

APPENDIX 16

SPONSOR'S FORMS

Form A

Application Form

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

..... / /

Dear Sirs,

Re: Application to become a Sponsor

We (referred to in this Form as the "applicant" hereby apply to become a Sponsor for the purposes of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules").

Our details submitted for the purposes of the assessment by the Stock Exchange of Hong Kong Limited (the "Exchange") pursuant to Chapter 3A of the Listing Rules are as follows:-

1. Name of applicant (in English) :
(in Chinese) :

2. Place and date of incorporation :

3. Registered office :

4. Principal place of business :
and office address :

5. List of directors :
(please distinguish between
executive and non-executive
directors)

6. If incorporated outside of Hong Kong:-

(a) Date of certificate of registration issued pursuant to Part XI of the Companies Ordinance:

.....
.....
.....

(b) Name and address of persons resident in Hong Kong authorised to accept service of process on the applicant's behalf:

.....
.....
.....

7. Details of the group of which the applicant forms part (if applicable) (complete on a separate sheet if necessary):-

8. Securities and Futures Commission registration: There is attached herewith a copy of the current certificate of registration (in name of the applicant) together (if applicable) with details of any conditions relating to such certificate/a copy of the confirmation that the applicant has been declared by the Securities and Futures Commission to be an exempt dealer.*

*delete as appropriate

9. Details of the relevant experience of the applicant: Set out below are details of the experience of the applicant in acting as lead sponsor on at least 2 completed initial public offering transactions over the 5 years prior to the date of this form, or failing which, as co-sponsor on at least 3 completed initial public offering transactions over the 5 years prior to the date of this form, and of its other relevant corporate finance experience (Note 2) (complete on a separate sheet if necessary):-

<u>Date</u>	<u>Transaction</u>	<u>Specify whether role undertaken as lead sponsor or co-sponsor</u>	<u>Details of experience</u>

10. Financial eligibility (Note 3): there are attached herewith:-

- (a) the latest audited accounts of the applicant and /or the latest audited or unaudited balance sheet of the applicant as at / /, by way of evidence that the applicant had, at the date(s) to which the balance sheet(s) referred to therein were made up, a paid-up share capital and/or non-distributable reserves of not less than HK\$10,000,000 and a net tangible asset value after minority interests of not less than HK\$10,000,000 represented by unencumbered assets; or
- (b) the latest audited accounts and unaudited balance sheet of the applicant, for information purposes, together with unconditional and irrevocable guarantee proposed to be given by the company within the Sponsor Group or an authorised institution (as defined under the Banking Ordinance) in respect of the applicant's liabilities up to an aggregate amount of not less than HK\$10,000,000 and evidence of the financial standing of such proposed guarantor. (Note 4).

11. Details of any material adverse change in the applicant's financial position (if applicable) (complete on a separate sheet if necessary) since the date of the latest balance sheet (whether audited or unaudited) provided in accordance with paragraph 10(a) above. (If inapplicable, please confirm that there has not been any material adverse change since such date):-

- (3) *Please refer to Rule 3A.16 of the Listing Rules for guidance. The applicant must attach its latest audited accounts and, in circumstances where such audited accounts are in respect of a period that ended more than 6 months prior to the date of application, then the applicant must also attach its audited or unaudited balance sheet as at the date not more than 6 months prior to the date of application.*

In circumstances where no audited accounts have been prepared in respect of the applicant, the applicant must attach its unaudited balance sheet as at a date not more than 6 months prior to the date of application. Any unaudited balance sheet produced for this purpose must be signed by 2 executive directors of the applicant.

- (4) *For the purposes of sub-paragraph 10(b), in addition to the latest audited accounts and unaudited balance sheet of the applicant (provided for information purposes, the latest audited accounts and any subsequent published financial statements of the prospective guarantor (other than in respect of a guarantor that is an authorised institution (as defined under the Banking Ordinance)) and/or other information required by the Exchange must be submitted to the Exchange, together with the prospective form of guarantee.*

- (5) *Please refer to Rule 3A.08 of the Listing Rules for guidance. For the purposes of paragraph 14, "general corporate finance advice" includes advice in respect of the matters set out in Note 2 above.*

Note that the applicant must provide details of any disciplinary action taken against any members of its Sponsor Group where this may be relevant. For example, the Exchange would consider such information relevant in circumstances where the applicant has provided details of the experience of other members of the Sponsor Group pursuant to paragraph 9.

- (6) *Please refer to Rule 3A.47 of the Listing Rules for guidance. Note that details of 2 individuals must be given.*

- (7) *Checklist of attachments to this form:—*

Copy of certificate of registration or confirmation of exempt dealer status referred to in paragraph 8; latest audited accounts of the applicant referred to in paragraph 10 and, in the case of an applicant the liabilities of which are to be guaranteed, the latest audited accounts and any subsequent published financial statements of the prospective guarantor (other than in respect of an authorised institution (as defined under the Banking Ordinance)) and the prospective form of guarantee;

Audited/unaudited balance sheet(s) referred to in paragraph 10;

Declarations by principal supervisors referred to in paragraph 12;

Declarations by assistant supervisors referred to in paragraph 13;

a non-refundable application fee in the amount specified in Appendix 8;

any such details required under paragraphs 7, 8, 9, 10, 11 and 14 which have been completed on separate sheets; and

a certified extract from the board minutes of the applicant authorising the submission of this form.

