
WAIVERS AND EXEMPTION FROM STRICT COMPLIANCE WITH THE LISTING RULES AND THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE

In preparation for the Listing, we have sought the following waivers from strict compliance with the relevant provisions of the Listing Rules and exemptions from compliance with the *Companies (Winding Up and Miscellaneous Provisions) Ordinance*.

WAIVER IN RESPECT OF MANAGEMENT PRESENCE IN HONG KONG

Pursuant to Rule 8.12 of the Listing Rules, an issuer must have sufficient management presence in Hong Kong. This normally means that at least two of its executive directors must be ordinarily resident in Hong Kong.

We do not have sufficient management presence in Hong Kong for the purposes of satisfying the requirements under Rule 8.12 of the Listing Rules. Our Group's management, business operations and assets are primarily based outside Hong Kong. The principal management headquarters and senior management of our Group are primarily based in mainland China. Our Directors consider that the appointment of executive Directors who will be ordinarily resident in Hong Kong would not be beneficial to, or appropriate for, our Group and therefore would not be in the best interests of our Company and our Shareholders as a whole. Accordingly, we have applied to the Stock Exchange for, and the Stock Exchange has granted us, a waiver from strict compliance with the requirements under Rule 8.12 of the Listing Rules. We will ensure that there is an effective channel of communication between us and the Stock Exchange by way of the following arrangements:

- (a) pursuant to Rule 3.05 of the Listing Rules, we have appointed and will continue to maintain two authorised representatives, namely, Dr. Wen, the Company's executive Director and chief executive officer, and Ms. MAK Po Man Cherie ("**Ms. Mak**"), one of the Company's joint company secretaries, to be, at all times, the principal communication channel between the Stock Exchange and our Company. Each of our authorised representatives will be readily contactable by the Stock Exchange by telephone, facsimile and/or email to deal promptly with enquiries from the Stock Exchange. Both of our authorised representatives are authorised to communicate on our behalf with the Stock Exchange;
- (b) we will implement a policy to provide the contact details of each Director (such as mobile phone numbers, office numbers, residential phone numbers, email addresses and fax numbers) to each of the authorised representatives and to the Stock Exchange. This will ensure that each of the authorised representatives and the Stock Exchange will have the means to contact all our Directors (including our independent non-executive Directors) promptly as and when required, including means to communicate with our Directors when they are travelling;
- (c) we will ensure that all Directors who are not ordinarily resident in Hong Kong have valid travel documents to visit Hong Kong and will be able to come to Hong Kong to meet with the Stock Exchange within a reasonable period of time when required;
- (d) we have retained the services of the Compliance Adviser, in accordance with Rule 3A.19 of the Listing Rules. The Compliance Adviser will provide our Company with professional advice on

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ongoing compliance with the Listing Rules. We will ensure that the Compliance Adviser has prompt access to our Company's authorised representatives and Directors who will provide to the Compliance Adviser such information and assistance as the Compliance Adviser may need or may reasonably request in connection with the performance of the Compliance Adviser's duties. The Compliance Adviser will also provide advice in compliance with Rules 3A.23 of the Listing Rules; and

- (e) meetings between the Stock Exchange and our Directors could be arranged through the authorised representatives or the Compliance Adviser, or directly with our Directors within a reasonable time. Our Company will inform the Stock Exchange as soon as practicable in respect of any change in the authorised representatives and/or the Compliance Adviser in accordance with the Listing Rules.

WAIVER IN RESPECT OF CONTINUING CONNECTED TRANSACTIONS

We entered into certain transactions that would constitute continuing connected transactions of our Company under the Listing Rules following completion of the Global Offering. We have applied to the Stock Exchange for, and the Stock Exchange has granted us, a waiver from strict compliance with Chapter 14A of the Listing Rules for these continuing connected transactions. See "Connected transactions" for further details.

