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<th>Guidance on issues related to “controlling shareholder” and related Listing Rules implications</th>
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Frequently Asked Questions (Series 1 No. 16 and Series 6 No. A4) |

**Important note:** This letter does not override the Listing Rules and is not a substitute for advice from qualified professional advisers. If there is any conflict or inconsistency between this letter and the Listing Rules, the Listing Rules prevail. You may consult the Listing Department on a confidential basis for an interpretation of the Listing Rules or this letter.

1 **Purpose**

1.1 This letter is intended to assist listing applicants, listed issuers and their advisers by (i) providing guidance on the Exchange’s interpretation of the purpose of ownership continuity and control requirement; (ii) providing guidance on the Exchange’s interpretation of the definition of “controlling shareholder” as set out in the Main Board Rules and the GEM Rules; and (iii) clarifying the Exchange’s practice regarding the key obligations to which a “controlling shareholder” is subject pursuant to the Main Board Rules and the GEM Rules, including the ownership continuity and control requirement (Main Board Rules 8.05(1)(c)/ 8.05(2)(c)/ 8.05(3)(c)/ GEM Rule 11.12A(2)), the lock-up requirement (Main Board Rule 10.07(1)/ GEM Rule 13.16A) and various disclosure obligations at the pre-listing and post-listing stages. *(Updated in October 2017)*
1.2 The Exchange expects listing applicants to follow this guidance letter when preparing listing applications. A listing document that does not follow this guidance may be considered not substantially complete as required under Main Board Rule 9.03(3) and GEM Rule 12.09.

1.3 Issuers and sponsors are reminded that any change in shareholdings of an issuer referred to in this guidance letter may have implications under the Code on Takeovers and Mergers and they should separately seek appropriate professional advice.

2 Purpose of ownership continuity and control requirement

2.1 The ownership continuity and control requirement is one condition under the profit or cash flow test (Main Board Rule 8.05(1)(c) / GEM Rule 11.12A(2)) which a listing applicant must satisfy for its trading record to be counted towards the minimum required profit or cash flow.

2.2 The ownership continuity and control requirement is therefore intended to ensure that the listing applicant’s financial performance resulted from the actual dynamics between the controlling shareholder(s) and the management for at least the last financial year of the track record. This means that the listing applicant must have been operated as an integrated unit under the same shareholder(s) who was able to exert substantial influence on the same directors and management.

2.3 Failure to satisfy the test raises concerns on packaging as there may be a material change in influence on management. However, a listing applicant can rebut these presumptions by demonstrating that there was no material change in influence on management despite the change in controlling shareholder(s) since a change in controlling shareholder(s) will not always render the listing applicant ineligible for listing. *(Updated in October 2017)*

3 Definition and interpretation of “controlling shareholder”

*Relevant Listing Rules*

3.1 Main Board Rule 1.01 (GEM Rule 1.01) defines “controlling shareholder” as any person who is or group of persons who are together:

(i) entitled to exercise or control the exercise of 30% (or such other amount as may from time to time be specified in the Code on Takeovers and Mergers as being the level for triggering a mandatory general offer) or more of the voting power at general meetings of the issuer; or
(ii) in a position to control the composition of a majority of the board of directors of the issuer

3.2 Main Board Rule 1.01 provides that for a listing of depositary receipts, a holder of depositary receipts can be treated as a “controlling shareholder” of the issuer, but Main Board Rules 14A.11 and 19B.03 state that a depositary will not be treated as such merely by reason that it is holding shares of an issuer as a depositary for the benefit of depositary receipt holders.

The Exchange's Interpretation

3.3 At the outset, it is important to note that the process of identifying the “controlling shareholder(s)” of a listing applicant is a case-specific exercise and depends on the facts and circumstances of each case. The sponsors need to perform the necessary and appropriate due diligence to ensure that information with regard to a “controlling shareholder” of a listing applicant set out in a listing document is true, accurate and complete in all material respects and not misleading or deceptive in any material respect. However, the Exchange has the power to deem any shareholder to be a “controlling shareholder” or a group of “controlling shareholders” of an issuer based on the facts and circumstances of that case.

3.4 We set out below some simplified examples of ownership structures of a listing applicant that are commonly seen and the way the Exchange would interpret the definition of “controlling shareholder” in these situations:

3.4.1 Example 1

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<table>
<thead>
<tr>
<th>Mr. A</th>
<th>Mr. B</th>
<th>Mr. C</th>
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<tbody>
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<td>51%</td>
<td>30%</td>
<td>19%</td>
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listing applicant

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1. In the case of a PRC issuer, see Main Board Rule 19A.14 (GEM Rule 25.10).

2. Frequently Asked Questions (Series 6 No. A4) states that the depositary receipt framework applies to the Main Board only and depositary receipts are not allowed to be listed on GEM at this stage.

3. These examples are not intended to be exhaustive. Furthermore, it is assumed that none of the holders of voting interests in the listing applicants in these examples have identified themselves as groups of controlling shareholders in their listing applications.
In Example 1, the Exchange considers each of Mr. A and Mr. B to be a controlling shareholder of the listing applicant as each of Mr. A and Mr. B is entitled to exercise 30% or more of the voting power at general meetings of the listing applicant. The Exchange does not consider Mr. C to be a controlling shareholder of the listing applicant as Mr. C is neither entitled to exercise, nor does Mr. C control the exercise of, 30% or more of the voting power at general meetings of the listing applicant.

3.4.2 Example 2

In Example 2, the Exchange considers each of Mr. A, SPV A, Mr. B and SPV B to be a controlling shareholder of the listing applicant as (i) each of SPV A and SPV B is entitled to exercise 30% or more of the voting power at general meetings of the listing applicant and (ii) each of Mr. A and Mr. B is entitled to, through SPV A and SPV B respectively, control the exercise of 30% or more of the voting power at general meetings of the listing applicant. The Exchange does not consider Mr. C or SPV C to be a controlling shareholder of the listing applicant as each of Mr. C and SPV C is neither entitled to exercise, nor does Mr. C or SPV C control the exercise of, 30% or more of the voting power at general meetings of the listing applicant.

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4 This example assumes that each of SPV A, SPV B and SPV C is an investment vehicle of Mr. A, Mr. B and Mr. C respectively, and exclusively hold the individuals’ interests in the listing applicant and have no operations. If such investment vehicles do not exclusively hold the interests in the listing applicant and/or have other businesses, we will assess such cases on a case-by-case basis.
3.4.3 Example 3

In Example 3, the Exchange considers SPV, which has 100% of the voting power at general meetings of the listing applicant, to be a controlling shareholder of the listing applicant as SPV is entitled to exercise 30% or more of the voting power at general meetings of the listing applicant. Mr. A also falls within the definition of “controlling shareholder” of the listing applicant as Mr. A controls SPV (and hence SPV’s voting interests in the listing applicant) by virtue of holding more than 50% of the voting interests of SPV. On the other hand, since neither Mr. B nor Mr. C holds more than 50% of the voting interests of SPV, neither Mr. B nor Mr. C is in a position to control SPV’s voting interests in the listing applicant.

However, on the basis that Mr. A, Mr. B and Mr. C have decided to restrict their ability to exercise direct control over the listing applicant by holding their interests through a common investment holding company (namely SPV), the Exchange will presume Mr. A, Mr. B and Mr. C to be a group of controlling shareholders of the listing applicant. If Mr. B and/ or Mr. C do not consider themselves as part of the group of controlling shareholders, the listing applicant should provide a detailed submission rebutting this presumption. Unless the Exchange accepts such rebuttal, Mr. B and Mr. C shall be disclosed as controlling shareholders in the listing document.

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5 This example assumes that the SPV is an investment vehicle of Mr. A, Mr. B and Mr. C and exclusively holds their interests in the listing applicant and has no operations. A listed issuer, for example, would not be an SPV. If such investment vehicle does not exclusively hold the interests in the listing applicant and/ or has other businesses, we will assess such cases on a case-by-case basis.

6 For the factors that the Exchange considers in determining whether any individual shareholder had been acting as part of a group of controlling shareholders, see listing decisions: HKEX-LD44-4 and LD51-5.
3.4.4 Example 4

In Example 4, although Spouse B is not individually entitled to exercise 30% or more of the voting power at general meetings of the listing applicant and hence does not fall within the definition of “controlling shareholder” of the listing applicant, the Exchange will presume Spouse A and Spouse B to be a group of controlling shareholders by virtue of their relationship of being spouses. If Spouse B does not believe he/she is part of the controlling group of shareholders, the listing applicant should provide a detailed submission rebutting this presumption. Unless the Exchange accepts such rebuttal, Spouse B shall be disclosed as a controlling shareholder in the listing document. The Exchange applies the same presumption to all shareholders who are “close associates” of each other as defined in Main Board Rule 1.01 (GEM Rule 1.01).8

3.5 The Exchange notes that in past situations similar to Examples 3 and 4 above, applicants would state in their listing applications the identity of the controlling shareholder(s) without clearly explaining the basis. Listing applicants are required to disclose the basis for the identification of their controlling shareholder(s) in the listing documents submitted as part of their listing applications. To rebut the Exchange’s presumption in situations similar to Examples 3 and 4 above, listing applicants must provide a detailed submission providing the reasons as part of their listing applications for the Exchange’s consideration.

4 Key requirements on “controlling shareholder” at the pre-listing stage

Pre-listing, a controlling shareholder of a listing applicant is subject to the following key obligations pursuant to the Main Board Rules and the GEM Rules:

(i) listing eligibility requirement: the ownership continuity and control requirement (Main Board Rules 8.05(1)(c)/ 8.05(2)(c)/ 8.05(3)(c)/ GEM Rule 11.12A(2)); and

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7 See Footnote 6 above.

8 In the case of a PRC issuer, see Main Board Rule 19A.04 (GEM Rule 25.04(1)).
(ii) **disclosure requirement in listing document:** details of any controlling shareholders and their interests in any competing business (Main Board Rule 8.10/ GEM Rule 11.04; paragraph 27A in Appendix 1A and 1E to the Main Board Rules/ paragraph 27A in Appendix 1A to the GEM Rules).

**Ownership continuity and control requirement**

4.1 In practice:

(i) the Exchange requires both Main Board and GEM listing applicants to demonstrate “ownership continuity and control” in the way required by Frequently Asked Questions (Series 1 No. 16) for at least the most recent financial year up until the time immediately before the offering and/or placing becomes unconditional (the “Relevant Period”);

(ii) the Exchange applies the definition and interpretation of “controlling shareholder” as set out in Section 2 above when applying the interpretation of “ownership continuity and control” as set out in Frequently Asked Questions (Series 1 No. 16);

(iii) for a listing applicant to demonstrate “ownership continuity and control”, for at least the Relevant Period, there has been no change to any controlling shareholder(s) identified at the beginning of the most recent financial year;

(iv) for a listing applicant with a group of controlling shareholders holding their interests directly in the listing applicant to meet the ownership continuity and control requirement, for at least the Relevant Period: (1) the shareholders constituting the group of controlling shareholders must not change (i.e. no addition or departure of shareholders); (2) there must be no material changes in the voting interests in the listing applicant held by each shareholder constituting the group of controlling shareholders; and (3) such group of controlling shareholders together remains a group of controlling shareholders of the listing applicant and there are no new controlling shareholders;

(v) for a listing applicant with a group of controlling shareholders holding their interests indirectly in the listing applicant (such as through SPV in Example 3) to meet the ownership continuity and control requirement, for at least the Relevant Period: (1) the shareholders constituting the group of controlling shareholders must not change (i.e. no addition or departure of shareholders); (2) there must be no material changes in the voting interests in the SPV held by each shareholder of SPV; and (3) SPV remains a controlling shareholder of the listing applicant and there are no new controlling shareholders; and

(vi) the Exchange will assess whether any change in the voting interests held by each shareholder constituting the group of controlling shareholders amounts to a
material change on a case-by-case basis. The Exchange encourages potential listing applicants to consult with the Exchange in advance on any plans to transfer any voting interest in the listing applicant (or SPV as the case may be)\(^9\).

**Disclosure requirement in listing document: details of any controlling shareholders and their interests in any competing business**

4.2 A listing applicant shall apply the definition and interpretation of “controlling shareholder” as set out in Section 2 above and determine the identity of the controlling shareholders of the listing applicant immediately upon completion of the offering and/or placing, and disclose in the listing document as required by paragraph 27A in Appendix 1A to the Main Board Rules and the GEM Rules, Main Board Rule 8.10(1)(a) and GEM Rules 11.03 and 11.04 in respect of such controlling shareholder(s).

5 **Key requirements on “controlling shareholder” at the post-listing stage**

Post-listing, a controlling shareholder of a listed issuer is subject to the following key obligations under the Main Board Rules and the GEM Rules:

(i)  *lock-up requirements* (Main Board Rule 10.07(1)/ GEM Rule 13.16A(1)); and

(ii)  *restrictions from voting and disclosures in specific circumstances*.

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\(^9\) The Exchange ordinarily would not consider there to be a breach in the ownership continuity and control requirement in the situations set out below (these are not intended to be exhaustive):

(i) when a controlling shareholder has transferred his/ her/ its voting interests in the listing applicant held through his/ her/ its controlled SPV to another SPV controlled by him/ her/ it; and

(ii) when a controlling shareholder has transferred his/ her/ its voting interests to a trust for estate planning purposes and the controlling shareholder has retained control over such trust and the listing applicant consistent with the principles set out in HKEX-LD48-3.
**Lock-up requirements**

5.1 Main Board Rule 10.07(1) (GEM Rule 13.16A(1)) states that a person or group of persons shown by the listing document issued at the time of the issuer’s application for listing to be controlling shareholders of the issuer shall not, apart from any offer of shares for sale contained in a listing document: (a) dispose of shares in the period commencing on the date by reference to which disclosure of the shareholding of the controlling shareholder is made in the listing document and ending on the date which is 6 months (GEM: 12 months) from the date of listing (the “First Lock-up Period”); and (b) dispose of shares in the period of 6 months (GEM: 12 months) commencing on the date on which the First Lock-up Period expires if immediately following such disposal that person or group of persons would cease to be a controlling shareholder (the “Second Lock-up Period”). *(Updated in February 2018)*

5.2 The rationale of Main Board Rule 10.07(1) (GEM Rule 13.16A(1)) is that, when listing a new company, the controlling shareholder is giving potential investors a “snap shot” view of the issuer and a general indication of that controlling shareholder’s intentions for the issuer in the coming months, normally for a period of at least 12 months (GEM: 24 months). Investors act on the contents of those listing documents and rely on the information given in the listing documents and on inferences which can reasonably be drawn from that information (unless the contrary is clearly and specifically stated). For example, if the controlling shareholder of the issuer remains the controlling shareholder post-listing, then it implies it has no intention to further sell down its interests in the near future. Main Board Rule 10.07(1) (GEM Rule 13.16A(1)) are therefore designed to enforce such implied intention for at least the first 12 months (GEM: 24 months) following a new issue. *(Updated in February 2018)*

5.3 In practice:

(i) the Exchange expects listing applicants to apply the definition and interpretation of “controlling shareholder” as set out in Section 2 above and determine the identity of the controlling shareholders of the listing applicant as at the date of the published listing document, and such controlling shareholder(s) should be subject to the lock-up requirements pursuant to Main Board Rule 10.07(1) (GEM Rule 13.16A(1));

(ii) where the interest of a controlling shareholder identified as at the date of the published listing document will decrease to below 30% as a result of an occurrence of event(s) which is *certain* to happen based on the disclosure in the listing document, e.g. the issuance of shares by the issuer and/or sale of shares

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Note that Notes (2) and (3) to Main Board Rule 10.07 and GEM Rule 13.19 require any controlling shareholder of a Main Board and GEM listed issuer to inform the issuer of the pledge(s)/charge(s) of any securities beneficially owned by them in the issuer in favor of an authorized institution for a bona fide commercial loan and any disposal of such pledged/charged securities by the pledgee/chargee, and the issuer must disclose such information by way of an announcement as soon as possible.
by any existing shareholder as part of the offering and/or placing, such shareholder shall be subject to lock-up during the First Lock-up Period, but not during the Second Lock-up Period. This is because the relevant shareholder would have ceased to be a controlling shareholder of the issuer during the Second Lock-up Period and the restriction on disposal such that it “cease[s] to be a controlling shareholder” under Main Board Rule 10.07(1)(b)/ GEM Rule 13.16A(1)(b) is not applicable; but (Updated in February 2018)

