

Appendix 5

Marketing and Independence Statement

Form D

Case Number:

A separate Marketing and Independence Statement in this form must be submitted by (i) each overall coordinator, (ii) each syndicate member (other than an overall coordinator), (iii) any distributor (other than a syndicate member) and (iv) every Exchange Participant with whom or through whom the securities are placed in the following circumstances:—

- (1) a placing of equity securities by or on behalf of a new applicant
- (2) a placing of equity securities of a class new to listing by or on behalf of a listed issuer

The requirements of Chapter 7 and Appendix 6 and the accompanying Notes should be read before completing this statement.

A. GENERAL

1. Name of issuer/vendor (in English and Chinese) _____
2. Description of security _____
3. Total amount or number of securities being placed _____
4. Total amount or number of securities being placed by the undersigned

5. Final offer price _____
6. Name(s) of overall coordinator(s) _____
7. Name(s) of syndicate member(s) (other than the overall coordinator(s))/ distributor(s) (other than syndicate member(s)) (if applicable)
 1. _____
 2. _____
 3. _____
 4. _____

8. Name(s) of the persons(s) or firm(s) from whom the undersigned obtained the securities to be placed by the undersigned

1. _____

2. _____

3. _____

4. _____

B. SUMMARY OF DISTRIBUTION

9. (To be completed by overall coordinator only) (Note 3)	Amount or Number of securities	% of Placing
Summary of distribution – Overall coordinator(s) (As in A6)	_____	_____
Summary of distribution – Syndicate member(s) (other than the overall coordinator(s))/ Distributors (other than syndicate member(s)) (As in A7)	_____	(1)
	_____	(2)
	_____	(3)
	_____	(4)
Total (As in A3)	_____	100

C. ANALYSIS OF DISTRIBUTION

10.			Amount or	
	By the undersigned to:	Number of	Number of	% of Placing
		holders	securities	
	(1) Clients (excluding the connected clients included in (2) below)	_____	_____	_____
	(2) Connected clients	_____	_____	_____
	(3) Employees	_____	_____	_____
	(4) Discretionary managed portfolios	_____	_____	_____
	(5) Other Exchange Participants (see also C12 below) (Note 5)	_____	_____	_____
	(6) Retained by the undersigned	_____	(As in A4)	_____
	(7) TOTAL	_____	_____	_____
11.	[Repealed on 5 August 2022]			
12.	By the undersigned to other Exchange Participants (Note 5)	Name of Exchange Participant	Amount or Number of securities	% of Placing

		_____	_____	_____
		As in C.10(5)	_____	_____

We hereby certify that to the best of our knowledge and belief[, and save as disclosed in the listing document and/or the application seeking for the Exchange's waiver from strict compliance with the requirements of rules 10.03 and 10.04 of the Exchange Listing Rules and its consent under paragraph 5(2) of Appendix 6 to the Exchange Listing Rules][#]:

- (i) none of the securities placed by us have been allocated to the directors or existing shareholders of the issuer or their respective close associates, whether in their own names or through a nominee of any of the foregoing, or to any of the "connected clients" (as defined in paragraph 13 of Appendix 6 to the Exchange Listing Rules) of the overall coordinator(s), any syndicate member(s) (other than the overall coordinator(s)) or any distributor(s) (other than syndicate member(s)) unless the conditions set out in rules 10.03 and 10.04 are fulfilled;
- (ii) (a) the orders for the securities placed by us originate from the placees procured by us and their respective ultimate beneficial owners; (b) we and the placees procured by us and their respective ultimate beneficial owners are third parties independent of the issuer; and (c) the placees procured by us and their respective ultimate beneficial owners have the financial capacity to meet all obligations arising from such orders, and are not financed directly or indirectly by, or accustomed to taking instructions from, the issuer, any of the directors, chief executives, controlling shareholder(s), substantial shareholder(s) or existing shareholder(s) of the issuer or any of its subsidiaries, or a close associate of any of them; and
- (iii) the consideration payable by each placee (under C10) directly or indirectly to the issuer for each share of the issuer subscribed for or purchased by them is the same as the final offer price determined by the issuer, in addition to any brokerage, AFRC transaction levy, SFC transaction levy and trading fee payable.

We hereby confirm the information in this letter [and the concentration analysis interface][#] is accurate and not misleading in all material respects.

(For placings in connection with New Listings)

(Name of Submitter)

(Title of Submitter)

(Submitter's Company Name)

(Date)

(For placings other than in connection with New Listings)

Signed _____

Name and position held _____

Name of company _____

Date _____

NOTES

1. *[Repealed 22 November 2023]*
2. *A Marketing and Independence Statement in this form must be completed by each of the overall coordinator(s), any syndicate member(s) (other than the overall coordinator(s)) and any distributor(s) (other than syndicate member(s)) named in paragraph 9 and each of the other Exchange Participants (if any) named in paragraph 12 and sent directly to the Exchange by that person.*
3. *Paragraphs 5-8 of GENERAL and paragraph 9 of SUMMARY OF DISTRIBUTION are to be completed by the overall coordinator only.*
4. *[Repealed 22 November 2023]*
5. *In completing paragraphs 10(5) and 12, the overall coordinator may exclude the syndicate member(s) and any other distributor(s) already named by him in other parts of those paragraphs.*
6. *As soon as practicable after the hearing of the application by the Exchange but before dealings commence, a placee list setting out the required information in paragraph 11 of Appendix 6 to the Exchange Listing Rules must be lodged with the Exchange.*
7. *For the purpose of this form, references to “securities” and “shares” shall include equity securities, interests in a REIT, stapled securities and securities of an investment company (as defined in rule 21.01 of the Exchange Listing Rules).*
8. *In the case of a placing in connection with a New Listing, this form will be pre-populated and generated by FINI for review and electronic submission. References to the “undersigned” in this form shall therefore be construed as the submitter’s company.*
- # Delete as appropriate