
WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

For the purpose of the [REDACTED], we have sought the following waivers from the Stock Exchange in relation to certain requirements from the Listing Rules.

MANAGEMENT PRESENCE IN HONG KONG

Pursuant to Rule 8.12 and Rule 19A.15 of the Listing Rules, an issuer must have a sufficient management presence in Hong Kong. This normally means that at least two of the executive Directors must be ordinarily resident in Hong Kong. Rule 19A.15 of the Listing Rules further provides that the requirement in Rule 8.12 may be waived by the Stock Exchange in its discretion.

Given that we are headquartered in the PRC with our principal business operation principally located, managed and conducted in the PRC and all of our executive Directors are not ordinarily resident in Hong Kong, it would be practically difficult and commercially unfeasible for us to either relocate two of our executive Directors to Hong Kong or to appoint two additional executive Directors who are ordinarily resident in Hong Kong in order to comply with the requirements under Rule 8.12 and Rule 19A.15 of the Listing Rules.

Accordingly, our Company has applied to the Stock Exchange for, and the Stock Exchange [has granted], a waiver from strict compliance with the requirements under Rule 8.12 and Rule 19A.15 of the Listing Rules on the following conditions:

- our Company has appointed two authorized representatives (the “**Authorized Representatives**”) pursuant to Rule 3.05 of the Listing Rules, namely, Mr. Wang Zegang, an executive Director and one of our joint company secretaries and Ms. Yu Wing Sze, one of our joint company secretaries, who will act as our Company’s principal channel of communication with the Stock Exchange. Ms. Yu Wing Sze is an ordinarily resident in Hong Kong. Each of the Authorized Representatives will be available to meet with the Stock Exchange in Hong Kong within a reasonable time frame upon the request of the Stock Exchange and will be readily contactable by telephone and email. Each of the Authorized Representatives is authorized by our Board to communicate on behalf of our Company with the Stock Exchange. Our Company has been registered as a non-Hong Kong company under Part 16 of the Companies Ordinance, and Ms. Yu Wing Sze has been authorized to accept service of legal process and notice in Hong Kong on behalf of our Company;
- each of the Authorized Representatives has means to contact all members of our Board (including the independent non-executive Directors) and 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 Authorized Representatives and our Directors, our Company will implement a number of policies whereby (i) each Director shall provide his/her mobile phone numbers and email addresses to the Authorized Representatives; (ii) in the event that such Director expects to travel and be out of office, he/she shall provide the phone number of the place of his/her accommodation to the Authorized Representatives; and (iii) all our Directors and

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Authorized Representatives will provide their respective mobile phone numbers and email addresses to the Stock Exchange. We shall promptly inform the Stock Exchange of any changes to the contact details of the Authorized Representatives and our Directors;

- Rainbow Capital (HK) Limited has been appointed as our Company’s compliance advisor, pursuant to Rule 3A.19 of the Listing Rules, to provide our Company with professional advice on continuing obligations under the Listing Rules, and to act at all times, in addition to the two Authorized Representatives, as our Company’s additional channel of communication with the Stock Exchange for the period commencing on the [REDACTED] and ending on the date on which our Company complies with Rule 13.46 of the Listing Rules and publishes its annual report in respect of its first full financial year commencing after the [REDACTED]. The contact person of the compliance advisor will be fully available to answer enquiries from the Stock Exchange;
- each of our Directors (including independent non-executive Directors) who is not ordinarily resident in Hong Kong has confirmed that he/she possesses or can apply for valid travel documents to visit Hong Kong and would be able to meet with the Stock Exchange in Hong Kong upon reasonable notice; and
- our Company will also appoint other professional advisors (including its legal advisors in Hong Kong) after the [REDACTED] to assist our Company in addressing any enquiries which may be raised by the Stock Exchange and to ensure that there will be prompt and effective communication with the Stock Exchange.

APPOINTMENT OF JOINT COMPANY SECRETARIES

Pursuant to Rules 3.28 and 8.17 of the Listing Rules, we must appoint a company secretary 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. Note 1 to Rule 3.28 of the Listing Rules further provides that the Stock Exchange considers the following academic or professional qualifications to be acceptable:

- (a) a member of The Hong Kong Chartered Governance Institute;
- (b) a solicitor or barrister (as defined in the Legal Practitioners Ordinance); and
- (c) a certified public accountant (as defined in the Professional Accountants Ordinance).

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 law and regulations including the Securities and Futures Ordinance, Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance and the Takeovers Code;

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- (iii) relevant training taken and/or to be taken in addition to the minimum requirements under Rule 3.29 of the Listing Rules; and
- (iv) professional qualifications in other jurisdictions.

Our Company has appointed Mr. Wang Zegang as one of the joint company secretaries as Mr. Wang has extensive experience in board and corporate management matters and has been assisting the chairman of our Board in handling these matters for years. However, Mr. Wang Zegang presently does not possess any of the qualifications under Rules 3.28 and 8.17 of the Listing Rules, thus may not be able to fulfill the requirements of the Listing Rules. Therefore, we have appointed Ms. Yu Wing Sze, an associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute, who fully meets the requirements stipulated under Rules 3.28 and 8.17 of the Listing Rules to act as the other joint company secretary. See “Directors, Supervisors and Senior Management — Joint Company Secretaries” in this document for details of Mr. Wang Zegang’s and Ms. Yu Wing Sze’s experience. Ms. Yu will provide assistance to Mr. Wang for an initial period of three years from the [REDACTED] to enable Mr. Wang to acquire the “relevant experience” under Note 2 to Rule 3.28 of the Listing Rules so as to fully comply with the requirements set forth under Rules 3.28 and 8.17 of the Listing Rules. Specifically, Ms. Yu will (i) communicate regularly with Mr. Wang on matters relating to corporate governance, the Listing Rules and other laws and regulations which are relevant to our Company and its business; (ii) arrange for trainings by the legal advisers of our Company, if needed, to Mr. Wang on updates of the Listing Rules and other applicable Hong Kong regulatory requirements; and (iii) assist Mr. Wang to meet the disclosure requirements under the Listing Rules, make filing(s) with the Companies Registry and other matters which are incidental to the duties of a company secretary of a [REDACTED] company.

Both the compliance advisor and the Hong Kong legal advisors of our Company will assist Mr. Wang in relation to Hong Kong corporate governance practices and regulatory compliance, ongoing compliance obligations under the Listing Rules and the applicable laws and regulations as and when required. In addition, Mr. Wang will endeavor to comply with the requirement under Rule 3.29 of the Listing Rules by attending annually not less than 15 hours of relevant professional trainings and familiarize himself with the Listing Rules and duties required of a company secretary of a PRC issuer [REDACTED] 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 of Rules 3.28 and 8.17 of the Listing Rules. The waiver is valid for an initial period of three years from the [REDACTED], and is granted on the condition that we engage Ms. Yu, who possesses all the requisite qualifications under Rule 3.28 of the Listing Rules, to assist Mr. Wang in discharging his duties as a joint company secretary and in gaining the “relevant experience” as required under Note 2 to Rule 3.28 of the Listing Rules. Such waiver can be revoked immediately if there are material breaches of the Listing Rules by our Company pursuant to chapter 3.10 of the Guide For New Listing Applicants.

Before the expiration of the initial three-year period, the qualifications of Mr. Wang will be re-evaluated to determine whether the requirements as stipulated in Rules 3.28 and 8.17 of the Listing Rules can be satisfied and whether the need for on-going assistance will continue. It is expected that Mr. Wang will be able to fulfill all the requirements stipulated at the end of the initial three-year period.