(iii) where the interest of a controlling shareholder identified as at the date of the published listing document will decrease to below 30% as a result of the exercise of an over-allotment option by the underwriter(s) of an offering and/or placing, such shareholder shall be subject to a 12-month (GEM: 24-month) lock-up of its shares after the listing of the issuer, i.e. such shareholder must maintain at least the same number of shares immediately after listing as stated in the issuer's listing document for at least 12 months (GEM: 24 months) after the listing of the issuer. This approach is consistent with the policy rationale of Main Board Rule 10.07(1) because exercise of the over-allotment option is uncertain at the time of listing and the controlling shareholder was prepared to remain as a controlling shareholder of the issuer unless the over-allotment option is exercised based on its disclosure in the listing document. Investors should be able to reasonably expect the relevant shareholder's involvement in the issuer during the Second Lock-up Period: see relevant listing decision HKEX-LD85-2015. (Updated in February 2018)

5.4 Where there is a group of controlling shareholders holding their interests directly or indirectly (such as through SPV in Example 3) in the listed issuer, to comply with the lock-up requirement pursuant to Main Board Rule 10.07(1)/ GEM Rule 13.16A(1):

(i) in the First Lock-up Period, (1) the shareholders constituting the group of controlling shareholders must not change (i.e. no addition or departure of shareholders); (2) there must be no material changes in the voting interests held by each shareholder constituting the group of controlling shareholders in the listed issuer (or among the shareholders of SPV as the case may be); and (3) such group of controlling shareholders (or SPV as the case may be) must maintain the same aggregate voting interests in the listed issuer; and (Updated in February 2018)

(ii) in the Second Lock-up Period, (1) the shareholders constituting the group of controlling shareholders must not change (i.e. no addition or departure of shareholders); (2) there must be no material changes in the voting interests held by each shareholder constituting the group of controlling shareholders in the listed issuer (or by each shareholder of SPV as the case may be); and (3) such group of controlling shareholders (or SPV as the case may be) must maintain an aggregate voting interests of at least 30% in the listed issuer. (Updated in February 2018)
5.5 The Exchange will assess whether any change in the voting interests held by each shareholder constituting the group of controlling shareholders amounts to a material change on a case-by-case basis. The Exchange encourages listed issuers to consult with the Exchange in advance on any plan to transfer any voting interest in the listed issuer (or SPV as the case may be).

Restrictions from voting and disclosures in specific circumstances

5.6 A controlling shareholder of a listed issuer is also subject to the following key continuing obligations pursuant to the Main Board Rules and the GEM Rules:

(i) restrictions from voting in favor of certain material corporate actions, including withdrawal of listing (Main Board Rule 6.12/ GEM Rule 9.20); rights issue/ open offer enlarging share capital by over 50% (Main Board Rules 7.19 and 7.24/ GEM Rules 10.29 and 10.39); refreshment of general mandate (Main Board Rule 13.36(4)/ GEM Rule 17.42A), reverse takeovers (Main Board Rule 14.55/ GEM Rule 19.55) and spin-offs (Paragraph 3(e) in Practice Note 15 of the Main Board Rules/ Paragraph 3(e) in Practice Note 3 of the GEM Rules);

(ii) for issuers listed for one year or less, abstain in voting on acquisitions or disposals or other transactions which would result in a fundamental change in the principal business of the issuer (Main Board Rules 14.89 to 14.91/ GEM Rules 19.88 to 19.90);

(iii) announcements and disclosure in quarterly/ interim/ annual reports on (i) details of loans requiring controlling shareholders to pledge shares (Main Board Rule 13.17/ paragraphs 6.3 and 40.3 of Appendix 16 to the Main Board Rules/ GEM Rules 17.19, 18.04, 18.55(9) and 18.68) or to fulfill specific performance obligations (Main Board Rule 13.18/ paragraphs 6.3 and 40.3 of Appendix 16 to the Main Board Rules/ GEM Rule 17.20, 18.55(9) and 18.68) and (ii) contracts of significance (paragraph 16 of Appendix 16 to the Main Board Rules/ GEM Rules 18.26 and 18.27); and

(iv) connected transaction implications: acquisition of interest in a target company from third party is a connected transaction if target company's substantial shareholder is or is proposed to be a controlling shareholder of the listed issuer (Main Board Rule 14A.28/ GEM Rule 20.26).

5.7 Listed issuers are required to apply the definition and interpretation of “controlling shareholder” as set out in Section 2 above in identifying the controlling shareholder(s) of the listed issuer, and such controlling shareholder(s) would be subject to the key obligations set out in paragraph 4.6 and other miscellaneous obligations of controlling shareholders under the Main Board Rules and the GEM Rules.
# HKEX GUIDANCE LETTER
HKEX-GL68-13A (June 2016) (Updated in April 2018 and October 2019)

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**Important note:** *This letter does not override the Listing Rules and is not a substitute for advice from qualified professional advisers. If there is any conflict or inconsistency between this letter and the Listing Rules, the Listing Rules shall prevail. You may consult the Listing Department on a confidential basis for an interpretation of the Listing Rules or specific issues raised in this guidance letter.*

## 1. Background

1.1 The Exchange notes that there have been a number of listed issuers where their controlling shareholders either changed or have gradually sold down their interests shortly after the regulatory lock-up period following listing. One explanation for this phenomenon is the perceived premium attached to the listing status of such issuers rather than the development of the underlying business or assets.

1.2 The Exchange believes that such companies (often referred to as “shell companies”) will invite speculative trading activities when identified by potential buyers. This can lead to opportunities for market manipulation, insider trading and unnecessary volatility in the market post-listing, none of which is in the interest of the investing public. Furthermore, activities by such companies may be structured so that they are not subject to regulatory scrutiny under Rules 14.06B to 14.06E, our Guidance Letters HKEX-GL104-19 on reverse takeovers, and HKEX-GL105-19 on large scale issues of securities. (updated in October 2019)

1.3 The Exchange has concerns in respect of listing applicants whose size and prospects do not appear to justify the costs or purpose associated with a public listing. This raises questions regarding the reasons and justification for their listing, and therefore raises concerns regarding the suitability for such listings.
Review of Past Listings and Observations

1.4 The Exchange’s concerns have led to a review of all new listings on the Main Board and GEM between 2012 and 2014 together with selected companies in 2015. We focused on companies in which the initial controlling shareholder had sold down to below 30% or appeared to be in the process of selling down its controlling stake of the company and identified characteristics shared by such companies (“Target Companies”). Based on the empirical data, it is observed that Target Companies have one or more of the following characteristics:-

(i) small market capitalisation;

(ii) only marginally meet the listing eligibility requirements;

(iii) involve fund raising disproportionate to listing expenses (i.e. a high proportion of the listing proceeds were used to pay listing expenses);

(iv) involve a pure trading business with a high concentration of customers;

(v) are asset-light businesses where a majority of the assets are liquid and/or current assets;

(vi) involve a superficial delineation of business from the parent whereby the applicant’s business is artificially delineated from the parent by geographical area, product mix or different stages of development; and/or

(vii) have little or no external funding at the pre-listing stage.

This brings into question the suitability for listing of such Target Companies and whether they should be subject to a more focused review by the Exchange.

2. Relevant Listing Rules

2.1 Main Board Rule 8.04 (GEM Rule 11.06) states that both the applicant and its business must, in the opinion of the Exchange, be suitable for listing.

2.2 Main Board Rule 2.06 (GEM Rule 2.09) states that suitability for listing depends on many factors. Applicants for listing should appreciate that compliance with the Listing Rules may not itself ensure an applicant’s suitability for listing.

2.3 Guidance Letter HKEX-GL68-13 provides guidance on the factors which may be relevant that the Exchange would take into consideration when assessing whether an applicant and its business are suitable for listing under Main Board Rule 8.04 (GEM Rule 11.06).

3. Guidance

3.1 The Exchange considers that suitability is a fundamental listing requirement and conducts appropriate review of all applications to maintain the quality and reputation of the Hong Kong market. Applicants should note that there is no prescribed bright-line
test in determining suitability and the Exchange will take into account facts and circumstances of each case.

3.2 In this regard, the Exchange expects that the applicant and sponsors should provide a robust analysis in the listing document to substantiate that the applicant is suitable for listing including, among other things, in the following areas:-

(i) **Use of proceeds** – we would expect that the applicant to disclose specific uses for proceeds commensurate with the applicant’s past and future business strategy and observed industry trends and explain the commercial rationale for listing. We would not be satisfied with generic descriptions such as (a) using listing proceeds to increase reputation and brand awareness, (b) for potential acquisitions without identified target and specific selection criteria, and/or (c) for expansion through increase in headcount;

(ii) **Future objectives and strategies** – we would expect a comprehensive analysis to be provided to demonstrate that the applicant has a detailed strategic plan for its business operations and growth;

(iii) **Profit and revenue growth** – where an applicant (a) has experienced decreasing or low profit and revenue growth; and/or (b) is expected to record decreasing or low profit and revenue growth after listing, a comprehensive analysis is required to substantiate that the applicant’s business is sustainable;

(iv) **Potential sunset industries** – where an applicant is in a potential sunset industry or in an industry that has declining market prospects, the applicant must be able to demonstrate that it is feasible and it has both the ability and resources to modify its business to respond to the changing demands of the market; and

(v) **Cost of listing** – if a significant portion of the listing proceeds will be applied to listing expenses, the applicant should explain how the advantages of listing outweigh the cost of listing.

3.3 Sponsors are therefore reminded that before submitting an application to the Exchange for listing on behalf of an applicant, they should ensure they are aware of all material issues which, in their reasonable opinion, are necessary for consideration of whether the applicant is suitable for listing.

3.4 The Exchange may impose additional requirements or conditions on applicants or exercise its discretion to reject the applicant’s listing on the grounds of suitability. We would like to emphasize that this Guidance Letter is only part of the suitability assessment by the Exchange, and there may be other issues which could render an applicant not suitable or eligible for listing. Please refer to our Guidance Letter HKEX-GL68-13 “Guidance on Suitability for Listing”.

3.5 You may consult the Listing Department on a confidential basis for an interpretation of the Listing Rules or specific issues raised in this Guidance Letter. However, the Exchange will not give specific guidance on the suitability of an applicant as a whole for the purpose of this Guidance Letter as an assessment of suitability can only be made when a substantially complete application proof is provided.
4. **Recent Development (Updated in April 2018)**

4.1 Since the publication of this guidance letter, we have observed that certain listing applicants and their sponsors have treated the characteristics we listed in paragraph 1.4 as a checklist. We emphasise that our focus is a qualitative review on the applicant’s suitability such as whether a listing of the applicant is consistent with its business strategy, including the proposed use of proceeds and whether the applicant has genuine funding needs (please refer to paragraph 3.2).

4.2 The Exchange will continue to use its broad discretion in determining suitability. If the applicant is unable to demonstrate the commercial rationale for listing, we may find that the applicant is not suitable for listing irrespective of the nature and financial standing of the business operated by the applicant. In addition, if we are aware of specific facts and circumstances which give us a reasonable basis to believe that an applicant is likely to invite speculative trading upon listing or to be acquired for its listing status, we may find the applicant to be not suitable for listing.

4.3 Some controlling shareholders or major shareholders have voluntarily provided lock-up undertakings to the applicant that extend beyond the requirements under the Listing Rules to demonstrate their commitment to develop the businesses after listing. These longer lock-up undertakings do not in and of themselves address our concerns.

4.4 Once listed, an issuer must ensure that it and its business continues to be suitable for listing. Failing to meet this requirement may lead to the Exchange canceling the issuer’s listing under Main Board Rule 6.01(4) (GEM Rule 9.04(4)). The Exchange closely monitors the developments of listed issuers. It may have a concern about the suitability of an issuer or its business for continued listing if, for example, the issuer’s activities are found to deviate significantly from its original business model or strategy or the commercial rationale for its listing set out in its listing application.

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Subject | Guide on Producing Simplified Listing Documents Relating to Equity Securities for New Applications
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Listing Rules and Regulations | Main Board Rules 2.03(2) and 2.13  
GEM Rules 2.06(2) and 14.26
Author | IPO Vetting Team

**Important note:** *This letter does not override the Listing Rules and is not a substitute for advice from qualified professional advisers. If there is any conflict or inconsistency between this letter and the Listing Rules, the Listing Rules prevail. You may consult the Listing Department on a confidential basis for an interpretation of the Listing Rules or this letter.*

1. **Introduction**

   **General principle of the Listing Rules**

   1.1 One of the general principles of the Listing Rules is that potential investors are given sufficient information to enable them to make a properly informed assessment of an applicant (Main Board Rule 2.03(2), GEM Rule 2.06(2)).

   1.2 A key Listing Rule requirement in support of this general principle is that information contained in a listing document must be clearly presented and in plain language format (Main Board Rule 2.13, GEM Rule 14.26).

   **Concerns over the length and complexity of Hong Kong listing documents**

   1.3 The SFC and the Exchange have previously published guidance to help applicants and their advisers produce listing documents that are clearly presented and in plain language. For example, the SFC published a “How to create a clear prospectus” guide in January 1998, and the Exchange has published a number of guidance letters on disclosure in listing documents, mostly included under the title “Simplification Series” from 2011 to 2014.

   1.4 Nevertheless, the Exchange is concerned that many Hong Kong listing documents may not be fulfilling the general principle referred to in paragraph 1.1 above. Hong Kong listing documents are often overly long and complex. Together with the use of legalistic and technical jargon, Hong Kong listing documents have become harder to understand (e.g. poor explanation of business model) and important information may be buried inside the document rather than highlighted upfront. This concern is heightened in Hong Kong due to high levels of participation by retail investors in IPOs.
Purpose of publishing this Guide

1.5 The Exchange believes a new guide which consolidates and updates guidance on this topic will be helpful to applicants and their advisers. A new guide also reinforces the importance which the Exchange attaches to listing documents being clear, concise and in plain language.

1.6 The objectives of this Guide include:-

- assisting applicants and their advisers to produce listing documents which fulfil the general principle referred to in paragraph 1.1 above;

- providing guidance on what information the Exchange typically expects to be included in different sections of a listing document; and

- improving investors’ ability to find and understand information in listing documents necessary to make properly informed assessments of applicants.

1.7 This Guide does not:-

- prescribe a “one size fits all” formula in preparing listing documents. For example, there may be applicants in industries/ sectors which require specific disclosure; and

- identify a checklist of information which must or must not be disclosed, in order for applicants to satisfy listing document content requirements under applicable laws and regulations, the Listing Rules and guidance letters, including Main Board Rules 9.03(3) and 11.07, GEM Rules 12.09 and 14.08(7), and Guidance Letter HKEX-GL56-13.

1.8 Similar to previous guidance letters, the Exchange expects applicants to follow the guidance herein when preparing listing documents.

2. Structure of this Guide

2.1 This Guide is divided into three parts.

(a) Section 3 sets out guidance on producing a clear and concise listing document;

(b) Section 4 and Appendix 1 set out a consolidated and updated version of a number of the Exchange’s previous guidance letters on disclosure in listing documents, mostly included under the title “Simplification Series”; and (Updated in May 2016)

(c) Section 5 sets out online hyperlinks to: (i) sample “Summary of the Constitution and Laws of Place of Incorporation” sections of listing documents of applicants incorporated in Bermuda, the Cayman Islands and the PRC; and (ii) the corresponding sample constitutional documents for applicants.
3. Guidance on producing a clear and concise listing document

3.1 General drafting principles

Taking into account publicly available guides on plain language drafting, including guides prepared by securities regulators and stock exchanges in other jurisdictions on preparing simplified prospectuses and listing documents as well as the Exchange’s own experiences, the Exchange has identified the following four drafting principles.

(a) Does each piece of information in the listing document need to be disclosed?

Consider why each piece of information is disclosed in the listing document.

