

## A. SUMMARY OF WAIVERS

In the preparation for the dual primary listing of the Company on the Stock Exchange, the Group has sought certain waivers from strict compliance with certain provisions of the Listing Rules.

Set out below is a summary of the waivers sought and granted by the Stock Exchange:

<b>Relevant Listing Rules provision</b>	<b>Subject matter</b>
Rule 8.12	Sufficient management presence in Hong Kong
Rule 3.28 and 8.17	Qualification of joint company secretaries
Rule 9.09	Dealings in securities by core connected persons during a listing application process
Rule 10.04 and paragraph 5(2) of Appendix 6	Allocation of Placing Shares to existing Shareholders and their close associates
Rule 19.10(6)	Inspection of legislation and regulations

## 1. Sufficient management presence in Hong Kong (Rule 8.12)

Rule 8.12 of the Listing Rules requires that a new applicant applying for a primary listing on the Stock Exchange 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. As the principal business operations, properties, offices and facilities of the Group are predominantly located, conducted and managed in Singapore, the United Kingdom, Australia, Malaysia and elsewhere other than Hong Kong, the Directors and senior management are and will continue to be based predominantly in those countries. Further, as at the Listing Date, the Board comprised six members, all of whom are non-executive Directors and independent non-executive Directors, and none of whom are executive Directors. For further background and reasons of having no executive Directors, please refer to the paragraph headed “Directors and Senior Management – Compliance with the Corporate Governance Code and Listing Rules – Requirements under paragraph A3 of the CG Code” in the Prospectus. As such, the Board composition falls short of the requirement of having two executive directors under Rule 8.12 of the Listing Rules.

As at the Latest Practicable Date, save for the then Hong Kong company secretary, Ms. Wong Tak Yee (“**Ms. Wong**”), none of the Directors or senior management is a Hong Kong resident or based in Hong Kong. If two Directors who are ordinarily residents in Hong Kong need to be appointed for the purpose of complying with the requirements of Rule 8.12 of the Listing Rules, such personnel may not be able to fully understand or familiarise themselves with the business and operations of the Group immediately. This may have an adverse impact on their ability to exercise their discretion on a fully informed basis, or make appropriate decisions beneficial to the business operations and development of the Group. Further, as the Company is also listed on SGX-ST, there are other compliance issues with SGX-ST that the Company needs to satisfy. Hence, the Directors consider it may not be practicable or in the best interest of the Company nor the Shareholders as a whole to appoint two executive Directors who are ordinarily residents in Hong Kong for the purpose of satisfying the requirements of Rule 8.12 of the Listing Rules.

The Company has applied for and the Stock Exchange has granted a waiver from strict compliance with the requirements of Rule 8.12 of the Listing Rules on the following conditions:

- a) the Company has appointed and will continue to maintain two authorised representatives pursuant to Rule 3.05 of the Listing Rules, who will act as the principal channel of communication between the Company and the Stock Exchange. The Company will ensure that the authorised representatives will comply with the Listing Rules at all times. The Group had appointed Ms. Wong and Mr. Wong Kok Hoe (non-executive Director and chairman of the Board at the time of this appointment, and currently holding the position of executive Director and deputy chairman of the Board) as the two authorised representatives. Subsequent to the resignation of Ms. Wong, the Company has appointed Ms. Cheung Yuet Fan, the Hong Kong company secretary in replacement of Ms. Wong, who is ordinarily resident in Hong Kong, as an authorised representative in place of Ms. Wong;

- b) each of 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 telephone, facsimile or email. Each of the two authorised representatives has been duly authorised to communicate on behalf of the Company with the Stock Exchange;
- c) each of the authorised representatives has means to contact all members of the Board (including the independent non-executive Directors) and the senior management team of the Group promptly at all times as and when the Stock Exchange wishes to contact any of them for any matter;
- d) the Company will implement a policy that (i) every Director will provide his or her mobile phone number, residential phone number, office phone number, fax number and email address to the authorised representatives, (ii) every Director will provide his or her phone number, place and phone number of the place of accommodation and other means of communication to the authorised representatives if such Director is expecting to travel or be out of office; and (iii) every Director (including independent non-executive Directors) will provide his or her mobile phone number, residential phone number, office phone number, fax number and email address to the Stock Exchange;
- e) each Director who is not ordinarily resident in Hong Kong has confirmed that he possesses valid travel documents which allow him to visit Hong Kong and will be able to meet with the Stock Exchange within a reasonable time upon request;
- f) the Company has pursuant to Rule 3A.19 of the Listing Rules appointed VBG Capital Limited as the compliance adviser. VBG Capital Limited stepped down as the compliance adviser of the Company after the declaration of financial results of its first full financial year commencing after the Group has been listed on the Main Board of the Stock Exchange since 12 December 2017; and
- g) any meeting between the Company and the Stock Exchange can be arranged through the authorised representatives or the compliance adviser, or directly with the Directors. The Group will inform the Stock Exchange of any change in authorised representative or compliance adviser in accordance with the Listing Rules.

