

Regulatory Forms

Forms Relating to Applications for Listing

Listing Application Form (For Equity Securities and Debt Securities)

Form A1

(To be typed or copied under the letter-head of the sponsor, who is arranging for the application to be submitted)

To: The Head of the Listing Division,
The Listing Division,
The Stock Exchange of Hong Kong Limited.

Date: 20

Dear Sir,

Re: (Name of the issuer which is the subject of the listing application) (the "issuer" and together with its subsidiaries, the "issuer group")

We [. [Limited] hereby apply]/[are instructed by [Limited] to make an application] for the listing of and for permission to deal in the securities referred to in paragraph 5(b) below subject to the listing rules of The Stock Exchange of Hong Kong Limited entitled "Rules Governing the Listing of Securities" (the "Listing Rules"). An issuer which is not a company or an issuer whose shares are to be represented by depositary receipts should adapt this form as necessary to change references that apply only to companies or issuers of depositary receipts.

Particulars of the proposed listing are:—

1. Proposed timetable for the listing (please specify dates) (**Note 1**):
 - (A) first draft of listing document available for Exchange:
 - (B) Exchange hearing:
 - (C) date of finalisation of the listing document for publication:

- (D) listing document date (**Note 1(4)**):
- (E) application lists close:
- (F) announcement of results:
- (G) documents of title despatched:
- (H) dealings commence:

2. Place and date of incorporation or other establishment:

3. History and nature of business and, in the case of an investment company, a brief description of investment policy and objectives:

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.....

4. List of proposed directors:

(in English)	(in Chinese)
.....
.....
.....
.....

5. Details of share capital

(a) Authorised share capital of [currency] [amount] divided into:

Class	Number	Par value per share	Total nominal value
	(A)	(B) [currency]	(C) = (A) x (B) [currency]
Total			

(b) The type(s) and number of securities for which application is now made, being the issued (and paid up) share capital, inclusive of proposed issue, of [currency] [amount] divided into:

Class	Number	Par value per share	Total nominal value
	(A)	(B) [currency]	(C) = (A) x (B) [currency]
Total			

In issue before
the offer

Proposed to be
issued pursuant
to the offer
(tentative)

– maximum
(if applicable)

– minimum
(if applicable)

Total

6. (a) Estimated size of offer (tentative):

Number of securities					
Class of securities	Sale shares (if applicable) (A)	New issue (if applicable) (B)	Total Offered (C) = (A) + (B)	Proposed offer price (D) <i>[currency]</i>	Estimated size of offer (E) = (C) x (D) <i>[currency]</i>
				_____	_____
			Total	_____	_____

(b) Particulars of proposed listing method of the securities referred to in paragraph 5(b) above (tentative):

Number of securities						
Class of securities	Proposed listing method (Note 2)	Sale share (if applicable) (A)	New issue (if applicable) (B)	Total (C) = (A) + (B)	Proposed offer price (D) <i>[currency]</i>	Estimated market value (E) = (C) x (D) <i>[currency]</i>
					_____	_____
				Total	_____	_____

7. (A) Estimated market value (equity)/
total capitalisation (debt) of issuer:
- (B) Estimated market capitalisation (equity)/
nominal amount (debt) of securities for
which listing is sought **(Note 2)**:

8. The securities for which application is now made

- (a) are/are not identical in all respects **(Note 3)**
.....
.....
- (b) are/are not identical in all respects with an existing class of security **(Note 3)**
.....
.....

(If the securities are not identical now, but will become so in the future, a statement as to when they will become identical must be added to (a) or (b) above.)

- (c) are not listed or dealt in on another stock exchange/are listed or dealt in on the
following stock exchange(s)
.....
- (d) have been in the previous six months, are or will be the subject of an application for
listing on the following stock exchange(s)
.....

(Delete as appropriate)

9. Revenue and profit attributable to equity shareholders for the three preceding years **(Note 4)**:

	Year ending	
	Revenue	Profit
1st Year:
2nd Year:
3rd Year:

10. * So far as is known, or can be ascertained after reasonable enquiry, by the directors of the issuer, the undermentioned is/are substantial shareholder(s) of the company or of its holding company **(Note 6)**:—

Name	Address	Company	Extent of holding and which company
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The following are particulars of the qualifications, if any, and experience of the directors, chief executive and secretary of the issuer **(Note 6)**:

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* This paragraph is not applicable in the case of capitalisation issues.

11. The proceeds (if any) of the issue or sale of the securities for which application is now made, or the portion thereof to be received by the issuer, are intended to be used by the issuer for the following purpose(s):—

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12. The following are the qualifications of the undermentioned person(s) whose opinion(s) as (an) expert(s) is/are referred to in any document included in this application:—

Name	Qualifications	Document
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13. [Repealed 1 October 2013]

14. Details of renounceable document (where applicable):
- (1) type of document (which must comply with Appendix B1 to the Listing Rules).
 - (2) proposed date of issue
 - (3) last day for splitting:
 - (a) nil paid
 - (b) partly paid
 - (c) fully paid
 - (4) last day for renunciation
 - (5) last day of dealing:
 - (a) nil paid
 - (b) partly paid
15. If the securities or the underlying shares represented by depositary receipts for which listing is sought are partly paid:
- (1) proposed date of issue of the securities.
 - (2) proposed date(s) of payment of outstanding instalments
 - (3) last day for dealing in partly paid form

16. Definitive certificates (in respect of the class of security/securities for which listing is sought) have already been issued for stock/shares and will be ready on for stock/shares.
17. In the case of an investment company, the names of the proposed custodian, management company and investment adviser, if any:
.....

A cheque numbered (cheque number) drawn on (bank) for HK\$[] is enclosed being payment of / A sum of HK\$[] has been electronically transferred to the Exchange's designated bank account as* the initial listing fee payable in advance. If there is any delay in the proposed timetable as set out above, or if there is any change in that timetable or in any of the other particulars without the approval of the Exchange or if the proposed application for listing is withdrawn, cancelled or rejected by the Exchange, the Issuer acknowledges the Exchange's right to forfeit this amount.

* Delete as appropriate

Sponsor's undertakings and confirmations

We (Name of the sponsor), the sponsor to the listing application, hereby:—

- (a) confirm and undertake that we have complied with, and will comply with, all applicable Exchange Listing Rules and guidance materials on due diligence standards issued by the Exchange throughout the listing application process (or the part during which we continue to be engaged by the issuer as a sponsor) save with respect to provisions for which waiver has been sought;
- (b) confirm and undertake that we have advised and guided, and will continue to advise and guide, the issuer to comply with all applicable Exchange Listing Rules and guidance materials throughout the listing application process; and
- (c) declare to the Exchange that as regards our relationship with the issuer, [we are and expect to be independent / we are not or do not expect to be independent because (enter details of the circumstances that give rise to the lack of independence here or otherwise provide separate submissions)].

