

# Appendix 5

## 附錄五

### Declaration and Undertaking with regard to Directors of an Issuer incorporated in the People's Republic of China ("PRC")

在中華人民共和國(「中國」)註冊成立的發行人的  
董事的聲明及承諾

#### Form H

#### H表格

#### Part 1

#### 第一部分

#### DECLARATION

#### 聲明

1. State:-  
請填報：

	in English 英文	in Chinese 中文
(a) present surname and any former surname(s)* 現時姓氏及任何前度姓氏*	.....	.....
(b) alias, if any * 別名，如有*	.....	.....
(c) present forename(s) and any former forename(s) * 現時名字及任何前度名字*	.....	.....
(d) date of birth 出生日期	.....	.....
(e) residential address 住址	.....	.....
(f) nationality and former nationality, if any 國籍及前度國籍，如有	.....	.....

- (g) (i) Hong Kong ID card number  
香港身份證號碼 .....
- (ii) in the case of a non-Hong Kong ID  
cardholder, passport number or any  
identification document number and  
name of issuing authority  
如為非香港身份證持有人，請列明護照  
號碼或任何身份識別文件號碼，以及簽  
發機構名稱 .....
- (h) name of issuer (i.e. the new applicant/listed  
issuer)  
發行人（新申請人／上市發行人）名稱 .....

\* As set out in the Hong Kong ID card, or any relevant identification document referred to in 1(g) above.

\* 香港身份證或上文 1(g)所述的任何有關身份識別文件上所示者。

2. The relevant document that sets out my personal details in the manner described in paragraph 41(1) of Appendix 1A or rule 13.51(2), as the case may be, of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited from time to time in force (the "Listing Rules") is:

按不時生效的《香港聯合交易所有限公司證券上市規則》（《上市規則》）附錄一 A第41(1)段或第 13.51(2)條所述方式（視屬何情況而定）載有本人的個人資料的有關文件為：

(Tick as appropriate)

(請在適當方格內加上✓號)

In the case of new applicant:

如屬新申請人：

- the listing document dated ..... which has been duly registered with the Companies Registry.  
日期為 ..... 年 ..... 月 ..... 日並已正式在公司註冊處登記的上市文件。

In the case of listed issuer:

如屬上市發行人：

- the announcement dated ..... by the issuer as required under Listing Rule 13.51(2) with regard to my appointment as a director of the issuer.  
發行人按《上市規則》第 13.51(2)條的規定，就委任本人為發行人董事的公告。公告日期為 ..... 年 ..... 月 ..... 日。

**Part 2**  
**第二部分**

**UNDERTAKING**  
**承諾**

The particulars referred to in this Part 2 are:-  
此第二部分所述的資料為：

- (a) in the exercise of my powers and duties as a director of .....  
(Insert the name of the issuer) I, the undersigned, shall:-  
在行使 .....(填入發行人名字)董事的權力及職責時，本人(簽署人)須：
- (i) comply to the best of my ability with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited from time to time in force (the "Listing Rules"), and all applicable laws, rules, regulations and normative statements from time to time in force in the PRC relating to the governing, operation, conduct or regulation of public companies in the PRC or elsewhere;  
盡力遵守不時生效的《香港聯合交易所有限公司證券上市規則》(《上市規則》)，及不時生效的所有關於中國或其他地方的公眾公司的管轄、運作、行為或監管事宜的適用中國法律、規則、規例及規範聲明；
- (ii) comply to the best of my ability with the provisions of the issuer's articles of association (including all provisions regarding the duties of directors) and cause the issuer to act at all times in accordance with its articles of association;  
盡力遵守發行人的公司章程的規定(包括有關董事職責的一切規定)，並促使發行人在任何時候均按照其公司章程而行事；
- (iii) use my best endeavours to cause the issuer to comply with the Listing Rules;  
盡力促使發行人遵守《上市規則》；

- (iv) inform The Stock Exchange of Hong Kong Limited forthwith and in writing, at any time while I am a director of the issuer (or within 12 months of my ceasing to be a director of the issuer), of any administrative or governmental notice or proceeding alleging a breach by the issuer or any of its subsidiaries or directors of any applicable laws, rules, regulations or normative statements in force in the PRC relating to the governing, operation, conduct or regulation of public companies;