## **2. Qualification of joint company secretaries (Rules 3.28 And 8.17)**

Rule 8.17 of the Listing Rules provides that the issuer must appoint a company secretary who satisfies the requirements under Rule 3.28 of the Listing Rules.

According to Rule 3.28 of the Listing Rules, the secretary of the issuer must be a person 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.

Note 1 to Rule 3.28 of the Listing Rules provides that the Stock Exchange considers that the following academic or professional qualifications to be acceptable: (i) a member of The Hong Kong Institute of Chartered Secretaries; (ii) a solicitor or barrister (as defined in the Legal Practitioners Ordinance); and (iii) a certified public accountant (as defined in the Professional Accountants Ordinance).

Note 2 to Rule 3.28 of the Listing Rules provides that in assessing “relevant experience”, the Stock Exchange will consider the individual’s (i) length of employment with the issuer and other listed companies and the roles he or she played; (ii) familiarity with the Listing Rules and other relevant laws and regulations including the SFO, the Companies (Miscellaneous Provisions) Ordinance and the Takeovers Code; (iii) relevant training taken and/or to be taken in addition to the minimum requirement of taking not less than 15 hours of relevant professional training in each financial year under Rule 3.29 of the Listing Rules; and (iv) professional qualifications in other jurisdictions.

Having considered the rationale of Rules 3.28 and 8.17 of the Listing Rules, the Directors acknowledge the important role of the company secretary in the corporate governance of a listed issuer, particularly in assisting the listed issuer as well as its directors in complying with the Listing Rules and other relevant laws and regulations.

Ms. Hazel Chia Luang Chew (謝鸞秋) (“**Ms. Chia**”) was appointed as Company Secretary of the Company on 30 January 2015. She is a practising chartered secretary in Singapore certified by the Chartered Secretaries Institute of Singapore (formerly known as the Singapore Association of the Institute of Chartered Secretaries and Administrators) and a fellow member of the Institute of Chartered Secretaries and Administrators (now known as The Chartered Governance Institute), United Kingdom. Ms. Chia has over 30 years of experience in corporate secretarial practice having worked in several established professional business services companies in Singapore and acted as company secretary of several companies listed on the Singapore Stock Exchange and private limited companies incorporated in Singapore.

Ms. Juliana Tan Beng Hwee (陳明慧) (“**Ms. Tan**”) was appointed as Company Secretary of the Company on 1 January 2017. She holds a Bachelor of Science (Economics) in Management Studies from the University of London and is a practising chartered secretary in Singapore certified by the Chartered Secretaries Institute of Singapore (formerly known as the Singapore Association of the Institute of Chartered Secretaries and Administrators). Ms. Tan has over two decades of experience in corporate secretarial practice having worked in several established professional business services companies and acted as company secretary of several companies listed on the Singapore Stock Exchange and private limited companies incorporated in Singapore.

The Board acknowledged that Ms. Chia and Ms. Tan did not possess the academic or professional qualifications as set out in Note 1 to Rule 3.28 of the Listing Rules. Nevertheless, the Directors believed that Ms. Chia and Ms. Tan, by virtue of the length of acting as company secretaries of the Company and their experience in corporate secretarial practice, coupled with the implementation of the following arrangements by the Company, should be able to discharge their function as company secretaries of the Company and would satisfy the requirements of Rules 3.28 and 8.17 of the Listing Rules in relation to company secretaries:

