

## WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

In preparation for the [REDACTED], our Company has 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, except as otherwise permitted by the Stock Exchange at its discretion, an issuer must have sufficient management presence in Hong Kong. This normally means that at least two of the issuer’s executive directors must be ordinarily resident in Hong Kong.

The core business and operations of our Group are principally located, managed and conducted in the PRC and most of our Group’s assets are based in the PRC. The principal management headquarters of our Company are based in the PRC. Our Company considers that our Group’s management is best able to attend to its functions by being based in the PRC. All of our executive Directors and most of the members of our senior management are currently ordinarily based in the PRC and will continue to be so after the [REDACTED] of our Company. Our Directors consider that relocation of our executive Directors to Hong Kong will be burdensome and costly for our Company, and it may not be in the best interests of our Company and our Shareholders as a whole to appoint additional executive Directors who are ordinarily resident in Hong Kong. As such, we do not have, and for 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, 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, provided that our Company implements the following arrangements:

- (a) pursuant to Rule 3.05 of the Listing Rules, our Company has appointed and will continue to maintain two authorised representatives, namely, Mr. Lu Bo, an executive Director and Mr. Lee Chung Shing, a joint company secretary, to be the principal communication channel at all times between the Stock Exchange and our Company. Each of the Company’s authorised representatives will be available to meet with the Stock Exchange within a reasonable time frame upon the request of the Stock Exchange and will be readily contactable by telephone, facsimile and email;
- (b) pursuant to Rule 3.20 of the Listing Rules, we will implement a policy to provide the contact details of each Director (such as mobile phone numbers, office phone numbers, email addresses and fax numbers (if any)) to each of the authorised representatives and to the Stock Exchange. This will ensure that the Stock Exchange and the authorised representatives should have means for contacting all Directors promptly at all times as and when required. We also confirm that all Directors who are not ordinarily resident in Hong Kong have or will 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;
- (c) we have appointed First Shanghai Capital Limited as our compliance adviser (the “**Compliance Adviser**”), in accordance with Rule 3A.19 of the Listing Rules. The Compliance Adviser will have access at all times to our Company’s authorised representatives, Directors and senior management, and will act as an additional channel of communication between the Stock Exchange and our Company for the period commencing

## WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

from the [REDACTED] to the date on which our Company complies with Rule 13.46 of the Listing Rules in respect of its financial results for the first full financial year commencing after the [REDACTED]. The Compliance Adviser will maintain constant contact with the authorised representatives, Directors and senior management through various means, including regular meetings and telephone discussions whenever necessary. Our authorised representatives, Directors and other officers of our Company will provide promptly such information and assistance as the Compliance Adviser may reasonably require in connection with the performance of the Compliance Adviser's duties as set forth in Chapter 3A of the Listing Rules; and

- (d) we intend to maintain a place of business in Hong Kong upon [REDACTED].

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 JOINT COMPANY SECRETARIES

Pursuant to Rules 3.28 and 8.17 of the Listing Rules, an issuer 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, the Company must appoint an individual as the company secretary 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 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;
- (b) a solicitor or barrister as defined in the Legal Practitioners Ordinance (Chapter 159 of the Laws of Hong Kong); or
- (c) a certified public accountant as defined in the Professional Accountants Ordinance (Chapter 50 of the Laws of Hong Kong).

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 or she played;
- (b) 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;
- (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.

## WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

Pursuant to the Guidance Letter HKEX-GL108-20, a waiver from strict compliance with the requirements under Rules 3.28 of the Listing Rules can be granted if (i) the proposed company secretary is assisted by a person with the qualification or expertise in the abovementioned, who is to be appointed as a joint company secretary; and (ii) such waiver can be revoked if there are material breaches of the Listing Rules. A waiver from strict compliance with the requirements under Rules 3.28 of the Listing Rules will be granted for a fixed period of time, but in any case will not exceed three years.

Our Company considers that while it is important for the company secretary to be familiar with the relevant securities regulation in Hong Kong, he/she also needs to have experience relevant to our Company's operations, nexus to the Board and close working relationship with the management of our Company in order to perform the function of a company secretary and to take the necessary actions in the most effective and efficient manner. It is for the benefit of our Company to appoint a person who has been a member of the senior management for a period of time and is familiar with our Company's business and affairs as company secretary.

Our Company has appointed Mr. Fu Cong and Mr. Lee Chung Shing as joint company secretaries of our Company in March 2023 and May 2021, respectively. Mr. Lee Chung Shing is an associate of the Hong Kong Institute of Certified Public Accountants (formerly known as Hong Kong Society of Accountants) 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. Mr. Fu Cong, however, does not possess the qualifications set out in Rule 3.28 of the Listing Rules. Our Company believes that Mr. Fu Cong, by virtue of his knowledge and experience in handling corporate administrative matters, is capable of discharging his 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 Mr. Fu Cong who is familiar with our operational and investor relations matters.

Accordingly, we have applied to the Stock Exchange for, and the Stock Exchange [has agreed to grant to us,] a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules. The waiver is granted on two conditions:

- (a) Mr. Fu Cong must be assisted by Mr. Lee Chung Shing, who possesses all the requisite qualifications and experiences required under Rule 3.28 of the Listing Rules; and
- (b) the waiver shall be valid for three years from the [REDACTED] and will be revoked immediately if and when Mr. Lee Chung Shing ceases to provide such assistance or if there are material breaches of the Listing Rules by our Company.

Before the expiry of such three-year period, the qualifications and experience of Mr. Fu Cong and the need for on-going assistance of Mr. Lee Chung Shing will be further evaluated by our Company. We will liaise with the Stock Exchange to enable it to assess whether Mr. Fu Cong, having benefited from Mr. Lee Chung Shing's assistance for 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. If, subject to the Stock Exchange's view, such requirements cannot be satisfied by Mr. Fu Cong after such three-year period, we will take appropriate actions for compliance with Rules 3.28 and 8.17 of the Listing Rules, including an extension

**WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES**

of the joint company secretaries arrangement as described above, or appoint a suitable candidate who will be able to comply with the requirements under Rules 3.28 and 8.17 of the Listing Rules as the company secretary of our Company.

See the section headed “Directors and Senior Management — Joint Company Secretaries” in this document for further information regarding the qualifications of Mr. Fu Cong and Mr. Lee Chung Shing.