- (8) *The Exchange anticipates that the application process is likely to take at least 15 clear business days from the date of application.*

- (9) *The Exchange reserves the right to admit the applicant to the list, subject to its acting only in the capacity of a co-sponsor. This limitation on capacity shall be indicated on the Exchange's list of Sponsors.*

APPENDIX 16

SPONSOR'S FORMS

Form B

Declaration by principal supervisor

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

..... / /

Dear Sirs,

In relation to the application by (insert name of applicant) for approval from The Stock Exchange of Hong Kong Limited (the "Exchange") that it be entered on the list of Sponsors, it is proposed that I will be one of the applicant's principal supervisors for the purposes of Rule 3A.21 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules"). In this regard, I declare that I am engaged in a full-time capacity by the applicant and declare the following details relevant to myself: -

1. Personal details:-

- | | In English | In Chinese |
|--|------------|------------|
| (a) present surname and any former surname(s) | : | |
| (b) alias, if any | : | |
| (c) present forename(s) and any former forename(s): | | |
| (d) date of birth | : | |
| (e) residential address | : | |
| | | |
| | | |
| | | |
| (f) nationality and former nationality, if any | | |
| (g) Hong Kong ID number or, if none,
Passport number and place of issue | | |

2. Principal academic and/or professional qualifications and details of any role (if any) performed for the applicant (or its group) other than in connection or related to its corporate finance business in Hong Kong:-

--

3. Date of current certificate of registration by the Securities and Futures Commission and provide, if applicable, details of any conditions relating to the issue of the certificate:-

.....
.....

(Note 2)(Please attach herewith a copy of the registration certificate).

4. Description of experience of advising, in a substantive capacity on completed initial public offering transactions on the Main Board and/or on GEM over the 5 years prior to the date of this declaration (Note 3) (complete on a separate sheet if necessary):-

<u>Date</u>	<u>Name of company listed (specify Main Board/GEM)</u>	<u>Extent of involvement</u>

5. Description of other relevant corporate finance experience derived in respect of companies listed on the Main Board and/or on GEM over the 5 years prior to the date of this declaration (Note 4)(complete on a separate sheet if necessary):-

<u>Date</u>	<u>Transaction</u>	<u>Extent of involvement</u>

6. Have you been the subject of any public censure, public statement involving criticism, private reprimand or any other disciplinary action that has been made or taken by either the Exchange or the Securities and Futures Commission or any other regulatory authority in Hong Kong or elsewhere within the 5 years prior to the date of this declaration?

.....

If so, give particulars.

.....

.....

7. Have you been convicted of any offence:-

(a) involving fraud, dishonesty or corruption?

.....

(b) under the relevant Ordinances (as such term is defined in the Securities and Futures Commission Ordinance), the Bankruptcy Ordinance, the Banking Ordinance or any Ordinance relating to taxation, or any comparable legislation of other jurisdictions?

.....

(c) in respect of which you have, within the past 10 years, been sentenced as an adult to a period of imprisonment of six months or more, including suspended or commuted sentences?

.....

If so, give particulars, including details of (i) each such offence, (ii) the court by which you were convicted, (iii) the date of conviction, and (iv) the penalty imposed.

.....

.....

8. (a) Have you been identified as an insider dealer pursuant to the Securities (Insider Dealing) Ordinance at any time?

.....

(b) Have you been found guilty of or been involved in insider dealing, or been held by any Court or competent authority to be in breach of any securities or financial markets laws, rules or regulations including any rules and regulations of any regulatory authority, stock exchange or futures exchange at any time?

.....

If so, give particulars.

.....

.....

.....

(9) (a) Has any enterprise, company or unincorporated business enterprise in which you were or are a controlling shareholder (as such term is defined in the Listing Rules) were or are a supervisor, director or manager been found guilty of or been involved in insider dealing, or been held by any Court or competent authority to be in breach of any securities or financial markets laws, rules or regulations including any rules and regulations of any securities regulatory authority, stock exchange or futures exchange at any time during the period when you were or are a controlling shareholder, supervisor, director or manager?

.....

(b) Has any enterprise, company or unincorporated business enterprise with which you were or are connected (as such expression is defined in the Securities (Insider Dealing) Ordinance) or any enterprise, company or unincorporated business enterprise for which you act or have acted as a supervisor or as a manager been identified as an insider dealer pursuant to the Securities (Insider Dealing) Ordinance at any time during the period when you were or are connected and/or act or have acted as a supervisor or as a manager?

.....

If so, give full particulars.

.....

.....

10. Are you currently subject to any investigation by any judicial, regulatory or governmental authority?

.....

If so, give full particulars.

.....

.....

11. Are you currently subject to:-

(a) any investigation, hearing or proceeding brought or instituted by any securities regulatory authority, including the Hong Kong Takeovers Panel or any other securities regulatory commission or panel? or

.....

(b) any judicial proceeding in which violation of any securities laws, rules or regulations is or was alleged?

.....

If so, give full particulars.

.....

.....

.....

12. Are you a defendant in any current criminal proceeding involving an offence which may be material to an evaluation of your character or integrity to be a principal supervisor of insert name of applicant.

If so, give full particulars.

.....

.....

13. In signing this declaration, I hereby undertake to comply with Rules 3A.31 and 3A.34 of the Listing Rules.

I,..... insert name, ofinsert name of applicant, solemnly and sincerely declare that the foregoing answers are true, complete and accurate, that I have not made any statements or omissions which would render such answers untrue or misleading, that I understand the possible consequences of making a false declaration as set forth in note 5 below, and that I understand that the Exchange may rely upon the foregoing answers in assessing the suitability of(insert name of applicant) to be entered on the Exchange's list of Sponsors.