WAIVER IN RESPECT OF JOINT COMPANY SECRETARIES

Pursuant to Rules 8.17 and 3.28 of the Listing Rules, an issuer's 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.

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:

- (a) a Member of The Hong Kong Institute of Chartered Secretaries ("**HKICS**");
- (b) a solicitor or barrister as defined in the Legal Practitioners Ordinance (Chapter 159 of the Laws of Hong Kong); and
- (c) a certified public accountant as defined in the Professional Accountants Ordinance (Chapter 50 of the Laws of Hong Kong) ("**Certified Public Accountant**").

Pursuant to Note 2 to Rule 3.28 of the Listing Rules, in assessing "relevant experience", the Stock Exchange will consider the individual's:

- (a) length of employment with the issuer and other issuers and the roles he/she played;

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- (b) familiarity with the Listing Rules and other relevant law and regulations including the Securities and Futures Ordinance, Companies Ordinance, Companies (Winding Up and Miscellaneous Provisions) Ordinance and the Takeovers Code;
- (c) relevant training taken and/or to be taken in addition to the minimum requirement of taking not less than fifteen hours of relevant professional training in each financial year under Rule 3.29 of the Listing Rules; and
- (d) professional qualifications in other jurisdictions.

Our Company has appointed Ms. HE Jing (“**Ms. He**”) of our Group and Ms. Mak of SWCS Corporate Services Group (Hong Kong) Limited as our joint company secretaries. Ms. Mak is an associate member of HKICS and the Chartered Governance Institute (formerly known as the Institute of Chartered Secretaries and Administrators) in the United Kingdom. She is also a Certified Public Accountant and has previous and current experience as company secretary of other companies listed on the Stock Exchange. As such, Ms. Mak 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. He joined our Group in April 2018 and was appointed the head of the office of the board of directors of Dalian Education since April 2020. Ms. He was the deputy director of the general management department of Dalian Education from November 2018 to April 2020. Prior to joining our Group, Ms. He was the securities affairs representative, and company secretary, of INNOBIO Limited, from March 2017 to August 2017, and from August 2017 to April 2018, respectively; and the information disclosure officer of the board of directors of New China Life Insurance Company Ltd., a company jointly listed on the Stock Exchange (stock code: 1336) and the Shanghai Stock Exchange (security code: 601336), from August 2009 to June 2013. We believe that it would be in the best interests of our Company and the corporate governance of our Group to have as the Company’s joint company secretary a person such as Ms. He who possesses the relevant experience overseeing our Group’s legal and operational matters, who is familiar with our Company, our Group’s business operations and management, and has a background in handling legal and corporate governance matters.

See “Directors and senior management — Company secretaries” for further information on Ms. Mak and Ms. He.

Accordingly, while Ms. He 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 granted us, a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules such that Ms. He may be appointed as a joint company secretary.

The waiver was granted for a three-year period on the condition that Ms. Mak, as a joint company secretary, will work closely with, and provide assistance to, Ms. He in discharging her duties as a joint company

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secretary and in gaining the relevant experience under Rule 3.28 of the Listing Rules. The waiver would be immediately revoked if: (a) Ms. Mak ceased to provide assistance to Ms. He as the joint company secretary during the three years following the Listing; or (b) if there are material breaches to the Listing Rules by our Company. In addition, Ms. He 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 Listing Date. Our Company will further ensure that Ms. He 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. Immediately before the end of the three-year period, we will further evaluate the qualifications and experience of Ms. He and the need for on-going assistance of Ms. Mak. We will liaise with the Stock Exchange to enable it to assess whether Ms. He, having benefited from the assistance of Ms. Mak for the preceding three years, will have acquired the skills necessary to carry out the duties of company secretary and the relevant experience within the meaning of Note 2 to Rule 3.28 of the Listing Rules so that a further waiver will not be necessary.