在本人擔任發行人的董事的任何期間(或本人停止擔任發行人的董事後的十二個月內)，如有行政或政府部門的通知或涉及任何程序，指稱發行人或其任何附屬公司或董事，違反有關公眾公司的管轄、運作、行為或監管事宜而不時生效的任何適用的中國法律、規則、規例或規範聲明，立即通知並以書面通知香港聯合交易所有限公司；

- (v) comply to the best of my ability with Parts XIVA and XV of the Securities and Futures Ordinance, the Code on Takeovers and Mergers, the Code on Share Buy-backs and all other relevant securities laws and regulations from time to time in force in Hong Kong, and I shall use my best endeavours to cause the issuer to so comply; and

盡力遵守《證券及期貨條例》第XIVA及XV部、《公司收購及合併守則》、《公司股份回購守則》及香港所有其他不時生效的有關證券的法例與規例，本人並會盡力促使發行人遵守上述各項；及

- (vi) use my best endeavours to procure that any alternate of mine shall so comply; 盡力促使本人的任何替任人遵守上述各項；

- (b) I shall:  
本人將：
- (i) provide to the Exchange as soon as possible, or otherwise in accordance with time limits imposed by the Exchange:  
盡快或根據本交易所設定的時限向本交易所提供以下資料及文件：
- (1) any information and documents that the Exchange reasonably considers appropriate to protect investors or ensure the smooth operation of the market; and  
本交易所合理地認為可保障投資者或確保市場運作暢順的任何資料及文件；及
- (2) any other information and documents or explanation that the Exchange may reasonably require for the purpose of verifying compliance with the Listing Rules; and  
本交易所可為核實是否有遵守《上市規則》事宜而合理地要求的任何其他資料及文件或解釋；及
- (ii) cooperate in any investigation conducted by the Listing Division and / or the Listing Committee of The Stock Exchange of Hong Kong Limited, including answering promptly and openly any questions addressed to me, promptly producing the originals or copies of any relevant documents and attending before any meeting or hearing at which I am requested to appear;  
在香港聯合交易所有限公司上市科及／或上市委員會所進行的任何調查中給予合作，包括及時及坦白地答覆向本人提出的任何問題，及時地提供任何有關文件的正本或副本，並出席任何本人被要求出席的會議或聽證會；
- (c) I hereby irrevocably appoint the issuer as my agent, for so long as I remain a director of the issuer, for receiving on my behalf any correspondence from and/or service of notices and other documents by The Stock Exchange of Hong Kong Limited;  
本人茲不可撤回地委任發行人為本人的代理人，在本人留任發行人董事期間，代表本人接收香港聯合交易所有限公司發出的任何書信及／或送達的通知書及其他文件；

- (d) I shall, for so long as I remain a director of the issuer and for a further period of 3 years from the date on which I cease to be a director of the issuer, inform The Stock Exchange of Hong Kong Limited, by notice in writing to the Head of the Listing Division, of any change to my contact address for correspondence from and service of notices and other documents by The Stock Exchange of Hong Kong Limited as soon as reasonably practicable and in any event within 28 days of such change. I acknowledge and agree that a document or notice, for whatever purposes, including but not limited to the service of notice of disciplinary proceedings, shall be deemed to have been validly and adequately served on me by The Stock Exchange of Hong Kong Limited when the document or notice is served personally on me or is sent by post or facsimile to the address I provide to The Stock Exchange of Hong Kong Limited. I agree and acknowledge that I am responsible for keeping The Stock Exchange of Hong Kong Limited informed of my up-to-date contact address. I acknowledge that, if I fail to provide The Stock Exchange of Hong Kong Limited with my up-to-date contact address or arrange for notices, documents or correspondence to be forwarded to me, I may not be alerted to any proceedings commenced against me by The Stock Exchange of Hong Kong Limited; and

在本人出任發行人董事期間以至辭去發行人董事職務之日起計三年內，若本人用以接收香港聯合交易所有限公司發出的書信、送達的通知書及其他文件的聯絡地址有任何變動，本人將會在合理可行的情況下盡快及在任何情況下於有關變動出現後28日內，向上市科主管發出書面通知，知會香港聯合交易所有限公司有關變動。本人確認及同意，若有任何文件或通知（不論其目的，包括（但不限於）送達紀律程序的通知）以面交本人的方式，或以郵寄或傳真的方式送達本人向香港聯合交易所有限公司提供的地址，該文件或通知即被視為香港聯合交易所有限公司已有效及充分地送達本人。本人同意及確認，本人有責任向香港聯合交易所有限公司提供本人最新的聯絡地址。本人確認，若本人未能向香港聯合交易所有限公司提供本人最新的聯絡地址，或未有為送呈本人的通知、文件或書信提供轉送安排，本人可能會不知悉有關香港聯合交易所有限公司向本人展開的任何程序；及

