
WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

In preparation for the Global Offering, our Company has sought the following waivers from strict compliance with the relevant provisions of the Listing Rules:

WAIVER IN PRESENCE OF MANAGEMENT IN HONG KONG

Pursuant to Rule 8.12 of the Listing Rules, we 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.

Since the Group's business operations are primarily managed and conducted outside Hong Kong, the Group's headquarters is located in the United States, and all executive Directors are based outside of Hong Kong and are expected to continue to be based outside of Hong Kong; our Company considers that it would be practically difficult and commercially unreasonable and undesirable for our Company to arrange for two executive Directors to be ordinarily resident in Hong Kong, either by means of relocation of existing executive Directors or appointment of additional executive Directors which is not in the best interests of our Company and our Shareholders as a whole. Therefore, our Company does not have, and does not contemplate in the foreseeable future that we will have sufficient management presence in Hong Kong for the purpose of satisfying the requirements under Rule 8.12 of the Listing Rules.

Accordingly, we have applied for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements under Rule 8.12 of the Listing Rules, subject to the following conditions. We will ensure that there is an effective channel of communication between us and the Stock Exchange by way of the following arrangements, which are in line with the guidance in chapter 3.10 of the Guide for New Listing Applicants issued by the Stock Exchange:

- (i) **Authorized representatives:** we have appointed Mr. Hui WANG (王暉) and Ms. Hoi Ting WONG (黃凱婷) as the authorized representatives (“**Authorized Representatives**”) for the purpose of Rule 3.05 of the Listing Rules who will act at all times as our principal channel of communication with the Stock Exchange. The Authorized Representatives will be available to meet with the Stock Exchange upon reasonable notice and will be readily contactable by phone, facsimile and email to deal promptly with enquiries from the Stock Exchange. The Authorized Representatives are duly authorized to communicate on behalf of the Company with the Stock Exchange and will have all necessary means to contact all Directors (including the independent non-executive Directors) promptly at all times as and when the Stock Exchange wishes to contact them on any matter. In the event that a Director expects to travel, he or she will provide (i) his or her mobile phone number, office number, email address and facsimile number (if any) to the Authorized Representatives; and (ii) phone number of

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the place of his/her accommodation to the Authorized Representatives or maintain an open line of communication via his/her mobile phone. See “Directors and Senior Management” for more information about our Authorized Representatives;

- (ii) **Joint company secretaries:** The Company has appointed Mr. Wei PI (皮巍) and Ms. Hoi Ting WONG (黃凱婷) as our joint company secretaries. Mr. Pi and Ms. Wong will, among other things, act as our additional channel of communication with the Stock Exchange and be able to answer enquiries from the Stock Exchange. Mr. Pi and Ms. Wong will maintain constant contact with the Directors and senior management team members through various means, including regular meetings and telephone discussions whenever necessary;
- (iii) **Directors:** to the best of our knowledge and information, all the Directors who are not ordinarily resident in Hong Kong have or can apply for valid travel documents to visit Hong Kong for business purposes and would be able to meet with the Stock Exchange upon reasonable notice. Any meeting between the Stock Exchange and the Directors can be arranged through our Authorized Representatives or compliance advisor, or directly with the Directors within a reasonable timeframe;
- (iv) **Compliance advisor:** we have appointed Altus Capital Limited as our compliance advisor (the “**Compliance Advisor**”) upon Listing pursuant to Rule 3A.19 of the Listing Rules for a period commencing on the Listing Date and ending on the date on which we comply with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the Listing Date. The Compliance Advisor will act as the additional channel of communication with the Stock Exchange and answer enquiries from the Stock Exchange. The Compliance Advisor will also provide us with professional advice on continuing obligations under the Listing Rules. The contact details of the Compliance Advisor have been provided to the Stock Exchange. We will also inform the Stock Exchange promptly in respect of any change in the Compliance Advisor; and
- (v) **Hong Kong legal advisors:** In addition to the Compliance Advisor’s role and responsibilities after the proposed Listing of the Company, which includes, among other things, to inform us on a timely basis of any amendment or supplement to the Listing Rules and any new or amended law, regulation or code in Hong Kong applicable to us and to provide advice to us on the continuing requirements under the Listing Rules and applicable laws and regulations, our Company expects to retain Hong Kong legal advisors to advise on matters relating to the application of the Listing Rules including

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but not limited to, the on-going compliance requirements, any amendment or supplement to and other issues arising under the Listing Rules and other applicable Hong Kong laws and regulations after Listing.

WAIVER IN RESPECT OF JOINT COMPANY SECRETARIES

Pursuant to Rule 8.17 of the Listing Rules, we must appoint a company secretary who satisfies the requirements under Rule 3.28 of the Listing Rules. According to Rule 3.28 of the Listing Rules, we must appoint as our company secretary an individual, who, by virtue of his or her 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 Chartered Governance Institute;
- (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)).

In addition, pursuant to 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 laws and regulations including the SFO, the Companies (Winding Up and Miscellaneous Provisions) Ordinance and the Takeovers Code;
- (iii) relevant training taken and/or to be taken in addition to be the minimum requirement under Rule 3.29 of the Listing Rules; and
- (iv) professional qualifications in other jurisdictions.

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The Company appreciates that the company secretary will play an important role in its corporate governance following the Company's proposed Listing, particularly in assisting the Company and its Directors in complying with the Listing Rules and other applicable company and securities laws and regulations. The Company also understands that since its principal business activities are primarily outside Hong Kong and its Directors and members of the senior management do not reside in Hong Kong, it is particularly important that its company secretary has experience relevant to the Company's operations in discharging his/her function as a joint company secretary.

