
WAIVER FROM STRICT COMPLIANCE WITH THE LISTING RULES

In preparation for the Listing, we have sought the following waiver from strict compliance with the relevant provisions of the Listing Rules.

MANAGEMENT PRESENCE

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.

Our Group's business and operations has been and will continue to be located, managed and conducted primarily in the PRC.

With the exception of Mr. Lo Cheuk Kwong Raymond, who is our Executive Director, chief financial officer and company secretary who is ordinary resident in Hong Kong, all of our Executive Directors and senior management members are and will continue to be ordinarily based in the PRC and/or Canada. Our Company does not and, in the foreseeable future, will not have sufficient management presence in Hong Kong, for the purpose of satisfying the requirements under Rule 8.12 of the Listing Rules.

Accordingly, an application has been made to the Stock Exchange for a waiver from strict compliance with the requirement to have a sufficient management presence in Hong Kong under Rule 8.12 of the Listing Rules and such waiver has been granted by the Stock Exchange. The arrangements proposed by our Company for maintaining at all times regular, adequate and effective communication with the Stock Exchange for the purpose of Rule 8.12 of the Listing Rules are as follows:

- (a) our Company has appointed two authorised representatives pursuant to Rule 3.05 of the Listing Rules, namely Mr. Lo Cheuk Kwong Raymond, our Executive Director, and Dr. Shao Xuxin, our Executive Director. Mr. Lo Cheuk Kwong Raymond is ordinarily resident in Hong Kong, and will act as our Company's principal channel of communication with the Stock Exchange and will ensure that our Group complies with the Listing Rules at all times. Each of the authorised representatives will be available to meet with the Stock Exchange in Hong Kong within a reasonable time frame upon request of the Stock Exchange and will be readily contactable by telephone, facsimile and email. Each of the two authorised representatives is authorised to communicate on behalf of our Company with the Stock Exchange;
- (b) our Company shall promptly inform the Stock Exchange if there is any change to the authorised representatives;
- (c) each of the authorised representatives has means to contact all members of our Board (including independent non-executive Directors) or the senior management team promptly at all times as and when the Stock Exchange wishes to contact them or any of them for any matters. To enhance the communication between the Stock Exchange, the authorised representatives and our Directors, our Company will implement a number of policies whereby
 - (a) each Director will provide his mobile phone numbers, residential phone numbers, office

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phone numbers, facsimile numbers (if applicable) and email addresses to the authorised representatives; (b) in the event that any Director expects to travel and be out of office, he will provide the phone number of the place of his accommodation to the authorised representatives; and (c) each Director and authorised representative of our Company will provide his mobile phone number, office phone number, facsimile number (if applicable) and email address to the Stock Exchange;

- (d) if circumstances require, meeting of our Board can be convened and held in such manner as permitted under the Articles at short notice to discuss and address any issue with which the Stock Exchange is concerned in a timely manner;
- (e) each of our Directors has confirmed that he possesses or can apply for valid travelling documents to visit Hong Kong to meet with the Stock Exchange upon reasonable short notice, when required; and
- (f) our Company has appointed Innovax Capital as compliance adviser pursuant to Rule 3A.19 of the Listing Rules to provide our Company with professional advice on continuing obligations under the Listing Rules, who will also act at all times, in addition to the two authorised representatives of our Company, as the principal channel of communication between our Company and the Stock Exchange, from the Listing Date to the date when our Company published its annual report for the first full financial year immediately after the Listing Date.