
WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

In preparation for the Listing, our Group has sought the following waivers from strict compliance with the relevant provisions of the Listing Rules.

MANAGEMENT PRESENCE

Pursuant to Rule 8.12 of the Listing Rules, an issuer must have a sufficient management presence in Hong Kong, which normally means that at least two of its executive directors must be ordinarily resident in Hong Kong. Our business operations are located, managed and conducted in the PRC. Our Company currently 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, as only one of our executive Directors (being Mr. Wang Jun) is ordinarily resident in Hong Kong. Appointment of an additional executive Director who is ordinarily resident in Hong Kong or relocation of our existing PRC-based executive Director to Hong Kong would not be beneficial to or appropriate for the Company. Therefore, we have applied for, and the Stock Exchange has granted us a waiver from strict compliance with Rule 8.12 of the Listing Rules subject to the following conditions:

- (a) pursuant to Rule 3.05 of the Listing Rules, we have appointed two authorized representatives, Mr. Wang Jun (our executive Director, chief executive officer and chairman of our Board) and Ms. To Yee Man (our company secretary), who will act as our principal channel of communication with the Stock Exchange and ensure that we will comply with the Listing Rules at all times. Both Mr. Wang Jun and Ms. To Yee Man are ordinarily resident in Hong Kong. Each of our 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, facsimile and email. Each of our authorized representatives is authorized to communicate on our behalf with the Stock Exchange. Our Company has been registered as a non-Hong Kong company under part 16 of the Companies Ordinance and our authorized representatives have also been authorized to accept service of process and notices in Hong Kong on our behalf;
- (b) both our authorized representatives have means to contact our Directors (including our independent non-executive Directors) promptly at all times as and when the Stock Exchange wishes to contact our Directors on any matters;
- (c) our Directors who are not ordinarily resident in Hong Kong possess or can apply for valid travel documents to visit Hong Kong and will be able to meet with the Stock Exchange within a reasonable period of time, when required;
- (d) each of our Directors and authorized representatives has provided or will provide his or her mobile phone numbers, office phone numbers, fax numbers and email addresses to the Stock Exchange; and
- (e) pursuant to Rule 3A.19 of the Listing Rules, we have appointed Ballas Capital Limited as our compliance advisor, which will act as an additional channel of communication with the Stock Exchange.

CONNECTED TRANSACTIONS

We have entered into certain transactions which will constitute continuing connected transactions for our Company under the Listing Rules after Listing. We have applied for, and the Stock

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Exchange has granted us, waivers from strict compliance with the announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules in respect of the continuing connected transactions as disclosed in "Connected Transactions—(B) Non-Exempt Continuing Connected Transactions". Please see the section headed "Connected Transactions" of this prospectus for further information.