

---

## WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

---

In preparation for the [REDACTED], our Company has sought [and has been granted] the following waivers from strict compliance with the relevant provisions of the Listing Rules.

### WAIVER IN RELATION TO MANAGEMENT PRESENCE IN HONG KONG

Rule 8.12 of the Listing Rules requires that our Group 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 headquarters, principal business and operations of our Group are located, managed and operated in the PRC, our Group will not, upon [REDACTED] or in the foreseeable future, have sufficient management presence in Hong Kong. Currently, all of our executive Directors ordinarily reside in the PRC. The 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, which business operations are primarily located in the PRC, and therefore would not be in the best interests of our Company and the Shareholders as a whole. 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 of the Listing Rules.

Notwithstanding that upon [REDACTED], our Company will not have at least two executive Directors who are ordinarily residents in Hong Kong, the following will continually allow our Company to maintain regular communications with the Stock Exchange for the purpose of Rule 8.12 of the Listing Rules:

- (i) our Company has appointed Mr. Chen and Ms. Fung Po Ting, Stella (“**Ms. Fung**”) as the authorized representatives for the purpose of Rule 3.05 of the Listing Rules. They will act as our Company’s principal channel of communication with the Stock Exchange. Ms. Fung is a Hong Kong permanent resident and Mr. Chen possesses valid travel documents to visit Hong Kong and will be able to meet with the Stock Exchange within a reasonable period of time upon request of the Stock Exchange, if required. Each of them has confirmed that he or she can be readily contactable by phone, facsimile and email to deal promptly with enquiries from the Stock Exchange. Our Company has provided contact details of the authorized representatives to the Stock Exchange and will inform the Stock Exchange as soon as practicable in respect of any change in our Company’s authorized representatives;
- (ii) each of the authorized representatives has means of contacting all Directors (including the independent non-executive Directors) promptly at all times as and when the Stock Exchange proposes to contact a Director with respect to any matters and we will implement a policy whereby:
  - (a) each Director must provide his or her mobile phone number, office phone number, facsimile number and email address to these authorized representatives and the Stock Exchange; and

---

## WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

---

- (b) in the event that a Director expects to travel and/or otherwise be out of office, he or she will provide the phone number of the place of his or her accommodation to these authorized representatives;
- (iii) all the Directors who are not ordinarily resident in Hong Kong are able to 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;
- (iv) meetings between the Stock Exchange and the Directors could be arranged through the authorized representatives or the Company's compliance adviser, or directly with the Directors within a reasonable timeframe. Our Company will inform the Stock Exchange promptly in respect of any change in our authorized representatives and compliance adviser; and
- (v) our Company has appointed Rainbow Capital (HK) Limited as its compliance adviser in compliance with Rule 3A.19 of the Listing Rules, who will act as an additional channel of communication with the Stock Exchange. Our Company will ensure that the compliance adviser shall have access at all times to its authorized representatives, Directors and members of the senior management. Our Company will also procure that such persons provide promptly to the compliance adviser such information and assistance as it may need or may reasonably request in connection with the performance of its duties as set forth in Chapter 3A of the Listing Rules. The compliance adviser will advise on ongoing compliance requirements and other issues arising under the Listing Rules and other applicable laws and regulations in Hong Kong for a period commencing on the [REDACTED] at least until the date on which the Company complies with Rule 13.46 of the Listing Rules in respect of the Company's financial results for the first full financial year and its annual report for the first full financial year following the [REDACTED].

## WAIVER IN RELATION TO APPOINTMENT OF JOINT COMPANY SECRETARIES

Pursuant to Rules 3.28 and 8.17 of the Listing Rules, our company secretary must be 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. 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 (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:

---

## WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

---

- (a) length of employment with the listing applicant and other issuers and the roles he/she played;
- (b) familiarity with the Listing Rules and other relevant law and regulations including the SFO, the Companies Ordinance, the Companies (WUMP) Ordinance, and the Takeovers Code;
- (c) relevant training taken and/or to be taken in addition to the minimum requirement under Rule 3.29 of the Listing Rules; and
- (d) professional qualifications in other jurisdictions.

Pursuant to Chapter 3.10 of the Guide for New Listing Applicants issued by the Stock Exchange, the Stock Exchange will consider a waiver application by an issuer in relation to Rules 3.28 and 8.17 of the Listing Rules based on the specific facts and circumstances. Factors that will be considered by the Stock Exchange include:

- (a) whether the issuer has principal business activities primarily outside Hong Kong;
- (b) whether the issuer was able to demonstrate the need to appoint a person who does not have the Acceptable Qualification (as defined under Chapter 3.10 of the Guide for New Listing Applicants) nor Relevant Experience (as defined under Chapter 3.10 of the Guide for New Listing Applicants) as a company secretary; and
- (c) why the directors consider the individual to be suitable to act as the issuer's company secretary.