1. the Company had appointed Ms. Wong, who is a member of The Hong Kong Institute of Chartered Secretaries and meets the requirements under Note 1 to Rule 3.28 of the Listing Rules, as the Hong Kong company secretary to work closely with Ms. Chia and Ms. Tan in discharge of their duties as company secretaries for an initial period of three years commencing from the Listing Date. As part of the proposed arrangement, Ms. Wong will familiarise herself with the affairs of the Company and will communicate regularly with Ms. Chia and Ms. Tan on matters relating to corporate governance, the Listing Rules as well as the applicable laws and regulations and other affairs of the Company;
2. Ms. Chia and Ms. Tan will endeavour to attend relevant training courses to keep themselves abreast with the applicable Hong Kong laws and regulations (including the Listing Rules) organised by accredited organisations and seminars organised by the Stock Exchange for listed issuers from time to time, in addition to the minimum requirement under Rule 3.29 of the Listing Rules; and
3. a further evaluation of the qualifications and experience of Ms. Chia and Ms. Tan and the need for on-going assistance would be made prior to the expiry of the three year period from the date of the proposed Listing.

Accordingly, the Company had applied to the Stock Exchange for, and the Stock Exchange had granted, a waiver from the strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules. This waiver was valid for a period of three years from the Listing Date and would be revoked immediately if Ms. Wong ceases to provide assistance to Ms. Chia and Ms. Tan as a joint company secretary of the Company during the three years after the Listing Date.

With effect from 19 June 2019, in replacement of Ms. Wong, Ms. Cheung Yuet Fan (“**Ms. Cheung**”) has been appointed as the Hong Kong company secretary. For the period from 19 June 2019 till the end of the expiry of the three-year period after the Listing Date, Ms. Cheung worked closely with Ms. Chia and Ms. Tan in the discharge of the duties as company secretaries. The Stock Exchange has granted a waiver to the Company from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules for Ms. Chia and Ms. Tan to continue to act as company secretaries of the Company up to 11 December 2020.

After expiry of the waiver period, the Company has obtained the consent from the Stock Exchange that Ms. Chia and Ms. Tan are qualified to act as companies secretaries of the Company under Rule 3.28 of the Listing Rules, and no further waiver is required thereon.

### 3. Dealings in securities by core connected persons during a listing application process (Rule 9.09)

Rule 9.09 of the Listing Rules provides that there must be no dealing in the securities for which listing is sought by any core connected person of the issuer from four clear business days before the expected hearing date until listing is granted (the “**Relevant Period**”). The Company, being a company the Shares of which are widely held, publicly traded and listed on the SGX-ST, is not in a position to control the investment decisions of the Shareholders (other than the Controlling Shareholders) or the investing public in Singapore. To the best knowledge of the Directors after making reasonable enquiry, other than the Controlling Shareholders, there is no other Shareholder who held more than 10% of the total issued share capital of the Company as at the Latest Practicable Date. Further, other than Mr. Loh, Mr. Han and Mr. Gn Hiang Meng, none of the Directors was directly or indirectly interested in any Shares as at the Latest Practicable Date.

The Company has applied for and the Stock Exchange has granted a waiver from the strict compliance with the requirements of Rule 9.09 of the Listing Rules subject to the following:

- a) the core connected person(s), other than those who are Directors:
  - i. shall have no influence over the listing process; and
  - ii. are not in possession of any non-public inside information;
- b) the Group shall promptly release any inside information to the public in accordance with the relevant laws and regulations in Singapore and Hong Kong;
- c) the Group procure that none of the Controlling Shareholders and the Directors and any of their respective associates deals in the Shares during the Relevant Period;
- d) the Group will notify the Stock Exchange if there is any dealing or suspected dealing in the Shares by any of the core connected persons during the Relevant Period;
- e) for any person (other than the Controlling Shareholders) who, as a result of dealing in the securities of the Company during the Relevant Period, becomes a substantial shareholder of the Company (the “**Potential New Substantial Shareholder**”), the Group confirms that:
  - i. such Potential New Substantial Shareholder is currently not a Director or a member of the senior management of the Company or any of the subsidiaries and would not become a Director or a member of the senior management of the Company after Listing; and

- ii. the Company and its management have not had control over the investment decisions of such Potential New Substantial Shareholder or its associates; and
- f) no dealing by any core connected person of the Company in the Shares where the Company is a party will be conducted during the Relevant Period.

As at the Latest Practicable Date, the Group was not aware of any core connected person which may not be able to comply with Rule 9.09 of the Listing Rules.