Yours faithfully

.....
Name:
for and on behalf of
[Sponsor's name]
(Note 7)

Issuer's Undertaking (for equity)

We,(Name of the issuer which is the subject of the listing application), the issuer, hereby undertake:—

- (a) for so long as any of our securities are listed on the Main Board, to comply and notify our directors, supervisors and controlling shareholders of their obligations to comply at all times with all of the requirements of the Exchange Listing Rules from time to time in force; and hereby confirm that we have complied with, and will comply with, and have notified our directors, supervisors and controlling shareholders of their obligations to comply with, all applicable Exchange Listing Rules and guidance materials throughout the listing application process;
- (aa) throughout the listing application process, to submit, or procure the submission on our behalf of, to the Exchange information that is accurate and complete in all material respects and not misleading or deceptive; and hereby confirm that all information in this application form and all documents submitted herewith are accurate and complete in all material respects and not misleading or deceptive;
- (b) to advise the Exchange as soon as practicable if any change of circumstance arises that would render any information (i) contained in this application form or the draft listing document submitted herewith or (ii) submitted to the Exchange during the listing application process, inaccurate or incomplete in any material respect or misleading or deceptive;
- (c) to lodge with the Exchange, before dealings in the securities commence, the declaration (Form F (published in Regulatory Forms)) required by rule 9.11(37) of the Exchange Listing Rules;
- (d) to lodge with the Exchange the documents as required by rules 9.11(35) to 9.11(39) of the Exchange Listing Rules as appropriate in due course; and
- (e) to comply with the requirements of the procedures and format for publication and communication published by the Exchange from time to time.

Issuer's Undertaking (for depositary receipts)

We (Name of the issuer which is the subject of the listing application), the issuer, hereby undertake:—

- (a) for so long as any of the depositary receipts representing our shares are listed on the Main Board, to comply and notify our directors, supervisors and controlling shareholders of their obligations to comply at all times with all of the requirements of the Exchange Listing Rules from time to time in force; and hereby confirm that we have complied with, and have notified our directors, supervisors and controlling shareholders of their obligations to comply, and will comply with, all applicable Exchange Listing Rules and guidance materials throughout the listing application process;

- (aa) throughout the listing application process to submit, or procure the submission on our behalf of, to the Exchange information that is accurate and complete in all material respects and not misleading or deceptive; and hereby confirm that all information in this application form and all documents submitted herewith are accurate and complete in all material respects and not misleading or deceptive;
- (b) to advise the Exchange as soon as practicable if any change of circumstance arises that would render any information (i) contained in this application form or the draft listing document submitted herewith or (ii) submitted to the Exchange during the listing application process, inaccurate or incomplete in any material respect or misleading or deceptive;
- (c) to lodge with the Exchange, before dealings in the depositary receipts commence, the declaration (Form F of (published in Regulatory Forms)) required by rule 9.11(37) of the Exchange Listing Rules;
- (d) to lodge with the Exchange the documents as required by rules 9.11(35) to 9.11(39) of the Exchange Listing Rules as appropriate in due course; and
- (e) to comply with the requirements of the procedures and format for publication and communication published by the Exchange from time to time.

Issuer’s declarations and undertakings (for debt)

We,(Name of the issuer which is the subject of the listing application), the issuer, hereby:—

- (a) undertake for so long as any of our debt securities are listed on the Main Board, to comply at all times with all of the requirements of the applicable Exchange Listing Rules from time to time in force; and hereby confirm that we have complied with, and will comply with, all applicable Exchange Listing Rules and guidance materials throughout the listing application process;
- (b) undertake throughout the listing application process to submit, or procure the submission on our behalf of, to the Exchange information that is accurate and complete in all material respects and not misleading or deceptive; and hereby confirm that all information in this application form and all documents submitted herewith are accurate and complete in all material respects and not misleading or deceptive; and
- (c) undertake to advise the Exchange as soon as practicable if any change of circumstance arises that would render any information (i) contained in this application form or the draft listing document submitted herewith or (ii) submitted to the Exchange during the listing application process, inaccurate or incomplete in any material respects or misleading or deceptive.

Guarantor’s declarations and undertakings (for guaranteed debt issue)

We,(Name of the guarantor where the debt securities for which listing is hereby applied are guaranteed), the guarantor of the issuer’s debt securities hereby:—

- (a) undertake for so long as any of the issuer’s debt securities are listed on the Main Board, to comply at all times with all of the requirements of the applicable Exchange Listing Rules from time to time in force; and hereby confirm that we have complied with, and will comply with, all applicable Exchange Listing Rules and guidance materials throughout the listing application process;
- (b) undertake throughout the listing application process to submit, or procure the submission on our behalf of, to the Exchange information that is accurate and complete in all material respects and not misleading or deceptive; and hereby confirm that all information in this application form and all documents submitted herewith are accurate and complete in all material respects and not misleading or deceptive; and
- (c) undertake to advise the Exchange as soon as practicable if any change of circumstance arises that would render any information (i) contained in this application form or the draft listing document submitted herewith or (ii) submitted to the Exchange during the listing application process, inaccurate or incomplete in any material respect or misleading or deceptive.

Issuer’s declarations and undertakings (for Chapter 21 investment companies)

We,(Name of the issuer which is the subject of the listing application), the issuer, hereby:—

- (a) undertake for so long as any of the issuer’s securities are listed on the Main Board, to comply, and notify our directors, supervisors and controlling shareholders of their obligations to comply at all times with all of the requirements of the applicable Exchange Listing Rules from time to time in force; and hereby confirm that we have complied with, and will comply with, and have notified our directors, supervisors and controlling shareholders of their obligations to comply with, all applicable Exchange Listing Rules and guidance materials throughout the listing application process;
- (b) undertake throughout the listing application process to submit, or procure the submission on our behalf of, to the Exchange information that is accurate and complete in all material respects and not misleading or deceptive; and hereby confirm that all information in this application form and all documents submitted herewith are accurate and complete in all material respects and not misleading or deceptive; and
- (c) undertake to advise the Exchange as soon as practicable if any change of circumstance arises that would render any information (i) contained in this application form or the draft listing document submitted herewith or (ii) submitted to the Exchange during the listing application process, inaccurate or incomplete in any material respect or misleading or deceptive.