- Is the information relevant and material i.e. its omission or misstatement would affect an investor in making an informed assessment about the applicant?

- Is it included to comply with a specific requirement under applicable laws and regulations or the Listing Rules?

- Is the information specific to the business of the applicant?

- Has the information been disclosed elsewhere in the listing document?

Unnecessary information is often included in a listing document simply because other published listing documents contained it. Consider the business of the applicant and critically assess whether each piece of information needs to be disclosed. Do not include immaterial information that obscures information that is important to the investors.

(b) Simplify the language

Disclosure should read like part of an everyday conversation.

- Use everyday language as if you were speaking directly to the reader.

- Use short sentences. Instead of one long sentence to describe a complex issue, break up the description into separate, shorter sentences.

- Replace long phrases with fewer and simpler words that mean the same thing.
Listing documents are often read by retail investors with little or no technical knowledge in the applicant’s business or industry. Consider whether such a person can understand the disclosure.

(c) **Avoid using defined terms or technical jargon**

Defined terms make disclosure harder to understand because the reader has to stop mid-sentence to check their meaning.

- Avoid using a defined term or a technical jargon when the disclosure can be explained using plain language.

- When defined terms or technical jargon are necessary, use terms with plain language meaning which most closely explain their defined meaning. Avoid creating new defined terms which are unique to the listing document.

- Use a defined term consistently throughout the listing document.

- Ensure that all defined terms are set out in the “Definitions” or “Glossary” sections. This helps readers find the meaning to the defined terms.

Defined terms, legal, financial and other technical jargon, by definition, are not plain language. Do not use these terms unless they improve the readability of the disclosure.

(d) **Simplify the layout**

Organise disclosure in the listing document in a logical manner.

- Use a simple design and layout, and choose a font and type size that is easy to read. The same font and type size should be used throughout the listing document (including in the “Summary and Highlights” section). Avoid using all upper-case characters.

- Start with the big picture; describe the applicant’s business generally before describing detailed features of the business. Group related information together.

- Present information in a meaningful way to emphasise matters that are of most interest to investors.

- Use descriptive headers and sub-headers to break up information into small digestible parts. If possible, number headers and sub-headers for easy cross reference.

- Use tables and bullets to help present information. For example, figures such as revenue contribution by business segment during the
track record period may be more easily presented in a table than in words.

Even when using plain language, many applicants have complex businesses which require extensive disclosure. Organising disclosure in each section in a logical manner becomes key to preparing a useful listing document.

3.2 **Practical suggestions for the drafting process**

Set out below are some practical suggestions for the drafting process.

- **Use a lead writer/editor**: A lead writer/editor should be responsible for the quality of the listing document as a whole. He is not expected to write the entire document but he should review and, where necessary, amend sections produced by other participants in the IPO process. This helps the listing document to have a logical structure and consistent language usage.

- **Avoid copying disclosure**: Disclosure from other listing documents (e.g. risk factors) is often not material or not relevant to an applicant or its securities. It is acceptable to take ideas from other listing documents, but you should separately draft disclosure that is specific to an applicant’s business.

- **Tabulate financial information**: Much of the financial information disclosed in a listing document can be presented in table form; it makes comparison between different periods in the track record period easier.

- **Cross reference**: Applicants should cross reference other relevant sections in the listing documents to provide more details on the subject matter and to avoid duplication. For example, the Accountants’ Report contains a lot of useful information, such as year-to-year revenue and expense breakdowns, and critical accounting policies which impact an applicant’s financial results. Cross reference the relevant page of the Accountants’ Report instead of repeating the information in other parts of the listing document.

- **Summaries of material agreements**: Summarise material agreements by describing key provisions in plain language. These documents are available to investors for inspection so there is no need to include the full text of key provisions in the listing document.

- **Summaries of Listing Rules, legislation or other regulations**: Describe in plain language how the Listing Rules, legislation or other regulations apply to an applicant. Investors who want to read the actual provisions of the Listing Rules, legislation or other regulations can look them up directly.

- **Avoid marketing language**: Avoid statements that are included solely for “marketing” purposes. Listing documents should not be used as a
marketing document. The Exchange will require removal of statements which do not give a fair, unbiased, balanced and factually supported view of an applicant’s business. For example, the Listing Committee had previously requested an applicant to remove a reference that it was the “largest domestic fashion sportswear brand by revenue” on the basis the fashion sportswear market was itself a relatively small segment of the retail clothing market and a hybrid of the sportswear market. The statement may give a misleading impression on the size of the applicant.

- Step back and review: After a draft listing document is prepared, step back and review it. Consider whether any information can be removed, summarised, or structured in a way to emphasise more on matters important to investors.

4. **Guidance on disclosure in specific sections of a listing document**

4.1 Set out in Appendix 1 is a consolidation of a number of the Exchange’s previous guidance letters on disclosure in listing documents, mostly included under the title “Simplification Series”, updated with recent examples. It provides specific guidance on what information the Exchange expects in each section of a listing document. The guidance has been divided and ordered into sections as they typically appear in a listing document, as follows:

A. “Summary and Highlights” section (superseded HKEX-GL27-12)

B. “Risk Factors” section (superseded HKEX-GL54-13)

C. “Industry Overview” section (superseded HKEX-GL48-13)

D. “History and Development” section (superseded HKEX-GL49-13)

E. “Business” section (superseded HKEX-GL-50-13)

F. “Financial Information” or “Management discussion and analysis on the historical financial information (MD&A)” section (superseded HKEX-GL59-13)

G. “Applicable laws and Regulations” section (superseded HKEX-GL72-14)

H. “Directors, Supervisors and Senior Management” section (superseded HKEX-GL62-13)

I. “Use of Proceeds” section (superseded HKEX-GL33-12)

J. Application Forms and “How to Apply for Hong Kong Offer Shares” section (superseded HKEX-GL64-13). *(Updated in May 2016)*

4.2 As a result of the consolidation in Appendix 1, the above standalone guidance letters have been withdrawn (see Frequently Asked Questions 003-2016). *(Updated in May 2016)*
4.3 Set out in Appendix 2 is a list of certain other guidance letters published by the Exchange on disclosure in listing documents. These remain in full force and effect.

5. Sample “Summary of the Constitution and Laws of Place of Incorporation” sections of listing documents of applicants incorporated in Bermuda, the Cayman Islands and the PRC

5.1 The Exchange noted that the “Summary of the Constitution and Laws of Place of Incorporation” section of many published listing documents on average were lengthy. At the same time, the Exchange recognized that this section should be capable of being the same or very similar for most applicants from the same jurisdiction.

5.2 As a result, subject to paragraph 5.4 below, the Exchange has prepared specimen versions of such section for applicants incorporated in the Recognised Jurisdictions of Bermuda, the Cayman Islands and the PRC for reference, and the corresponding standard articles of association or bye-laws which applicants incorporated in the Recognised Jurisdictions considering using.

5.3 Electronic versions of these specimen sections and standard articles of association or bye-laws are available for use by applicants when preparing their listing documents. These versions can be accessed at: http://www.hkex.com.hk/eng/rulesreg/listrules/listsptop/guidepsld/psld_index.htm

5.4 It should be noted that:

(a) the specimen sections are provided by way of example only, and are accurate solely as at the date of issue; and

(b) the standard articles of association or bye-laws of companies incorporated in each of Bermuda, the Cayman Islands and the PRC are also provided by way of example only, and were based on typical articles of association of companies incorporated in those jurisdictions and listed on the Exchange as at the date of issue.

They may not be updated to reflect changes in law after the date of issue. We will revise these specimen sections, standard articles of association or bye-laws to reflect changes in this information only when notified of any changes.

The contents of the specimen sections, standard articles of association or bye-laws should be reviewed, and amended as necessary, before being incorporated in a listing document or adopted by applicants. In all cases, applicants should seek the advice of suitably qualified legal advisers before doing so. If there is any conflict or inconsistency between these specimen sections, standard articles of association or bye-laws and the requirements of the Listing Rules, the Listing Rules shall prevail. Use of these specimen
sections, standard articles of association or bye-laws does not absolve applicants and/or their directors from the obligation to make their own judgment concerning the contents of their listing documents.

6. **Suspension of vetting (Added in August 2017)**

6.1 With the aim of promoting more succinct listing documents focused on material information, the Exchange had adopted a recommended 10 page limit for each of the “Summary and Highlights” (see section A below) section in January 2012 and “Industry Overview” (see section C below) section in January 2013. To further promote more succinct listing documents, the Exchange has extended its guidance in this respect and adopted a recommended 20 page limit for each of the “History and Development” (see section D below) and “Applicable Laws and Regulations” (see section G below) sections.

6.2 As stated in paragraph 1.2 above, the Listing Rules require information contained in a listing document to be clearly presented and in plain language format (Main Board Rule 2.13, GEM Rule 14.26). This guidance letter is published to assist applicants and their advisers to produce listing documents in compliance with this requirement. To encourage compliance with this guidance letter, the Exchange may exercise its discretion to suspend vetting if:

- the listing document does not comply with any of the recommended page limits for the “Summary and Highlights”, “Industry Overview”, “History and Development” and “Applicable Laws and Regulations” sections; or

- information in the “Summary and Highlights” section (i) is almost entirely copied-and-pasted from other sections; or (ii) does not contain explanation of material fluctuation of key financial data.

6.3 Listing applicants will be requested to redraft relevant sections of the listing document to fully comply with this guidance letter before the Exchange will continue to vet. Suspension of vetting is not a return or rejection of the application, so there is no need to upload the revised Application Proof onto the website of the Exchange and the initial listing fee will not be forfeited.

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A. “Summary and Highlights” section

1. Listing Rules
   - Main Board Rules 2.13 and 11.07
   - GEM Rules 14.08 (7) and 17.56

2. Related publications
   - Frequently Asked Questions Series 23
   - HKEX-GL41-12 – Disclosure requirements for IPO cases – Disclosure of material changes in financial, operational and/ or trading position after trading record period

3. General guidance

   3.1 The “Summary and Highlights” section should enable investors to obtain a concise overview of an applicant and highlights of significant matters disclosed elsewhere in the listing document.

   3.2 It is not appropriate for the “Summary and Highlights” section to include paragraphs that have been copied from elsewhere in the listing document. The text in this section should be a high level overview drafted specifically for this purpose.

   3.3 The “Summary and Highlights” section should generally be no more than 10 pages, although the actual length will depend on the nature and complexity of an applicant, its business and the offering.

4. List of information that might be included in the “Summary and Highlights” section

   4.1 Set out below is the information we would typically expect to be included in the “Summary and Highlights” section.

<table>
<thead>
<tr>
<th>Key areas</th>
<th>Purposes</th>
<th>Disclosure recommendations</th>
</tr>
</thead>
</table>
| **Business model** | Provide information on an applicant's current principal business activities (including any change in the business focus during and after the track record period), and how such activities generate revenue. | • proper explanation and clarity on applicant's business model  
• current principal business activities (consider using a flow diagram to describe the applicant’s business model)  
• pricing model  
• any unique features of the applicant's industry (e.g. government grants, incentives, revenue) |
<table>
<thead>
<tr>
<th>Key areas</th>
<th>Purposes</th>
<th>Disclosure recommendations</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Provide information on major stakeholders</strong>&lt;br&gt;- an applicant’s business may be significantly influenced by its major stakeholders and their relationships with the applicant</td>
<td>• major development milestones, mergers and acquisitions</td>
<td>recognition policies)</td>
</tr>
<tr>
<td><strong>Provide information on an applicant’s market position within the industry</strong>&lt;br&gt;- to help investors assess the competitive landscape of an applicant’s business</td>
<td>• major customers and distributors, suppliers, contract manufacturers and providers of finance, etc., and their relationships with the applicant or its shareholders&lt;br&gt;• sales/ distribution channels&lt;br&gt;• any material transactions which are not on normal commercial terms</td>
<td></td>
</tr>
<tr>
<td><strong>Provide a summary of an applicant’s competitive strengths and business strategies</strong>&lt;br&gt;- to help investors understand how the applicant differentiates itself from its competitors</td>
<td>• if unique to the applicant, list any key competitive strengths and business strategies&lt;br&gt;• if not self-explanatory, include a brief explanation of the competitive strength or business strategy</td>
<td></td>
</tr>
<tr>
<td><strong>Shareholder information</strong></td>
<td><strong>Key operational and financial data</strong>&lt;br&gt;- identities of controlling shareholders and pre-IPO investors; competition and key business relationships with controlling shareholders (e.g. key connected transactions)&lt;br&gt;• dilution impact resulting from full exercise of all outstanding pre-IPO share options and/or other derivatives, if it would materially affect the shareholding structure</td>
<td>Do not include:&lt;br&gt;• marketing statements</td>
</tr>
<tr>
<td>Provide information on shareholders and investors that may control or have an influence on an applicant:&lt;br&gt;- to help investors assess any key business relationships between shareholders, investors and the applicant, business competition and reliance</td>
<td>Provide a brief overview of key financial information/ ratios which are particularly relevant to understanding the applicant’s financial condition and results of operations during the track record period</td>
<td>financial and operational data should preferably be limited to one page&lt;br&gt;• in relation to the banking sector, net interest spread, net interest margin, capital adequacy ratio, non-performing loan ratio, and loan-to-deposit ratio should be included&lt;br&gt;• in relation to the securities sector,</td>
</tr>
<tr>
<td>Key areas</td>
<td>Purposes</td>
<td>Disclosure recommendations</td>
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<td>amount of securities underwritten, average commission rates, trading volume, average rate of return, assets under management, and balances of margin financing and securities lending should be included</td>
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<tr>
<td></td>
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<td>• any significant non-recurring items, or significant items which are not incurred in the ordinary and usual course of the applicant’s business should be highlighted</td>
</tr>
</tbody>
</table>
### Recent developments

<table>
<thead>
<tr>
<th>Key areas</th>
<th>Purposes</th>
<th>Disclosure recommendations</th>
</tr>
</thead>
</table>
| **Provide an update on an applicant’s operations and financial position since the latest audited financial period** | • where there have been material changes, a qualitative update on an applicant’s business and its industry, and/or market or regulatory environment to no more than ten calendar days before the date of a listing document (i.e. latest practicable date)  
• an applicant should disclose qualitative or quantitative information with commentary relating to its financial condition and results of operations since the latest audited financial period, including by reference to the key financial information/ ratios referred to above.\(^\text{1}\) The disclosure must enable investors to have a sense of materiality of the recent developments  
• Where an applicant discloses quantitative information relating to its financial performance after the track record period other than net profit/loss (e.g. revenue, gross profit, etc.), this non-profit forecast financial information should be reviewed by the reporting accountants, and a statement must be included in the listing document that this information has been reviewed by the reporting accountants  
• The disclosure of comparative financial information to the non-profit forecast financial information is not compulsory. If an applicant discloses such information in its listing document, this should at least be reviewed by the applicant’s sponsor  
• An applicant with material changes in its financial, operational and/or trading position after the trading record period should refer to Guidance Letter HKEX-GL41-12 for the additional disclosure | |

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\(^1\) Reference should be made to our Frequently Asked Questions Series 23 “Disclosure of a new applicant’s unaudited net profits/losses after its track record period in a listing document”.

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**Table Note:**

- Reference should be made to our Frequently Asked Questions Series 23 “Disclosure of a new applicant’s unaudited net profits/losses after its track record period in a listing document”.