WAIVER AND EXEMPTION IN RESPECT OF THE PRE-IPO SHARE INCENTIVE SCHEME

Under Rule 17.02(1)(b) of the Listing Rules, paragraph 27 of Appendix 1A to the Listing Rules, Section 342(1)(b) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (“**Cap 32**”) and paragraph 10 of Part I of the Third Schedule to Cap 32, this document is required to include, among other things, details of the number, description and amount of our Shares or our Company’s debentures (“**debentures**”) that any person has, or is entitled to be given, an option to subscribe for, together with the particulars of each option, namely: (a) the period during which it is exercisable; (b) the price to be paid for the underlying Shares or debentures; (c) the consideration (if any) given or to be given for it or for the right to it; and (d) the names and addresses of the persons to whom it or the right to it was given or, if given to existing Shareholders or debenture holders as such, the relevant Shares or debentures, as well as the full details of all outstanding options and their potential dilution effect on our shareholding upon Listing as well as the impact on the earnings per Share arising from the exercise of the outstanding options (collectively, the “**Disclosure Requirements**”).

Under our Pre-IPO Share Incentive Scheme, on 31 August 2020, we granted options to 246 persons (“**Grantees**” and each a “**Grantee**”), comprising of: (a) 8 Directors or senior management of the Company; (b) 14 connected persons of the Company who are not Directors or members of the senior management of the Company; and (c) 224 other participants (including, among others, employees and supervisors of our Group) who are not connected persons of the Company, to subscribe for an aggregate of 50,000,000 underlying Shares on the terms summarised in “Statutory and general information — Share Incentive Schemes — Pre-IPO Share Incentive Scheme” of Appendix V.

We have applied for (i) a waiver from strict compliance with the disclosure requirements under Rule 17.02(1)(b) of the Listing Rules and paragraph 27 of Appendix 1A to the Listing Rules; and (ii) an exemption under Section 342A of Cap 32 from strict compliance with the disclosure requirements of paragraph 10(d) of Part I of the Third Schedule to Cap 32, on the grounds that the waiver and exemption

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approval would not prejudice the interests of the investing public and that strict compliance with the Disclosure Requirements would be unduly burdensome for our Company for the following reasons:

- (a) given that 246 Grantees are involved, strict compliance with the Disclosure Requirements, including setting out full details of the Grantees (including names, addresses and particulars of the granted options) on an individual basis would require substantial number of pages of additional disclosure and would be unduly burdensome for our Company in light of the significant increase in cost and timing for information compilation, and preparing the printing of this document;
- (b) key information of the options granted under the Pre-IPO Share Incentive Scheme to our Directors, senior management and connected persons of our Company has already been disclosed in this document in “Statutory and general information — Share Incentive Schemes — Pre-IPO Share Incentive Scheme” in Appendix V;
- (c) the key information mentioned in (b) above and set out in “Statutory and general information — Share Incentive Schemes — Pre-IPO Share Incentive Scheme” in Appendix V is sufficient to provide potential investors with information, to aid their investment decision making process, to make an informed assessment of the potential dilution effect and impact on earnings per Share underlying the options granted under the Pre-IPO Share Incentive Scheme;
- (d) the grant and exercise in full of the options granted under the Pre-IPO Share Incentive Scheme will not cause any material adverse impact on the financial positions of our Company; and
- (e) the lack of full compliance of the Disclosure Requirements would not prevent potential investors from making an informed assessment of the activities, assets and liabilities, financial position, management and prospects of our Group and would not prejudice the interest of the investing public.