Investment manager’s declarations and undertakings (for Chapter 21 investment companies)

We, (Name of the investment manager), the issuer, hereby:—

- (a) undertake for so long as any of the issuer’s securities are listed on the Main Board, to comply at all times with all of the requirements of the applicable Exchange Listing Rules from time to time in force; and hereby confirm that we have complied with, and will comply with, all applicable Exchange Listing Rules and guidance materials throughout the listing application process;
- (b) undertake throughout the listing application process to submit, or procure the submission on our behalf of, to the Exchange information that is accurate and complete in all material respects and not misleading or deceptive; and hereby confirm that all information in this application form and all documents submitted herewith are accurate and complete in all material respects and not misleading or deceptive; and
- (c) undertake to advise the Exchange as soon as practicable if any change of circumstance arises that would render any information (i) contained in this application form or the draft listing document submitted herewith or (ii) submitted to the Exchange during the listing application process, inaccurate or incomplete in any material respect or misleading or deceptive.

Issuer’s authorisation for filing with the Commission

We are required to file our application (within the meaning under section 2 of the Securities and Futures (Stock Market Listing) Rules (“Rules”)) with the Securities and Futures Commission (“Commission”) under section 5(1) of the Rules. Pursuant to section 5(2) of the Rules, we hereby authorise the Exchange to file all such materials with the Commission on our behalf as and when we file them with the Exchange.

In respect of materials and documents filed and submitted in relation to our listing application including those filed by our advisers and agents on our behalf, we hereby acknowledge that both the Exchange and the Commission will have unrestricted access to such materials and documents, and on this basis, the Exchange will be regarded as having discharged the above duty of filing such materials and documents with the Commission on our behalf as and when such materials and documents are filed and submitted.

If our securities become listed on the Exchange, we will be required to file certain announcements, statements, circulars, or other documents made or issued by us or on our behalf to the public or to holders of our securities with the Commission under sections 7(1) and (2) of the Rules. Pursuant to section 7(3) of the Rules, we hereby authorise the Exchange to file all such documents with the Commission on our behalf as and when we file them with the Exchange.

All documents aforementioned shall be filed with the Exchange in such manner 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, we undertake to execute such documents in favour of the Exchange perfecting the above authorisation as the Exchange may require.

Yours faithfully

.....

Director for and on
Behalf of [insert name
of applicant] as authorised
by resolution of the board
of directors dated
[insert date]

[Only for listing application of debt securities which are guaranteed]

.....

For and on behalf of
[the guarantor of the debt securities]

[Only for listing application under Chapter 21]

.....

For and on behalf of
[the investment company]

NOTES

Note 1: All applicants should note that:—

- (1) *this listing application form must be submitted to the Exchange 14 clear days (for debt) prior to the date on which the listing document is to be finalised for publication;*
- (2) *the applicant is not guaranteed an exclusive timetable. In other words the applicant's timetable may coincide with or overlap another issuer's timetable;*
- (3) *the applicant will be informed of the estimated size of issue and the current date on which it is proposed that the application lists will close of every other issuer whose timetable will coincide with or overlap the applicant's proposed timetable;*
- (4) *future applicants whose proposed timetable coincides with or overlaps the applicant's timetable will be informed of the estimated size of issue and current date on which it is proposed that the application lists will close of the applicant as disclosed in this form (all other details will be retained in strict confidence);*
- (5) *applicants will normally only be permitted to delay their timetable as the result of circumstances which were not anticipated at the time of submission of the listing application form, on a maximum of three occasions and, if such delays are made before the submission of a draft listing document, for a maximum of twelve months on each occasion. After the draft listing document has been submitted to the Exchange the three delays must not exceed six months, in total;*
- (6) *if there is any change in the applicant's proposed timetable without the approval of the Exchange, or if the listing application is withdrawn, cancelled or rejected then the deposit paid will be forfeited by the Exchange; and*
- (7) *the submission of a listing application form shall be deemed to confer authority upon the Exchange to notify to:—*
 - (a) *any subsequent applicants whose proposed timetable coincides or overlaps with the applicants, the estimated size of the applicants' issue and the current date on which it is proposed that the application lists will close; and*
 - (b) *the Securities and Futures Commission and the Hong Kong Monetary Authority, the details of the application.*

Note 2: Give particulars of the proposed method of listing of the securities, i e., whether by offer for subscription, offer for sale, placing, introduction, rights issue, open offer, capitalisation issue, consideration issue, exchange, substitution, conversion, exercise of option or warrant, subscription under an option scheme or otherwise. In the case of an introduction, this application must state the names and holdings (if known) of the ten largest beneficial holders of the securities, the total number of holders and particulars of the holdings of the directors and their families.

Note 3: "Identical" means in this context:—

- (1) the securities are of the same nominal value with the same amount called up or paid up;
- (2) they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
- (3) they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank *pari passu* in all other respects.

Note 4: This section need not be completed by a bank.

Note 5: If insufficient space is provided for completion of any paragraph, additional information may be entered on a separate sheet of paper, duly signed and attached.

Note 6: These paragraphs apply only to companies and:—

"chief executive" means a person who either alone or together with one or more other persons is or will be responsible under the immediate authority of the board of directors for the conduct of the business of the issuer.

"substantial shareholder" means a person entitled to exercise, or control the exercise of, ten per cent. or more of the voting power at any general meeting of the issuer.

Note 7: To the extent that this form is required to be signed on behalf of 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.

Note 7A: Each and every director of the sponsor firm, and any officer or representative of the sponsor firm supplying information sought in this form should:

- (1) 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 as amended from time to time); and*
- (2) 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 as amended from time to time.*

IMPORTANT

Note 8: In order to maintain an orderly new issues market the Exchange reserves the right to refuse a listing application if there are too many existing applications in the relevant period.

Regulatory Forms

Listing Application Form (For Collective Investment Schemes)

Form A2

(To be typed under the letter-head of the agent of the CIS listing applicant who is arranging for the application to be submitted)

To: The Head of the Listing Division,
The Listing Division,
The Stock Exchange of Hong Kong Limited.

..... 20

Dear Sir,

Re: (Name of collective investment scheme which is the subject of the listing application)

We are instructed by the issuer named above, which is a collective investment scheme which has been/has applied to be authorised by the Securities and Futures Commission ("SFC") pursuant to Section 104 of the Securities and Futures Ordinance ("Collective Investment Scheme"), to make an application for listing of and permission to deal in a number of interests of the issuer.

Particulars of the proposed listing are:—

1. Name of Collective Investment Scheme:

(in English)

(in Chinese)
2. Place and date of incorporation/governing law and date of original trust deed:

.....