#### **4. Allocation of Placing Shares to existing Shareholders and their close associates**

Rules 10.03(1), 10.03(2) and 10.04 of the Listing Rules provide that a person who is an existing shareholder of the issuer may only subscribe for or purchase securities for which listing is sought which are being marketed by or on behalf of a new applicant either in his or its own name or through nominees if the following conditions are fulfilled: (i) no securities are to be offered to the existing shareholders on a preferential basis and no preferential treatment is given to them in the allocation of the securities; and (ii) the minimum prescribed percentage of public shareholders required by Rule 8.08(1) of the Listing Rules is achieved.

Paragraph 5(2) of Appendix 6 to the Listing Rules provides, among other matters, that unless with the prior written consent of the Stock Exchange, no allocations will be permitted to directors or existing shareholders of the applicant or their close associates, whether in their own names or through nominees unless the conditions set out in Rules 10.03 and 10.04 of the Listing Rules are fulfilled.

The Placing Underwriters will solicit from prospective professional, institutional and private investors indications of interest in acquiring the Placing Shares in the Placing. Prospective professional, institutional and private investors will be required to specify the number of Placing Shares under the Placing they would prepare to acquire either at different prices or at a particular price. It may be necessary for the Placing Underwriters to include existing Shareholders in such “book-building” process described above.

The Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from the strict compliance with the requirements under Rule 10.04 of the Listing Rules, and its consent under paragraph 5(2) of Appendix 6 to the Listing Rules to permit the Company to allocate the Placing Shares in the Placing to existing Shareholders and their close associates, subject to the following conditions:

- a) each existing Shareholder to whom Placing Shares may be allocated in the Placing must hold less than 5% of the issued Shares in the Company prior to Listing;

- b) such existing Shareholders and their close associates are not, and will not be, core connected persons (as defined under the Listing Rules) of the Company or any close associate (as defined under the Listing Rules) of any such core connected person immediately prior to or following the Share Offer;
- c) such existing Shareholders have no right to appoint directors of the Company and do not have other special rights in the Company;
- d) allocation to such existing Shareholders and their close associates will not affect the Company's ability to satisfy the public float requirement under Rule 8.08 of the Listing Rules;
- e) each of the Company, the Joint Global Coordinator and the Sole Sponsor confirms to the Stock Exchange in writing that no preferential treatment has been, nor will be, given to the existing Shareholders and their close associates by virtue of their relationship with the Company in any allocation in the Placing; and
- f) the relevant information in respect of the allocation to the existing Shareholders and/or their close associates will be disclosed in the allotment results announcement.

#### **5. Inspection of legislation and regulations (Rule 19.10(6))**

Rule 19.10(6) of the Listing Rules provides that an overseas issuer must offer for inspection a copy of any statutes or regulations which are relevant to the summary of the regulatory provisions of the jurisdiction in which the overseas issuer is incorporated. In the case of the Company, these include the Companies Act, the SFA, the Singapore Code and the Singapore Listing Manual. These copies of legislation are lengthy and it would be difficult to deliver copies to Hong Kong in physical format. In addition, these copies of legislations can be readily accessed via the Internet. For further details about how to access these copies of legislations via the Internet, please refer to the section headed "Documents delivered to the registrar of companies in Hong Kong and available for inspection – Documents available for inspection" as set out in Appendix VII to the Prospectus.

The Company has sought, and the Stock Exchange has granted, a waiver from the strict compliance with the requirements of Rule 19.10(6) of the Listing Rules.



## A. 豁免概要

為籌備本公司在聯交所雙重主要上市，本集團已尋求獲豁免嚴格遵守上市規則的若干條文。

下文載列已尋求且獲聯交所授出的豁免概要。

### 上市規則相關條文

### 標的事項

第8.12條

留駐香港的管理層人員充足

第3.28條及8.17條

聯席公司秘書資格

第9.09條

核心關連人士在申請上市期間買賣證券

第10.04條及附錄六第5(2)段

將配售股份分配至現有股東及彼等的緊密聯繫人

第19.10(6)條

法例及法規審查

## 1. 留駐香港的管理層人員充足（第8.12條）

上市規則第8.12條規定，申請於聯交所主要上市的新申請人須有足夠的管理層人員留駐香港，一般至少須有兩位執行董事通常居於香港。由於本集團的主要業務營運、物業、辦公樓及設施主要位於新加坡、英國、澳大利亞、馬來西亞及香港以外其他地方並於該等地方開展及管理，故董事及高級管理層現時且將來繼續會留駐該等主要國家。此外，於上市日期，董事會由六名成員構成，彼等為非執行董事及獨立非執行董事，概無執行董事。有關進一步背景資料及並無執行董事的理由，請參閱招股章程「董事及高級管理層—遵守企業管治守則及上市規則—企業管治守則第A3段之規定」一段。因此，董事會的組成成員並不符合上市規則第8.12條項下必須擁有兩名執行董事的規定。

