

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

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

### **MANAGEMENT PRESENCE IN HONG KONG**

Pursuant to Rule 8.12 of the Listing Rules, we must have sufficient management presence in Hong Kong. This normally means that at least two of the executive Directors must be ordinarily resident in Hong Kong. The business operations of the Group are located in China. Due to the business requirements of the Group, none of the executive Directors has been, is or will be based in Hong Kong.

Accordingly, we have applied to the Hong Kong Stock Exchange for, and the Hong Kong Stock Exchange has agreed to grant, a waiver from strict compliance with the requirements under Rule 8.12 of the Listing Rules. In order to maintain effective communication with the Hong Kong Stock Exchange, we will put in place the following measures in order to ensure that regular communication is maintained between the Hong Kong Stock Exchange and us:

- (a) we have appointed two authorized representatives pursuant to Rule 3.05 of the Listing Rules, who will act as our principal channel of communication with the Hong Kong Stock Exchange. The two authorized representatives are Mr. Yang Hansong and Ms. Pau Lai Mei;
- (b) each of the authorized representatives will have all necessary means to contact all the Directors promptly at all times, as and when the Hong Kong Stock Exchange wishes to contact the Directors on any matters;
- (c) all the Directors who are not ordinarily resident in Hong Kong have or can apply for valid travel documents to visit Hong Kong for business purposes and would be able to meet with the Hong Kong Stock Exchange upon reasonable notice;
- (d) CMB International Capital Limited, our compliance adviser, will act as an additional channel of communication with the Hong Kong Stock Exchange; and
- (e) each Director will provide their respective mobile phone numbers, office phone numbers, e-mail addresses and fax numbers to the Hong Kong Stock Exchange upon request.

### **WAIVER FROM RULE 8.17 OF THE LISTING RULES**

According to Rule 8.17 of the Hong Kong Listing Rules, the secretary of our Company must be a person who is ordinarily resident in Hong Kong and who has the requisite knowledge and experience to discharge the functions of secretary of a listed company and who:

- (a) is an Ordinary Member of The Hong Kong Institute of Chartered Secretaries, a solicitor or barrister as defined in the Legal Practitioners Ordinance or a professional accountant; or
- (b) is an individual who, by virtue of his academic or professional qualifications or relevant experience, is, in the opinion of the Hong Kong Stock Exchange, capable of discharging the functions of a company secretary of an issuer.

## WAIVERS FROM COMPLIANCE WITH THE LISTING RULES

We have appointed Mr. Chen Changdong and Ms. Pau Lai Mei as joint company secretaries. Ms. Pau is ordinarily resident in Hong Kong. Ms. Pau is an Ordinary Member of The Hong Kong Institute of Chartered Secretaries and therefore meets the qualification requirements under Rule 8.17 of the Listing Rules.

Mr. Chen Changdong has worked as chief financial officer in the Group for seven years. By virtue of his knowledge and past experience in handling corporate finance matters, he should be capable of discharging his functions as a company secretary and he possesses the relevant experience of the Group's legal and corporate administrative matters. We believe that it is in the best interests of the Group that Mr. Chen be appointed as a joint company secretary. Since Mr. Chen does not possess the formal qualifications required of a company secretary under Rule 8.17 of the Listing Rules, we have sought and have obtained a waiver from the Hong Kong Stock Exchange such that Ms. Pau may be appointed a joint company secretary. The waiver was granted for a period of three years and during this period, Ms. Pau will work closely with, and provide assistance to, Mr. Chen. At the end of this period, the Company will liaise with the Stock Exchange to enable it to assess whether Mr. Chen, having benefited from the assistance of Ms. Pau, has acquired the skills necessary to carry out the duties of a company secretary and the relevant experience within the meaning of Rule 8.17 (3) of the Listing Rules so that a further waiver is not necessary.

The above waiver will be immediately revoked when Ms. Pau ceases to provide assistance and guidance to Mr. Chen Changdong.