3. Brief description of investment policy and objectives:

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4. Names of Directors, Trustee, Custodian, CIS Operator, Investment Adviser, Hong Kong Representative and any other parties involved or interested in the management or promotion of the Collective Investment Scheme:

(in English)

(in Chinese)

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

The following are particulars of the qualifications and experience of the directors of the CIS Operator and (where applicable) the Collective Investment Scheme, the investment adviser, persons who are/will be responsible for investment management and investment advisory services in relation to the Collective Investment Scheme's portfolio and person(s) whose opinion(s) as (an) expert(s) is/are referred to in any document included in this application.

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.....

5. Type of security for which listing is sought:

(a) are identical in all respects/are divided into the following classes:

.....
.....
(Note 1)

(b) are not listed or dealt in on another stock exchange/are listed or dealt in on the following stock exchange(s):

.....
.....,

(c) have been in the previous six months, are or will be the subject of an application for listing on the following stock exchange(s):

.....
.....

6. Estimated size of initial offer (where the Collective Investment Scheme is newly formed):

.....

7. Net asset value and profit after tax since incorporation/formation or, if shorter, for the three preceding years (if applicable):

Net Asset Value as at Year Ended	Profit
1st Year:
2nd Year:
3rd Year:

8. Proposed timetable for the listing (please specify dates) (Note 2):

- (A) first draft of listing document available for Exchange:
.....
- (B) Exchange clearance:
- (C) date of finalisation of the listing document for publication:
- (D) listing document date:
- (E) dealings commence:

A cheque numbered (cheque number) drawn on
..... (bank) for HK\$[] is enclosed / A sum of HK\$[] has
been electronically transferred to the Exchange's designated bank account*, being payment of the
initial listing fee payable in advance. If there is any delay in the proposed timetable as set out
above, or if there is any change in that timetable or in any of the other particulars without the
approval of the Exchange, we acknowledge your right to forfeit this amount.

* Delete as appropriate

We shall keep the Exchange informed of the progress of this case at the earliest opportunity.

We hereby authorise you to disclose to the SFC, the Hong Kong Monetary Authority and the Hong Kong Government, the estimated size and timetable of the issue.

Yours faithfully

.....
Name:
for and on behalf of
[CIS listing applicant]

Listing agent’s undertakings and confirmations

We, (Name of the listing agent), the listing agent to the listing application of the CIS listing applicant, hereby:—

- (a) confirm and undertake that we have complied with, and will comply with, all applicable Exchange Listing Rules and guidance materials on due diligence standards issued by the Exchange throughout the listing application process (or the part during which we continue to be engaged by the CIS listing applicant as a listing agent); and
- (b) confirm and undertake that we have advised and guided, and will continue to advise and guide the CIS listing applicant to comply with all applicable Exchange Listing Rules and guidance materials throughout the listing application process.

Yours faithfully

.....
Name:
for and on behalf of
[Listing agent’s name]

CIS listing applicant and CIS Operator's Declarations and Undertakings

We declare that:—

- (1) the SFC has confirmed that it has no further comments on the CIS Disclosure Document and that such confirmation is currently in force and that we know of no reasons why such confirmation may be withdrawn;
- (2) the Collective Investment Scheme complies and will comply with the SFC's authorisation conditions for the CIS and any codes and guidelines issued by the SFC in relation to Collective Investment Schemes in so far as they apply;
- (3) all information required to be included in the CIS Disclosure Document/listing document, where applicable, pursuant to Section 104 of the Securities and Futures Ordinance and the applicable codes enacted under the Securities and Futures Ordinance, and by the Listing Rules, the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Securities and Futures (Stock Market Listing) Rules ("Rules") and any other applicable legislation has been included therein or, if the final version has not yet been submitted (or reviewed), will be included therein before it is so submitted; and
- (4) there are no other facts bearing on the Collective Investment Scheme's application for listing of and permission to deal in such securities which, in our opinion, should be disclosed to The Stock Exchange of Hong Kong Limited.

We undertake:—

- (1) throughout the listing application process to submit, or procure the submission on our behalf of, to the Exchange information that is accurate and complete in all material respects and not misleading or deceptive; and hereby confirm that all information in this application form and all documents submitted herewith are accurate and complete in all material respects and not misleading or deceptive;
- (2) to advise the Exchange as soon as practicable if any change of circumstance arises that would render any information (i) contained in this application form or the draft listing document submitted herewith or (ii) submitted to the Exchange during the listing application process, inaccurate or incomplete in any material respect or misleading or deceptive; and
- (3) to comply with the provisions of the codes and guidelines issued by the SFC from time to time that are applicable to the authorisation of the Collective Investment Schemes and with the Exchange Listing Rules from time to time in force so far as applicable to the Collective Investment Scheme and/or the CIS Operator.

Trustee/ Custodians' (or its function equivalent) Declarations and Undertakings

We undertake to comply with the provisions of the codes and guidelines issued by the SFC from time to time that are applicable to the authorisation of the Collective Investment Schemes and with the Exchange Listing Rules from time to time in force so far as applicable to the Collective Investment Scheme, and the custodian or the trustee or its functional equivalent.

CIS listing applicant and CIS Operator's authorisation for filing with the Commission

We are required to file our application with the SFC under section 5(1) of the Rules. Pursuant to section 5(2) of the Rules, we hereby authorise the Exchange to file all such materials relating to our listing application with the Commission on our behalf as and when they are filed with the Exchange.

In respect of materials and documents that are filed and submitted in relation to our listing application on FINI, we hereby acknowledge that both the Exchange and the Commission will have unrestricted access to such materials and documents, and on this basis, the Exchange will be regarded as having discharged the above duty of filing such materials and documents with the Commission on our behalf as and when they are filed and submitted on FINI.

If our securities become listed on the Exchange, we will be required to file certain announcements, statements, circulars, or other documents made or issued by us or on our behalf to the public or to holders of our securities with the Commission under sections 7(1) and (2) of the Rules. Pursuant to section 7(3) of the Rules, we hereby authorise the Exchange to file all such documents with the Commission on our behalf as and when they are filed with the Exchange.

All documents aforementioned shall be filed with the Exchange in such manner 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, we undertake to execute such documents in favour of the Exchange perfecting the above authorisation as the Exchange may require.