- (e) I hereby give my authority to the Head of the Listing Division of The Stock Exchange of Hong Kong Limited, or to any person authorised by him, to disclose any of the foregoing particulars given by me to members of the Listing Committee and, with the approval of the Chairman or a Deputy Chairman of The Stock Exchange of Hong Kong Limited, to such other persons, as the said Head of the Listing Division may from time to time think fit.

本人茲授權香港聯合交易所有限公司上市科主管、或其授權的任何人士，將本人提供的上述資料向上市委員會委員披露；並在香港聯合交易所有限公司主席或一位副主席批准的情況下，向上市科主管不時認為適當的其他人士披露。

I, ..... [Insert Chinese name, if any]:  
本人..... [請填上中文姓名(如有)] :

- (ii) solemnly and sincerely declare that all particulars about me that appear in Part 1(1) of this Form H and in the document referred to in Part 1(2) of this Form H are true, complete and accurate, that I accept responsibility for the truthfulness, accuracy and completeness of the foregoing particulars, that I have not made any statements or omissions which would render such particulars untrue or misleading, that I understand the possible consequences of giving information which is false or misleading in a material particular including those as set forth in Note (1) hereto, and that I understand that The Stock Exchange of Hong Kong Limited may rely upon the foregoing particulars in assessing my suitability to act as a director of the issuer; and

謹以至誠鄭重聲明，在本H表格第一部分(1)及本H表格第一部分(2)所述文件所示有關本人的所有詳細資料均為真實、完整及準確，且本人對上述資料的真實性、準確性及完整性承擔責任，而本人亦無作出任何聲明或遺漏，致使有關資料不真實或具誤導性，本人亦明白在要項上提供虛假或具誤導性的資料可能引致的後果(包括本表格附註1所載內容)；本人並明白，香港聯合交易所有限公司或會倚賴上述資料來評估本人是否適合出任發行人董事；及

- (ii) undertake with The Stock Exchange of Hong Kong Limited in the terms set out in Part 2 of this Form H.

按本H表格第二部分所載的條款向香港聯合交易所有限公司作出承諾。

Signature簽署： .....

Name of director  
董事姓名： .....

Hong Kong ID Card  
Number\*  
香港身份證號碼\*： .....

Dated日期： .....

Certified as the true  
signature of .....

由以下人士證明上述簽署為 .....

的真實簽署

By:

Signature  
(Secretary/Director)  
簽署(秘書/董事)： .....

Name  
(Secretary/Director)  
姓名(秘書/董事)： .....

- \* *In the case of a non-Hong Kong ID cardholder, state the passport number or any identification document number and name of issuing authority.*  
如為非香港身份證持有人，請列明護照號碼或任何身份識別文件號碼，以及簽發機構名稱。



**Part 3**  
**第三部分**

(A) *If the issuer is a new applicant, the following sponsor's certification must be completed:-*

如發行人為新申請人，下列的保薦人證明亦須填報：

**SPONSOR'S CERTIFICATION**

**保薦人證明**

We, ....., are the sponsor for the issuer appointed on [Date] for the purpose referred to in Listing Rule 3A.02 and have offices located at ..... We hereby certify that we have read the particulars provided by ..... [Insert name of director] in and any document referred to in Part 1 (1) and (2) of this Form H and we are not aware of any information that would lead a reasonable person to inquire further concerning the truthfulness, completeness or accuracy of any of the particulars so provided.

我們 ....., 乃在 [日期] 為《上市規則》第3A.02條所提及的目的而委任的發行人的保薦人，辦事處設於 .....。我們茲證明，我們已閱讀 ..... [填入董事的姓名] 在H表格第一部份(1)及(2)所作及所述任何文件內作出的回答，我們並不知悉任何資料，足以使一名合理的人士，就如此填報的資料的真實性、完整性及準確性作進一步的查詢。

Executed this ..... day of ....., 20 ....., in .....  
本證明於20.....年.....月.....日在.....簽立。

(Signed簽署) .....