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12
<table>
<thead>
<tr>
<th>Key areas</th>
<th>Purposes</th>
<th>Disclosure recommendations</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Listing expenses</strong></td>
<td>Enable investors to assess the impact of listing expenses on an applicant’s financial performance</td>
<td>• total amount of listing expenses relating to the offer (including underwriting commission), and the accounting treatment of such expenses (e.g. charged to the income statement or as equity, and the relevant time periods)</td>
</tr>
<tr>
<td><strong>Future plans and prospects</strong></td>
<td>Provide investors with an idea of an applicant’s future plans and prospects</td>
<td>breakdown of the use of proceeds for various future plans and the expected timing of the use of proceeds in bullet or table form, with cross references to details in the “Use of Proceeds” section</td>
</tr>
</tbody>
</table>
| | Information on an applicant’s historical significant distributions and expected dividend payout ratio to enable investors to assess its dividend payout trend and intentions | • expected dividend pay-out ratio, significant distributions and material matters that should be drawn to investors’ attention  
• where future dividends are subject to discretion of the Board, disclose factors to be considered and where there is currently no intent to pay any dividends, specially state that the company does not have any dividend policy  
**Do not include:**  
• detailed description of dividend policy |
| **Offer related information and Profit Forecast** | Key information for investors who wish to subscribe for an applicant’s shares | • key offer statistics (e.g. number of shares to be issued, range of expected market capitalisation and adjusted net tangible value per share, etc.) in table form  
• where a full-year profit forecast is included, the forecast P/E ratio (or other meaningful financial ratio derived from the profit forecast)  
• cross reference to bases and assumptions in appendices/ other sections of a listing document rather than copying them out in the “Summary and Highlights” section |
<table>
<thead>
<tr>
<th>Key areas</th>
<th>Purposes</th>
<th>Disclosure recommendations</th>
</tr>
</thead>
<tbody>
<tr>
<td>Other information</td>
<td>Highlights of any other significant matters or issues affecting an applicant or the offering.</td>
<td>For example:</td>
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<td></td>
<td>• material non-compliances, litigation and other material events (e.g. product recalls)</td>
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<td></td>
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<td>• a description of the most material risks to an applicant</td>
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<td>• non-standard waivers granted (e.g. a waiver of a continuing connected transaction that has a term of more than 3 years)</td>
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<td>• for property companies – a list of projects and their status (e.g. gross floor area sold, available for sale, yet to be developed, and the timeline for development)</td>
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<tr>
<td></td>
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<td>• for companies whose businesses may be significantly affected by commodity prices/fair value changes – sensitivity analysis and key initiatives to manage these risk exposures</td>
</tr>
<tr>
<td></td>
<td></td>
<td>• for novel overseas jurisdictions – highlights of unusual laws and regulations, etc.</td>
</tr>
</tbody>
</table>
B. “Risk Factors” section

1. Listing Rules
   - Main Board Rules 2.03(2), 2.13(2), 11.07 and 19A.42
   - GEM Rules 2.06(2), 14.08(7), 14.22 and 17.56(2), and Paragraph 67 of Part A of Appendix 1

2. Related publications
   - None

3. General guidance
   3.1 The “Risk Factors” section should include all the material risks associated with investing in an applicant and its securities. It should explain why these risks are material from investors' perspective.

   *Risks should be relevant to listing applicants*

   3.2 The section should only present risks that are relevant to the particular applicant.

   3.3 Each risk factor should be described in context so that investors can understand the nature of, or circumstances giving rise to, the risk or uncertainty as it affects the applicant, its operations and securities, or the offering.

   3.4 If standardised language is used in a risk factor, it is important to ensure that the particular circumstances of the applicant do not require modification of that language.

   *Make quantitative disclosure and focus on the risks, but not the background information*

   3.5 The section should focus on explaining the nature and extent of the risks. If possible and meaningful, this should be in the form of quantitative disclosure of the likely impact of the risks to allow investors to assess the magnitude and impact on the applicants' business operations and financial position. If the likely impact cannot be ascertained, disclose the maximum quantitative impact, if possible.

   3.6 The risk factor should avoid unnecessary factual background and should only provide enough detail to place the risk in context. More detailed discussion of the background information may be included in other parts of the listing document and only cross-referenced in the risk factors.

   *Identify risks individually, but avoid repetition and overlapping*

   3.7 Each risk factor should focus on disclosing a single, specific principal risk and should avoid bundling together disclosure on multiple risks.
3.8 Avoid multiple risk factors that address the same principal risk.

*Risks are matters that applicants are unable to mitigate adequately and that would have significant effects on the applicants if they occur*

3.9 Risk factor disclosure should relate to risks that applicants are unable to mitigate adequately. Where an applicant is capable of mitigating the risk, do not include a risk factor just because the applicant may not carry out the mitigation adequately. For example, it is not appropriate to include an applicant’s possible failure to comply with legal requirements as a risk factor because applicants are expected to be law-abiding and rule compliant, unless there is a genuine and specific reason that gives rise to this uncertainty to comply.

3.10 Risk factor disclosure should not be confined to risks that are considered to be reasonably likely to occur. If the occurrence of a particular risk would have a significant effect on the applicant, the applicant should disclose that particular risk even if it has a low probability of occurring.

3.11 For example, an applicant relied on three suppliers which accounted for over 95% of its total cost of sales and services. However, the applicant did not believe this gave rise to material risks because of its long-standing relationships with the suppliers, as well as long-term supply agreements that had been entered into. Nevertheless, as the disruption to the applicant would be significant if it lost any one of these suppliers, a risk factor was included with respect to this risk.

*Appropriate headings and sub-headings*

3.12 Related risk factor disclosure should be grouped together, adopting appropriate and meaningful headings and sub-headings. As a guide, headings may include “risks relating to the applicant”, “risks relating to the applicant’s business”, “risks relating to the applicant’s industry” and “other relevant risks” (e.g. “any social, economic or political risks relating to countries where the applicant has substantial operations”, and “risks that are specific to the securities”), etc.

3.13 The sub-headings should not be too vague and generic, and should succinctly outline or reflect the risk that follows in the text as a result of certain facts/uncertainties about the applicant. This means the headings need to say what the risk is and not merely disclose the facts or circumstances that give rise to the existence of the risk. For example, “Reliance on major customers” merely states a fact, whereas “Reliance on our top five customers which accounted for 75% of our revenue” describes the risk.

*Order from the most to least material*

3.14 As a general principle, applicants should seek to set out risk factors in an order that reflects their relative significance. Within each category of risk factors, applicants should similarly seek to present the risk factors in an order from the
most to least material. However, ordering will always require the making of subjective judgments as to the magnitude of each risk (both in terms of likelihood of occurrence and in terms of consequences if it does). Accordingly it is the sole responsibility of the applicant to determine the appropriate ordering having due regard to this general principle.

No mitigating facts

3.15 Mitigating facts should not be included in the description of a risk factor as they may divert investors’ attention from the magnitude and impact of the risks. Mitigating factors may however be included in other sections of the listing document to give a better assessment of the risk and how the applicant intends to mitigate it. Cross-referencing the risk factors to relevant disclosure in other sections of the listing document may be appropriate.

Consistent disclosure

3.16 The risks included within the “Risk Factors” section should be consistent with the information in other sections of the listing document. A disclosure discussed elsewhere in the listing document that clearly suggests a significant risk or uncertainty to the applicant should be included in the “Risk Factors” section.

Exclude outdated risk factors

3.17 The section should exclude risk factors which are outdated and no longer applicable. For example, a new law, when promulgated, may create some uncertainties and risks during the initial implementation stage. However, uncertainties may no longer exist after years of implementation. In this context, a risk factor on uncertainties of the law is unlikely to be relevant and so should not be included in the section.

Avoid disclaimer statements that lack specificity

3.18 The purpose of the risk factor disclosure is to provide meaningful cautionary statements. The same result cannot be achieved by using disclaimers that merely say that there may be undisclosed risks, for example, “the section is not complete and there may be risks that the applicant does not consider material at the date of listing document may become material in future” and “there may be risks that we have not yet identified at present”. Accordingly the use of statements of this nature should be avoided.
C. “Industry Overview” section

1. Listing Rules

- Main Board Rules 2.13(2) and 11.07
- GEM Rules 14.08 (7) and 17.56(2)

2. Related publications

- HKEX-GL8-09 – Statistics and data quoted in prospectuses

3. General guidance

3.1 Whilst not required, applicants usually include an “Industry Overview” section in their listing documents.

3.2 The “Industry Overview” section normally contains, among other things, statistics and data extracted from commissioned research reports and/ or official public documents. The sources and reliability of these statistics and data are not always disclosed prominently and at times this section may discuss only general information which is not relevant to an applicant’s business and industry, and is out-of-date. We recommend that this section provides investors with up-to-date and concise information specific to an applicant’s business and industry, and only to the extent it affects an applicant’s business model and the investor’s investment decision.

*No extraneous information and be succinct*

3.3 The section should be as short as possible. It should not include general information which is irrelevant or unlikely to affect an applicant’s business, or simply disclose the information without explaining the linkage to an applicant. Extraneous information makes the section unnecessarily lengthy and distracts investors’ attention. This section should generally be no more than 10 pages, although its actual length will depend on the nature and complexity of each case.

3.4 For example:

- It is neither relevant nor material information to investors for an applicant engaged in sales of consumer products in PRC, USA and Europe to provide pages of global economic trend data, or gross domestic product or consumer price index data (past and forecast) in these countries. Such data, if presented, must specifically relate to the applicant’s business, as opposed to any company which sells to these markets.

- An applicant engaged in property development with 95% of its projects in the PRC and 5% in Hong Kong having no immediate plan to expand in the Hong Kong market should not include a lengthy discussion of the prospects and trends in the Hong Kong property market.
An applicant engaged in manufacturing with sales focused in European countries and purchases from PRC suppliers may face significant foreign currency risk. Merely including information on the historical exchange rate of Euro and RMB in this section is not helpful to investors. Relevant information on the trend of the fluctuation of Euro and RMB and how it affected and/or will affect an applicant’s sales, cost structure and profit margin should also be provided.

Source and reliability of information

3.5 This section should disclose the source of information and whether any research report was commissioned by an applicant or its connected persons/associates and/or the sponsor to enable investors to assess the independence and objectivity of the information. The following additional disclosure should be included in the section: (1) the fees paid for commissioned research reports; (2) the business, background and credentials of the research house; (3) the parameters and assumptions used when these data or statistics (including forward-looking data) were collected and analysed; and (4) the basis upon which these data or statistics are considered reliable.

Up-to-date market information

3.6 An applicant should ensure that the most up-to-date market information is disclosed. This may include disclosure on the industry maturity and size, and key customers and suppliers and how they are relevant to an applicant’s business. As a guide, all historical market information in this section should be for time periods consistent with the applicant’s track record period, so that investors can compare the market information with an applicant’s financial information in the listing document. If this information is not available, this should be stated.

3.7 An applicant’s directors should confirm in this section, after making reasonable enquiries, that there is no adverse change in the market information since the date of the commissioned research report which may qualify, contradict or have an impact on the information in the section. For example, in one case an applicant claimed to be one of the leading top 10 producers of household appliances in the PRC. The industry data contained in the commissioned report covered only up to 2011, whereas the track record period extended to the financial year 2012, and there was no supporting data afterwards and as at the latest practicable date. In this case, a directors’ confirmation was required.

Fair and balanced presentation of market share and ranking

3.8 Where an applicant decides to include in the listing document information on its market share and/or ranking, the information should be presented in a fair and balanced way against up-to-date market information and not be overly favourable or misleading.

3.9 The disclosure is misleading if an applicant describes itself as a market leader in a particular segment without providing in proper context that such segment is
a small subset of the overall industry. For example, it is not appropriate if an applicant describes itself as a market leader in the sportswear segment in certain provinces in the PRC with 70% market share without disclosing the fact that its market share in the overall apparel industry in the PRC is only 5%. Accordingly, this section should disclose information on the applicant’s market share and ranking in the whole industry with the support of appropriate independent market or operational data, or that the applicant’s leading position only applies to a distinct segment of the whole industry and provide the share of such segment within the industry.

*Competitive landscape and competitive advantages*

3.10 This section should include information on the competitive landscape of an applicant and its major products. For example, the identities and details of the key market players and their respective market share, nature of competition, barriers of entry to the markets, future opportunities, threats and/or challenges to the markets. It should also include the market shares of an applicant’s major products.

3.11 This section should also substantiate an applicant’s competitive advantages both quantitatively and qualitatively with the support of appropriate independent market or operational data. For example, an applicant with a competitive advantage of economies of scale should explain in the section the scale of its operation when compared with its peers quantitatively, and how its scale provides competitive advantage quantitatively and qualitatively.

*Historical price trends of raw materials and final products*

3.12 This section should include, preferably in the form of charts and tables with the same scale and in legible size, the historical prices of an applicant’s major raw materials and final products (especially for applicants engaged in the commodities business), and commentary on any material fluctuations. It is also helpful to explain how any changes to its major raw material prices affected the selling prices of its final products historically.
D. “History and Development” section

1. Listing Rules
   - Main Board Rules 2.13(2) and 11.07
   - GEM Rules 14.08 (7) and 17.56(2)

2. Related publications
   - HKEX-LD43-3 – Contractual Arrangements

3. General guidance

3.1 The “History and Development” section should only include material information on an applicant’s establishment, development, corporate structure and shareholding. It is not necessary to disclose each occasion of change in shareholders or shareholding unless such change is material information to an investor’s understanding of the applicant, including its management. This section should generally be no more than 20 pages, although its actual length will depend on the nature and complexity of each case. (Updated in August 2017)

3.2 Cross-referencing to relevant disclosure in other sections of the listing documents to avoid duplication of information if necessary.

   Disclosure in this section

3.3 This section should usually include the following information:

   (a) Establishment and development of an applicant and its major subsidiaries
      - information on founders (i.e. background and relevant industry experience if the information is not disclosed in the “Directors and Senior Management” section)
      - the listing group’s material developments milestones in a tabular form
      - incorporation and commencement of business of each member of the listing group that made material contribution to the listing group’s track record results

   (b) Corporate structure
      - an applicant’s corporate structure charts, in legible size, before and after major reorganizations and upon completion of the share offer
      - the identities and principal business activities of an applicant and its major subsidiaries/ jointly controlled entities
      - by way of notes to the corporate structure chart, the identities of the minority shareholders of each non-wholly owned subsidiary and whether they are independent third parties
where there are many subsidiaries, an explanation for the need for a complex group structure
- the material steps of any reorganization (i.e. incorporation, share swap, disposal and acquisition)
- whether relevant regulatory approvals for reorganizations have been obtained and/ or the reorganization complies with the relevant laws and regulations, with the support of a legal opinion, if applicable
- the date of completion of the registration under Circular No. 37 of PRC State Administration of Foreign Exchange, if applicable
- reasons for excluding certain companies/ businesses from the listing group if they are in the same or ancillary businesses

(c) Acquisitions, disposals and mergers
- major acquisitions, disposals and mergers (including the basis and amount of consideration involved, settlement date of the consideration, etc.), the reasons for the disposals and their significance to the applicant
- whether each of the acquisitions, disposals and mergers has been properly and legally completed and settled, including all applicable regulatory approvals having been obtained
- the transferor/ transferee’s relationship with the applicant, its shareholders or connected persons or that they are independent third parties

(d) Shareholders
- shareholders’ identities
- relationship amongst shareholders (e.g. family members, relatives, and parties acting in concert)
- for significant shareholding changes during the track record period, the background of the then shareholders, their relationships with the applicant and its connected persons, reasons for the shareholding transfer, amount, settlement date and basis of consideration involved. The use of tables, charts, diagrams and arrows to ensure clear and concise disclosure is recommended
- details of outstanding options, warrants and convertibles

(e) Listing on other exchanges
- reasons for an applicant to seek a listing on the Exchange

Circular No. 37 of the State Administration of Foreign Exchange on issues concerning Foreign Exchange Administration over the Overseas Investment and Financing and Round-trip Investment by Domestic Residents via Special Purposes Vehicle ("国家外汇管理局关于境内居民通过特殊目的公司境外投资及返程投资外汇管理有关问题的通知"), 4 July 2014. Under Circular No. 37, certain Chinese-controlled overseas companies raising funds overseas to make “round-trip” investments in assets and businesses in China are, in certain circumstances, subject to registration requirements.
- listing status (e.g. privatized or if delisted, why and when it was delisted)
- compliance record during an applicant’s listing on other exchanges and whether there is any matter that should be brought to investors’ attention
- where the applicant has been privatized, details of the privatization, including the consideration offered to then shareholders, how the privatization was financed, and, if the privatization offer price and the IPO offer price are materially different, reasons for the difference
E. “Business” section

1. Listing Rules

- Main Board Rules 2.13(2) and 11.07, and Paragraphs 28 to 31 of Part A of Appendix 1, and Appendix 27
- GEM Rules 14.08 (7) and 17.56(2), and Paragraphs 28 to 31 of Part A of Appendix 1 and Appendix 20

2. Related publications

- HKEX-GL19-10 – Guidance on disclosure of land use rights in the PRC
- HKEX-GL26-12 – Business models with significant forfeited income from prepayments
- HKEX-GL28-12 – Restaurant operators
- HKEX-GL30-12 – Disclosure of intellectual property rights
- HKEX-GL36-12 – Distributorship business
- HKEX-GL63-13 – Disclosure of material non-compliance incidents
- HKEX-LD107-1 – Whether heavy reliance on a major customer would render Company A unsuitable for listing

3. General guidance

3.1 The “Business” section should properly explain the material components of an applicant’s business model in a simple and easy to understand manner, and include information on key areas e.g. market and competition, suppliers, customers, production, products and services, etc.