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the Oaths and Declaration Ordinance.

(Signed)
Declarant

Declared atin Hong Kong,
the Special Administrative Region of the People's Republic of China, this
.....day of,

Before me,

(Signature and designation, i.e. Justice of the
Peace/Notary Public/Commissioner for
Oaths /Solicitor.)

Notes:

- (1) *This declaration must be read in conjunction with the full text of the Listing Rules and the notes provided herein do not replace or limit the effect of the Listing Rules.*
- (2) *No certificate of registration is necessary if the Sponsor for whom the individual proposes to act as principal supervisor is an exempt dealer for the purposes of rule 3A.14(2) of the Listing Rules.*
- (3) *The individual must have played a substantial role on at least 2 completed initial public offering transactions on the Main Board and/or on GEM over the 5 year period prior to the date of this declaration, by virtue of his employment with an entity that has sponsored companies listed on the Main Board and/or on GEM. In this regard, the individual must provide details of each transaction to which reference is made and, in each case, explain the role undertaken by him personally.*

The Exchange reserves a discretion to waive or relax such requirement, in exceptional circumstances, where the individual can nevertheless demonstrate that he has proven experience of public offering transactions on the Main Board and/or on GEM and recognised expertise in this regard, as gained over a period in excess of 5 years prior to the date of this declaration.

- (4) *The individual must provide details of other relevant corporate finance experience gained by him in respect of companies listed on the Main Board and/or on GEM over the 5 years prior to the date of this declaration and, in each case, explain the role undertaken by him personally.*

For these purposes, "corporate finance experience" includes advice on matters under the Listing Rules, the Takeover Code and Code on Share Repurchases.

- (5) *The failure of any person to complete this declaration truthfully, completely and accurately constitutes a breach of the Listing Rules. In addition, pursuant to the Crimes Ordinance, any person who knowingly and wilfully makes a statement false in a material particular in this declaration (being a statutory declaration) commits an offence, and if prosecuted, shall be liable on conviction upon indictment to imprisonment for 2 years and to a fine.*

- (6) *Notice relating to the Personal Data (Privacy) Ordinance (the “Ordinance”):-*
- (a) *It is necessary for the Exchange to collect the data required in this form for the due and proper administration and implementation of the Listing Rules.*
 - (b) *Failure to supply such data may constitute a breach of the relevant provisions of the Listing Rules.*
 - (c) *The data required in this form shall be used for the purposes of assisting the Exchange to assess the suitability of the individual to act in the capacity referred to in Chapter 3A of the Listing Rules and to preserve the reputation and integrity of the Exchange.*
 - (d) *The data collected in this form may be provided or transferred by the Exchange to any party to whom the Exchange is required to do so by law, or to the following parties:-*
 - (i) *any agent, contractor or third party who provides services to the Exchange in connection with the administration and implementation of the Listing Rules;*
 - (ii) *any other person under duty of confidentiality to the Exchange.*
 - (e) *Under and in accordance with the terms of the Ordinance, any individual has the right:-*
 - (i) *to check whether the Exchange holds data about him and request access to such data;*
 - (ii) *to require the Exchange to correct any data relating to him which is inaccurate; and*
 - (iii) *to ascertain the policies and practices of the Exchange in relation to data and to be informed of the kind of personal data held by the Exchange.*
 - (f) *In accordance with the terms of the Ordinance, the Exchange has the right to charge a reasonable fee for complying with a data access request.*
 - (g) *The person to whom requests under paragraph (e) are to be addressed is as follows:-*

*Executive Director - Listing
The Stock Exchange of Hong Kong Limited
11th Floor, One International Finance Centre
1 Harbour View Street
Central
Hong Kong*

APPENDIX 16

SPONSOR'S FORMS

Form C

Declaration by assistant supervisor

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

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

Dear Sirs,

In relation to the application byinsert name of applicant for approval from The Stock Exchange of Hong Kong Limited (the "Exchange") that it be entered on the list of Sponsors, it is proposed that I will be one of the applicant's assistant supervisors for the purposes of Rule 3A.22 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules"). In this regard, I declare that I am engaged in a full-time capacity by the applicant and declare the following details relevant to myself:—

1. Personal details:-

- | | In English | In Chinese |
|--|------------|------------|
| (a) present surname and any former surname(s) | : | |
| (b) alias, if any | : | |
| (c) present forename(s) and any former forename(s): | | |
| (d) date of birth | : | |
| (e) residential address | : | |
| | | |
| | | |
| | | |
| (f) nationality and former nationality, if any | | |
| (g) Hong Kong ID number or, if none,
Passport number and place of issue | | |

2. Principal academic and/or professional qualifications and details of any role (if any) performed for the applicant (or its group) other than in connection or relation to its corporate finance business in Hong Kong:-

--

3. Date of current certificate of registration by the Securities and Futures Commission and provide, if applicable, details of any conditions relating to the issue of the certificate:-

.....
.....

(Note 2)(Please attach herewith a copy of the registration certificate).