於最後實際可行日期，除當時之香港公司秘書黃德儀女士（「黃女士」）外，概無董事或高級管理層為香港居民或留駐香港。倘遵守上市規則第8.12條的規定，須委任兩名通常居於香港的董事，而有關人員未必能立刻完全理解或熟悉本集團的業務營運。這可能對彼等在知情的情況下行使酌情權的能力造成不利影響，或對作出利於本集團業務營運及發展的適當決策的能力造成不利影響。此外，本公司亦在新交所上市，還須遵守新交所的其他規定。因此，董事認為，為遵守上市規則第8.12條的規定，委任兩名通常居於香港的執行董事，既不切實可行亦不符合本公司或全部股東的最佳利益。

本公司已申請且獲聯交所豁免嚴格遵守上市規則第8.12條的規定，惟須符合以下條件：

- a) 本公司根據上市規則第3.05條已委任並將繼續保持兩名授權代表，為本公司與聯交所的主要溝通途徑。本公司將確保授權代表將一直遵守上市規則。本集團已委任黃女士及Wong Kok Hoe先生（於獲委任時為非執行董事兼董事會主席，目前擔任執行董事兼董事會副主席）擔任兩名授權代表。於黃女士辭任後，本公司已委任通常居於香港的香港公司秘書張月芬女士為授權代表，以代替黃女士；

- b) 聯交所提出要求後，各授權代表可在合理時間內與聯交所會面，可隨時通過電話、傳真或電郵取得聯繫。本公司的兩名授權代表均獲正式授權，代表本公司與聯交所溝通；
- c) 聯交所擬就任何事宜聯繫董事時，各授權代表須隨時立即聯絡到本集團董事會全體成員（包括獨立非執行董事）及高級管理層團隊；
- d) 本公司將實施一項政策，即(i)各董事將向授權代表提供移動電話號碼、住宅電話號碼、辦公室電話號碼、傳真號碼及電郵地址；(ii)各董事計劃旅遊或不在辦公室時，將向授權代表提供電話號碼、留宿地的位置及電話號碼及其他通訊方式；及(iii)各董事（包括獨立非執行董事）將向聯交所提供移動電話號碼、住宅電話號碼、辦公室電話號碼、傳真號碼及電郵地址；
- e) 並非通常居於香港的各董事確認，均持有前往香港的有效旅遊證件，可在收到聯交所要求後，於合理時間內與聯交所會面；
- f) 本公司已根據上市規則第3A.19條，委任建泉融資有限公司為合規顧問。建泉融資有限公司於本集團自2017年12月12日起於聯交所主板上市後開始的首個完整財政年度的財務業績公佈後退任本公司合規顧問；及
- g) 本公司與聯交所的任何會議可由授權代表或合規顧問安排，或由董事直接安排。倘授權代表或合規顧問出現任何變動，本集團將根據上市規則通知聯交所。

## 2. 聯席公司秘書資格（第3.28及8.17條）

上市規則第8.17條規定，發行人必須委任一名符合上市規則第3.28條下規定的公司秘書。

根據上市規則第3.28條，發行人必須委任一名人士出任公司秘書。該名人士必須為聯交所認為在學術或專業資格或有關經驗方面足以履行公司秘書職責的人士。

上市規則第3.28條附註1規定，聯交所認為下列學術或專業資格可獲接納：(i)香港特許秘書公會成員；(ii)律師或大律師（定義見法律執業者條例）；及(iii)執業會計師（定義見專業會計師條例）。

上市規則第3.28條附註2規定，在評估「有關經驗」時，聯交所將會考慮有關人士(i)與發行人及其他上市公司訂立的僱傭期限及其擔任的職務；(ii)對上市規則及其他相關法律及法規（包括證券及期貨條例、公司（雜項條文）條例及收購守則）的熟悉程度；(iii)除上市規則第3.29條項下規定於每個財政年度接受不少於15個小時的相關專業培訓外，已參與及／或將參與的有關培訓；及(iv)於其他司法權區的专业資格。