3.2 This section should also include the applicant’s risk management policies and procedures and explain how these policies and procedures mitigate risks identified in the “Risk Factors” section:

- description of the existing risk management policies and procedures;
- corporate governance measures (including board oversight and risk management committees with details of qualification and experiences on those personnel in charge); and
- on-going measures to monitor the effectiveness of these policies, procedures and measures.

3.3 Whilst applicants may include competitive strengths in this section, care should be taken to give a fair, unbiased, balanced and factually supported view of an applicant’s business.

3.4 Disclosure should be specific rather than generic, and should tie to other sections of a listing document (e.g. explanations should be given if receivables and payables turnover days in the “Financial Information” section do not match the credit policy in the “Business” section, or if extended credit policy is given to specific customers).
3.5 Cross-referencing to relevant disclosure in other sections of the listing documents to avoid duplication of information if necessary. Information should not be duplicated except in the “Summary” section where information to be highlighted needs to be summarized.

3.6 Where possible, present information using tables, charts and diagrams to ensure clear, concise and precise disclosure.

4. **List of key areas that can be found in the “Business” section**

4.1 Set out below is a list of key areas that can be found in the “Business” section in listing documents.

<table>
<thead>
<tr>
<th>Key areas</th>
<th>Examples</th>
<th>Relevant guidance</th>
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</thead>
</table>
| **Business model**            | • The nature and major functions of an applicant’s businesses, taking into account each business’ scale and contribution to an applicant  
                                  • Any change in the business focus during the track record period (and, where applicable, include cross-references to relevant disclosure in the “Products and services” section) | Guidance Letter HKEX-GL26-12  
                                  Guidance Letter HKEX-GL28-12 |
| **Strengths, strategies and future plans** | • Business strategies (e.g. strengthening sales network, vertical expansion, entering into long-term contracts, acquisitions, etc.)  
                                  • Expansion plans (e.g. reasons for expansion, site selection, expected capacity, breakeven period and investment payback period together with the assumptions, etc.) and how an applicant will implement such plans, the time frame, capital expenditure requirements, amounts spent/ to be spent, timing for payments, and source of funding  
                                  • If an applicant has identified any acquisition targets, details of the targets and the selection criteria. If applicable, include cross references to the “Use of Proceeds” section for details  
                                  • If any change in business focus is planned, reasons for the change and any related change in cost structure, profit margins and risk profile | |
<p>| <strong>Suppliers, raw materials and</strong> | • Background of any material suppliers (e.g. business activities, years of business relationship, whether they are connected | |</p>
<table>
<thead>
<tr>
<th>Key areas</th>
<th>Examples</th>
<th>Relevant guidance</th>
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</thead>
<tbody>
<tr>
<td><strong>inventory</strong></td>
<td>persons, credit terms and payment method)</td>
<td>Listing Decision HKEX-LD107-1</td>
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<tr>
<td></td>
<td>• Costs related to an applicant’s five largest suppliers during the track record period</td>
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<td></td>
<td>• Detailed terms and conditions of any long-term agreements (e.g. duration, minimum purchase commitment and any penalty for non-compliance with such commitment, price adjustment provision, renewal and termination clauses) and whether they are legally binding. Details of any breaches of these agreements during the track record period</td>
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<td></td>
<td>• Major countries where an applicant purchases its raw materials</td>
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<td></td>
<td>• Concentration risk and counterparty risk, if any</td>
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<td></td>
<td>• Sensitivity and breakeven analysis in relation to changes in costs</td>
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<td></td>
<td>• Any shortage or delay in the supply of raw materials and measures to manage such shortage (e.g. alternative suppliers with comparable quality and prices and substitutes)</td>
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<td></td>
<td>• Measures to manage fluctuations of raw material prices and whether an applicant can pass on the increase in purchase costs to its customers</td>
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<td>• Inventory control measures (e.g. purchases on a back-to-back basis upon receipt of orders, level of inventory to be maintained) and provisioning policy</td>
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<td></td>
<td>• Legality of the source of supply (e.g. parallel imports, fur, wood, diamonds)</td>
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<tr>
<td><strong>Production</strong></td>
<td>• Operation flows, production processes and production time (for each critical process) in the form of a flowchart</td>
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<tr>
<td>(Only if applicable to the applicant’s business)</td>
<td>• Production facilities, capacity for each major product category and utilization of production facilities (with reasons for fluctuations, low or exceedingly high utilization rates, and basis for calculating utilization rates)</td>
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<td></td>
<td>• Major asset and equipment (whether they are leased or owned, repair and maintenance history, age, depreciation method and time for replacement or replacement)</td>
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<tr>
<td>Key areas</td>
<td>Examples</td>
<td>Relevant guidance</td>
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<tr>
<td><strong>Subcontracting</strong></td>
<td>Reasons for subcontracting and basis of selecting subcontractors. Details of subcontractors, including years of business relationship with an applicant and whether they are independent third parties</td>
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<tr>
<td>(Only if applicable to the applicant’s business)</td>
<td>Salient terms of the subcontracting arrangements/agreements (e.g. duration, responsibilities of the subcontracting parties, raw materials procurement policy, compliance with relevant quality requirements, basis of determining the subcontracting fees, terms for renewal and termination clauses)</td>
<td></td>
</tr>
<tr>
<td><strong>Products and services</strong></td>
<td>Product and service types, product life cycle, seasonality and, if applicable, changes to product mix during the track record period</td>
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<td></td>
<td>Pictures of products sold, price ranges by brands and product types, reasons for material fluctuations during the track record period, and future price trends</td>
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<tr>
<td><strong>Sales and marketing</strong></td>
<td>Direct sales or through distribution channels (e.g. through trading companies, franchiser and distributors)</td>
<td>Guidance Letter HKEX-GL36-12</td>
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<tr>
<td></td>
<td>Movement of point of sales opened and closed during the track record period and reasons for closure of point of sales in table format</td>
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<td></td>
<td>Pricing policy (e.g. fixed price or cost plus), and any rebates</td>
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<td></td>
<td>Advertising, sales incentive, promotion and discounts</td>
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<tr>
<td><strong>Customers</strong></td>
<td>Background of any major customers (e.g. business activities, years of business relationship, whether they are connected persons, credit terms and payment method)</td>
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<td></td>
<td>Revenue from an applicant’s five largest customers during the track record period</td>
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<td>Detailed terms and conditions of any long-term agreements (e.g. duration, minimum purchase commitment and any penalty for non-compliance with such commitment, price adjustment provision, renewal and termination clauses) and whether they are</td>
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<td>Key areas</td>
<td>Examples</td>
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<td>illegally binding. Details of any breaches of these agreements during the track record period</td>
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<td>• Whether major customers are also an applicant’s suppliers or vice versa, and if so, the reasons for this arrangement, the percentage of revenue and costs related to them and a breakdown of their gross profit during the track record period</td>
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<td>• Major countries where an applicant sells its products</td>
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<td></td>
<td>• Concentration risk and counterparty risk, if any</td>
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<td></td>
<td>Listing Decision HKEX-LD107-1</td>
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<tr>
<td><strong>Product returns and warranty</strong></td>
<td>• Product returns policy, whether there is any warranty for products and details of the warranty policy (including warranty terms, time period and provisioning policy)</td>
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<tr>
<td>(Only if applicable to the applicant’s business)</td>
<td>• Product recalls, products returned, product liability claims, warranty expenses and the amount of provision during the track record period</td>
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<td></td>
<td>• Allocation of liability for product defects between an applicant and its suppliers</td>
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<td>• Customer complaints policy (including procedures for handling complaints) and any customer complaints during the track record period</td>
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<tr>
<td><strong>Insurance</strong></td>
<td>• Policies undertaken, risks not being covered and whether the insurance coverage is adequate and in line with the industry norm</td>
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<td>• Include cross references to the “Risk Factor” section, if applicable</td>
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<tr>
<td><strong>Research and development matters</strong></td>
<td>• Material technology and technical know-how required for production or the product</td>
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<td></td>
<td>• Research and development policy (e.g. nature of R&amp;D expenses incurred, when they are expensed or capitalized)</td>
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<td>• Research and development team, qualifications and experiences of the personnel, expenses on research and development</td>
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<td>• Salient terms of cooperation agreements with third parties (including the cost/ profit/loss sharing arrangement, who owns the</td>
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<tr>
<td>Key areas</td>
<td>Examples</td>
<td>Relevant guidance</td>
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</table>
| **Health, work safety, social and environmental matters** | System of recording and handling accidents and implementation of the policies and the applicant’s health and work safety compliance record  
Number of material accidents in the course of an applicant’s operation, whether there were any claims for personal or property damages, and compensation paid to employees  
Occupational safety measures, staff issues and environmental protection policies  
Material information about an applicant’s environmental obligations under applicable laws and regulations or other voluntarily adopted measures (including the annual cost of compliance with applicable rules and regulations during the track record period and the expected cost of compliance going forward) | Main Board Rules Appendix 27 and GEM Board Rules Appendix 20                                                                           |
| **Intellectual property**                          | Material trademarks (including goods marks and service marks), patents registered and pending registration  
Any dispute or infringement of trademarks and patents, whether they resulted in any legal actions and the reasons if not | Guidance Letter HKEX-GL30-12                                                        |
| **Employees**                                      | Number of employees by function and geographic location  
Training and recruitment policies  
Labor unions and any labor disputes  
Use of employment agents (with salient terms of arrangements) and whether the applicants or the agents bear the relevant costs of social insurance and housing funds or similar employee benefits in the jurisdiction of employment |                                                                                   |
<p>| <strong>Properties</strong>                                     | Properties with defective titles, idle land, civil defense projects in the PRC and land resettlement operations in the PRC | Guidance Letter HKEX-GL19-10                                                        |
| <strong>Compliance matters</strong>                             | Details of material impact non-compliances, including reasons for the non-compliance incidents, whether the applicant has been, | Guidance Letter HKEX-GL63-13                                                        |</p>
<table>
<thead>
<tr>
<th>Key areas</th>
<th>Examples</th>
<th>Relevant guidance</th>
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<tr>
<td>or will be charged or penalized for the non-compliance, enhanced internal controls, any rectification actions and the views of the directors and the sponsor on the adequacy and effectiveness of the enhanced internal controls and the applicant's suitability for listing</td>
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<tr>
<td><strong>Litigation</strong></td>
<td>• Whether an applicant is subject to actual or threatened material claims or litigations and their impact on an applicant’s operations, financials and reputation &lt;br&gt; • Whether an applicant’s directors are involved in the above claims and litigations and if yes, whether they are able to comply with Main Board Rules 3.08 and 3.09 (GEM Rules 5.01 and 5.02)</td>
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<tr>
<td><strong>Risk management and internal control systems</strong></td>
<td>• Details of an applicant’s risk management and internal control systems, including measures over quality control market risk, credit risk and operational risk &lt;br&gt; • Composition of applicable risk management committees, including professional qualifications and industry experience &lt;br&gt; • Hedging strategy (e.g. percentage of exposure to be hedged, whether an applicant has engaged and/or will engage in speculative activities, under what circumstances an applicant would adopt each particular type of hedging method, and key terms of hedging contracts) and an applicant’s net hedging position</td>
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<tr>
<td><strong>Licenses, permits and approvals</strong></td>
<td>• That an applicant has obtained all material requisite licenses, permits and approvals for its operation, when they were granted, when they will expire and whether they are required to be renewed &lt;br&gt; • Status of renewal of licenses, expected timeframe and, with the support of legal opinion, whether there is any legal impediment to renewing the licenses</td>
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</tbody>
</table>
F. “Financial Information” or “MD&A” section

1. Listing Rules and Regulations

- Main Board Rules 2.13(2) and 11.07, Paragraph 34 of Part A of Appendix 1, and Paragraphs 32 and 47(2) of Appendix 16
- GEM Rules 14.08 (7), 17.56(2) and 18.41
- Paragraph 3 of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance
- Paragraph 17.8 of the Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission (the “Code of Conduct”)

2. Related publications

- HKEX-GL37-12 – Guidance on indebtedness, liquidity, financial resources and capital structure disclosure in listing documents
- HKEX-GL38-12 – Guidance on the Latest Practicable Date and the latest date for Liquidity Disclosure in listing documents

3. General guidance

3.1 Listing documents must include the MD&A because the financial statements alone do not provide all the information that investors need to make investment decisions. The financial statements mainly disclose the financial effects of past events and do not provide non-financial measures of performance or a discussion of future prospects and plans. The MD&A is to provide discussion and analysis of an applicant’s past performance and main trends and factors that are likely to affect its performance, position and prospects in order to enable investors to see the applicant through the eyes of management.

3.2 To meet the above objectives, applicants are expected to disclose not only past events or information responsive to specific requirements of the Listing Rules, but also an analysis that explains management’s view of the implications to an applicant’s future and the significance of that information.

General Principles

3.3 The following are the general principles which should be observed in preparing the MD&A:

(a) there should be a balanced discussion of all major businesses and segments (both existing and planned) including both positive and negative circumstances of an applicant. Generic discussions that do not provide insight into an applicant’s past performance and prospects should be excluded;

(b) Cross-referencing to relevant disclosure in other sections of the listing documents to avoid duplication of information if necessary. For example, disclosure on forward looking statements and matters affecting an
applicant's future performance can be cross-referenced to the “Future Plans and Prospects” section, and disclosure on basis of presentation, critical accounting policies and estimates, and risk analysis can be cross-referenced to the Accountants’ Report; and

(c) presenting information using tables, charts and diagrams is recommended to ensure clear, concise and precise disclosure.

**Guidance and Principles on Specific Disclosure**

3.4 Below are some guidance and principles on specific disclosure generally found in the MD&A.

**Key Factors Affecting the Results of Operations**

3.5 Highlight key events or factors that management considers most important in driving the changes in an applicant’s operating results, financial position and cash flows, which may include the following information where appropriate, and not a detailed description or repeating information from the “Business” section:

- economic and regulatory factors that affect the industry and market in which an applicant operates. For example, in the case of a PRC banking business, market conditions such as the interest rate environment and the unique regulatory challenges of operating a banking business in the PRC; and

- significant relationships, opportunities, challenges and specific risks that are likely to affect an applicant’s performance, financial position, liquidity and cash flow in the future.

**Critical Accounting Policies and Estimates**

3.6 Disclose an applicant's critical accounting policies, accounting estimates and assumptions made in applying such policies. It should supplement, and not duplicate, the description of accounting policies disclosed in the notes to the financial statements which at times are too generic. For example:

- in relation to revenue recognition policies, instead of stating that revenue is recognized upon transfer of risks and title, an applicant should clearly state at which point of time revenue is recognized (e.g., upon delivery of goods or issue of invoice to customers) and whether there is any delay due to time required for inspection and acceptance by the customers; and

- where the relevant accounting standards allow different treatments but only one treatment can be adopted in a consistent manner, disclose the treatment adopted by the applicant. State which treatment has been adopted by the applicant and do not disclose all permissible treatments.

3.7 For critical accounting estimates and assumptions, an applicant should disclose:
the procedures and methods used by management in making accounting estimates;

- how accurate the estimates (or underlying assumptions) have been in the past by comparing with actual results;

- how the estimates (or underlying assumptions) have changed in the past; and

- whether the estimates (or underlying assumptions) are likely to change in the future and the reasons for this.