4. Description of relevant corporate finance experience derived in respect of companies listed on the Main Board and/or GEM over the 3 years prior to the date of this declaration (Note 3) (complete on a separate sheet if necessary):-

<u>Date</u>	<u>Transaction</u>	<u>Extent of involvement</u>

5. Have you been the subject of any public censure, public statement involving criticism, private reprimand or any other disciplinary action that has been made or taken by either the Exchange or the Securities and Futures Commission or any other regulatory authority in Hong Kong or elsewhere within the 3 years prior to the date of this declaration?

.....

If so, give particulars.

.....

.....

6. Have you been convicted of any offence:-

- (a) involving fraud, dishonesty or corruption?

.....

- (b) under the relevant Ordinances (as such term is defined in the Securities and Futures Commission Ordinance), the Bankruptcy Ordinance, the Banking Ordinance or any Ordinance relating to taxation, or any comparable legislation of other jurisdictions?

.....

- (c) in respect of which you have, within the past 10 years, been sentenced as an adult to a period of imprisonment of 6 months or more, including suspended or commuted sentences?

.....

If so, give particulars, including details of (i) each such offence, (ii) the court by which you were convicted, (iii) the date of conviction, and (iv) the penalty imposed.

.....

.....

7. (a) Have you been identified as an insider dealer pursuant to the Securities (Insider Dealing) Ordinance at any time?

.....

- (b) Have you been found guilty of or been involved in insider dealing, or been held by any Court or competent authority to be in breach of any securities or financial markets laws, rules or regulations including any rules and regulations of any regulatory authority, stock exchange or futures exchange at any time?

.....

If so, give particulars.

.....

.....

.....

8. (a) Has any enterprise, company or unincorporated business enterprise in which you were or are a controlling shareholder (as such term is defined in the Listing Rules) were or are a supervisor, director or manager been found guilty of or been involved in insider dealing, or been held by any Court or competent authority to be in breach of any securities or financial markets laws, rules or regulations including any rules and regulations of any securities regulatory authority, stock exchange or futures exchange at any time during the period when you were or are a controlling shareholder, supervisor, director or manager?

.....
.....

- (b) Has any enterprise, company or unincorporated business enterprise with which you were or are connected (as such expression is defined in the Securities (Insider Dealing) Ordinance) or any enterprise, company or unincorporated business enterprise for which you act or have acted as a supervisor or as a manager been identified as an insider dealer pursuant to the Securities (Insider Dealing) Ordinance at any time during the period when you were or are connected and/or act or have acted as a supervisor or as a manager?

.....

If so, give particulars.

.....
.....

9. Are you currently subject to any investigation by any judicial, regulatory or governmental authority?

.....

If so, give full particulars.

.....
.....

10. Are you currently subject to:-

- (a) any investigation, hearing or proceeding brought or instituted by any securities regulatory authority, including the Hong Kong Takeovers Panel or any other securities regulatory commission or panel? or

.....

- (b) any judicial proceeding in which violation of any securities laws, rules or regulations is or was alleged?

.....

If so, give full particulars.

.....
.....

11. Are you a defendant in any current criminal proceeding involving an offence which may be material to an evaluation of your character or integrity to be an assistant supervisor of insert name of applicant.

.....

If so, give full particulars.

.....

.....

12. In signing this declaration, I hereby undertake to comply with Rules 3A.31 and 3A.34 of the Listing Rules.

I,.....insert name, of

.....insert name of applicant, solemnly and sincerely declare that the foregoing answers are true, complete and accurate, that I have not made any statements or omissions which would render such answers untrue or misleading, that I understand the possible consequences of making a false declaration as set forth in note 4 below, and that I understand that the Exchange may rely upon the foregoing answers in assessing the suitability of(insert name of applicant) to be entered on the Exchange’s list of Sponsors.

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the Oaths and Declaration Ordinance.

(Signed)
Declarant

Declared atin Hong Kong, the Special Administrative Region of the People’s Republic of China, thisday of,

Before me,

(Signature and designation, i.e. Justice of the Peace/Notary Public/Commissioner for Oaths/Solicitor.)

Notes:

(1) This declaration must be read in conjunction with the full text of the Listing Rules and the notes provided herein do not replace or limit the effect of the Listing Rules.

- (2) *No certificate of registration is necessary if the Sponsor for whom the individual proposes to act as assistant supervisor is an exempt dealer for the purposes of rule 3A.14(2) of the Listing Rules.*
- (3) *The individual must provide details of the relevant corporate finance experience gained by him in respect of companies listed on the Main Board and/or on GEM over the 3 years prior to the date of this declaration and, in each case, explain the role undertaken by him personally.*

For these purposes, “corporate finance experience” includes advice on matters under the Listing Rules, the Takeover Code and Code on Share Repurchases.

- (4) *The failure of any person to complete this declaration truthfully, completely and accurately constitutes a breach of the Listing Rules. In addition, pursuant to the Crimes Ordinance, any person who knowingly and wilfully makes a statement false in a material particular in this declaration (being a statutory declaration) commits an offence, and if prosecuted, shall be liable on conviction upon indictment to imprisonment for 2 years and to a fine.*
- (5) *Notice relating to the Personal Data (Privacy) Ordinance (the “Ordinance”):—*
- (a) *It is necessary for the Exchange to collect the data required in this form for the due and proper administration and implementation of the Listing Rules.*
- (b) *Failure to supply such data may constitute a breach of the relevant provisions of the Listing Rules.*
- (c) *The data required in this form shall be used for the purposes of assisting the Exchange to assess the suitability of the individual to act in the capacity referred to in Chapter 3A of the Listing Rules and to preserve the reputation and integrity of the Exchange.*
- (d) *The data collected in this form may be provided or transferred by the Exchange to any party to whom the Exchange is required to do so by law, or to the following parties:-*
- (i) *any agent, contractor or third party who provides services to the Exchange in connection with the administration and implementation of the Listing Rules;*
- (ii) *any other person under duty of confidentiality to the Exchange.*
- (e) *Under and in accordance with the terms of the Ordinance, any individual has the right:—*
- (i) *to check whether the Exchange holds data about him and request access to such data;*
- (ii) *to require the Exchange to correct any data relating to him which is inaccurate; and*
- (iii) *to ascertain the policies and practices of the Exchange in relation to data and to be informed of the kind of personal data held by the Exchange.*
- (f) *In accordance with the terms of the Ordinance, the Exchange has the right to charge a reasonable fee for complying with a data access request.*

