

Appendix 17

SPONSOR'S UNDERTAKING AND STATEMENT OF INDEPENDENCE

To: The Listing Division
The Stock Exchange of Hong Kong Limited

...../...../.....

We,, are the sponsor appointed by
..... (the "Company") on [Date] for the purpose referred to in rule 3A.02 of the Rules
Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Exchange
Listing Rules") and have offices located at Under rule 3A.03, we
hereby:

- (1) undertake to The Stock Exchange of Hong Kong Limited (the "Exchange") that we shall:
 - (a) comply with the Exchange Listing Rules from time to time in force and applicable to sponsors;
 - (b) use reasonable endeavours to ensure that all information provided to the Exchange and the Securities and Futures Commission (the "Commission") during the Company's listing application process, or for that part of it as we continue to be engaged by the Company, is true, accurate, complete and not misleading in all material respects and, to the extent that we subsequently become aware of information that casts doubt on the truth, accuracy or completeness of information provided to the Exchange, we will promptly inform the Exchange and the Commission, as the case may be, of such information;
 - (c) cooperate in any investigation conducted or enquiry raised by the Listing Division, the Listing Committee of the Exchange, and/or the Commission including answering promptly and openly any questions addressed to us, promptly producing the originals or copies of any relevant documents and attending before any meeting or hearing at which we are requested to appear;
 - (d) lodge with the Exchange, before dealings in the Company's securities commence, the declaration set out in Form E in Appendix 5 as referred to in rule 9.11(36) of the Exchange Listing Rules;
 - (e) report to the Exchange in writing as soon as practicable when we become aware of any material information relating to the Company or its listing application which concerns non-compliance with the Exchange Listing Rules or other legal or

regulatory requirements relevant to the Company's listing (except as otherwise disclosed), or any change to the information relating to our independence. This obligation continues after we cease to be the Company's sponsor, if the material information came to our knowledge whilst we were acting as the sponsor; and

(f) report to the Exchange in writing of the reasons for ceasing to act as a sponsor as soon as practicable when we cease to act for the Company before completion of its listing; and

(2) declare to the Exchange that as regards our relationship with the Company *[clearly strike out whichever of the following does not apply]*:

(a) we are and expect to be independent; [or]

(b) we are not or do not expect to be independent because:

[describe in some detail the circumstances that give rise to the lack of independence]

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Signed:

Name:

For and on behalf of: *[insert the name of sponsor]*

Dated:

Note: Each and every director of the sponsor firm, and any officer or representative of the sponsor firm supplying information sought in this form, should note that this form constitutes a record or document which is to be provided to the Exchange in connection with the performance of its functions under "relevant provisions" (as defined in Part 1 of Schedule 1 to the Securities and Futures Ordinance (Cap 571) as amended from time to time) and is likely to be relied upon by the Exchange. Therefore, you should be aware that giving to the Exchange any record or document which is false or misleading in a material particular will render relevant persons liable for prosecution for an offence under subsection 384(3) of the Securities and Futures Ordinance (Cap 571) as amended from time to time. If you have any queries you should consult the Exchange or your professional adviser immediately.