Review of Historical Results, Financial Position and Cash Flows (“Financial Information”)

3.8 Disclosure should provide clear descriptions of an applicant’s financial and non-financial performance, including factors which explain or provide insights into material fluctuations in the applicant’s operations and performance (including by reference to key financial ratios) during the track record period, and any other significant items. Management should also state its view on whether historical results are indicative of future performance and management’s assessment of an applicant’s prospects.

Examples of disclosure we do not consider meaningful include:

- explaining the changes in operating cash flows by reciting the cash flow movements in narrative form without providing the underlying causes for the changes; and

- explaining that the decrease in accounts receivables turnover days is due to the increase in sales without providing the reasons/explanation of the events causing the increase in sales.

3.9 Where there have been significant changes in the applicant’s industry such as material changes to commodities prices, political unrest or where an applicant’s operations have been affected by recent natural disasters, appropriate commentary should be made in the MD&A on the extent of the actual and potential impact on an applicant’s operations, financial position and performance and cash flows.

3.10 Explanations of management’s perspective of an applicant’s direction, targets and prospects, in addition to explanations of past events can help investors develop expectations about an applicant from its past performance and current state. Such explanations should be based on qualitative and quantitative information, and be neutral.

3.11 Additional disclosure on the following items should be made in the MD&A:
(a) details of any related party loans, advances, guarantees and/or pledges of securities to/from an applicant including the terms, and the intentions of these arrangements after listing;

(b) details of any material related party transactions during the track record period, the directors’ views on whether they were conducted on an arm’s length basis. If the related party transactions would distort an applicant’s track record results or make the historical results not reflective of its future performance, adjusted results may be included to present the applicant’s track record results without such transactions; *(Updated in May 2016)*

(c) applicable tax rate which an applicant is subject to, and details of any preferential tax treatments, tax benefits or special tax arrangements (and their expiry dates). *(Note: If expiry is within one year, a risk factor in the “Risk Factors” section is recommended)*;

(d) details of any disputes/unresolved tax issues with the relevant tax authorities, including any provisions made or reasons for no provisions having been made; and

(e) any post balance sheet events (including share subdivisions, share consolidations, and declaration and payment of dividends). The sponsor and reporting accountants must ensure the information in a listing document is complete and accurate by confirming that proper adjustments and disclosure, if necessary, have been made in the listing document and the Accountants’ Report, including relevant post-adjustments financial indicators such as earnings per share.

**Liquidity and Capital Resources**

3.12 Provide a clear picture of an applicant’s ability to generate cash and to meet known, or reasonably likely, future cash requirements, which usually include the following:

- historical information regarding sources of cash and significant expenditures;
- an evaluation of the amounts and certainty of cash flows;
- the existence and timing of capital expenditures and commitments;
- expected changes in the mix and relative cost of capital resources;
- indications of which balance sheet, income or cash flow items should be considered in assessing liquidity;
- prospective information regarding sources of and needs for capital; and
- material covenants relating to outstanding debts, guarantees or other contingent obligations, and whether the covenants have been breached during the track record period (and any related consequences).
G. “Applicable Laws and Regulations” section

1. Listing Rules
   - Main Board Rules 2.13(2), 11.07, 13.90 and 19.10(2) & (3), and Paragraph 7 of Part A of Appendix 1
   - GEM Rules 14.08 (7), 17.56(2), 17.102 and 24.09(2) & (3), and Paragraph 7 of Part A of Appendix 1

2. Related publications
   - Joint Policy Statement (27 September 2013) regarding the listing of overseas companies

3. General guidance
   3.1 The “Applicable Laws and Regulations” section should describe the rules and regulations that are material to applicant’s current and/ or future business. This section should generally be no more than 20 pages, although its actual length will depend on the nature and complexity of each case. *(Updated in August 2017)*

   Avoid use of legalistic language

   3.2 The “Applicable Laws and Regulations” section is no different from other sections of the listing documents, and should be prepared in a manner that conveys a regulatory overview that is easy to understand by investors who are not lawyers.

   Key laws and regulations of the relevant jurisdictions

   3.3 This section should include up-to-date laws and regulations that are specific and have a material impact on an applicant’s business (e.g. rules and regulations governing the applicant’s key licences for operation). Disclosure should explain clearly how each law or regulation affects an applicant’s business instead of abstract summaries of such law and regulation. An applicant should avoid boilerplate disclosure of laws and regulations that do not materially impact its business (e.g., laws that apply to a business segment which represented, and is expected to represent, a relatively small percentage of an applicant’s revenue and profits).

   3.4 Where an applicant has or plans to have material businesses, in terms of its operations and sales, in a number of jurisdictions, an appropriate description of the laws and regulations that have a material impact on the applicant’s businesses in each such jurisdiction should be made (e.g. protective tariffs or trade restrictions imposed on the applicant’s goods imported into the customer’s country; intellectual property protection in relation to the products sold by the applicant in the customer’s country and the applicant’s liabilities for breaches).
Key changes in the laws and regulations

3.5 Future changes in laws and regulations that are expected to have a material impact on the applicant’s business should be included under this section (e.g. the impact of increase in stamp duty on a property development company; or a more stringent financial requirement for obtaining a licence). There should be cross references to the “Business” and the “Risk Factors” sections to describe the impact of changes on the applicant, and its plans and procedures implemented or to be implemented to deal with such changes.

3.6 Changes in laws and regulations during or prior to the track record period do not need to be disclosed unless (1) such changes continue to have a material impact on the applicant’s business, or (2) such changes affect the interpretation of the applicant’s financial performance during the track record period, in which case cross references should be included to other sections of the listing document (e.g. the “Business” section or “Financial Information” section).

Risk of non-compliance

3.7 Where there is a risk that the applicant’s business may commit a material breach of applicable law or regulation, the steps that the applicant has taken and plans to take to ensure compliance should be disclosed, cross references should be included to other sections of the listing document (e.g. “Risk Factors” section or the “Business” section), and it may be appropriate to include the opinion of a legal adviser as to the materiality of the risk, the risk of enforcement, and the maximum liability of the applicant.

Highly regulated industries

3.8 For applicants engaged in a highly regulated industry (e.g. banking, insurance or gambling), the “Applicable Laws and Regulations” section should not only focus on local statutory laws governing the industry (e.g. banking laws, laws governing insurance companies, gambling laws), but also other internationally implemented industry specific rules and regulations (e.g. anti-money laundering).

Laws of the issuer’s jurisdiction of incorporation

3.9 Reference is made to the Joint Policy Statement (27 September 2013) regarding the listing of overseas companies.

3.10 The disclosure of regulatory provisions (see Main Board Rules 19.10(2) and (3) and specific disclosure items in paragraphs 63-66 of the Joint Policy Statement) in relation to an applicant’s jurisdiction of incorporation should be set out in a section of the listing document separate from the “Applicable Laws and Regulations” section.

3.11 Where an applicant experiences legal process inefficacy in its jurisdiction of incorporation (e.g. considerable backlog in the local courts giving rise to significant delays in enforcing legal remedies; difficulty of enforcing of a foreign
judgment against the applicant due to complexity over recognition of overseas judgments; procedural impediments in the judicial systems) which would affect the operation of its business and how shareholders (including depositary receipt holders) would exercise their rights against the applicant or among themselves in a timely manner, the applicant should highlight its observations on the difficulty of law enforcement in this section. There should be cross references to the “Business” and the “Risk Factor” sections to describe the impact, and its plans implemented or to be implemented (if any) to mitigate the impact on the applicant and its shareholders.
H. “Directors, Supervisors and Senior Management” section

1. Listing Rules and Regulations

- Main Board Rules 2.13, 3.08, 3.09 and 11.07, and Paragraph 41 of Part A of Appendix 1
- GEM Rules 5.01, 5.02, 14.08(7) and 17.56, and Paragraph 41 of Part A of Appendix 1
- Paragraph 6 of the Third Schedule the Companies (Winding Up and Miscellaneous Provisions) Ordinance

2. Related publications

- None

3. General guidance

**Summarised information of Directors, Supervisors and Senior Management**

3.1 The first page of the “Directors, Supervisors and Senior Management” section should include a table setting out the full name, age, date of joining the applicant, present position in the applicant, date of appointment as director or senior manager and brief description of the roles and responsibilities of each director, supervisor, if applicable, and senior management, and any relationship among them.

**Biographies of Directors, Supervisors and Senior Management**

3.2 The biography of each director, supervisor and senior management should include:

(a) his/ her academic background (e.g. names and locations of universities or colleges\(^4\), level of education, major of studies, and whether the courses attended were long distance learning courses or online courses) and professional qualifications, including when (month and year) obtained and the granting authorities;

(b) his/ her previous working experience relevant to his/ her present position in the applicant (preferably in tabular format if information is extensive), including how he/ she gained access to and possessed relevant industry knowledge and experience in relation to the applicant’s businesses, the names and principal business activities of companies which he/ she was previously engaged in before joining the applicant, his/ her roles and responsibilities and period of services in the previous jobs;

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\(^3\) All executive directors and non-executive directors must be appointed when an applicant submits its listing application. All independent non-executive directors must be identified when an applicant submits its listing application, but their actual appointments may take place closer to the time the listing document is issued.

\(^4\) If the relevant university or college is not accredited by competent bodies, this information should be specifically disclosed.
(c) any current or past directorships in listed companies in the last three years (or an appropriate negative statement); and

(d) if he/she was a director of a listed company which has a history of material non-compliances with applicable rules and regulations, details of such non-compliances and his/her level of involvement in the non-compliances, and the sponsor's view on why he/she is suitable to be a director, supervisor or senior management of the applicant.

Other disclosure

3.3 The following should also be disclosed:

(a) the role and composition of audit committee, remuneration committee, nomination committee, and other committees, if applicable, including the identity of the chairperson of each committee;

(b) the directors, supervisors and senior management's remuneration and incentive plan for senior management and key employees; and

(c) any deviation from the Code Provisions of Appendix 14 to Main Board Rules (Appendix 15 to GEM Rules) (e.g. reasons for the same individual acting as chairman and chief executive officer, succession plan, etc.).

3.4 Persons who were not directors or senior management of the applicant or any of its subsidiaries during the track record period are not required to be included in the table of directors' remuneration in the Accountants' Report.
I. “Use of Proceeds” section

1. Listing Rules and Regulations

- Main Board Rules 2.13, and Paragraphs 17 and 48 to 50 of Part A of Appendix 1
- GEM Rules 17.56, and Paragraph 48 to 50 of Part A of Appendix 1
- Paragraphs 32 and 33 of the Third Schedule of the Companies (Winding Up and Miscellaneous Provisions) Ordinance

2. Related publications

- None

3. General guidance

*Meaningful Breakdown of the Use of Proceeds*

3.1 This section should include a detailed breakdown of the use of proceeds. For example, where the net proceeds will be allocated to each of an applicant’s proposed expansion plans, a detailed breakdown of the use of proceeds for each component of the expansion plan (e.g. land acquisition, purchase of plant and equipment, increase in head-count, etc.) should be disclosed.

*Proceeds for General Working Capital*

3.2 Where an applicant has no current or specific plans for the proceeds, or a material portion of them (generally 10% or more), the “Use of Proceeds” section must include a statement to that effect and discuss the principal reasons for the offering.

3.3 The Exchange considers that references to “working capital” or “general corporate purposes” do not constitute current or specific plans for the proceeds unless a reasonably detailed explanation is given of how the working capital is to be applied or what the general corporate purposes are.

3.4 The Exchange will consider the facts of individual cases to determine whether the explanation for use of proceeds is acceptable. For example, the Exchange has previously decided as follows:

**Case 1**

The Exchange considered the allocation of all net proceeds as “working capital” by an applicant in the banking industry acceptable as it explained in detail in the listing document that the proceeds were to be used to increase its capital base to enable it to meet certain statutory capital requirements for business expansion.
Case 2

An applicant allocated 25% of its net proceeds as “working capital” including the expansion of sales force and operations team. The applicant was requested to include a clear explanation in the listing document of why it was necessary to allocate 25% of the proceeds to working capital, and a more detailed explanation on other intended allocations, e.g. for unidentified acquisitions and increase in inventory.

Proceeds for Acquisition of Properties

3.5 Where the proceeds will be used to acquire properties from any connected persons or their associates, the “Use of Proceeds” section must disclose the basis for determining the acquisition costs.5

Proceeds for Acquisition of Businesses

3.6 Where the proceeds will be used to finance acquisitions of businesses, the “Use of Proceeds” section must disclose the identities of the businesses acquired or to be acquired or, if not yet identified, the nature and a brief description of the types of businesses to be sought, the acquisition strategy, and the status of any related negotiations.

3.7 Where pro forma financial information reflecting acquisitions is not required under Main Board Rule 4.28 (GEM Rule 7.27) or the Companies (Winding Up and Miscellaneous Provisions) Ordinance, an applicant is still required to disclose the terms of any proposed acquisition, the identities of the parties and the business nature of the acquisition target.

Proceeds for Discharge of Indebtedness

3.8 Where the proceeds will be used to discharge debt, the listing document must disclose the interest rate and maturity of the debt. The listing document should also describe how the proceeds from the borrowing were used.

Other related disclosure in Listing Document

3.9 Details of proposed capital expenditures would normally be included in different sections of a listing document. For example, if the expenditures are for a programme of construction or equipment purchases, the “Financial Information” section of the listing document should discuss matters such as liquidity and proposed capital expenditures.

3.10 If material additional funding is necessary for the specified purposes for which the issue proceeds are to be used, the amounts needed and funding source for

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5 See Paragraphs 49(1) and 50 of the respective Part A of Appendix 1 to the Main Board Rules and the GEM Rules which require disclosure of details of any property acquisition or proposed acquisition which consideration has not been completed at the date of the listing document, including the names and addresses of the vendor, the consideration (including amounts to be accounted as goodwill).
each specified purpose should be disclosed in the “Use of Proceeds” or the “Business” section of the listing document.

**Amount and Allocation of the Proceeds**

3.11 The “Use of Proceeds” section should set out the amount of net proceeds to be received by an applicant if the offer price is fixed at low-end, mid-point and high-end of the offer price range with and without exercising the over-allotment option, if applicable, and the breakdown of the use of proceeds under different circumstances where the amount to be raised is variable.

3.12 With respect to GEM applicants:

- paragraph 15(2) of Part A of Appendix 1 to the GEM Rules requires the listing document to disclose whether or not, and if so to what extent, the issue has been underwritten and, if not fully underwritten, the minimum amount of capital, if any, which an applicant must raise for the issue to proceed;

- note 8 to Part A of Appendix 1 to the GEM Rules states that where the listing document refers to an amount proposed to be raised in excess of the minimum amount indicated under paragraph 15(2) of Part A of Appendix 1 to the GEM Rules, the listing document must explain the impact to an applicant and its statement of business objectives for raising such excess amount. In this regard, a statement that the excess will represent working capital shall not be adequate unless a reasonably detailed explanation is given as to how such working capital is to be applied; and

- paragraph 48 of Part A of Appendix 1 to the GEM Rules states that except for a listing by introduction, the listing document should disclose a detailed explanation of the intended use of the proceeds of the issue. The explanation must, so far as practicable, be given by reference to the content of an applicant’s statement of business objectives contained in the listing document (thereby providing an indication of the timing of the deployment of the proceeds).

**Change of Use of Proceeds**

3.13 An applicant may change the use of proceeds due to certain contingencies if these are discussed specifically and the alternatives are clearly described in the “Use of Proceeds” section. Any material change of use of proceeds is generally price sensitive and, if such information was not previously disclosed in the listing document, an applicant must make an announcement to notify investors of the change after listing.
Sale Shares

3.14 The listing document should disclose the number of sale shares in the offer, the amount of net proceeds received by selling shareholder from the sale shares and that the sale proceeds do not belong to the applicant.
J. Application Forms and “How to Apply for Hong Kong Offer Shares” section

1. Listing Rules and Regulations

- Main Board Rule 10.09
- GEM Rules 13.21 to 13.25
- Paragraph 8 of the Third Schedule and Part 4 of Eighteenth Schedule of the Companies (Winding Up and Miscellaneous Provisions) Ordinance
- Paragraphs 5.1.2 and 5.1.5 of the Guide to Eligibility and Admission of Securities to the CCASS (the “CCASS Guide”)

2. Related publications

- None

3. General guidance

3.1 The Application Forms (including the white, yellow and other colored application forms for designated subscribers) (the “Application Forms”) and the “How to Apply for Hong Kong Offer Shares” section in a listing document (the “How to Apply Section”) provide information on the application procedures.

