**DOCUMENT CHECKLIST ­**

**PLACING**

**(GEM)**

Name of Issuer :

Case Number :

Description of Transaction :

|  | **Documents to be submitted** | **GEM Rule1** | **Checklist Ref.** | **Submission Date** |
| --- | --- | --- | --- | --- |
|  | ***Before publication of the announcement:*** |  |  |  |
|  | Where securities of a class new to listing is to be issued:-  – a completed checklist “Basic Qualifications for Listing of a New Class of Equity Securities” | Chapters 10, 11 | CF025G |  |
|  | ***Before publication of the circular (if any):*** |  |  |  |
|  | Draft circular | 17.53(1)(e)(i) | - |  |
|  | ***At least 10 clear business days before the proposed date of registration of the prospectus (where applicable):*** |  |  |  |
|  | Notice of the proposed date of registration of the prospectus | 12.26E(1),  15.09 | - |  |
|  | ***Before publication of the listing document (if any):*** |  |  |  |
|  | *At least 10 clear business days prior to finalisation of the listing document (if any):* |  |  |  |
|  | A formal application for listing in the form set out in Form B (published in Regulatory Forms) signed by a duly authorised officer of the issuer4 | 12.16, Regulatory Forms – Form B | FF201G |  |
|  | A proof of the draft listing document marked in the margin to indicate where compliance has been made with the relevant provisions of the GEM Listing Rules and/or Companies (Winding Up and Miscellaneous Provisions) Ordinance | 12.26B(1), 17.53(1)(a) | - |  |
|  | A completed checklist “Listing Document for Issue of Securities, or Sale or Transfer of Treasury Shares (Other than Capitalisation Issue/ Bonus Issue of Warrants/ Exchange or Substitution of Securities/ Rights Issue/ Open Offer)” | 14.09 to 14.11, 14.22 | CF214G |  |
|  | For PRC incorporated issuers:  - a completed checklist “Supplemental Information for Listing Document of PRC Issuer” | 14.10 | CF005G |  |
|  | Where the listing document contains an accountants’ report:  - draft statement of adjustments relating to the accountants’ report (if any) | 12.26B(2) | - |  |

|  | **Documents to be submitted** | **GEM Rule1** | **Checklist Ref.** | **Submission Date** |
| --- | --- | --- | --- | --- |
|  | Draft letter from financial advisers or auditors confirming that they are satisfied that the statement in the listing document as to the sufficiency of working capital has been made by the directors after due and careful enquiry and that persons or institutions providing finance have stated in writing that such facilities exist | 12.26C | - |  |
|  | Where the listing document contains a profit forecast:  - draft profit forecast memorandum with principal assumptions, accounting policies and calculation for the forecast | 12.26B(3) | - |  |
|  | ***On or before the date of issue of the listing document (if any):*** |  |  |  |
|  | Every written undertaking from the listed issuer, its shareholders and/or other relevant parties to the Exchange referred to in the listing document | 12.26D(1) | - |  |
|  | *By no later than 11 a.m. on the intended date of authorisation of the prospectus (where applicable):* |  |  |  |
|  | An application for authorisation for registration of the prospectus pursuant to section 38D(3) or section 342C(3) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance | 12.26E(2)(a) | - |  |
|  | 2 copies of the prospectus, duly signed in accordance with section 38D(3) or section 342C(3) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (as the case may be) and having endorsed thereon or annexed thereto the documents required under the relevant section | 12.26E(2)(b) | - |  |
|  | (a) For every Chinese translation of the prospectus, a certificate issued by the translator certifying that the Chinese translation of the English version of the prospectus is true and accurate or in respect of an English translation of the prospectus, a certificate issued by the translator certifying that the English translation of the Chinese version of the prospectus is true and accurate; and | 12.26E(2)(c) | - |  |
|  | (b) a certificate issued by a competent officer of the listed issuer or underwriter certifying that the translator is competent to have given the certificate as to translations in respect of the prospectus documents | 12.26E(2)(c) | - |  |
|  | Powers of attorney or other authority pursuant to which the prospectus is signed, together with a certified copy of each such power or authority | 12.26E(2)(d) | - |  |
|  | ***Before granting of the listing approval:*** |  |  |  |
|  | *At least 4 clear business days prior to the proposed date for issuing the securities:* |  |  |  |
|  | A formal application set out in Form B (published in Regulatory Forms) *(where the application is not required to be supported by a listing document)* | 12.16, Regulatory Forms – Form B | FF201G |  |
|  | Placee Information Summary from each placing agent setting out details of all its placees (and where applicable, the beneficial owners) and the number of shares taken up by each of the placees 2 | 10.12(5), 12.27(6)(b), 17.30(7) | CI205G |  |
|  | In the case of placing of securities of a class new to listing, separate Marketing and Independence Statements in the form set out in Form D (published in Regulatory Forms) signed by each of: (i) the lead broker; (ii) any distributors; and (iii) any Exchange Participant referred to in that Form D | 10.12(6), 12.27(6)(a) | FF017G |  |
|  | In the case of placing of securities of a class already listed and/or treasury shares by a listed issuer (other than a sale of treasury shares on the Exchange or any other stock exchange on which the issuer is listed), a letter from each placing agent confirming that all placees and their beneficial owners (where applicable) are not connected persons of the listed issuer as defined in the Listing Rules | 12.27(6),  17.30(7) | - |  |
|  | ***By no later than 4:00 p.m. on the business day immediately preceding the commencement of dealings in the securities:*** |  |  |  |
|  | The completed company information sheet submitted in the electronic format for publication on the GEM website | 12.27(9), Regulatory Forms – Form G | FF003G |  |
|  | Any fee not previously paid | 12.27(8) | - |  |
|  | In the case of placing of a class of securities new to listing, the International Securities Identification Number (**“ISIN”**) for the new class of securities3 | - | CF025G |  |

Notes:-

1. Please refer to the applicable rule for full details of the documentary requirement where applicable.
2. The Placee Information Summary should be provided to the Exchange in electronic format.
3. ISIN is extensively used by international brokerage houses/ investors for settlement/ clearing as well as trading. Please contact corresponding numbering agency according to the issuer’s place of incorporation to obtain an ISIN for the new class of securities to be issued.
4. Please submit the Listing e-Form through the Exchange’s e-Submission System.