing Rules by our Company. In addition, Ms. Sun will comply with the annual professional training requirement under Rule 3.29 of the Listing Rules and will enhance her knowledge of the Listing Rules during the three-year period from the [REDACTED]. We will further ensure that Ms. Sun has access to the relevant training and support that would enhance her understanding of the Listing Rules and the duties of a company secretary of an issuer listed on the Stock Exchange. At the end of the three-year period, we will liaise with the Stock Exchange to enable it to assess whether Ms. Sun, having had the benefit of Ms. Chan’s assistance for three years, will have acquired relevant experience within the meaning of Rule 3.28 of the Listing Rules so that a further waiver will not be necessary.

Please refer to “Directors and Senior Management” for further information regarding the qualifications of Ms. Sun and Ms. Chan.

WAIVER APPLICATION FOR NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS

We have entered into certain transactions which will constitute non-exempt continuing connected transactions for our Company under the Listing Rules after the [REDACTED]. Pursuant to Rule 14A.105 of the Listing Rules, we have applied to the Stock Exchange for and the Stock Exchange has granted a waiver to our Company from compliance with the relevant requirements under Chapter 14A of the Listing Rules for such non-exempt continuing connected transactions. For further details in this respect, see “Connected Transactions”.