

# Appendix 7

## Part G

Type of Security: Interests in Collective Investment Schemes

Type of Issuer: Authorised Collective Investment Schemes wherever incorporated

The following is the text of the Listing Agreement denoted in bold type, each paragraph being followed (where appropriate) by notes denoted in italics on its interpretation and application.

This Agreement is entered into between .....  
.....  
..... (the "Covenantors") and THE STOCK EXCHANGE OF HONG KONG LIMITED (the "Exchange") whereby the Covenantors undertake to the Exchange to perform the covenants set out hereunder fully and in good faith (each such covenant to be read and construed in accordance with and subject to the related notes from time to time appearing in the Exchange Listing Rules).

### INTERPRETATION

1. In this Agreement, unless the context otherwise requires, terms used which are defined in the Exchange Listing Rules shall have the same meaning as in the Exchange Listing Rules.

### COMPLIANCE WITH THE COMMISSION'S AUTHORISATION CONDITIONS

2. The Covenantors hereby severally covenant that so far as it lies within their respective powers, they will each procure that they, and ..... (the "Scheme"),
  - (1) will comply in full with the Commission's authorisation conditions for the Scheme and any codes and guidelines issued by the Commission in relation to Collective Investment Schemes in so far as they apply to the Covenantors (collectively, the "Authorisation Conditions"). The Covenantors shall inform the Exchange immediately of the details of any waiver of any provision of the Authorisation Conditions which is sought or obtained from the Commission, and the Covenantors undertake that they will not take any action (or refrain from taking any action) on the basis of such waiver until they have so informed the Exchange; and
  - (2) will comply with the Exchange Listing Rules in force from time to time.

3. **The Covenantors hereby further covenant that they will procure that every document required to be published by the Commission pursuant to the Authorisation Conditions is also supplied at the same time to the Exchange. For the purpose of this provision, any document posted on the website of the Exchange will be deemed to have been published and supplied to the Exchange in compliance with this covenant.**

#### **DISCLOSURE**

4. **The Scheme shall inform the Exchange immediately of:**

- (1) any notice of the Commission to withdraw authorisation of the Scheme;**
- (2) any intention to vary or terminate the Scheme; and**
- (3) any other information necessary to enable the holders of interests to appraise the position of the Scheme and to avoid the establishment of a false market in the interests of the Scheme.**

*4.1 References in this Agreement to informing the Exchange mean delivery of the relevant information to the Exchange in the manner determined by the Exchange from time to time and promulgated by way of a practice note to the Exchange Listing Rules.*

- 4A. (1) **Subject to Paragraph 4A(5) and in addition and without prejudice to specific requirements contained elsewhere in the Exchange Listing Rules, a Scheme shall, whenever there is a change in the number of units in the Scheme as a result of or in connection with any of the events referred to in Paragraph 4A(2), submit through HKEx-EPS, or such other means as the Exchange may from time to time prescribe, for publication on the Exchange's website a return in such form and containing such information as the Exchange may from time to time prescribe by not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the business day next following the relevant event.**
- (2) **The events referred to in Paragraph 4A(1) are as follows:**
- (a) any of the following:**
    - (i) placing;**
    - (ii) consideration issue;**

- (iii) open offer;
  - (iv) rights issue;
  - (v) bonus issue;
  - (vi) scrip dividend;
  - (vii) repurchase of units;
  - (viii) exercise of an option under a unit option scheme by a director of the collective investment scheme operator or the collective investment scheme operator itself;
  - (ix) exercise of an option other than under a unit option scheme by a director of the collective investment scheme operator or the collective investment scheme operator itself; or
  - (x) change in the number of units in the Scheme not falling within any of the categories referred to in Paragraph 4A(2)(a)(i) to (ix) or Paragraph 4A(2)(b); and
- (b) subject to Paragraph 4A(3), any of the following:
- (i) exercise of an option under a unit option scheme other than by a director of the collective investment scheme operator or the collective investment scheme operator itself; or
  - (ii) exercise of an option other than under a unit option scheme not by a director of the collective investment scheme operator or the collective investment scheme operator itself;
  - (iii) exercise of a warrant;
  - (iv) conversion of convertible securities; or
  - (v) redemption of units.
- (3) The disclosure obligation for an event in Paragraph 4A(2)(b) only arises where:
- (a) the event, either individually or when aggregated with any other events described in that Paragraph which have occurred since the Scheme published its last monthly return under Paragraph 4B or last return under this Paragraph 4A (whichever is the later), results in a change of 5% or more of the number of units in the Scheme; or

