**CHECKLIST**

**Announcement for NOTIFIABLE TRANSACTION AND CONNECTED TRANSACTION**

**(GEM)**

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| **Name of Issuer** | **:** |  |
| **Case Number** | **:** |  |
| **Description of Transaction** | **:** |  |

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|  |  | **Page** |  | **Complied With?**  **(Y/N/NA)** |  | **Comment**  **(where applicable)** |
| **Information required to be disclosed in the Announcement** |  |  |  |  |  |  |
| **(A) Specific disclosure requirements** |  |  |  |  |  |  |
| **For all Notifiable Transactions and Connected Transactions –** |  |  |  |  |  |  |
| **Rule 19.58** |  |  |  |  |  |  |
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| 1. a prominent and legible disclaimer at the top of the announcement in the form set out in rule 2.19;   “Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.” |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
| 1. a statement of responsibility and confirmation on the part of the directors in the form set out in rule 2.18 ***(See below)***; |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
| 1. a description of the principal business activities carried on by the listed issuer and the identity and a description of the principal business activities of the counterparty; |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
| 1. the date of the transaction. The listed issuer must also confirm that, to the best of the directors' knowledge, information and belief having made all reasonable enquiry, the counterparty and the ultimate beneficial owner of the counterparty are third parties independent of the listed issuer and connected persons of the listed issuer; |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
| 1. the aggregate value of the consideration, how it is being or is to be satisfied and details of the terms of any arrangements for payment on a deferred basis. If the consideration includes securities for which listing will be sought, the listed issuer must also include the amounts and details of the securities being issued; |  |  |  |  |  |  |
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| 1. the basis upon which the consideration was determined; |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
| 1. the value (book value and valuation, if any) of the assets which are the subject of the transaction; |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
| 1. where applicable, the net profits (both before and after taxation and extraordinary items) attributable to the assets which are the subject of the transaction for the two financial years immediately preceding the transaction; |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
| 1. the reasons for entering into the transaction, the benefits which are expected to accrue to the listed issuer as a result of the transaction and a statement that the directors believe that the terms of the transaction are fair and reasonable and in the interests of the shareholders as a whole; and |  |  |  |  |  |  |
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| 1. where appropriate, details of any guarantee and/or other security given or required as part of or in connection with the transaction. |  |  |  |  |  |  |
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| **For all Notifiable Transactions (except for Share Transactions) and Connected Transactions –** |  |  |  |  |  |  |
| **Rule 19.60** |  |  |  |  |  |  |
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| 1. the general nature of the transaction including, where the transaction involves securities, details of any restrictions which apply to the subsequent sale of such securities; |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
| 1. brief details of the asset(s) being acquired or disposed of, including the name of any company or business or the actual assets or properties where relevant and, if the assets include securities, the name and general description of the activities of the company in which the securities are or were held; |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
| 1. in the case of a disposal:—   (a) details of the gain or loss expected to accrue to the listed issuer and the basis for calculating this gain or loss. Where the listed issuer expects to recognise in its income statement a gain or loss different from the disclosed gain or loss, the reason for the difference must be explained. The gain or loss is to be calculated by reference to the carrying value of the assets in the accounts; and  (b) the intended application of the sale proceeds; |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
| 1. if the transaction involves an issue of securities for which listing will be sought, the announcement must also include:   (a) a statement that the announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities; and  (b) a statement that application has been or will be made to the Exchange for the listing of and permission to deal in the securities; |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
| 1. where the transaction is a major transaction approved or to be approved by way of written shareholders’ approval from a shareholder or a closely allied group of shareholders pursuant to rule 19.44, details of the shareholder or the closely allied group of shareholders (as the case may be), including the name of the shareholder(s), the number of securities held by each such shareholder and the relationship between the shareholders; |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
| 1. if the transaction involves a disposal of an interest in a subsidiary by a listed issuer, a declaration as to whether the subsidiary will continue to be a subsidiary of the listed issuer following the transaction; and |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
| 1. in the case of a major transaction, a very substantial disposal, a very substantial acquisition or a reverse takeover, the expected date of despatch of the circular and if this is more than 15 business days after the publication of the announcement, the reasons why this is so.   *Note: If there is expected to be delay in despatch of the circular, the listed issuer must as soon as practicable publish a further announcement in accordance with rule 19.36A.* |  |  |  |  |  |  |
| **For Share Transactions –** |  |  |  |  |  |  |
| **Rule 19.59** |  |  |  |  |  |  |
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| 1. the amount and details of the securities being issued including details of any restrictions which apply to the subsequent sale of such securities; |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
| 1. brief details of the asset(s) being acquired, including the name of any company or business or the actual assets or properties where relevant and, if the assets include securities, the name and general description of the activities of the company in which the securities are or were held; |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
| 1. if the transaction involves an issue of securities of a subsidiary of the listed issuer, a declaration as to whether the subsidiary will continue to be a subsidiary of the listed issuer following the transaction; |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
| 1. a statement that the announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities; and |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