Yours faithfully
(Note 3)

.....
For and on behalf of
[CIS listing applicant and the CIS Operator]

AND

Signed
Name:
for and on behalf of
[the trustee or the custodian or its function
equivalent]

NOTES

Note 1: "Identical" means in this context:—

- (1) *the securities are of the same nominal value with the same amount called up or paid up; and*
- (2) *they carry the same right as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.*

Note 2: All applicants should note that:—

- (1) *[Repealed 10 November 2014]*
- (2) *the applicant is not guaranteed an exclusive timetable. In other words the applicant's timetable may coincide with or overlap another issuer's timetable;*
- (3) *applicants will normally only be permitted to delay their timetable as the result of circumstances which were not anticipated at the time of submission of the listing application form, on a maximum of three occasions and, if such delays are made before the submission of a draft listing document, for a maximum of twelve months on each occasion. After the draft listing document has been submitted to the Exchange the three delays must not exceed six months, in total;*
- (4) *if there is any change in the applicant's proposed timetable without the approval of the Exchange, or if the listing application is withdrawn, cancelled or rejected then the deposit paid will be forfeited by the Exchange; and*
- (5) *the submission of a listing application form shall be deemed to confer authority upon the Exchange to notify to:—*
 - (a) *any subsequent applicants whose proposed timetable coincides or overlaps with the applicant's, the estimated size of the applicant's issue and the current date on which it is proposed that the application lists will close; and*
 - (b) *the SFC, the Hong Kong Monetary Authority and the Hong Kong Government, the details of the application.*

Note 3: *This form must be signed by a duly authorised officer of the governing body or board of directors (or its functional equivalent) of the Collective Investment Scheme (as the case may be) and by a duly authorised officer for and on behalf of the CIS Operator and the custodian or the trustee or its functional equivalent.*

Note 4: If insufficient space is provided for completion of any paragraph, additional information may be entered on a separate sheet of paper, duly signed and attached.

IMPORTANT

Note 5: In order to maintain an orderly new issues market the Exchange reserves the right to refuse a listing application if there are too many existing applications in the relevant period.

Regulatory Forms

Formal Application (For Equity Securities)

Form C1

If the application is required to be supported by a listing document, this form must be duly completed and lodged at least **TEN CLEAR BUSINESS DAYS** before the date on which the listed issuer proposes to finalise the listing document for publication. If the application is not required to be supported by a listing document, this form must be submitted at least **FOUR CLEAR BUSINESS DAYS** before the proposed date for issuing the securities.

To: The Head of the Listing Division
The Listing Division,
The Stock Exchange of Hong Kong Limited,

.....
20

Dear Sir,

1. We [..... [Limited] hereby apply]/[are instructed by [Limited] to make an application] for the listing of and for permission to deal in the securities referred to in paragraph 3 below subject to the listing rules of The Stock Exchange of Hong Kong Limited entitled "Rules Governing the Listing of Securities " (the "Listing Rules"). (Note 1)

2. SHARE CAPITAL

Authorised \$	Issued (and paid up) inclusive of present issue
---------------	--

..... in	Stock/Shares of
..... in	Stock/Shares of
..... in	Stock/Shares of
..... in	Stock/Shares of

\$ _____

\$ _____

3. Amounts and descriptions of securities for which application is now made (include distinctive numbers if any)

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

4. The securities for which application is now made are proposed to be listed by way of.
.....
(Note 2)

5. The securities for which application is now made

(a) are/are not identical in all respects
.....
.....
(Note 3)

(b) are/are not identical in all respects with an existing class of security
.....
.....
(Note 3)

(If the securities are not identical now, but will become so in the future, a statement as to when they will become identical must be added to (a) or (b) above.)

(c) are not listed or dealt in on another stock exchange/are listed or dealt in on the following stock exchange(s)

(d) have been in the previous six months, are or will be the subject of an application for listing on the following stock exchange(s).

(Delete as appropriate)

6. * So far as is known, or can be ascertained after reasonable enquiry, by the directors of the issuer, the undermentioned is/are substantial shareholder(s) of the company or of its holding company (Note 4):—

Name	Address	Extent of holding and which company
------	---------	-------------------------------------

The following are particulars of the qualifications, if any, and experience of the directors, chief executive and secretary of the issuer (Note 4).

.....

* This paragraph is not applicable in the case of capitalisation issues.

The proceeds (if any) of the issue or sale of the securities for which application is now made, or the portion thereof to be received by the issuer, are intended to be used by the issuer for the following purpose(s) (Note 4):—

.....

The following are the qualifications of the undermentioned person(s) whose opinion(s) as (an) expert(s) is/are referred to in any document included in this application (Note 4):—

Name	Qualifications	Document
------	----------------	----------

7. We declare, to the best of our knowledge, information and belief, that:—

- (1) 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 application, been met or fulfilled in relation to the issuer and the securities of the issuer referred to in paragraph 3 above;
- (2) all information required to be included in the listing document by virtue of the Listing Rules, the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Securities and Futures (Stock Market Listing) Rules and the Code on Takeovers and Mergers has been included therein or, if the final version has not yet been submitted (or reviewed), will be included therein before it is so submitted;

- (3) all the requirements of the Securities and Futures (Stock Market Listing) Rules, insofar as applicable and required to be fulfilled at the time of application, have been fulfilled in relation to the issuer and the securities of the issuer referred to in paragraph 3 above; and
- (4) there are no other facts bearing on the issuer's application for listing of and permission to deal in such securities which, in our opinion, should be disclosed to The Stock Exchange of Hong Kong Limited.

8. Details of renounceable document (where applicable):

- (1) type of document (which must comply with Appendix B1 to the Listing Rules).
- (2) proposed date of issue
- (3) last day for splitting:
 - (a) nil paid
 - (b) partly paid
 - (c) fully paid
- (4) last day for renunciation
- (5) last day of dealing:
 - (a) nil paid
 - (b) partly paid

9. If the securities or the underlying shares represented by depositary receipts for which listing is sought are partly paid:

- (1) proposed date of issue of the securities.
- (2) proposed date(s) of payment of outstanding instalments

- (3) last day for dealing in partly paid form

10. Definitive certificates (in respect of the class of security/securities for which listing is sought) have already been issued for stock/shares and will be ready on for stock/shares.

11. ISSUER'S SOLE UNDERTAKING

We, Limited, undertake to comply with the Listing Rules from time to time so far as applicable to the issuer.

Yours faithfully,

Signed.

Name:

Director, Secretary or other
duly authorised officer
for and on behalf of

[Issuer's Name]

NOTES

Note 1 Insert name of issuer of securities. If it is an overseas issuer, the place of incorporation or other establishment and the applicable law under which it is incorporated or otherwise established must be stated.