- (g) *The person to whom requests under paragraph (e) are to be addressed is as follows:—*

*Executive Director - Listing
The Stock Exchange of Hong Kong Limited
11th Floor, One International Finance Centre
1 Harbour View Street
Central
Hong Kong*

APPENDIX 16

SPONSOR’S FORMS

Form D

Review Form for Continuing Eligibility

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

.....//

Dear Sirs,

Re: Confirmation of continuing eligibility to act as a Sponsor

We wish to continue to be included on the list of Sponsors of The Stock Exchange of Hong Kong Limited (the “Exchange”) for the purposes of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). In order to assist the Exchange with its review of our continued inclusion on the list of Sponsors, we hereby confirm that:—

- 1. We do/do not * continue to meet the eligibility requirements set out in Rule 3A.14 to 3A.25 of the Listing Rules (as varied by the provisions of Rule 3A.32 of the Listing Rules concerning the Sponsor’s on-going net tangible asset value after minority interests) and any other criteria imposed by the Exchange.

*Delete as appropriate. If the Sponsor does not continue to meet such requirements, please provide full details, including the reasons therefor, on a separate sheet unless the same is apparent from the matters referred to below. (Note 2)

- 2. We continue to have a minimum number of 2 principal supervisors, as defined in Rule 3A.21 and 2 assistant supervisors, as defined in Rule 3A.22 of the Listing Rules, engaged in a full time capacity in our corporate finance business in Hong Kong.

In this regard, please be advised that:—

(a) our principal supervisors are
.....
..... ; and

(b) our assistant supervisors are
.....
.....

(Note 3)

3. If applicable, we propose that the following individuals should be our additional principal supervisors and/or our additional assistant supervisors (Note 4):-

.....
.....
.....

4. We attach herewith a copy of our latest audited accounts and (if required) our audited or unaudited balance sheet as at//, by way of evidence that we had, at the date to which the (latest) balance sheet was made up:-

- (a) a paid-up share capital and/or non-distributable reserves of HK\$..... (please insert); and
- (b) a net tangible asset value after minority interests of HK\$..... (please insert) represented by unencumbered assets. (Note 5)

In the event that the net tangible asset value after minority interests has fallen below HK\$5,000,000 and in circumstances where no guarantee has been provided (as referred to in Rule 3A.16(2)) the Sponsor must attach herewith an explanation on a separate sheet as to the immediate steps to be taken by it to rectify the position and the expected time needed to restore the value to more than HK\$5,000,000.

5. Details of any material adverse change in our financial position (if applicable) (complete on a separate sheet if necessary) since the date of the latest balance sheet (whether audited or unaudited) provided in accordance with paragraph 4 above (if inapplicable, please confirm that there has not been any material adverse change since such date):—

6. Details of our experience. Set out below are details of our experience in acting as lead sponsor, joint-sponsor or co-sponsor in initial public offering transactions and other relevant corporate finance experience in Hong Kong over the 5 years prior to the date of this form (complete on a separate sheet if necessary):—

<u>Date</u>	<u>Transaction</u>	<u>Specify whether role undertaken as lead Sponsor, joint-sponsor or co-sponsor</u>	<u>Details of experience</u>

7. Disclosure of censures or other relevant matters (Note 6). There are attached herewith (if applicable) details of:-

- (A) any public censure, public statement involving criticism, private reprimand or any other disciplinary action made or taken by either the Exchange or the Securities and Futures Commission or any other regulatory authority, in Hong Kong or elsewhere since the date of our application to become a Sponsor/last review form*, in respect of:—
- (a) ourselves; and/or
- (b) any director or member of staff who actively participates in the business of providing general corporate finance advice, investment advice and/or securities dealing and who remains a director or member of staff as at the date of this form; and
- (B) any such other information as ought reasonably to be brought to the attention of the Exchange in the context of its considering this form.

*** Delete as appropriate**

8. The following table sets out the listed issuer(s) for which we are acting as Sponsor, joint sponsor or co-sponsor (complete on a separate sheet if necessary):—

<u>Name of listed issuer</u>	<u>Specify whether role undertaken as Sponsor, joint-sponsor, or co-sponsor</u>	<u>Name(s) of principal supervisor(s) actively involved</u>	<u>Name(s) of assistant supervisor(s) actively involved</u>	<u>Date on which the contracted fixed term of the sponsorship is scheduled to expire</u>
------------------------------	---	---	---	--

We declare that the information supplied is accurate, complete and not misleading.

We understand that our continuing eligibility will be reviewed by the Listing Committee or an appropriate body within the Exchange. In this regard, we understand that any of our staff may be asked to attend interviews and that we may be asked to provide further information during the review by the Exchange of our continuing eligibility.