| 1. a statement that application has been or will be made to the Exchange for the listing of and permission to deal in the securities. |  |  |  |  |  |  |
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| **For Discloseable Transactions –** |  |  |  |  |  |  |
| **Rule 19.60A** |  |  |  |  |  |  |
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| In addition to the information set out in rule 19.60, where the announcement for a notifiable transaction contains a profit forecast in respect of the issuer or a company which is, or is proposed to become, one of its subsidiaries, the announcement must contain the following information or, for a share transaction or a discloseable transaction, the issuer must publish a further announcement containing the following information within 15 business days after publication of the announcement:  (1) details of the principal assumptions, including commercial assumptions, upon which the forecast is based;  (2) a letter from the issuer’s auditors or reporting accountants confirming that they have reviewed the accounting policies and calculations for the forecast and containing their report;  (3) a report from the issuer’s financial advisers confirming that they are satisfied that the forecast has been made by the directors after due and careful enquiry. If no financial advisers have been appointed in connection with the transaction, a letter from the board of directors confirming they have made the forecast after due and careful enquiry; and  (4) information regarding the expert statements contained in the announcement, which is specified in paragraph 5 of Appendix D1B. |  |  |  |  |  |  |
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| **For Reverse Takeovers –** |  |  |  |  |  |  |
| **Rule 19.57** |  |  |  |  |  |  |
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| The listed issuer must state in the announcement on the reverse takeover when it expects the listing document to be issued. |  |  |  |  |  |  |
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| **For Connected Transactions –** |  |  |  |  |  |  |
| **Rule 20.66** |  |  |  |  |  |  |
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| 1. the information set out in rules 19.58 to 19.60 (contents of announcements for notifiable transactions); ***(See above)*** |  |  |  |  |  |  |
| (1A) the identities and a description of the principal business activities of the parties to the transaction and of their ultimate beneficial owner(s); |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
| 1. the connected relationship between the parties to the transaction, and the connected person’s interests in the transaction; |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
| 1. the independent non-executive directors’ views on the matters set out in rules 20.38(1) to (3) if no shareholders’ approval is required; |  |  |  |  |  |  |
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| 1. if the transaction is a continuing connected transaction, the basis for calculating the payments to be made (see rule 20.49) and the amount of its cap. If a circular is not required, the listed issuer must also disclose how it determines and calculates the cap, including the assumptions and the amounts of previous transactions which form the basis of the cap; |  |  |  |  |  |  |
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| 1. if the transaction involves the listed issuer’s group acquiring assets from a connected person, the original acquisition cost of the assets to the connected person; |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
| 1. if the transaction involves the listed issuer’s group disposing of assets which it has held for 12 months or less, the original acquisition cost of the assets to the listed issuer’s group; |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
| 1. if the announcement contains a profit forecast of the listed issuer’s group or a company which is, or will become, the listed issuer’s subsidiary, the information set out in paragraph 29(2) of Appendix D1B; |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
| 1. if no circular is required, a statement whether any directors of the listed issuer have a material interest in the transaction and, if so, whether they have abstained from voting on the board resolution; |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
| 1. a statement that the transaction is subject to shareholders’ approval, if applicable; |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
| 1. if the transaction is, or will be, approved by way of shareholders’ written approval, details of the shareholders giving the approval (including their names and shareholdings in the listed issuer) and the relationship between the shareholders; and |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
| (11) if a circular is required, the expected date of distribution of the circular, and, if this is more than 15 business days after the publication of the announcement, the reasons why this is so. |  |  |  |  |  |  |
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| **(B) General disclosure requirements** |  |  |  |  |  |  |
| **Rule 2.18** |  |  |  |  |  |  |
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| Any announcement issued by an issuer pursuant to the GEM Listing Rules is required to contain a statement of responsibility and confirmation on the part of the directors of the issuer in the following form:—  “This [document], for which the directors of the issuer collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the issuer. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this [document] is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.” |  |  |  |  |  |  |
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| **Rule 2.19** |  |  |  |  |  |  |
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| Any announcement or notice issued by an issuer pursuant to the GEM Listing Rules must contain as a heading a prominent and legible disclaimer statement as follows:—  “Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.” |  |  |  |  |  |  |
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| **Rule 17.52A** |  |  |  |  |  |  |
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| An issuer shall set out its stock code in a prominent position on the cover page or, where there is no cover page, the first page of all announcements published by it pursuant to these GEM Listing Rules. |  |  |  |  |  |  |
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| **Rule 17.56A** |  |  |  |  |  |  |
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| Any announcement issued by an issuer pursuant to the GEM Listing Rules must disclose the name of each director as at the date of the relevant announcement. |  |  |  |  |  |  |

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| * This checklist is provided for reference only. In case of doubt, listed issuers are advised to refer to the relevant sections of the Listing Rules. * Please make annotation in the margin of the draft document for the respective paragraph of the Listing Rules. * When your answer to an item on the checklist is “No” or “Not applicable”, the reason for such response should be clearly disclosed in the “Comment” section. |

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|  |  |  |  |
| Submitted by: |  | Date: |  |
|  | Signature |  |  |
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|  | Name and Firm |  |  |