經考慮到上市規則第3.28條及8.17條的基本原理，董事承認公司秘書在上市發行人的企業管治方面的重要性，尤其是協助上市發行人及其董事遵守上市規則及其他相關法律及法規。

謝鸞秋女士（「**謝女士**」）於2015年1月30日獲委任為本公司之公司秘書。彼為新加坡特許秘書公會（前稱新加坡特許秘書及行政人員協會）認證的新加坡執業特許秘書及英國特許秘書及行政人員公會（現稱特許公司治理公會）資深會員。謝女士於公司秘書業務方面擁有逾30年經驗，曾於新加坡多家知名專業企業服務公司任職，並曾擔任多家在新加坡證券交易所上市的公司及於新加坡註冊成立的私人有限公司的公司秘書。

陳明慧女士（「**陳女士**」）於2017年1月1日獲委任為本公司之公司秘書。彼持有倫敦大學管理研究理學（經濟學）學士學位，並為新加坡特許秘書公會（前稱新加坡特許秘書及行政人員協會）認證的新加坡執業特許秘書。陳女士於公司秘書業務方面擁有逾20年經驗，曾於多家知名專業企業服務公司任職，並曾擔任多家在新加坡證券交易所上市的公司及於新加坡註冊成立的私人有限公司的公司秘書。

董事會認為謝女士及陳女士並不具備上市規則第3.28條附註1所載的學術或專業資格。然而，董事認為，憑藉謝女士及陳女士擔任本公司公司秘書的年期及彼等於公司秘書實務方面的經驗，加上本公司實施以下安排，彼等應能夠履行其作為本公司公司秘書的職責，並將符合上市規則第3.28及8.17條有關公司秘書的規定：

1. 本公司已委任黃女士（彼為香港特許秘書公會成員及符合上市規則第3.28條附註1之規定）擔任香港公司秘書，與謝女士及陳女士密切合作履行彼等作為公司秘書之責任，初步任期為自上市日期起計三年。作為建議安排的一部分，黃女士將熟悉本公司事務及定期與謝女士及陳女士就公司架構、上市規則及適用法律及法規以及本公司其他事務之相關事宜進行溝通；
2. 除上市規則第3.29條項下之最低要求外，謝女士及陳女士將盡力參加認證機構組織的相關培訓課程以了解適用香港法律及法規（包括上市規則）及出席聯交所不時就上市發行人組織的研討會；及
3. 於建議上市日期三年期限屆滿前，將進一步評估謝女士及陳女士之資歷及經驗及要求彼等之持續協作。

因此，本公司已向聯交所申請且聯交所已批准豁免嚴格遵守上市規則第3.28條及第8.17條。該項豁免有效期為自上市日期起計三年，及倘黃女士於上市日期後三年內停止協助謝女士及陳女士擔任本公司聯席公司秘書，豁免將即時失效。

自2019年6月19日起，張月芬女士（「張女士」）已獲委任為香港公司秘書，以接替黃女士。於2019年6月19日起上市日期後三年期間屆滿止期間，張女士與謝女士及陳女士緊密合作，履行公司秘書職責。聯交所已豁免本公司嚴格遵守上市規則第3.28條及第8.17條的規定，謝女士及陳女士可繼續擔任本公司公司秘書直至2020年12月11日。

於豁免期屆滿後，本公司已取得聯交所同意，謝女士及陳女士符合上市規則第3.28條項下擔任本公司公司秘書的資格，且毋須再就此取得豁免。

### 3. 核心關連人士在上市申請期間買賣證券（第9.09條）

上市規則第9.09條規定，自預期聆訊日期前足四個營業日直至獲准上市期間（「有關期間」），發行人的任何核心關連人士不得買賣尋求上市的證券。本公司的股份被廣泛持有、在新交所公開交易及上市，本公司無法控制股東（除控股股東外）或新加坡公眾投資者的投資決策。董事作出合理查詢後深知，於最後實際可行日期，除控股股東外，概無其他股東持有本公司全部已發行股本的10%以上。此外，除Loh先生、韓先生及鄞憲民先生外，於最後實際可行日期，概無董事於任何股份直接或間接擁有權益。

