

## WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

In preparation for the [REDACTED], we have sought the following waivers from strict compliance with the Listing Rules.

### MANAGEMENT PRESENCE IN HONG KONG

Pursuant to Rule 8.12 of the Listing Rules, an issuer must have a sufficient management presence in Hong Kong. This will normally mean that at least two of its executive directors must be ordinarily resident in Hong Kong. Since our headquarters, senior management, business operations and assets are not principally located, managed or conducted in Hong Kong and will continue to be located, managed or conducted outside Hong Kong, our Company does not, and for the foreseeable future, will not, have two executive Directors who are ordinarily resident in Hong Kong for the purpose of satisfying the requirements under Rule 8.12 of the Listing Rules.

Accordingly, our Company has applied to the Stock Exchange for, and the Stock Exchange has [granted us], a waiver from strict compliance with the requirements set out in Rule 8.12 of the Listing Rules. We have made the following arrangements to maintain effective communication between the Stock Exchange and our Company:

- (a) pursuant to Rule 3.05 of the Listing Rules, our Company has appointed and will continue to maintain two authorised representatives to be the principal communication channel at all times between the Stock Exchange and our Company. The two authorised representatives appointed by our Company are Mr. Ji Lijun (our executive Director) and Ms. Lam Chi Ching Cecilia (a joint company secretary of our Company) (the “**Authorised Representatives**”). The Authorised Representatives will be available to meet with the Stock Exchange in Hong Kong within a reasonable period of time upon request and will be readily contactable by the Stock Exchange by telephone, facsimile and/or e-mail to deal promptly with any enquiries which may be made by the Stock Exchange. Each of the two Authorised Representatives is authorised to communicate on behalf of our Company with the Stock Exchange;
- (b) the Authorised Representatives have means to contact all the Directors (including the independent non-executive Directors) promptly at all times as and when the Stock Exchange wishes to contact the Directors on any matters;
- (c) each Director has provided his or her up-to-date home, office, mobile and other phone numbers, email address, correspondence address and facsimile number (if available) to the Authorised Representatives and the Stock Exchange, and in the event that any Director expects to travel or otherwise be out of office, he or she will provide the phone number of the place of his or her accommodation to the Authorised Representatives;
- (d) our Company will, in compliance with Rule 3A.19 of the Listing Rules, appoint SPDB International Capital Limited, to act as the compliance adviser of our Company (the “**Compliance Adviser**”) who will act as an additional channel of communication between the Stock Exchange and our Company for the period commencing from the [REDACTED] and ending on the date that our Company publishes its financial results

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

for the first full financial year after the [REDACTED] pursuant to Rule 13.46 of the Listing Rules. The Compliance Adviser will advise us on on-going compliance requirements and other issues arising under the Listing Rules and other applicable laws and regulations in Hong Kong after [REDACTED] and have full access at all times to the Authorised Representative and our Directors;

- (e) any meetings between the Stock Exchange and our Directors may be arranged through the Authorised Representatives or the Compliance Adviser or directly with our Directors within a reasonable time frame;
- (f) the Company will inform the Stock Exchange as soon as practicable in respect of any changes to the contact details of the Authorised Representatives, our Directors or the Compliance Adviser;
- (g) subject to travel restrictions or quarantine requirements imposed by the PRC or Hong Kong governments, all Directors and the Authorised Representatives have confirmed that they possess or can apply for valid travel documents to visit Hong Kong for business purposes and would be able to come to Hong Kong and, when required, meet with the Stock Exchange upon reasonable notice; and
- (h) the Company will retain a Hong Kong legal adviser to advise the Company on the compliance with the Listing Rules and other applicable Hong Kong laws and regulations after the [REDACTED].

### **JOINT COMPANY SECRETARIES**

Pursuant to Rules 3.28 and 8.17 of the Listing Rules, the company secretary must be an individual who, by virtue of his 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 provides that 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); and
- (c) a certified public accountant as defined in the Professional Accountants Ordinance (Chapter 50 of the Laws of Hong Kong).

Note 2 to Rule 3.28 of the Listing Rules further sets out the factors that the Stock Exchange will consider in assessing an individual's "relevant experience":

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

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

- (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 under Rule 3.29 of the Listing Rules; and
- (d) professional qualifications in other jurisdictions.

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 a 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.

We have appointed Mr. Ji Lijun, the executive Director of our Company, as one of the joint company secretaries of our Company. Mr. Ji has extensive experience in matters concerning the Board and our corporate governance. However, Mr. Ji does not possess the specified qualifications strictly required under Rule 3.28 of the Listing Rules and, thus, may not be able to fulfil the requirements of the Listing Rules on his own. Therefore we also appointed Ms. Lam Chi Ching Cecilia, a solicitor as defined in the Legal Practitioners Ordinance (Chapter 159 of the Laws of Hong Kong), who meets relevant requirements under Rule 3.28 of the Listing Rules to act as our joint company secretary and to work closely with and provide support and assistance to Mr. Ji, for an initial period of three years from the [REDACTED] so as to enable Mr. Ji to acquire the relevant experience as required under Note 2 to Rule 3.28 of the Listing Rules to duly discharge his duties.

Accordingly, we have applied for, and the Stock Exchange [has granted], a waiver from strict compliance with Rules 3.28 and 8.17 of the Listing Rules for an initial period of three years from the [REDACTED]. Such Waiver will be subject to the following conditions: (i) Mr. Ji will be assisted by Ms. Lam, who possesses the qualifications or experience as required under Rule 3.28 of the Listing Rules and will serve as the joint company secretary of our Company throughout the three-year waiver period; (ii) Mr. Ji will comply with the annual professional training requirement under Rule 3.29 of the Listing Rules and will endeavor to attend relevant training courses, including briefings on the latest changes to the relevant applicable Hong Kong laws and regulations and the Listing Rules which will be organised by our Company's Hong Kong legal advisers on an invitation basis and seminars organised by the Stock Exchange for listed issuers from time to time; and (iii) such waiver can be revoked if there are any material breaches of the Listing Rules by us. Prior to the expiry of the three-year period, the qualifications and experience of Mr. Ji and the necessity for the on-going assistance will be further evaluated by the Company, and the Company will then liaise with the Stock Exchange to assess whether Mr. Ji, having had the benefit of Ms. Lam's assistance for the three preceding years, has acquired the skills necessary to carry out the

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

duties of company secretary and the relevant experience within the meaning of Note 2 to Rule 3.28 of the Listing Rules such that a further waiver from Rules 3.28 and 8.17 of the Listing Rules will not be necessary.

For further details, please refer to the section headed “Directors and Senior Management” regarding the qualifications and experience of Mr. Ji and Ms. Lam in this document.

### **CONTINUING CONNECTED TRANSACTIONS**

We have entered into certain transaction(s), which would constitute continuing connected transactions subject to annual reporting, annual review, announcement, circular and independent Shareholders’ approval requirements, namely non-exempt continuing connected transactions under Chapter 14A of the Listing Rules after the [REDACTED]. Accordingly, we [have applied] to, and the Stock Exchange [has granted], waivers to certain continuing connected transactions from straight compliance with Chapter 14A of the Listing Rules. Details about such transactions together with the application for a waiver from strict compliance with the relevant announcement, circular and independent Shareholders’ approval requirements under Chapter 14A of the Listing Rules are set out in the section headed “Connected Transactions” in this document.