3.2 We have set out as Exhibits I, II and III sample white and yellow Application Forms and the How to Apply Section, which are intended to make them more comprehensible for investors without distorting the meaning and intention of the current published Application Forms and the How to Apply Section.

3.3 The sample white and yellow Application Forms and How to Apply Section set out as Exhibits I, II and III to this Guide are based on the following principles:

(a) all the information described/ prescribed under the applicable Listing Rules, Companies (Winding Up and Miscellaneous Provisions) Ordinance and CCASS Guide are disclosed;

(b) duplicated information in the Application Forms and the How to Apply Section is removed unless necessary;

(c) information in the Application Forms and the How to Apply Section is drafted in plain language for easy understanding; and

(d) information in Application Forms is presented to be easy to read by requiring the font size in the Application Forms to be at least an equivalent of 12 Times New Roman font and that the Application Forms should be printed on A3 paper.

Application Forms for other designated subscribers (e.g., pink forms for use by the applicant’s employees) should be prepared following the same principles.
3.4 Application Forms should include clear instructions to investors on how to use the Application Forms to apply for offer shares and what investors need to do after submitting their applications. The Application Forms must remind investors to read the Application Forms in conjunction with the listing document, which contains more information on the application procedures.

3.5 The How to Apply Section should contain more detailed information on the application procedures such that all investors who apply for offer shares through various channels can refer to Exhibits I, II and III.

3.6 For applicants who intend to adopt Mixed Media Offer (“MMO”), the following should be included in their Application Forms and the How to Apply Section:

**Mixed Media Offer**

The Company will be relying on section 9A of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong) and will be issuing the application forms without them being accompanied by a printed prospectus. The contents of the printed prospectus are identical to the electronic form of the prospectus which can be accessed and downloaded from the websites of the Company at [Company’s website] and the Stock Exchange at www.hkexnews.hk, under the “HKEXnews > Listed Company Information > Latest Listed Company Information” section, respectively.

Members of the public who wish to obtain a copy of the printed prospectus may obtain a copy, free of charge, upon request during normal business hours from [time and date] until [time and date] at the following locations:

<table>
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<th>Table of address of each location</th>
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Details of where printed prospectuses may be obtained will be displayed prominently at every location where the white and yellow application forms are distributed.

During normal business hours from [time and date] until [time and date], at least [number] copies of the printed prospectus will be available for inspection at every location where the white and yellow application forms are distributed.
Please use this form if you want the Hong Kong Offer Shares to be issued in your name

To: [Company]

Application Form

[Company Logo]

[Company Name]

Stock code: [company’s stock code]

maximum offer price: HK$offer price per Hong Kong offer share, plus 1.0% brokerage, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading trading fee of 0.005%.

Occupation in English

Names of all other joint applicants in English (if any)

Number of Hong Kong Offer Shares applied for (not more than [number of shares/shares])

Name in English

Copies of the Prospectus, all related Application Forms and the other documents specified in the “Documents Delivered to the Registrar of Companies and Available for Inspection” section in Appendix [number] to the Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by section [38DV 342C] (Delete as appropriate) of Companies (Winding Up and Miscellaneous Provisions) Ordinance. Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”), Hong Kong Securities Clearing Company Limited (“HKSCC”), the Securities and Futures Commission of Hong Kong (the “SFC”) and the Registrar of Companies of Hong Kong take no responsibility for the contents of these documents. Publications, all related Application Forms and the other documents specified in the “Documents Delivered to the Registrar of Companies and Available for Inspection” section in Appendix [number] to the Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by section [38D/342C] (Delete as appropriate) of Companies (Winding Up and Miscellaneous Provisions) Ordinance. Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”), Hong Kong Securities Clearing Company Limited (“HKSCC”), the Securities and Futures Commission of Hong Kong (the “SFC”) and the Registrar of Companies of Hong Kong take no responsibility for the contents of these documents. Publications, all related Application Forms and the other documents specified in the “Documents Delivered to the Registrar of Companies and Available for Inspection” section in Appendix [number] to the Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by section [38D/342C] (Delete as appropriate) of Companies (Winding Up and Miscellaneous Provisions) Ordinance. Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”), Hong Kong Securities Clearing Company Limited (“HKSCC”), the Securities and Futures Commission of Hong Kong (the “SFC”) and the Registrar of Companies of Hong Kong take no responsibility for the contents of these documents. Publications, all related Application Forms and the other documents specified in the “Documents Delivered to the Registrar of Companies and Available for Inspection” section in Appendix [number] to the Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by section [38D/342C] (Delete as appropriate) of Companies (Winding Up and Miscellaneous Provisions) Ordinance. Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”), Hong Kong Securities Clearing Company Limited (“HKSCC”), the Securities and Futures Commission of Hong Kong (the “SFC”) and the Registrar of Companies of Hong Kong take no responsibility for the contents of these documents. Publications, all related Application Forms and the other documents specified in the “Documents Delivered to the Registrar of Companies and Available for Inspection” section in Appendix [number] to the Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by section [38D/342C] (Delete as appropriate) of Companies (Winding Up and Miscellaneous Provisions) Ordinance. Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”), Hong Kong Securities Clearing Company Limited (“HKSCC”), the Securities and Futures Commission of Hong Kong (the “SFC”) and the Registrar of Companies of Hong Kong take no responsibility for the contents of these documents.

You should read this Application Form in conjunction with the Prospectus, which contains further information on the application procedures. The approval principal hereunder is the applicant or company named in Appendix [number] to the Prospectus, which contains further information on the application procedures. The approval principal hereunder is the applicant or company named in Appendix [number] to the Prospectus, which contains further information on the application procedures. The approval principal hereunder is the applicant or company named in Appendix [number] to the Prospectus, which contains further information on the application procedures. The approval principal hereunder is the applicant or company named in Appendix [number] to the Prospectus, which contains further information on the application procedures.
Please use this form if you want the Hong Kong Offer Shares to be issued in your name.

If you want the Hong Kong Offer Shares to be issued in your name, please use this form.

* (1) An individual must provide his Hong Kong Identity Card number or, if he does not hold a Hong Kong Identity Card, his passport number. A body corporate must provide its Hong Kong Business Registration number. Each joint applicant must provide its or his relevant number. The Hong Kong Identity Card number(s)/passport number(s)/Hong Kong Business Registration number(s) will be transferred to a third party for checking the Application Form's validity.

(2) Part of the Hong Kong Identity Card number/passport number of you or, for joint applicants, the first-named applicant may be printed on your refund cheque (if any). Your banker may require verification of your Hong Kong Identity Card number/passport number before you can cash your refund cheque.

(3) If an application is made by an unlisted company and:

- the principal business of that company is dealing in securities; and
- you exercise statutory control over that company,

then the application will be treated as being made for your benefit.

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How to make your application

1. Use the table below to calculate how much you must pay. Your application must be for a minimum of [number of shares] Hong Kong Offer Shares and in one of the numbers set out in the table, or your application will be rejected.

| Maximum number of Hong Kong Offer Shares you may apply for. |

2. Complete the form in English and sign it. Only written signatures will be accepted (and not by way of personal chop).

3. Staple your cheque or banker’s cashier order to the form. Each application for the Hong Kong Offer Shares must be accompanied by either one separate cheque or one separate banker’s cashier order. Your application will be rejected if your cheque or banker’s cashier order does not meet all the following requirements:

- The cheque must:
  - be in Hong Kong dollars;
  - not be post-dated;
  - be made payable to [account name];
  - be crossed “Account Payee Only”.

- The cheque must:
  - be drawn on your Hong Kong dollar bank account in Hong Kong; and
  - show your account name, which must either be pre-printed on the cheque, or be endorsed on the back by a person authorised by the bank. This account name must correspond with your name. If it is a joint application, the account name must be the same as the first-named applicant’s name.

- The cheque must:
  - be issued by a licensed bank in Hong Kong, and have your name certified on the back by a person authorised by the bank. The name on the banker’s cashier order must correspond with your name. If it is a joint application, the name on the back of the banker’s cashier order must be the same as the first-named applicant’s name.

- Banker’s cashier order must:
  - be issued by a licensed bank in Hong Kong, and have your name certified on the back by a person authorised by the bank. The name on the banker’s cashier order must correspond with your name. If it is a joint application, the name on the back of the banker’s cashier order must be the same as the first-named applicant’s name.

4. Tear off the Application Form, fold it once and lodge your completed Application Form (with cheque or banker’s cashier order attached) to one of the collection boxes at any of the following branches of:

Table of address of each branch of receiving banks

5. Your Application Form can be lodged at these times:

- [time and date]
- [time and date]
- [time and date]
- [time and date]

6. The latest time for lodging your application is [time and date]. The application lists will be open between [time] on that day, subject only to the weather conditions, as described in “Effect of Bad Weather on the Opening of the Application Lists” in the “How to Apply for Hong Kong Offer Shares” section of the Prospectus.
如阁下欲以本身名義登記將發行的香港發售股份，請使用本表格

申請手續

1. 使用下表計算閣下應付的款項。閣下申請認購的股數須至少為[股份數目]股香港發售股份，並為下表所列的其中一個數目，否則恕不受理。

可申請認購股數及應繳款項一覽表

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<thead>
<tr>
<th>股份數目</th>
<th>應繳款項</th>
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<td>1股</td>
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<td>2股</td>
<td>B</td>
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<td>3股</td>
<td>C</td>
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2. 以英文填妥及簽署申請表格，只接納親筆簽名（不得以個人印章代替）。

3. 閣下須將支票或銀行本票釘於表格上，每份香港發售股份申請須附一張獨立開出支票或一張獨立開出銀行本票，支票或銀行本票必須符合以下所有規定，否則有關的認購申請不獲接納：

<table>
<thead>
<tr>
<th>項目</th>
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| 支票 | • 為港元；
|      | • 不得為期票；
|      | • 註明結算人為「[賬戶名稱]」；
|      | • 劃線註明「只進入結算人帳戶」。 |

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<thead>
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<th>銀行本票</th>
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</table>
| • 須由香港持牌銀行開出，並由有關銀行授權的人士在銀行本票背面簽署核證。閣下姓名／名稱／銀行本票所示姓名／名稱須與閣下姓名／名稱相同。如屬聯名申請，銀行本票背面所示姓名／名稱必須與排名首位申請人的姓名／名稱相同。

4. 請撕下申請表格，對摺一次，然後將填妥的申請表格（連同支票或銀行本票）投入下列任何一家分行特設的收集箱。

各收款銀行分行地址一覽表

5. 閣下可於下列時間遞交申請表格：

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6. 截止遞交申請的時間為[日期及時間]。本公司將於當日[時間]期間登記認購申請，唯一會影響此時間的變化因素為當日的天氣情況（詳見招股章程「如何申請香港發售股份」一節「惡劣天氣對辦理申請登記的影響」）。
Conditions of your application

A. Who can apply

1. You and any person(s) for whose benefit you are applying must be 18 years of age or older and not a United States Person (as defined in Regulation S or are a connected person of the Company or will be liable for any information and representations contained in the Prospectus or any electronic instructions given to HKSCC or to the HKSCC Nominees on behalf of each person for whom you act:

2. You or a firm, the application must be in the individual members' names.

3. The number of joint applicants may not exceed 4.

4. If you are a bearer application, the application must be signed by a duly authorised officer of the Company, and/or its agents or advisers, and any other parties involved in the Global Offering is or will be liable for any information and representations contained in the Prospectus and any electronic instructions given to HKSCC or to the HKSCC Nominees.

5. You must be outside the United States, not be a United States Person (as defined in Regulation S), and not be a legal or natural person of the PRC.

6. Unless permitted by the Listing Rules, you cannot apply for any Hong Kong Offer Shares if you are:

   • an existing beneficial owner of shares in the Company and/or any of its subsidiaries;
   • an Eligible Depository Receipt Holder;
   • a connected person of the Company or will become a connected person of the Company immediately upon completion of the Global Offering;
   • an associate of any of the above; or
   • have been allocated or have applied for or indicated an interest in any Offer Shares under the International Offering.

B. If you are a nominee

You, as a nominee, may make more than one application for the Hong Kong Offer Shares by:

• giving electronic instructions to HKSCC via Central Clearing and Settlement systems (including systems operated by HKSCC or any other person on a WHITE or YELLOW Application Form); or
• by giving electronic application instructions to HKSCC or to the HKSCC Nominees on behalf of that other person as their agent for or for the benefit of that person or by that person on a WHITE or YELLOW Application Form.

If you are a nominee, you must warrant that no other application has been or will be made for your benefit on a WHITE or YELLOW Application Form made for your benefit on a WHITE or YELLOW Application Form.

C. Effect of completing and submitting this Application Form

By completing and submitting this Application Form, you (and if you are joint applicants, each of you) hereby represent and warrant that:

• agree that your application will be governed by the laws of Hong Kong;
• represent, warrant and undertake that (i) you understand that the application for the Hong Kong Offer Shares will not be registered under the U.S. Securities Act; and (ii) you and any person for whose benefit you are applying for the Hong Kong Offer Shares, the Joint Global Coordinators and the Underwriters or any of their respective officers or advisers will breach any law in Hong Kong as a result of the acceptance of your offer to purchase, or any action arising from your rights and obligations under the terms and conditions contained in the Prospectus and this Application Form;
• agree that once your application has been accepted, you may not rescind it because of an innocent misrepresentation;
• agree that your application will be governed by the laws of Hong Kong;
• represent, warrant and undertake that (i) you understand that the Hong Kong Offer Shares are outside the United States (as defined in Regulation S) or are a CASS Participant; or (ii) if you are a WHITE or YELLOW Application Form, and lodge more than one application, you must submit an application in the name of each beneficial owner of the Hong Kong Offer Shares.

D. Power of attorney

If your application is made through an authorised attorney-in-fact, the Joint Global Coordinators may accept or reject your application at their discretion, and on any conditions they think fit, including evidence of the attorney’s authority.

Determination of Offer Price and Allocation of Hong Kong Offer Shares

The Offer Price of the Hong Kong Offer Shares will be fixed on or around [date]. Applicants are required to pay the maximum Offer Price of [offer price] for each Hong Kong Offer Share offered. The maximum brokerage, 0.003% SFC transaction levy and 0.005% Hong Kong Stock Exchange trading fee.

Applications for Hong Kong Offer Shares will not be processed until the Offer Price is fixed. The application lists close on [date]. The Company expects to announce the fixed offer price, the level of applications under the Hong Kong Public Offer and the basis of allocation of the Hong Kong Public Offer on [date].

The refund procedures are stated in the "Dispatch/Collection of refund certificates and refund monies" in the "How to Apply for Hong Kong Offer Shares" section of the Prospectus.

Application by HKSCC Nominees Limited ("HKSCC Nominees")

Where this Application Form is signed by HKSCC Nominees on behalf of persons who have given electronic application instructions to apply for the Hong Kong Offer Shares, the provisions of this Application Form which are inconsistent with those set out in the Prospectus shall not apply and provisions in the Prospectus shall prevail.

Without limiting the generality of this paragraph, the following sections of this Application Form are inapplicable where this form is signed by HKSCC Nominees:

• "Applicants’ declaration" on the first page;
• "Warning" on the first page;
• Application Form is signed by HKSCC Nominees on behalf of persons who have given electronic application instructions to apply for the Hong Kong Offer Shares, the provisions of this Application Form which are inconsistent with those set out in the Prospectus shall not apply and provisions in the Prospectus shall prevail.

If you apply for [number of shares] or more Hong Kong Offer Shares, the refund refund procedures are stated in the "Dispatch/Collection of refund certificates and refund monies" in the "How to Apply for Hong Kong Offer Shares" section of the Prospectus.