The Company's principal business activities are located outside of Hong Kong and there are practical difficulties in finding persons who possess day-to-day knowledge of the Company's affairs while also having the academic and professional qualifications as required. We have appointed Mr. Chen and Ms. Fung as our joint company secretaries. Mr. Chen has almost 14 years of working experience with our Group and is currently acting as an executive Director and the chief financial officer of our Company, primarily responsible for the overall strategic decision, daily management and operation and the finance department of our Group. He has accumulated abundant knowledge about our business operations and corporate governance with a strong recognition of our corporate culture. By virtue of his position and familiarity with our Group, Mr. Chen has worked closely with our Directors and thus possesses a thorough understanding of matters concerning our Board and its operations. As such, our Directors believe that Mr. Chen is a suitable person to act as one of the joint company secretaries of our Company.

However, Mr. Chen does not possess the specified qualifications required by Rule 3.28 of the Listing Rules. Therefore, we have also appointed Ms. Fung, who meets the requirements under Rule 3.28 of the Listing Rules, to act as the other joint company secretary. Ms. Fung, who has over 13 years of experience in the fields of corporate secretarial services, can leverage her expertise to assist Mr. Chen to better discharge his responsibilities as our Company's joint company secretary. For more details of the biographies of Mr. Chen and Ms. Fung, please see the section headed "Directors and Senior Management".

---

## WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

---

Over the initial period of the three years from the [REDACTED], we will implement the following measures to assist Mr. Chen to satisfy the requisite qualifications as prescribed in Rules 3.28 and 8.17 of the Listing Rules:

- (i) given the knowledge and experience of Ms. Fung, she will be able to advise both Mr. Chen and us on the relevant requirements of the Listing Rules as well as other applicable laws and regulations of Hong Kong;
- (ii) Mr. Chen will be assisted by Ms. Fung for an initial period of three years commencing from the [REDACTED], which should be sufficient for Mr. Chen to acquire the requisite knowledge and experience under Rule 3.28 of the Listing Rules;
- (iii) we will ensure that Mr. Chen has access to the relevant trainings and support to enable him to familiarize himself with the Listing Rules and the duties required of a company secretary of a Hong Kong listed company, and Mr. Chen has undertaken to attend such trainings;
- (iv) Ms. Fung will communicate with Mr. Chen on a regular basis regarding matters in relation to corporate governance, the Listing Rules as well as other applicable laws and regulations of Hong Kong which are relevant to our operations and affairs. Ms. Fung will work closely with, and provide assistance to Mr. Chen with a view to discharging her duties and responsibilities as a company secretary, including but not limited to organising the Board meetings and Shareholders' meetings; and
- (v) pursuant to Rule 3.29 of the Listing Rules, Mr. Chen will also attend no less than 15 hours of relevant professional training courses in each financial year to familiarize himself with the requirements of the Listing Rules and other legal and regulatory requirements of Hong Kong. Each of Mr. Chen and Ms. Fung will be advised by our legal advisers as to Hong Kong laws and our compliance adviser as and when appropriate and required.

Accordingly, we have applied 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, for an initial period of three years from the [REDACTED], on the conditions that (i) Mr. Chen must be assisted by Ms. Fung, who possesses the qualifications and experience as required under Rule 3.28 of the Listing Rules and who will serve as the joint company secretaries of our Company throughout the three-year waiver period; and (ii) the waiver can be revoked if there are material breaches of the Listing Rules by our Company. Prior to the expiry of the three-year period, we will conduct a further evaluation of the qualification and experience of Mr. Chen to determine whether the requirements as stipulated in Rules 3.28 and 8.17 of the Listing Rules can be satisfied, and we will liaise with the Stock Exchange to assess whether Mr. Chen, having had the benefit of the assistance of Ms. Fung for three years, would have acquired the relevant experience within the meaning of Note 2 to Rule 3.28 of the Listing Rules such that there is no need to further apply for a waiver.

---

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

---

### **WAIVER IN RELATION TO CONTINUING CONNECTED TRANSACTIONS**

We have entered into, and expect to continue, the Contractual Arrangements, which will constitute non-exempt continuing connected transactions for our Company under the Listing Rules upon [REDACTED]. Accordingly, we have applied for, [and the Stock Exchange has granted,] a waiver from strict compliance with the requirements under Chapter 14A of the Listing Rules in relation to such non-exempt continuing connected transactions. Details of such continuing connected transactions and the respective waivers sought are set out in the sections headed "Contractual Arrangements" and "Continuing Connected Transactions" in this document.