Note 2 Give particulars of the proposed method of listing of the securities, i e., whether by offer for subscription, offer for sale, placing, introduction, rights issue, open offer, capitalisation issue, consideration issue, exchange, substitution, conversion, exercise of option or warrant, subscription under an option scheme or otherwise.

Note 3 "Identical" means in this context:—

- (1) the securities are of the same nominal value with the same amount called up or paid up;*
- (2) they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and*
- (3) they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.*

Note 4 These paragraphs apply only to companies and:—

"chief executive" means a person who either alone or together with one or more other persons is or will be responsible under the immediate authority of the board of directors for the conduct of the business of the issuer.

"substantial shareholder" means a person entitled to exercise, or control the exercise of, ten per cent. or more of the voting power at any general meeting of the issuer.

Regulatory Forms

Formal Application (For Debt Securities)

Form C2

This form must be lodged duly completed (by reference to the Notes), in the case of a new applicant, at least **THREE CLEAR BUSINESS DAYS** before the hearing of the application by the Exchange, and in every other case, at least **TWO CLEAR BUSINESS DAYS** before the date on which the listing document is to be finalised for publication. An issuer which is not a company should adapt this form as necessary to change references that apply only to companies.

To: The Head of the Listing Division,
The Listing Division
The Stock Exchange of Hong Kong Limited.

..... 19 ...

Dear Sir,

1. We [Limited] hereby apply for the listing of and for permission to deal in the securities referred to in paragraph 3 below subject to the listing rules of The Stock Exchange of Hong Kong Limited entitled "Rules Governing the Listing of Securities" (the "Listing Rules"). (Note 1)
2. SHARE CAPITAL

Authorised \$	Issued (and paid up) inclusive of present issue
..... in Stock/Shares of
..... in Stock/Shares of
..... in Stock/Shares of
..... in Stock/Shares of

\$ _____

\$ _____

(Note 2)

All or part of the issued share capital is or is to be listed on the following stock exchange(s)
.....

3. Amounts and descriptions of securities for which application is now made (include distinctive numbers if any)
.....
.....
.....

4. The securities for which application is now made are proposed to be listed by way of.
.....

(Note 3)

5. The securities for which application is now made

(1) are/are not identical in all respects
.....
.....

(Note 4)

(2) are/are not identical in all respects with an existing class of security
.....
.....

(Note 4)

(If the securities are not identical now, but will become so in the future, a statement as to when they will become identical must be added to (a) or (b) above.)

(3) are not listed or dealt in on another stock exchange/are listed or dealt in on the following stock exchange(s)

(4) have been in the previous six months, are or will be the subject of an application for listing on the following stock exchange(s)

(Delete as appropriate)

6. So far as is known, or can be ascertained after reasonable enquiry, by the directors of the issuer, the undermentioned is/are a substantial shareholder(s) of the company or of its holding company (Note 5):—

Name	Address	Extent of holding and which company
------	---------	--

The particulars of the qualifications, if any, and experience of the directors and secretary of the issuer (Note 6) are:

.....

The proceeds (if any) of the issue or sale of the securities for which application is now made, or the portion of them to be received by the issuer, are intended to be used by the issuer for the following purpose(s)

.....

The following qualifications of the undermentioned person(s) whose opinion(s) as (an) expert(s) is/are referred to in any document included in this application are:—

Name	Qualifications	Document
------	----------------	----------

7. We declare, to the best of our knowledge, information and belief, that:—

- (1) 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 application, been met

or fulfilled in relation to the issuer and the securities of the issuer referred to in paragraph 3 above;

- (2) all information required to be included in the listing document by virtue of the Listing Rules, the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Securities and Futures (Stock Market Listing) Rules and the Code on Takeovers and Mergers has been included therein or, if the final version has not yet been submitted (or reviewed), will be included therein before it is so submitted;
- (3) all the requirements of the Securities and Futures (Stock Market Listing) Rules, insofar as applicable and required to be fulfilled at the time of application, have been fulfilled in relation to the issuer and the securities of the issuer referred to in paragraph 3 above; and
- (4) there are no other facts bearing on the issuer's application for listing of and permission to deal in such securities which, in our opinion, should be disclosed to The Stock Exchange of Hong Kong Limited.

8. If the securities for which listing is sought are partly paid:

- (1) proposed date of issue of the securities.
- (2) proposed date(s) of payment of outstanding instalments
.....
- (3) last day for dealing in partly paid form

9. Definitive certificates (in respect of the class of security/securities for which listing is sought) will be ready on [.....]

10. [Repealed 31 December 2023]

11. ISSUER'S SOLE UNDERTAKING

We, Limited, undertake to comply with the Listing Rules from time to time so far as they apply to the issuer.

12 ISSUER'S AUTHORISATION FOR FILING WITH THE COMMISSION

We are required to file our application with the Securities and Futures Commission ("SFC") under section 5(1) of the Securities and Futures (Stock Market Listing) Rules ("Rules").

Under section 5(2) of the Rules, we hereby authorise the Exchange to file all materials with the SFC on our behalf as and when we file them with the Exchange. If our securities become listed on the Exchange, we will be required to file certain announcements, statements, circulars, or other documents made or issued by us or on our behalf to the public or to holders of our securities with the SFC under sections 7(1) and (2) of the Rules. Under section 7(3) of the Rules, we hereby authorise the Exchange to file all such documents with the SFC on our behalf as and when we file them with the Exchange.

All documents shall be filed with the Exchange in such manner as the Exchange may from time to time prescribe.

In this letter, "application" has its meaning under section 2 of the Rules.

This authorisation 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 the approval. In addition, we undertake to execute any documents in favour of the Exchange perfecting this authorisation that the Exchange may require.

Yours faithfully,

Signed.

Name:

Director, Secretary or other

duly authorised officer

for and on behalf of

[Issuer's Name]

NOTES

Note 1 Insert name of issuer of securities. If it is an overseas issuer, the place of incorporation or establishment and the law under which it is incorporated or established must be stated.

Note 2 This paragraph does not apply to States, Supranationals, issues of debt securities which are or are to be uniform in all respects with debt securities of the issuer of a class already listed or debt issues to professional investors only.

Note 3 Give particulars of the proposed method of listing of the securities, i.e., whether by offer for subscription, offer for sale, placing, exchange, substitution, conversion, exercise of option or warrant, or otherwise.

Note 4 "Identical" means:—

- (1) the securities are of the same nominal value with the same amount called up or paid up;*
- (2) they are entitled to interest at the same rate and for the same period, so that at the next ensuing distribution the interest payable per unit will amount to exactly the same sum (gross and net); and*
- (3) they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.*

Note 5 This paragraph does not apply to States, Supranationals, State Corporations, or debt issues to professional investors only; and "substantial shareholder" means a person entitled to exercise, or control the exercise of, ten per cent. or more of the voting power at any general meeting of the issuer.