The Stock Exchange has granted to us a waiver from strict compliance with the disclosure requirements under Rule 17.02(1)(b) of the Listing Rules and paragraph 27 of Appendix 1A to the Listing Rules, on the condition that:

- (a) the following information are disclosed in this document:
 - (i) on individual basis, full details of all options granted by our Company under the Pre-IPO Share Incentive Scheme to each of our Directors, senior management and connected persons of our Company, and other Grantees who have been granted options to subscribe for 300,000 Shares or more, including all the particulars required under Rule 17.02(1)(b) of the Listing Rules and paragraph 27 of Appendix 1A to the Listing Rules;

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- (ii) in respect of the options granted by our Company to the Grantees other than those referred to in (a)(i) above:
 - (1) the aggregate number of Grantees;
 - (2) the number of Shares underlying the options granted;
 - (3) the consideration paid for the options granted;
 - (4) the exercise period of each option granted; and
 - (5) the exercise price for the options granted;
- (iii) the dilution effect and impact on earnings per Share upon full exercise of the options granted under the Pre-IPO Share Incentive Scheme;
- (iv) the aggregate number of Shares underlying all outstanding options granted by our Company under the Pre-IPO Share Incentive Scheme and the percentage of our Company's issued share capital of which this represents;
- (v) a summary of the material terms of the Pre-IPO Share Incentive Scheme;
- (vi) the particulars of the waiver;
- (b) a list of all the Grantees (including the persons referred to in (a)(i) above), containing all the details required by the Disclosure Requirements be made available for public inspection in accordance with the details set out in "Documents delivered to the Registrar of Companies and available for inspection" in Appendix VI; and
- (c) the SFC grants us a certificate of exemption from strict compliance with paragraph 10(d) of Part I of the Third Schedule to Cap 32.

The SFC has granted a certificate of exemption under Section 342A of Cap 32 exempting our Company from strict compliance with paragraph 10(d) of Part I of the Third Schedule to Cap 32 on the condition that:

- (a) the following information are disclosed in this document:
 - (i) on an individual basis, full details of all options granted by our Company under the Pre-IPO Share Incentive Scheme to each of our Directors, senior management and connected persons of

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our Company, and other Grantees who have been granted options to subscribe for 300,000 Shares or more, including all the particulars required under paragraph 10 of Part I of the Third Schedule to Cap 32;

(ii) in respect of the options granted by our Company to the Grantees other than those referred to in (a)(i) above:

- (1) the aggregate number of Grantees;
- (2) the number of Shares underlying the options granted;
- (3) the consideration paid for the options granted;
- (4) the exercise period of each option granted; and
- (5) the exercise price for the options granted;

(iii) the particulars of the exemption;

(b) a list of all the Grantees (including the persons referred to in (a)(i) above) containing all the details required by the Disclosure Requirements be made available for public inspection in accordance with the details set out in “Documents delivered to the Registrar of Companies and available for inspection” in Appendix VI; and

(c) this document be issued on or before 17 September 2020.

For further details of the Pre-IPO Share Incentive Scheme, see “Statutory and general information — Share Incentive Schemes — Pre-IPO Share Incentive Scheme” of Appendix V.

CONSENT IN RESPECT OF ALLOCATION OF SHARES TO A CONNECTED CLIENT OF AN UNDERWRITER

Paragraph 5(1) of Appendix 6 to the Listing Rules provides that no allocation will be permitted to “connected clients” of the lead broker or of any distributors without the prior written consent of the Stock Exchange.

Paragraph 13(7) of Appendix 6 to the Listing Rules states that “connected client” in relation to an Exchange Participant (as defined in the Listing Rules) means any client of such member who is a company which is a member of the same group of companies as such Exchange Participant.

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Connected client

As part of the Global Offering, Pingyang Jihe Lineng Equity Investment Management Centre (Limited Partnership) (平陽幾何礪能股權投資管理中心 (有限合夥)) (“**Jihe Lineng**”) and Pingyang Zhongjiao Jihe Equity Investment Fund Management Centre (Limited Partnership) (平陽中教吉何股權投資基金管理中心 (有限合夥)) (“**Zhongjiao Jihe**”, together with Jihe Lineng, the “**Jihe Cornerstone Investors**”), as cornerstone investors, have respectively entered into two cornerstone investment agreements (the “**Jihe Cornerstone Investment Agreements**”) to subscribe for certain number of the Offer Shares (the “**Connected Client Shares**”), details of which are set out in the section headed “Cornerstone Investors — Cornerstone investors” in this document.