Yours faithfully

Signed:

Name:

For and on behalf of

Name of Sponsor:

Notes:

- (1) *This form must be read in conjunction with the full text of the Listing Rules and the notes provided herein do not replace or limit the effect of the Listing Rules.*
- (2) *Please refer to Rule 3A.30 of the Listing Rules for guidance.*

- (3) *The principal supervisors and assistant supervisors, who have each submitted a declaration at the time of the Sponsor's application to become a Sponsor, must each complete a review form in the prescribed Forms E or F as set out in Appendix 16, as appropriate.*
- (4) *Please refer to Rule 3A.21 and 3A.22 of the Listing Rules for guidance. If applicable, completed declarations in the prescribed Forms B and/or C as set out in Appendix 16 in respect of any proposed new principal supervisor(s) and/or assistant supervisor(s) as the case may be should be attached.*
- (5) *Please refer to Rule 3A.32 of the Listing Rules for guidance. Please insert the relevant figures where indicated. In the case of a Sponsor the liabilities of which have been guaranteed (as referred to in Rule 3A.16(2)), please include the latest audited accounts and any subsequent published financial information of the guarantor together with confirmation that the form of guarantee approved by the Exchange remains in full force and effect.*
- (6) *Please refer to Rule 3A.08 of the Listing Rules for guidance.*
- (7) *Checklist of attachments to this form:-*

the non-refundable review fee in the amount specified in Appendix 8 of the Listing Rules;
the latest audited accounts of the Sponsor and in circumstances where the Sponsor's latest financial year was more than 6 months before the date of application, its audited or unaudited balance sheet as at the date not more than 6 months prior to the date of application (signed, in the case of the unaudited balance sheet, by 2 executive directors of the Sponsor);
if applicable, the latest audited accounts and any subsequent published financial statements of the guarantor;
confirmation that the form of guarantee, if applicable, approved by the Exchange remains in full force and effect;
the review forms as referred to in Note 3 above;
any declarations as referred to in Note 4 above; and
any such details required under paragraphs 1, 4, 5, 6, 7 and 8 which have been completed on separate sheets.

APPENDIX 16

SPONSOR'S FORMS

Form E

Review Form for Principal Supervisor

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

..... / /

Dear Sirs,

In relation to the review of insert name of Sponsor (the "Sponsor") concerning its continued eligibility to be included on the list of Sponsors of The Stock Exchange of Hong Kong Limited (the "Exchange") maintained pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), I hereby confirm that:-

1. I continue to be engaged in a full time capacity in the Sponsor's corporate finance business in Hong Kong.
2. I continue to act as a principal supervisor for the Sponsor for the purposes of the Listing Rules.
3. There has been no material adverse change to the particulars set out in my declaration dated / / / most recent review form dated /* as principal supervisor. (Note 2)

***Delete as appropriate. If this statement is not correct, please give full details on a separate sheet.**

4. I continue to meet the requirements set out in Rule 3A.21 of the Listing Rules.
5. I have continued to provide advice, in a substantive capacity, on initial public offering transactions on the Main Board and/or on GEM over the 5 years prior to the date of this form as follows (provide a description of such initial public offering transactions and complete on a separate sheet and attach herewith if necessary)
(Note 3):-

<u>Date</u>	<u>Name of company listed (specify Main Board/GEM)</u>	<u>Extent of involvement</u>

6. I have continued to gain other relevant corporate finance experience in respect of companies listed on the Main Board and/or on GEM over the 5 years prior to the date of this form, as follows (complete on a separate sheet and attach herewith if necessary) (Note 3):-

<u>Date</u>	<u>Transaction</u>	<u>Extent of involvement</u>

Yours faithfully,

Signed:.....

Name:.....

Notes:

- (1) *This form must be read in conjunction with the full text of the Listing Rules and the notes provided herein do not replace or limit the effect of the Listing Rules.*
- (2) *Please refer to Rule 3A.34 of the Listing Rules for guidance.*
- (3) *Please refer to Rule 3A.21 of the Listing Rules for guidance.*

- (4) *Notice in relation to the Personal Data (Privacy) Ordinance (the “Ordinance”):—*
- (a) *It is necessary for the Exchange to collect the data required in this form for the due and proper administration and implementation of the Listing Rules.*
 - (b) *Failure to supply such data may constitute a breach of the relevant provisions of the Listing Rules.*
 - (c) *The data required in this form shall be used for the purposes of assisting the Exchange to assess the suitability of the individual to act in the capacity referred to in Chapter 3A of the Listing Rules and to preserve the reputation and integrity of the Exchange.*
 - (d) *The data collected in this form may be provided or transferred by the Exchange to any party to whom the Exchange is required to do so by law or to the following parties:-*
 - (i) *any agent, contractor or third party who provides services to the Exchange in connection with the administration and implementation of the Listing Rules;*
 - (ii) *any other person under a duty of confidentiality to the Exchange.*
 - (e) *Under and in accordance with the terms of the Ordinance, any individual has the right:-*
 - (i) *to check whether the Exchange holds data about him and request access to such data;*
 - (ii) *to require the Exchange to correct any data relating to him which is inaccurate; and*
 - (iii) *to ascertain the policies and practices of the Exchange in relation to data and to be informed of the kind of personal data held by the Exchange.*
 - (f) *In accordance with the terms of the Ordinance, the Exchange has the right to charge a reasonable fee for complying with a data access request.*
 - (g) *The person to whom requests under paragraph (e) are to be addressed is as follows:-*

