
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 (except Mr. Chen) 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, other than Mr. Chen who resides in Hong Kong as from the date of this document, none of the executive Directors has been, is or will intend in the near future to be based in Hong Kong for the purposes of satisfying the requirements under Rule 8.12 of the Listing Rules.

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 PARTIALLY EXEMPT CONTINUING CONNECTED TRANSACTIONS

We have entered into certain transactions which will constitute partially 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 partially exempt continuing connected transactions. For further details in this respect, see “Connected Transactions”.

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WAIVER AND EXEMPTION IN RESPECT OF FINANCIAL STATEMENTS

According to Rule 4.04(1) of the Listing Rules, the Accountant’s Report must include the consolidated results of our Group in respect of each of the three financial years immediately preceding the issue of this document or such shorter period as may be acceptable to the Stock Exchange.

According to section 342(1)(b) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, our Company is required to include in this document the matters specified in Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance and the reports specified in Part II of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

According to paragraph 27 of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance, our Company is required to include in this document a statement as to the gross trading income or sales turnover (as may be appropriate) of our Company during each of the three financial years immediately preceding the issue of this document including an explanation of the method used for the computation of such income or turnover, and a reasonable breakdown of the more important trading activities.

According to paragraph 31 of Part II of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance, our Company is required to include in this document a report by our auditor with respect to profits and losses and assets and liabilities of our Group in respect of each of the three financial years immediately preceding the issue of this document.

According to section 342A(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the SFC may issue, subject to such conditions (if any) as the SFC thinks fit, a certificate of exemption from compliance with the relevant requirements under the Companies (Winding Up and Miscellaneous Provisions) Ordinance if, having regard to the circumstances, the SFC considers that the exemption will not prejudice the interest of the investing public and compliance with any or all of such requirements would be irrelevant or unduly burdensome, or is otherwise unnecessary or inappropriate.

The Accountant’s Report set out in Appendix I to this document contains the audited financial results of our Company for the years ended December 31, 2019, 2020 and 2021 and the nine months ended September 30, 2022, but does not include the financial results of our Company in respect of the full year immediately preceding the proposed date of issue of this document, being the full year ended December 31, 2022, as required under Rule 4.04(1) of the Listing Rules and section 342(1)(b) in relation to paragraph 27 of Part I and paragraph 31 of Part II of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

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Our Directors consider that strict compliance with Rule 4.04(1) of the Listing Rules and section 342(1)(b) in relation to paragraph 27 of Part I and paragraph 31 of Part II of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance would be unduly burdensome and the waiver and exemption would not prejudice the interest of the investing public as:

- (a) there would not be sufficient time for our Company and the reporting accountant of our Company (the “**Reporting Accountant**”) to finalize the audited financial statements for the year ended December 31, 2022 for inclusion in this document. If the financial information for the year ended December 31, 2022 is required to be audited, our Company and the Reporting Accountant would have to carry out substantial work to prepare, update and finalize the Accountant’s Report and this document and the relevant sections of this document will need to be updated to cover such additional period within a short period of time and will lead to the delay of the current [REDACTED] timetable;
- (b) our Company has included in this document (i) the Accountant’s Report covering the three years ended December 31, 2021 and the nine months ended September 30, 2022, (ii) the unaudited preliminary financial information of our Group for the year ended December 31, 2022 as set out in Appendix IIB to this document, which has been agreed with the Reporting Accountant following its procedures under Practice Note 730 “Guidance for Auditors Regarding Preliminary Announcements of Annual Results” issued by the HKICPA, and a commentary on the results for the year as set out in Appendix IIB to this document, and such disclosure is no less than the content requirements for a preliminary results announcement under Rule 13.49 of the Listing Rules, and (iii) the information regarding the recent development of our Group subsequent to the Track Record Period and up to the Latest Practicable Date. As such, our Company and the Sole Sponsor are of the view that all material information have already provided potential investors with adequate and reasonably up-to-date information in the circumstances to form a view on the track record and earnings trend of our Group, and all material information that is necessary for the potential investors to make an informed assessment of our activities, assets and liabilities, financial position, trading position, management and prospects of our Company has been included in this document;
- (c) our Directors confirm that, after performing all reasonable due diligence work which they consider appropriate, up to the date of this document, except to the extent disclosed in the section headed “Summary — Recent Developments” in this document, there has been no material adverse change to the financial and trading positions or prospects of the Company since October 1, 2022 (immediately following the date of the latest audited statement of financial position in the Accountant’s Report set out in Appendix I to this document) and there has been no event since October 1, 2022 which would materially affect the information shown in the Accountant’s Report set out in Appendix I to this document, the

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unaudited preliminary results announcement of our Group for the year ended December 31, 2022 set out in Appendix IIB to this document and the section headed “Financial Information” or other parts of this document;

- (d) we will comply with the requirements under Rules 13.46 of the Listing Rules in respect of the publication of our annual report. Our Company currently expects to issue our annual report for the financial year ended December 31, 2022 on or before April 30, 2023. In this regard, our Directors consider that the Shareholders, the investing public as well as potential investors of our Company will be kept informed of the financial results of our Group for the financial year ended December 31, 2022.

In light of the above, an application was made to the Stock Exchange for a waiver from strict compliance with Rule 4.04(1) of the Listing Rules, and such waiver [has been granted] by the Stock Exchange on the conditions that:

- (a) this document will be issued on or before [REDACTED] and the Shares must be [REDACTED] on the Stock Exchange on or before [REDACTED] (i.e. within three months after the latest financial year end of our Company);
- (b) our Company obtains a certificate of exemption from the SFC from strict compliance with section 342(1)(b) in relation to paragraph 27 of Part I and paragraph 31 of Part II of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance requirements;
- (c) this document will include the preliminary unaudited financial information for the year ended December 31, 2022 and a commentary on the results for the year; and
- (d) our Company is not in breach of our constitutional documents or laws and regulations of the Cayman Islands or other regulatory requirements regarding our obligation to publish preliminary results announcements.

An application has also been made to the SFC for a certificate of exemption from strict compliance with section 342(1)(b) in relation to paragraph 27 of Part I and paragraph 31 of Part II of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance and a certificate of exemption [has been granted] by the SFC under section 342A of the Companies (Winding Up and Miscellaneous Provisions) Ordinance on the conditions that:

- (a) the particulars of the exemption are set out in this document;
- (b) this document will be issued on or before [REDACTED]; and
- (c) the Shares will be [REDACTED] on the Stock Exchange on or before [REDACTED] (i.e. three months after the latest financial year end of our Company).