
WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

WAIVER FROM RULE 8.12 OF THE LISTING RULES

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 Company does not and, for the foreseeable future, will not have a sufficient management presence in Hong Kong for the purposes of satisfying the requirements under Rule 8.12 of the Listing Rules. Our Company has applied for a waiver from strict compliance with Rule 8.12 of the Listing Rules on the basis that, as our Company's core business operations are based, managed and conducted in the PRC, our Company's management is best able to attend to its functions by being based in the PRC. Our Company has received from the Stock Exchange a waiver from compliance with Rule 8.12 of the Listing Rules subject to the following conditions:

- a) our Company has appointed two authorised representatives pursuant to Rule 3.05 of the Listing Rules who will act as our Company's principal communication channel with the Stock Exchange and will ensure that our Company complies with the Listing Rules at all times. The two authorised representatives are Mr. Gao, an executive Director, and Mr. Wong Chi Wah, our company secretary. The authorised 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 or e-mail, and are authorised to communicate on behalf of our Company with the Stock Exchange;
- b) in compliance with Rule 3A.19 of the Listing Rules, our Company will appoint Guotai Junan Capital Limited to act as compliance adviser for a period commencing on the Listing Date and ending on the date on which our Company distributes the annual report for the first full financial year commencing after the Listing Date in accordance with Rule 13.46 of the Listing Rules to provide our Company with advices on the obligation in compliance with the Listing Rules, all other applicable laws, rules, codes and guidelines. The compliance adviser will advise on on-going compliance requirements and other issues arising under the Listing Rules and other applicable laws and regulations in Hong Kong after the Listing and, where our Company's authorised representatives are unavailable, act as an additional channel of communication between the Stock Exchange and our Company at least for the period commencing from the Listing Date and ending on the date that our Company publishes its first full financial year results pursuant to Rule 3A.19 of the Listing Rules;
- c) both the authorised representatives have means of contacting our Directors (including the independent non-executive Directors) promptly at all times as and when the Stock Exchange wishes to contact the members of the Board for any matters. Our Company has implemented a policy whereby (i) each Director will provide his or her mobile phone number, residential phone number, fax number and e-mail address to the authorised representatives; (ii) each executive Director will provide valid phone numbers or means of communication to the authorised representatives when he or she is travelling; and (iii) all Directors will provide his or her mobile phone numbers, residential phone numbers, office phone numbers, fax numbers and e-mail addresses to the Stock Exchange; and
- d) all Directors who do not ordinarily reside in Hong Kong have confirmed that they possess or will apply for valid travel documents to visit Hong Kong and will be able to meet with the relevant members of the Stock Exchange within a reasonable period of time, when required.