Jihe Lineng and Zhongjiao Jihe subscribed for the Connected Client Shares through Haitong Asset Management Anying Overseas No. 12 Single Asset Management Plan (海通資管安盈海外12號單一資產管理計劃) and Haitong Asset Management Anying Overseas No. 13 Single Asset Management Plan (海通資管安盈海外13號單一資產管理計劃), respectively. Both of these single asset management plans are managed by a qualified domestic institutional investor, Shanghai Haitong Securities Asset Management Co., Ltd (上海海通證券資產管理有限公司) (“**Haitong Asset Management**”).

Haitong International Securities Company Limited (“**Haitong International Securities**”) is one of the Joint Global Coordinators. Haitong International Securities is indirectly wholly-owned by Haitong International Securities Group Limited (海通國際證券集團有限公司), which, in turn, is approximately 64.4% indirectly-owned by Haitong Securities Co., Ltd (海通證券股份有限公司) (“**Haitong Securities**”). Haitong Securities directly wholly-owns Haitong Asset Management.

Haitong Asset Management is a member of the same group of companies as Haitong International Securities, one of the Joint Global Coordinators, and, therefore, is a “connected client” of Haitong International Securities for the purposes of paragraph 13(7) of Appendix 6 to the Listing Rules.

Application and the Stock Exchange’s consent under paragraph 5(1) of Appendix 6 to the Listing Rules

We have applied to the Stock Exchange for, and the Stock Exchange has granted us, a consent that Haitong Asset Management be permitted to participate in the Global Offering and be allocated and holding the Connected Client Shares on behalf of the Jihe Cornerstone Investors, who are Independent Third Parties, on the following basis and conditions as set out in paragraph 4.11 of the Guidance Letter HKEX-GL85-16:

- (a) the Connected Client Shares are held on a discretionary basis on behalf of Independent Third Parties;
- (b) we confirm that the Jihe Cornerstone Investment Agreements do not contain any material terms which are more favourable to Haitong Asset Management than those in the other Cornerstone Investment Agreements;

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- (c) we, Haitong International Securities and, to the best of the Joint Bookrunners' knowledge and belief, the Joint Bookrunners confirm that:
- (i) Haitong International Securities has not participated, and will not participate, in the decision-making process or relevant discussions among us, the Joint Bookrunners and the Underwriters as to whether the Jihe Cornerstone Investors (through Haitong Asset Management as the asset manager) will be selected as cornerstone investors by virtue of the relationship between Haitong Asset Management and Haitong International Securities;
 - (ii) no preferential treatment has been, nor will be, given to Haitong Asset Management by virtue of its relationship with Haitong International Securities other than the preferential treatment of assured entitlement under a cornerstone investment following the principles set out in Guidance Letter HKEX-GL51-13, and details of the allocation will be disclosed in this document and the allotment results announcement of our Company;
- (d) Haitong Asset Management confirms that, to the best of its knowledge and belief, it has not received and will not receive preferential treatment in the allocation of the Offer Shares by virtue of its relationship with Haitong International Securities, other than the preferential treatment of assured entitlement under a cornerstone investment following the principles set out in Guidance Letter HKEX-GL51-13; and
- (e) the Sole Sponsor confirms that based on (i) its discussions with us, Haitong International Securities and the Joint Bookrunners; and (ii) the confirmations provided by us, Haitong International Securities, the Joint Bookrunners and Haitong Asset Management, and to the best of its knowledge and belief, it has no reason to believe that Haitong Asset Management received any preferential treatment in the allocation of the Offer Shares by virtue of the relationship between Haitong Asset Management and Haitong International Securities other than the preferential treatment of assured entitlement set out in Guidance Letter HKEX-GL51-13, and details of the allocation will be disclosed in this document and the allocation results announcement of our Company.