
WAIVER FROM COMPLIANCE WITH THE LISTING RULES

In preparation for Listing, we have sought the following waiver from strict compliance with the relevant provisions of the Listing Rules:

CONTINUING CONNECTED TRANSACTIONS

FG Holdings has entered into, and will continue to carry on certain transactions, which would constitute non-exempt continuing connected transactions for our Company under the Listing Rules upon Listing. Our Company has applied to the Stock Exchange for, and has been granted a waiver from strict compliance with the relevant announcement and/or independent shareholders' approval requirements set out in Chapter 14A of the Listing Rules for such transactions. Further details of such non-exempt continuing connected transactions and the waiver are set out in the section headed "Continuing connected transactions" in this prospectus.