Note 6 This paragraph does not apply to States, debt issues to professional investors only or, in the case of details in relation to its secretary, to Supranationals.

Note 7 This paragraph does not apply to States, Supranationals or debt issues to professional investors only.

Regulatory Forms

Formal Application (For Collective Investment Schemes)

Form C3

This form must be lodged duly completed at least **FIVE CLEAR BUSINESS DAYS**, unless otherwise agreed by the Exchange, prior to the date on which it is expected that the Exchange will consider approving the listing of additional interests in the CIS. An issuer which is not a company should adapt this form as necessary to change references that apply only to companies.

To: The Head of the Listing Division,
The Listing Division,
The Stock Exchange of Hong Kong Limited.

.....
20

Dear Sir,

1. We [..... hereby apply]/[are instructed byto make application] for listing of and permission to deal in the securities referred to in paragraph 3 below subject to the listing rules of The Stock Exchange of Hong Kong Limited entitled the "Rules Governing the Listing of Securities" (the "Listing Rules").
2. [.....] is a Collective Investment Scheme which has received a confirmation from the Securities and Futures Commission ("SFC") that it has no further comments on the CIS Disclosure Document.
3. Application is now made in respect of [describe the interest of the Collective Investment Scheme] of [\$ or other relevant currency] each in the issuer.
4. The securities for which application is now made:
 - (a) are identical in all respects/are divided into the following classes:

.....
.....

(Note 1)

6. We declare that:—

- (1) the SFC has confirmed that it has no further comments on the CIS Disclosure Document and that such confirmation is currently in force and that we know of no reasons why such confirmation may be withdrawn;
- (2) the Collective Investment Scheme complies and will comply with the SFC's authorisation conditions for the CIS and any codes and guidelines issued by the SFC in relation to Collective Investment Schemes in so far as they apply;
- (3) all information required to be included in the CIS Disclosure Document/listing document, where applicable, pursuant to Section 104 of the Securities and Futures Ordinance and the applicable codes enacted under the Ordinance, and by the Listing Rules, the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Securities and Futures (Stock Market Listing) Rules and any other applicable legislation has been included therein or, if the final version has not yet been submitted (or reviewed), will be included therein before it is so submitted; and
- (4) there are no other facts bearing on the Collective Investment Scheme's application for listing of and permission to deal in such securities which, in our opinion, should be disclosed to The Stock Exchange of Hong Kong Limited.

7. We undertake to comply with the provisions of the codes and guidelines issued by the SFC from time to time that are applicable to the authorisation of the Collective Investment Schemes and with the Listing Rules from time to time of The Stock Exchange of Hong Kong Limited so far as applicable to the Collective Investment Scheme, the CIS Operator, the trustee or the custodian or its function equivalent.

Yours faithfully,
(Note 2)

Signed
Name:
For and on behalf of
[CIS listing applicant and the
CIS Operator]

AND

Signed.
Name:
for and on behalf of
[the trustee or the custodian or its
function equivalent]

NOTES

Note 1: "Identical" means in this context:—

- (1) the securities are of the same nominal value with the same amount called up or paid up; and*
- (2) they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.*

Note 2: This form must be signed by a duly authorised officer of the governing body or board of directors (or its functional equivalent) of the Collective Investment Scheme (as the case may be) and by a duly authorised officer for and on behalf of the CIS Operator and the custodian or the trustee or its functional equivalent.

Regulatory Forms

Formal Application (For Open-ended Investment Companies, Unit Trusts, Mutual Funds and Other Collective Investment Schemes governed by Chapter 21 of the Listing Rules)

Form C3Z

This form, suitably adapted for the specific legal form of the issuer, must be lodged duly completed at least **FOUR CLEAR BUSINESS DAYS** prior to the hearing of the application by the Exchange.

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

....., 20

Dear Sir,

1. We [..... hereby apply]/[are instructed by to make application] for listing of and permission to deal in the securities/instruments referred to in paragraph 2 below subject to the listing rules of The Stock Exchange of Hong Kong Limited entitled the "Rules Governing the Listing of Securities" (the "Listing Rules").
2. Application is now made in respect of an open-ended number of [units]/[units]/[redeemable preference shares]/[description of other redeemable instrument] of \$ each in the issuer representing the [relevant entity's] authorised capital and which shall be issued at a price not less than the net asset value at the time of issue.
3. The [securities]/[other relevant description] for which application is now made:—
 - (a) are identical in all respects/are divided into the following classes:—

.....
.....
(Note 1)

5. We declare that:—

- (1) save as disclosed to The Stock Exchange of Hong Kong Limited in writing, the open-ended investment company/unit trust/mutual fund/other collective investment scheme complies and will comply in all material respects with all applicable regulations and legislation; (Note 2)
- (2) all information required to be included in the listing document/explanatory memorandum by virtue of all applicable regulations and legislation has been included therein or, if the final version has not yet been submitted (or reviewed), will be included therein before it is so submitted; (Note 2) and
- (3) there are no other facts bearing on this application for listing of and permission to deal in the securities/instruments referred to in paragraph 2 above which, in our opinion, should be disclosed to The Stock Exchange of Hong Kong Limited.

Undertakings of the Open-ended Investment Company/ Unit Trust/ Mutual Fund/ Other Collective Investment Schemes governed by Chapter 21 of the Listing Rules and its Management Company

6. We undertake to comply with Listing Rules from time to time of The Stock Exchange of Hong Kong Limited so far as applicable to the open-ended investment company/unit trust/mutual fund/other collective investment scheme and its management company.