- (b) an event in Paragraph 4A(2)(a) has occurred and the event in Paragraph 4A(2)(b) has not yet been disclosed in either a monthly return published under Paragraph 4B or a return published under this Paragraph 4A.
  - (4) For the purposes of Paragraph 4A(3), the percentage change in the number of units in the Scheme is to be calculated by reference to the number of units in the Scheme as it was immediately before the earliest relevant event which has not been disclosed in a monthly return published under Paragraph 4B or a return published under this Paragraph 4A.
  - (5) This Paragraph 4A applies only to a collective investment scheme (including Real Estate Investment Trust) authorised by the Commission under its Code on Real Estate Investment Trusts listed under Chapter 20 of the Exchange Listing Rules with the exception of open-ended collective investment schemes.
- 4B. The Scheme shall, by no later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the fifth business day next following the end of each calendar month, submit through HKEx-EPS, or such other means as the Exchange may from time to time prescribe, for publication on the Exchange's website a monthly return in relation to movements in the interests in the Scheme's units, debt securities and any other securitised instruments, as applicable, during the period to which the monthly return relates, in such form and containing such information as the Exchange may from time to time prescribe (irrespective of whether there has been any change in the information provided in its previous monthly return). Such information includes, among other things, the number as at the close of such period of the units in the Scheme.

#### REPORT AND ACCOUNTS

- 5. [Repealed 1 September 2003]

#### LISTING DOCUMENTS

- 6. The Covenantors shall so far as it lies within their respective powers procure that no listing document shall be issued offering for sale or subscription interests in the Scheme until the Exchange has confirmed that it has no further comments thereon .

#### INVESTMENT POLICY

- 7. The Covenantors undertake, so far as it lies within their respective powers, to procure that the investment policy of the Scheme as stated in any listing document offering interests in the Scheme will be adhered to for three years from the date of such listing document unless otherwise exempted or approved by the Commission.

## CIRCULARS, NOTICES AND OTHER DOCUMENTS

### Filing of documents

8. [Repealed 1 September 2003]
- 8A. The Scheme hereby authorises the Exchange to file “applications” (as defined in section 2 of the Securities and Futures (Stock Market Listing) Rules) and those corporate disclosure materials within the meaning of sections 7(1) and (2) of the Securities and Futures (Stock Market Listing) Rules received by the Exchange with the Commission pursuant to sections 5(2) and 7(3) of the Securities and Futures (Stock Market Listing) Rules respectively. Applications and relevant corporate disclosure materials shall be filed with the Exchange in such manner and number of copies as the Exchange may from time to time prescribe. The authorisation aforementioned shall not be altered or revoked in any way unless prior written approval has been obtained from the Exchange and the Exchange shall have the absolute discretion to grant such approval. In addition, the Scheme undertakes to execute such documents in favour of the Exchange perfecting the above authorisation as the Exchange may require.

### Forwarding of documents

9. The Scheme must, upon request by the Exchange, provide the requested number of certified copies of all resolutions of holders of interests in the Scheme within 15 days after they are passed.
- 9A. (1) The Scheme must submit the following documents to the Exchange for publication in accordance with rule 2.07C:
- (a) documents referred to in Paragraph 3 above; and
  - (b) financial reports and other documents issued to holders of interests in the Scheme.

Rule 2.07C applies to all these documents as well as to any other documents which the Scheme may from time to time be required to publish under the Exchange Listing Rules.

- (2) For the purpose of this Paragraph 9A, references in rule 2.07C to “shareholders” shall be construed as references to “holders of interests in the Scheme”.

## GENERAL

### Outstanding interests in the Scheme

10. The Scheme shall inform the Exchange on request of the amount of interests in the Scheme (whether in unitised form or otherwise) outstanding in bearer or registered form.

### Response to enquiries

11. The Covenantors shall respond promptly to any enquiries made of them by the Exchange concerning unusual movements in the price or trading volume of the Scheme’s listed interests or any other matters by giving such relevant information as is available to them or, if appropriate, by issuing a statement to the effect that they are not aware of any matter or development that is or may be related to the unusual price movement or trading volume of the Scheme’s listed interests and shall also respond promptly to any other enquiries made of them by the Exchange.

### Variation

12. (1) The Exchange shall be entitled to require the publication of further information by and impose additional requirements on the Covenantors where it considers that circumstances so justify, but will allow representations by them before imposing any such requirements on it which are not imposed on listed schemes generally.
- (2) The Exchange shall be entitled, subject to the consent of the Commission, to revise the terms of this Agreement and the related notes generally, and the Covenantors agree that they will comply with any such revision and will, if so required, enter into a new listing agreement in the revised form by way of confirmation.

**Law**

**13. This Agreement is governed by and shall be construed in accordance with the laws of Hong Kong and the Covenantors hereby submit to the jurisdiction of the courts of Hong Kong.**

**IN WITNESS WHEREOF the parties hereto have hereunto set their hands this  
day of 20 .**

.....  
**Authorised signatories of  
[each of the Covenantors]  
as authorised thereto by resolutions  
of the boards of directors  
(or their functional equivalents)  
dated .....**

.....  
**for and on behalf of the Exchange**

*Note: The Covenantors must normally be (1) the CIS Operator and (2) the trustee or the custodian or its functional equivalent. If the Scheme is an incorporated entity, then the Scheme must be included as a Covenantor as well.*