本公司已申請且獲聯交所豁免嚴格遵守上市規則第9.09條的規定，惟須遵守下列條件：

- a) 核心關連人士（除董事外）：
  - i. 不得影響上市程序；及
  - ii. 不得擁有非公開的內部資料；
- b) 根據新加坡及香港相關法律法規，本集團須立即向公眾發佈任何內部資料；
- c) 本集團須促使控股股東及董事以及其各自任何聯繫人不會於有關期間買賣股份；
- d) 倘有關期間任何核心關連人士買賣或疑似買賣股份，本集團將知會聯交所；
- e) 就於有關期間因買賣本公司證券成為本公司主要股東（「潛在新主要股東」）的任何人士（控股股東除外），本集團確認：
  - i. 有關潛在新主要股東目前不是本公司或本公司任何附屬公司的董事或高級管理層成員且不會在上市後成為本公司的董事或高級管理層成員；及

- ii. 本公司及其管理層並未控制有關潛在新主要股東或其聯繫人的投資決策；及
- f) 於有關期間，本公司任何核心關連人士將不會買賣本公司於其中為一方的股份。

於最後實際可行日期，本集團並不知悉有任何核心關連人士可能不能遵守上市規則第9.09條。

#### 4. 分配配售股份予現有股東及彼等之緊密聯繫人

上市規則第10.03(1)、10.03(2)及第10.04條規定，僅於以下條件達成時，作為發行人現有股東的人士方可認購或購買新申請人以本身名義或透過代名人進行銷售而擬上市的任何證券：(i)不得按優惠條件發售證券予現有股東，且在配發證券時亦不得給予彼等優惠，及(ii)符合上市規則第8.08(1)條規定的公眾股東最低持股百分比。

上市規則附錄六第5(2)段規定，（其中包括）除非已事先徵求聯交所書面同意及已達成上市規則第10.03條及第10.04條所載的條件，否則不得向申請人的董事或現有股東或彼等的緊密聯繫人（無論以本身名義或透過代名人）分配證券。

配售包銷商將徵集潛在專業、機構及私人投資者對在配售中購買配售股份的踴躍程度。潛在專業、機構及私人投資者將須列明彼等準備以不同價格或以特定價格購買配售項下配售股份的數目。配售包銷商或需將現有股東納入上文所述的有關「累計投標」過程。

本公司已向聯交所申請且聯交所已授予豁免嚴格遵守上市規則第10.04條項下之規定，並已申請且已獲其根據上市規則附錄六第5(2)段授出同意，讓本公司於配售中向現有股東及其緊密聯繫人分配配售股份，惟受以下條件規限：

- a) 於上市前，於配售中可能獲分配配售股份的各現有股東必須持有少於5%的本公司已發行股份；

- b) 該等現有股東及其緊密聯繫人於緊接股份發售前或緊隨股份發售後，並非且不會成為本公司的核心關連人士（定義見上市規則）或該等核心關連人士的任何緊密聯繫人（定義見上市規則）；
- c) 該等現有股東無權委任本公司董事及於本公司並無擁有任何其他特殊權利；
- d) 向該等現有股東及其緊密聯繫人分配將不會影響本公司符合上市規則第8.08條下公眾持股權規定的能力；
- e) 本公司、聯席全球協調人及獨家保薦人各自向聯交所書面確認，未曾於配售中因與本公司的關係而在任何分配中向現有股東及彼等緊密聯繫人提供優待；及
- f) 向現有股東及／或彼等緊密聯繫人分配的相關資料將於分配結果公告中披露。

#### 5. 法例及法規審查（第19.10(6)條）

上市規則第19.10(6)條規定，海外發行人必須就海外發行人註冊成立所在司法權區之監管條文概要，提供一份成文法或法規文本，以供審查。就本公司而言，該等成文法或法規包括公司法、證券及期貨法、新加坡守則及新加坡上市手冊。該等法例的文本冗長，難於將實物文本寄送至香港。此外，該等法例文本可透過互聯網即時查閱。有關透過互聯網查閱該等法例文本的方法之進一步詳情，請參閱招股章程附錄七「送呈香港公司註冊處處長及備查文件—備查文件」一段。

本公司已尋求且獲聯交所豁免嚴格遵守上市規則第19.10(6)條的規定。