Yours faithfully,
(Note 3)

Signed.
Name:
For and on behalf of
[Sponsor's Name]

AND

Signed.
Name:
for and on behalf of
[Trustee, Management Company, Mutual
Fund, Custodian, Other Relevant Entity]

NOTES

- (1) *"Identical" means in this context:—*
 - (1) *the [securities]/[other relevant description] are of the same nominal value with the same amount called up or paid up; and*
 - (2) *they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.*
- (2) *The declarations in sections 5(1) and 5(2) must be supported by the opinion(s) of (a) lawyer(s) qualified to opine on the regulations and laws relevant to this application.*
- (3) *This form must be signed, in the case of a unit trust, for and on behalf of the Trustee and any Management Company; and, in the case of a mutual fund, by a duly authorised officer of the mutual fund and for and on behalf of the Custodian and any Management Company and; in the case of any other relevant entity, by a duly authorised person; and in the case of a new applicant, also by the sponsor.*

Regulatory Forms

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 F1 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)	<u>_____</u>	<u>100</u>

C. ANALYSIS OF DISTRIBUTION

10.	By the undersigned to:	Number of holders	Amount or Number of securities	% of Placing
	(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	_____	_____	_____
	(7) TOTAL	_____	(As in A4)	_____
		_____	_____	_____
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 F1 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 F1 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 F1 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

Regulatory Forms

Sponsor's/ Overall coordinator's[#] Declaration (only applicable for New Listings)

Form E

Note: This form will be pre-populated and generated by FINI for review and electronic submission. If a legal entity is appointed as both the sponsor and the overall coordinator, only one declaration is required to be submitted and the legal entity may choose to submit the declaration as either a sponsor user or an overall coordinator user on FINI. If the sponsor and the overall coordinator are different legal entities within the same group of companies, each of the sponsor and the overall coordinator is required to submit this declaration in its own capacity.

To: The Head of the Listing Division,
The Listing Division,
The Stock Exchange of Hong Kong Limited.

Case Number:

Dear Sirs,

We, being a sponsor/ an overall coordinator/ a sponsor and an overall coordinator[#] to [Name of issuer] (the "Issuer"), hereby declare to the best of our knowledge and belief having made all reasonable enquiries that:—

(1) **Offers for Subscription and Offers for Sale**

The securities have been allotted as follows:—

No. of allottees **No. of securities allotted**

(2) **Placings**

(i) The securities have been placed as follows:—

No. of places **No. of securities placed**

The following (ii) and (iii) are only applicable to the overall coordinator(s) (including the sponsor-overall coordinator(s)).

(ii) A bookbuilding process was carried out to assess demand for securities.

(iii) The placing of the securities is in compliance with the placing guidelines set out in Appendix F1 to the Exchange Listing Rules.

(3) [Repealed 22 November 2023]

(4) [Repealed 22 November 2023]

(5) (Only applicable to sponsor) All of the provisions of the Listing Rules and guidance materials, insofar as applicable and required to be fulfilled prior to the grant of the Issuer's listing, have been complied with, except where relevant waiver(s) or consent(s) have been granted by the Exchange.

(Name of Submitter)

(Title of Submitter)

(Submitter's Company Name)

(Date)

Note: For the purpose of this form, references to "securities" shall include equity securities, interests in a REIT, stapled securities and securities of an investment company (as defined in rule 21.01 of the Listing Rules).

Delete as appropriate

Regulatory Forms

Issuer's Declaration

Form F

(In the case of a New Listing, this form of declaration will be generated and partially pre-populated by FINI. In other cases, the following is a suggested form of declaration which may be amended to meet individual cases)

Case Number:

Date:

Unless otherwise defined herein, capitalised terms used in this form have the same meanings as those defined in the listing document of (hereinafter called the "Issuer") dated (the "listing document").

We, and a Director and the Secretary respectively of the Issuer, declare to the best of our knowledge, information and belief as follows:—

1. (a) that all legal requirements in connection with the issue/ offer/ introduction/ new listing of the following securities of the Issuer, namely:

Number of securities:

Type of securities:

Nominal value/denomination of securities (where applicable):

have been complied with;

- (b) (where applicable) that all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies in connection with such issue/offer have been duly filed;
2. that all pre-conditions for listing imposed by the listing rules of The Stock Exchange of Hong Kong Limited entitled "Rules Governing the Listing of Securities" ("Listing Rules") under "Qualifications for Listing" have, insofar as applicable, been fulfilled in relation to the Issuer and the securities of the Issuer referred to in paragraph 1 above;

3. that
 Number of securities:.....
 Type of securities:.....
 Nominal value/denomination of securities (where applicable):.....
 have been subscribed/purchased for cash and duly allotted/issued/transferred to the subscribers/purchasers (and that the said securities have been converted into HK\$..... Stock);
4. that all money due to the Issuer in respect of the issue/offer has been/ is expected to be received by it before dealings commence;
5. that
 Number of securities:.....
 Class of securities:.....
 Nominal value/ denomination of securities (where applicable):.....
 have been issued credited as fully paid by way of conversion/exchange/consideration for property acquired/other consideration not being cash and have been duly allotted/ issued and/or transferred to the persons entitled thereto (and that the said securities have been converted into HK\$ Stock);
6. that the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of the issue;
7. that completion has taken place of the purchase by the Issuer of all property shown in the listing document to Members dated to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied;
8. that the Trust Deed/Deed Poll relating to the said (insert type of securities) has been completed and executed and a copy has been lodged with The Stock Exchange of Hong Kong Limited and that particulars thereof, if so required by law, have been filed with the Registrar of Companies;
9. that all the (insert type of securities) of each class referred to above are in all respects identical (*Note 1*);
10. that no alterations have been made to the version of the listing document which has been reviewed by The Stock Exchange of Hong Kong Limited and on which it has confirmed to the Issuer that it has no further comments other than in relation to the pricing of the issue or takeover offer, number of securities, figures depending on the information and correction of errors;
- 10A. [Repealed 22 November 2023]

11. that all (if any) conditions contained in the formal letter granting listing of and permission to deal in the (insert type of securities) have been fulfilled;
12. that all of the provisions of the Listing Rules and guidance materials, insofar as applicable and required to be fulfilled prior to the grant of the Issuer's listing, have been complied with, except where relevant waiver(s) or consent(s) have been granted by the Exchange;
13. (in the case of an offering of shares that fall within rule 3A.32(1) only) that the allocation of discretionary fees, that is, the absolute amount to be paid, and the time schedule for the payment of the total fees payable to each syndicate CMI have been determined and communicated in writing to each syndicate CMI;
14. (in the case of an offering and/or a placing of shares in connection with a New Listing) that none of the persons that have been duly allotted and/or placed the..... (insert type of securities) are 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
15. (in the case of an offering and/or a placing of shares in connection with a New Listing) that none of the persons that have been duly allotted and/or placed the..... (insert type of securities) have been financed directly or indirectly by 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
16. Other information (if any)

For and on behalf of:

.....
(Note 2)

SignedDirector
 Name:
 Date:

Signed Secretary
 Name:
 Date:

Notes:

- (1) *“Identical” means in this context:—*
 - (a) *the securities are of the same nominal value with the same amount called up or paid up;*
 - (b) *they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and*
 - (c) *they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.*
- (2) *This declaration should be signed for and on behalf of the Issuer by both a director and the secretary of the Issuer.*
- (3) *For the purpose of this form, references to “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 Listing Rules).*