We have appointed Mr. Wei PI (皮巍) and Ms. Hoi Ting WONG (黃凱婷) of TMF Hong Kong Limited as our joint company secretaries. Mr. Pi has extensive experience in financial and accounting matters but presently does not possess any of the qualification required under Rules 3.28 and 8.17 of the Listing Rules. Mr. Pi's biographical information is set out in the section headed "Directors and Senior Management." Ms. Wong is an assistant manager of the listing services department of TMF Hong Kong Limited, responsible for providing corporate secretarial and compliance services to listed companies. She has over 10 years of experience in the corporate secretarial field. Ms. Wong is an associate of The Hong Kong Chartered Governance Institute 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. Ms. Wong's biographical information is set out in the section headed "Directors and Senior Management."

The joint company secretaries will be jointly discharging the duties and responsibilities of a company secretary. Ms. Wong will be assisting Mr. Pi in gaining the relevant experience required under Rules 3.28 and 8.17 of the Listing Rules. Also, Mr. Pi will be assisted by (a) the Compliance Advisor of our Company for the first full financial year starting from the Listing Date, particularly in relation to Hong Kong corporate governance practice and compliance matters; and (b) the Hong Kong legal advisor of our Company, on matters regarding our Company's ongoing compliance with the Listing Rules and the applicable Hong Kong laws and regulations. In addition, Mr. Pi will attend relevant trainings and familiarize himself with the Listing Rules and duties required of a company secretary of an 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 under Rules 3.28 and 8.17 of the Listing Rules such that Mr. Pi may be appointed as a joint company secretary of our Company.

Pursuant to the guidance in chapter 3.10 of the Guide for New Listing Applicants issued by the Stock Exchange, the waiver will be for a fixed period of time not exceeding three years (the "Waiver Period") and on the following conditions: (1) Mr. Pi must be assisted by Ms. Wong who possesses the specific qualification and relevant experience under Rule 3.28 of the Listing Rules throughout the Waiver Period so as to enable Mr. Pi to acquire the relevant experience (as required under Note 2 to Rule 3.28 of the Listing Rules) to duly discharge his duties; and (2) the waiver

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will be revoked if there are material breaches of the Listing Rules by the issuer. The waiver is valid for an initial period of a three-year period on the condition that Ms. Wong, as a joint company secretary of our Company, will work closely with, and provide assistance to, Mr. Pi in the discharge of his duties as a joint company secretary and in gaining the relevant experience as required under Rule 3.28 of the Listing Rules and to become familiar with the requirements of the Listing Rules and other applicable Hong Kong laws and regulations. The waiver will be revoked immediately if Ms. Wong ceases to provide assistance to Mr. Pi as the joint company secretary for the three-year period after Listing.

Our Company will further ensure that Mr. Pi will attend the relevant training and has access to the support that would enhance his understanding of the Listing Rules and the duties of a company secretary of an issuer listed on the Stock Exchange, and to receive updates on the latest changes to the applicable Hong Kong laws, regulations and the Listing Rules. Prior to the end of the three-year period, our Company must demonstrate and seek for the Stock Exchange's confirmation that Mr. Pi, having had the benefits from Ms. Wong's assistance during the three-year period, has attained the relevant experience under Note 2 to Rule 3.28 of the Listing Rules and is capable of discharging the function of a company secretary, so that a waiver will not be necessary.

Please refer to the section headed "Directors and Senior Management — Joint Company Secretaries" in this Prospectus for further information regarding the qualifications of Mr. Pi and Ms. Wong.

CONNECTED TRANSACTIONS

We have entered into, and expect to continue, certain transactions that will constitute non-exempt connected transactions of our Company under the Listing Rules upon Listing as described in the section headed "Connected Transactions" of this Prospectus. Our Directors consider that strict compliance with the applicable requirement under the Listing Rules would be impracticable and unduly burdensome and would impose unnecessary administrative costs on our Company. Accordingly, we have applied for, and the Stock Exchange has granted to us, a waiver from strict compliance with the applicable requirements under Chapter 14A of the Listing Rules once the Shares are listed on the Stock Exchange in respect of such non-exempt connected transactions. For further details, see "Connected Transactions" in this Prospectus.

WAIVER IN RESPECT OF PUBLIC FLOAT REQUIREMENTS

Rule 8.08(1)(a) of the Listing Rules requires that there must be an open market for the securities for which listing is sought, and that a sufficient public float of an issuer's listed securities shall be maintained. This normally means at least 25% of an issuer's total number of issued shares must at all times be held by the public. Pursuant to Rule 8.08(1)(d) of the Listing

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Rules, the Stock Exchange may, subject to certain conditions and at its discretion accept a lower percentage of between 15% and 25% in the case of issuers with an expected market capitalization at the time of listing of over HK\$10 billion.

We have applied to the Stock Exchange to exercise its discretion under Rule 8.08(1)(d) of the Listing Rules to grant, 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 to allow the minimum public float of the Shares to be the higher of (i) 15.0% of the total number of issued Shares of our Company, and (ii) such percentage of Shares to be held by the public immediately after the exercise of the Offer Size Adjustment Option and/or the Over-allotment Option.

This waiver was granted on the basis that (i) our market capitalization is expected to be over HK\$10 billion at the time of Listing, (ii) there will be an open market for the Shares upon completion of the Global Offering, (iii) disclosure will be made regarding the lower prescribed public float in this Prospectus and we will confirm the sufficiency of public float in our annual reports after Listing, and (iv) in the event that the public float percentage falls below the minimum percentage prescribed by the Stock Exchange, we will take appropriate steps to ensure that the minimum percentage of public float prescribed by the Stock Exchange is complied with.