*Executive Director - Listing
The Stock Exchange of Hong Kong Limited
11th Floor, One International Finance Centre
1 Harbour View Street
Central
Hong Kong*

APPENDIX 16

SPONSOR'S FORMS

Form F

Review Form for Assistant Supervisor

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

..... / /

Dear Sirs,

In relation to the review ofinsert name of Sponsor (the "Sponsor") concerning its continued eligibility to be included on the list of Sponsors of The Stock Exchange of Hong Kong Limited (the "Exchange") maintained pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), I hereby confirm that:-

1. I continue to be engaged in a full time capacity in the Sponsor's corporate finance business in Hong Kong.
2. I continue to act as an assistant supervisor for the Sponsor for the purposes of the Listing Rules.
3. There has been no material adverse change to the particulars set out in my declaration dated / / / most recent review form dated /* as assistant supervisor. (Note 2)

***Delete as appropriate. If this statement is not correct, please give full details on a separate sheet.**

4. I continue to meet the requirements set out in Rule 3A.22 of the Listing Rules.
5. I have continued to gain relevant corporate finance experience in respect of companies listed on the Main Board and/or on GEM over the 3 years prior to the date of this form as follows (complete on a separate sheet and attach herewith if necessary) (Note 3):-

<u>Date</u>	<u>Transaction</u>	<u>Extent of involvement</u>

Yours faithfully,

Signed:.....

Name:.....

Notes:

- (1) *This form must be read in conjunction with the full text of the Listing Rules and the notes provided herein do not replace or limit the effect of the Listing Rules.*
- (2) *Please refer to Rule 3A.34 of the Listing Rules for guidance.*
- (3) *Please refer to Rule 3A.22 of the Listing Rules for guidance.*
- (4) *Notice in relation to the Personal Data (Privacy) Ordinance (the “Ordinance”):—*
 - (a) *It is necessary for the Exchange to collect the data required in this form for the due and proper administration and implementation of the Listing Rules.*
 - (b) *Failure to supply such data may constitute a breach of the relevant provisions of the Listing Rules.*
 - (c) *The data required in this form shall be used for the purposes of assisting the Exchange to assess the suitability of the individual to act in the capacity referred to in Chapter 3A of the Listing Rules and to preserve the reputation and integrity of the Exchange.*

- (d) *The data collected in this form may be provided or transferred by the Exchange to any party to whom the Exchange is required to do so by law or to the following parties:-*
- (i) *any agent, contractor or third party who provides services to the Exchange in connection with the administration and implementation of the Listing Rules;*
 - (ii) *any other person under a duty of confidentiality to the Exchange.*
- (e) *Under and in accordance with the terms of the Ordinance, any individual has the right:-*
- (i) *to check whether the Exchange holds data about him and request access to such data;*
 - (ii) *to require the Exchange to correct any data relating to him which is inaccurate; and*
 - (iii) *to ascertain the policies and practices of the Exchange in relation to data and to be informed of the kind of personal data held by the Exchange.*
- (f) *In accordance with the terms of the Ordinance, the Exchange has the right to charge a reasonable fee for complying with a data access request.*
- (g) *The person to whom requests under paragraph (e) are to be addressed is as follows:-*

*Executive Director - Listing
The Stock Exchange of Hong Kong Limited
11th Floor, One International Finance Centre
1 Harbour View Street
Central
Hong Kong*

APPENDIX 16

SPONSOR'S FORMS

Form G

Declaration by Sponsor

This declaration must be lodged, duly completed, at the time a new applicant submits its listing application.

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

..... / /

Dear Sirs,

Re: (insert name of new applicant) (the "New Applicant")

We, being Sponsor (the "Sponsor") (Note 2) to the New Applicant, hereby undertake:—

- (1) to keep the Exchange informed, at timely intervals, of the progress of this application and, in any event, on a fortnightly basis;
- (2) to advise the Exchange if any change of circumstances, of which we become aware, arises prior to the hearing date of the application by the Listing Committee or an appropriate body within the Exchange that would render any information contained in the application form or draft listing document submitted herewith misleading in any material respect;
- (3) to lodge with the Exchange the Sponsor's declaration (prescribed Form H as set out in Appendix 16), as referred to in Rule 3A.64(2) of the Listing Rules.

The following are the details (name/phone/fax/e-mail) of the principal supervisor and assistant supervisor at the Sponsor (or at each of the Sponsors), who are involved in the processing of this application. Please indicate the person or the persons at the relevant Sponsor to whom the Exchange should respond in relation to this New Applicant (note(3)):-

.....
.....
.....