- (B) *The following solicitor's certification must be completed whenever this Form H is required to be lodged with The Stock Exchange of Hong Kong Limited:-*  
按規定須向香港聯合交易所有限公司呈報本H表格的，均須填報下列律師證明：

### **SOLICITOR'S CERTIFICATION**

#### **律師證明**

We, ....., are a firm of solicitors qualified to advise on Hong Kong law with offices located at ..... We hereby certify that we have explained all applicable requirements and procedures for completing and executing this Form H or the documents referred to in this Form H, and the possible consequences of making a false declaration or giving false information, to ..... [Insert name of director]. Further, we hereby certify that ..... [Insert name of director] has acknowledged to us that he/she understands the foregoing.

我們，.....，為一家有資格就香港法律提供意見的律師行，辦事處設於.....。我們茲證明，我們已向.....〔填入董事的姓名〕解釋填報及簽立本H表格及本H表格所指的文件的有適用規定和程序，以及作出虛假聲明或提供虛假信息所可能引致的後果。此外，我們茲證明.....〔填入董事的姓名〕已向我們承認其了解上述各項。

Executed this ..... day of ....., 20 ....., in .....  
本證明於 20..... 年..... 月..... 日在..... 簽立。

(Signed簽署) .....

Notes: (1) *The failure of any person required to lodge this Form H to complete Part 1 of this Form H truthfully, completely and accurately, or the failure to execute Part 2 of this Form H or to observe any of the undertakings made under that Part, constitutes a breach of the Listing Rules. In addition, every director of the issuer supplying information sought or referred to in this Form H, should note that such information constitutes information which is provided to the Exchange in purported compliance with a requirement to provide information under the "relevant provisions" (as defined in Part 1 of Schedule 1 to the Securities and Futures Ordinance, Cap. 571) and is likely to be relied upon by the Exchange. In relation to this, you should be aware that giving to the Exchange any information which is false or misleading in a material particular will render the relevant person liable for prosecution for an offence under section 384 of the Securities and Futures Ordinance. If you have any queries you should consult the Exchange or your professional adviser immediately.*

附註：

按規定須呈交本H表格的任何人士，若未能真實、完整及準確地填妥本H表格第一部分，或未能簽立本H表格第二部分又或未能遵守該部分所作的任何承諾，均構成違反《上市規則》。此外，凡提供本H表格所要求或所述資料的發行人董事均應注意，該等資料構成本意是為遵守「有關條文」(定義見香港法例第571章《證券及期貨條例》附表1第1部)項下關於提供資料的規定而向本交易所提供的資料，本交易所或會依賴該等資料。就此，閣下應注意，根據《證券及期貨條例》第384條，在要項上向本交易所提供虛假或具誤導性的資料，有關人士即屬犯法，會遭檢控。若閣下有任何疑問，應立即諮詢本交易所或閣下的專業顧問。

- (2) *To the extent that this form is required to be signed by the sponsor, the Exchange expects that it would be signed by the Principal(s) who act(s) as the supervisor(s) of the Transaction Team (as defined in the SFC Sponsor Provisions) undertaking the listing assignment. However, notwithstanding who signs this form on behalf of the sponsor, the Management (as defined in the SFC Sponsor Provisions) of the sponsor will be ultimately responsible for supervision of the work carried out by the sponsor firm and quality assurance in respect of that work. The Exchange reminds sponsors of their obligations to have effective internal systems and controls and proper supervision and oversight including but not limited to those obligations under the SFC Sponsor Provisions.*

只要此表格是規定須由保薦人簽署，本交易所認為，此表格須由承擔有關上市工作的交易小組(定義見「證監會保薦人條文」)的監督的主事人簽署。不過，無論是誰代表保薦人簽署此表格，保薦人的管理層(定義見「證監會保薦人條文」)須就保薦人公司工作的監督及質素保證負有最終責任。本交易所提醒保薦人：其有責任設立有效的內部系統及監控，並作出妥善的監督及監管；有關責任包括但不限於「證監會保薦人條文」所載的責任。

- (3) *The sponsor's certification does not need to be completed where the new applicant is a GEM listed issuer applying to transfer its listing to the Main Board pursuant to Chapter 9A of the Listing Rules.*

如新申請人為擬根據《上市規則》第九A章申請轉往主板上市的創業板上市發行人，則毋須填寫保薦人證明。