We, (insert name of Sponsor), declare we have each satisfied ourselves, to the best of our respective knowledge and belief, having each made due and careful enquiries, that:-

- (a) all of the documents required by the Listing Rules to be included with the advance booking form of the New Applicant have been or will be lodged with the Exchange in accordance with the Listing Rules;
- (b) the information supplied in this form, the advance booking form and in the documents submitted together with this form is accurate and complete in all material respects and not misleading (save in respect of matters that cannot be ascertained as at the date of this declaration);
- (c) all the qualifications for listing set out in the relevant chapters of the Listing Rules have, insofar as applicable and required to be met or fulfilled prior to the application, have been met or fulfilled in relation to the New Applicant;
- (d) all information required to be included in the listing document by virtue of the Listing Rules, the Companies Ordinance, the Securities (Stock Exchange Listing) Rules, the Code on Takeovers and Mergers and all other relevant regulations, has been included therein, for information that cannot be ascertained as at the date of this declaration, will be included therein before the final version of the listing document is submitted for review;
- (e) all the requirements of the Listing Rules, the Companies Ordinance, the Securities (Stock Exchange Listing) Rules, the Code on Takeovers and Mergers and all other relevant regulations, insofar as applicable and required to be fulfilled at the time of application, have been fulfilled in relation to the New Applicant;
- (f) there are no other facts bearing on the New Applicant's application for listing of and permission to deal in such securities which should be disclosed to the Exchange;
- (g) no other parties are involved in the processing work other than those named in this form, the listing document and in the list of names provided to the Exchange; and
- (h) we are independent of the New Applicant (Note 4).

Yours faithfully,

Signed:
 Name:

(Principal supervisor)

Signed:
 Name:

(Assistant supervisor)

For and on behalf of
 Name of Sponsor:

We, (insert names of head of corporate finance and head of compliance departments of Sponsor), hereby confirm that, (insert names of principal supervisor and assistant supervisor), have discharged all their responsibilities with due care and skill and that there are no matters, other than those disclosed in the listing document or otherwise in writing to the Exchange, which in our opinion should be taken into account by the Exchange in considering the listing application.

Yours faithfully,

Signed:

Name

(Head of Corporate Finance Dept.)

Signed:

Name:

(Head of Compliance Dept.)

Notes:

- (1) *This declaration must be read in conjunction with the full text of the Listing Rules and the notes provided herein do not replace or limit the effect of the Listing Rules.*
- (2) *In the case of joint or co-sponsorships, separate declarations must be completed by each of the Sponsors.*
- (3) *Where more than one Sponsor has been appointed, please refer to rules 3A.67 to 3A.69 of the Listing Rules for guidance. The Exchange must be advised as to which of the Sponsors is, in the first instance, principally responsible for communicating on the New Applicant's behalf with the Exchange.*
- (4) *Please refer to rule 3A.27 of the Listing Rules for guidance.*

APPENDIX 16

SPONSOR'S FORMS

Form H

Sponsor's Declaration in support of a New Applicant

This declaration must be lodged, duly completed, prior to the issue of the listing document by or on behalf of the new applicant.

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

..... / /

Dear Sirs,

Re: (insert name of new applicant) (the "New Applicant")

We,, being Sponsor (Note 2) to the New Applicant, hereby confirm that:-

- (1) all the documents required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") to be submitted to The Stock Exchange of Hong Kong Limited (the "Exchange") prior to the issue of the listing document have been so submitted;
- (2) we have satisfied ourselves, to the best of our knowledge and belief, having made due and careful enquiries with the directors of the New Applicant and all other professional parties involved in the listing application, that:-
 - (a) the New Applicant is suitable for listing on the Exchange;
 - (b) the New Applicant is in compliance with all of the qualifications for listing set out in the Listing Rules;
 - (c) the listing document is in compliance with the Listing Rules and all relevant legislation and that:-
 - (i) the information contained in the listing document is true, accurate and complete in all material respects and not misleading;
 - (ii) there are no other matters the omission of which would make any statement in the listing document misleading and affect the judgement of the investors;

- (iii) all opinions of the directors of the New Applicant expressed in the listing document have been arrived at after due and careful consideration on their part and are founded on bases and assumptions that are fair and reasonable;
 - (iv) the New Applicant has established proper systems and procedures and can reasonably be expected to be properly maintained subsequent to its listing on the Exchange (Note 3).
 - (v) the directors of the New Applicant have made sufficient enquiries so as to enable them to give the directors' confirmation set out in the "responsibility statement" contained in the listing document.
- (d) there are no matters other than those disclosed in the listing document or otherwise in writing to the Exchange which should have been taken into account by the Exchange in considering the application for listing of the relevant securities; and
- (3) we have explained to the directors of the New Applicant the nature of their responsibilities and fiduciary duties as a director of a listed issuer under the Listing Rules, the Code on Takeovers and Mergers and all other relevant ordinances relating to securities and we have satisfied ourselves to the best of our knowledge and belief, having made due and careful enquiries that:-
 - (a) the directors of the New Applicant have the requisite expertise and experience;
 - (b) they appreciate the nature of those responsibilities and can be expected to honour their obligations under the Listing Rules and other applicable laws and provisions relating to securities;
 - (c) they can be expected to prepare and publish all information necessary for an informed market to take place in the New Applicant's securities;
 - (d) they can be expected, generally, to honour their obligations, both in relation to shareholders and creditors of the New Applicant; and
 - (e) at date of certification of the relevant forms of Declaration and Undertaking with regard to Directors set out in Appendix 5, we are not aware of any information that would lead a reasonable person to inquire further concerning the truthfulness, accuracy or completeness of any answers given.

Yours faithfully,

Signed:

Name:

(Principal supervisor)

Signed:

Name:

(Assistant supervisor)

For and on behalf of

Name of Sponsor:

Notes:

- (1) *This declaration must be read in conjunction with the full text of the Listing Rules and the notes provided herein do not replace or limit the effect of the Listing Rules.*
- (2) *In the case of joint or co-sponsorships, separate declarations must be completed by each of the Sponsors.*
- (3) *Please refer to Rule 3A.62 of the Listing Rules for guidance.*