If you do not collect your share certificate(s) personally within the time period specified for collection, they will be dispatched promptly to the address as stated in the relevant Application Form on [date], by ordinary post and at your own risk.

Refund of your money

If you do not receive any Hong Kong Offer Shares or if you sell your Hong Kong Offer Shares, the Company will refund to you your application monies (including the related 1% brokerage, 0.003% SFC transaction levy and 0.005% Hong Kong Stock Exchange trading fee) without interest. If the offer price is less than the maximum Offer Price, the Company will refund to you the surplus application monies (including the related 1% brokerage, 0.003% SFC transaction levy and 0.005% Hong Kong Stock Exchange trading fee) without interest.

If you apply for less than [number of shares] Hong Kong Offer Shares, your refund will be dispatched promptly to the address as stated in the relevant Application Form on [date], by ordinary post and at your own risk.

If you apply for [number of shares] or more Hong Kong Offer Shares, the refund procedures are stated in the "Dispatch/Collection of refund certificates and refund monies" in the "How to Apply for Hong Kong Offer Shares" section of the Prospectus.
申請條件

甲. 可申請認購的股份

1. 如閣下為香港人士，申請認購香港發售股份時，必須年滿18歲並持有香港地址。

乙. 如閣下為中國內地人士，申請須經合法實體授

權的人員證明，並聲明其所屬身份及香港公司印鑑。

丙. 如閣下為其他人士，申請認購香港發售股份時，必須年滿18歲並持有香港地址。

丁. 如閣下為其他人士，申請認購香港發售股份時，必須年滿18歲並持有香港地址。

戊. 如閣下為聯名申請人，則各申請人共同及個別

的名義代表不同的實益擁有人提交超過一份申請表。

己. 如閣下為中央結算系統參與者，申請必須由

其中央結算系統參與者指派的代表╱代理提出，方法是

向香港結算代理人提出申請，申請表格或向香港結算

代理人提出申請。

庚. 如閣下為中央結算系統參與者，申請必須由

其中央結算系統參與者指派的代表╱代理提出，方法是

向香港結算代理人提出申請，申請表格或向香港結算

代理人提出申請。

辛. 如閣下為中央結算系統參與者，申請必須由

其中央結算系統參與者指派的代表╱代理提出，方法是

向香港結算代理人提出申請，申請表格或向香港結算

代理人提出申請。

壬. 如閣下為中央結算系統參與者，申請必須由

其中央結算系統參與者指派的代表╱代理提出，方法是

向香港結算代理人提出申請，申請表格或向香港結算

代理人提出申請。

癸. 如閣下為中央結算系統參與者，申請必須由

其中央結算系統參與者指派的代表╱代理提出，方法是

向香港結算代理人提出申請，申請表格或向香港結算

代理人提出申請。

成. 閣下申請認購香港發售股份時，必須年滿18歲

並持有香港地址。

未完成的申請表或申請表格將會被退回，閣下承

當對此等風險所引致的任何損失及費用承擔。
Personal Data
Personal Information Collection Statement
This Personal Information Collection Statement informs the applicant for and/or the holder of, Hong Kong Offer Shares, of the policies and practices of the Company and its Hong Kong Share Registrar in relation to the collection and handling of the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the "Ordinance").

1. Reasons for the collection of your personal data
It is necessary for applicants and registered holders of securities to supply correct personal data to the Company and its Hong Kong Share Registrar to effect transfers or transfers of the Hong Kong Share Registrar to effect transfers or transfers of the Hong Kong Share Registrar in connection with their respective business operations.

2. Purposes
The personal data of the security holders may be used, held, processed and/or stored (by whatever means) for the following purposes:
- processing your application and refund cheque, where applicable, for verification of compliance with the terms and application procedures set out in this Application Form and the Prospectus and announcing results of allocation of the Hong Kong Offer Shares;
- compliance with applicable laws and regulations in Hong Kong and elsewhere;
- registering new issues or transfers into or out of the names of security holders, including, where applicable, HKSCC Nominees;
- maintaining or updating the register of security holders of the Company;
- establishing benefit entitlements of security holders of the Company, such as dividends, rights issues, bonus issues, etc.;
- distributing communications from the Company and its subsidiaries;
- compiling statistical information and security holders' profiles;
- disclosing relevant information to facilitate claims on entitlements; and
- any other incidental or associated purposes relating to the above and/or to enable the Company and the Hong Kong Share Registrar to discharge their obligations to security holders and/or regulators and/or any other purposes to which the security holders' may from time to time agree.

3. Transfer of personal data
Personal data held by the Company and its Hong Kong Share Registrar relating to the security holders will be kept confidential but the Company and its Hong Kong Share Registrar may, to the extent necessary for achieving any of the above purposes, disclose, obtain or transfer (whether within or outside Hong Kong) the personal data to, from or with any of the following:
- the Company’s agents and other persons such as financial advisors, advisers, bankers and oversea principal registrar;
- any agents, contractors or third-party service providers who offer administrative, telecommunications, computer, payment or other services to the Company or the Hong Kong Share Registrar in connection with their respective business operations;
- the Hong Kong Stock Exchange, the SFC and any other statutory regulatory or governmental bodies or otherwise as required by laws, rules or regulations; and
- any persons or institutions with which the security holders have or propose to have dealings, such as their bankers, solicitors, accountants or stockbrokers etc.

4. Retention of personal data
The Company and its Hong Kong Share Registrar will keep the personal data of the applicants and holders of securities for as long as necessary to fulfil the purposes for which the personal data were collected. Personal data which is no longer required will be destroyed or dealt with in accordance with the Ordinance.

5. Access to and correction of personal data
Security holders have the right to ascertain whether the Company or the Hong Kong Share Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. The Company and the Hong Kong Share Registrar have the right to charge a reasonable fee for the processing of such requests. All requests for access to data or correction of data should be addressed to us, at our registered address disclosed in the "Corporate Information" section of the Prospectus or as notified from time to time, for the attention of the company secretary, or our Hong Kong Share Registrar for the attention of the privacy compliance officer.

By signing an Application Form or by giving electronic application instructions to HKSCC, you agree to all of the above.

個人資料
個人資料收集聲明
此個人資料收集聲明是向香港發售股份的申請人和/or 持有人說明本公司及其香港股份過戶登記處有關個人資料保護的政策及實踐。根據《個人資料(私隱)條例》(「條例」)方面的事情政策和補償。

1. 收集個人資料的原因
收集申請人及登記持有人以本身名義申請證券或轉讓證書或選股權證券時或申請香港股份過戶登記處的服務時，必須向本公司或其代理人及香港股份過戶登記處登記處準備個人資料。

2. 目的
證券持有人的個人資料可被採用及以任何形式方式有/處理/或保存，作下列用途：
- 處理 閱讀申請及退款支票 (如適用)；
- 檢查及申請退款支票(如適用)；
- 核實是否符合申請表格及招股章程載列的條款和申請程序以及在香港發售股份的分發結果；
- 遵守香港及╱或其它地區的適用法例及法規；
- 以證券持有人(Nominee)之名義申請的證券或轉讓證券或選股權證書；
- 確定本公司的證券持有人之權利利益，例如股息、供股或股息等；
- 分發本公司及/或其附屬公司的通訊；
- 編製統計資料和證券持有人資料；
- 被證券持有人就發售股份的其他條件所要求；
- 及/或就證券持有人在申請表格中嘗試的責任及/或證券持有人不時同意的任何其他目的。

3. 交個人資料
本公司及其香港股份過戶登記處會收集個人資料持有人的個人資料將會保密，但本公司及其香港股份過戶登記處登記處可以在向本公司及/或香港股份過戶登記處登記處在下列條例任何目的為必要情況下，向下列任何人披露，獲取或轉交(無論在香港境內或境外)有關個人資料：

- 本公司委任的代理人，例如財務顧問、收款銀行及/或主要海外股份過戶登記處；
- (如證券持有人申請要求將股份由結算系統直接轉交)香港結算或香港結算代理人；接受將有關中央結算系統的運作使用有關個人資料；
- 向本公司或香港股份過戶登記處登記處與其各自業務有關的行政、電腦及/或其他服務的任何代理人、本公司及/或香港股份過戶登記處登記處和/或香港結算或香港結算代理人及/或其附屬公司、政府部門或遵照其他法例、規則或法規；及
- 證券持有人有任何進行或進行交易的任何人士或機構，例如銀行的銀行、律師、會計師或股票經紀等。

4. 個人資料的保留
本公司及其香港股份過戶登記處將按收集個人資料所需的用途保留證券持有人及持有人的個人資料。除非留待保留的個人資料將根據條例銷毀或處理。

5. 更更改個人資料
證券持有人有權確定本公司或香港股份過戶登記處是否有其個人資料，並有權索取附有關資料的副本及更正任何不準確資料。本公司和香港股份過戶登記處將按收集個人資料所需的用途保留證券持有人及持有人的個人資料。

所有有關資料或更改資料的要求應向招股章程的「公
司資料」，一間不會或不會通知的本公司註冊地址送交公司秘書。及/或向香港股份過戶登記處的個人資料資料主任事務主任提出。

個人資料收集聲明
如閣下於此表格中以本身名義申請發行的香港發售股份，請使用本表格
Please use this form if you want the Hong Kong Offer Shares to be issued in the name of HKSCC Nominees Limited ("HKSCC Nominees") and deposited directly into the Central Clearing and Settlement System ("CCASS") for credit to your CCASS Investor Participant stock account or the stock account of your designated CCASS Participant. 申請表格用於申請人名稱為 HKSCC Nominees Limited 而香港發售股份直接存入中央結算系統存入投資者戶口。

警告：任何人士只限作出一次為其利益而進行的認購申請，請參閱「填交本申請表格的效用」一節。

Signed (by all) applicant(s)(all joint applicants must sign): 項目申請表格應由所有聯名申請人簽名。

Date: 日期: 日……/月……/年……

Total amount 頭額: HK$ ……

Name in Chinese 中文姓名/名稱: ……”

Name in English 英文姓名/名稱: ……”

Brokers should give the address and the telephone number 使者應將地址及電話號碼之詳細資料填妥在以下欄位。

For Broker use 須用於經紀: 有關銀行本票之銀行名稱及號碼。

For designated CCASS Participant or Corporate CCASS Investor Participant Please also affix the company chop below: 警告：請於指定中央結算系統投資者戶口持有人，請加蓋印章以示確認。
Please use this form if you want the Hong Kong Offer Shares to be issued in the name of HKSCC Nominees Limited (“HKSCC Nominees”) and deposited directly into the Central Clearing and Settlement System (“CCASS”) for credit to your CCASS Investor Participant stock account or the stock account of your designated CCASS Participant 如阁下欲以香港中央结算（代理人）有限公司（「香港结算代理人」）的名义登记将获发行的香港发售股份，并直接存入中央结算及交收系统（「中央结算系统」），以记存于阁下的中央结算系统投资者户口持有人股份户口或 阁下指定的中央结算系统参与者的股份户口，请使用本表格

(1) If you are a CCASS Investor Participant, only a Hong Kong Identity Card number (if you are an individual) or a Hong Kong Business Registration number (if you are a body corporate) will be accepted for this application, please see paragraph 2 under the section “How to make your application” 如阁下为中央结算系统投资者户口持有人，是次申请仅接受香港身份证号码（如属个别人士）或香港商业登记号码（如属法人团体）；请参阅「申请手续」一节第2段。

(2) If you are applying through a designated CCASS Participant (other than a CCASS Investor Participant): For an individual, you must provide your Hong Kong Identity Card number or passport number. If you hold a Hong Kong Identity Card, please provide that number. If you do not hold a Hong Kong Identity Card, please provide your passport number. For a body corporate, please provide your Hong Kong Business Registration number. 如阁下透过中央结算系统投资者户口持有人以外的指定中央结算系统参与者的申请，如属个别人士，必须填写阁下的香港身份证证号或护照号码（持有香港身份证者请填写香港身份证号码，否则请填写护照号码）；如属法人团体，请填写香港商业登记号码。

(3) Part of the Hong Kong Identity Card number/passport number of you or, for joint applicants, the first-named applicant may be printed on your refund cheque (if any). Such data will be used for checking the validity of Application Form and such data would also be transferred to a third party for such purpose and refund purpose. Your banker may require verification of your Hong Kong Identity Card number/passport number before you can cash your refund cheque. 日後如需退款或申請股款，退款支票上或會印有閣下或(如屬聯名申請人)排名首位申請人的香港身份證號碼／護照號碼的一部分。有關資料將用於核對申請表格的有效性，亦會轉交第三方作資料核實和退款。銀行兌現退款支票前或會要求查證閣下的香港身份證號碼／護照號碼。

(4) If an application is made by an unlisted company and:
• the principal business of that company is dealing in securities; and
• you exercise statutory control over that company, then the application will be treated as being made for your benefit. 倘若申請人是一家非上市公司，而：
• 该公司主要從事證券買賣業務；及
• 阁下對該公司可行使法定控制權，是項申請將視作為 阁下的利益提出。

(5) All joint applicants must give (if they are individuals) their Hong Kong Identity Card numbers or, where applicable, passport numbers, or (if they are bodies corporate) their Hong Kong Business Registration numbers. 所有聯名申請人必須提供（如屬個別人士）其香港身份證號碼或（如適用）護照號碼，或（如屬法人團體）其香港商業登記號碼。
Please use this form if you want the Hong Kong Offer Shares to be issued in the name of HKSCC Nominees Limited (“HKSCC Nominees”) and deposited directly into the Central Clearing and Settlement System (“CCASS”) for credit to your CCASS Investor Participant stock account or the stock account of your designated CCASS Participant.

How to make your application
1. Use the table below to calculate how much you must pay. Your application must be for a minimum of [number of shares] Hong Kong Offer Shares and in one of the numbers set out in the table, or your application will be rejected.

Table of Number of shares that may be applied for and payments

*Maximum number of Hong Kong Offer Shares you may apply for*

2. You, as the applicant(s), must complete the form in English as indicated below and sign on the second page of the Application Form. Only written signatures will be accepted (and not by way of personal chop).
   - If you are applying through a designated CCASS Participant (other than a CCASS Investor Participant):
     - the designated CCASS Participant must endorse the form with its company chop (bearing its company name) and insert its participant I.D. in the appropriate box.
   - If you are applying as an individual CCASS Investor Participant:
     - the form must contain your NAME and Hong Kong I.D. Card number;
     - your participant I.D. must be inserted in the appropriate box.
   - If you are applying as a joint individual CCASS Investor Participant:
     - the form must contain all joint investor participants’ NAMES and the Hong Kong I.D. Card number of all joint investor participants;
     - your participant I.D. must be inserted in the appropriate box.
   - If you are applying as a corporate CCASS Investor Participant:
     - the form must contain your company NAME and Hong Kong Business Registration number;
     - your participant I.D. and your company chop (bearing your company name) must be inserted in the appropriate box.
   - Incorrect or omission of details of the CCASS Participant including participant I.D. and/or company chop bearing its company name or other similar matters may render your application invalid.

3. Staple your cheque or banker’s cashier order to the form. Each application for the Hong Kong Offer Shares must be accompanied by either one separate cheque or one separate banker’s cashier order. Your application will be rejected if your cheque or banker’s cashier order does not meet all the following requirements:

<table>
<thead>
<tr>
<th>The cheque must:</th>
<th>Banker’s cashier order must:</th>
</tr>
</thead>
<tbody>
<tr>
<td>• be in Hong Kong dollars;</td>
<td>• be issued by a licensed bank in Hong Kong,</td>
</tr>
<tr>
<td>• not be post-dated;</td>
<td>and have your name certified on the back by</td>
</tr>
<tr>
<td>• be made payable to [account name];</td>
<td>a person authorised by the bank. The name on</td>
</tr>
<tr>
<td>• be crossed “Account Payee Only”;</td>
<td>the banker’s cashier order must correspond</td>
</tr>
<tr>
<td>• be drawn on your Hong Kong dollar bank account</td>
<td>with your name. If it is a joint application, the</td>
</tr>
<tr>
<td>in Hong Kong;</td>
<td>name on the back of the banker’s cashier</td>
</tr>
<tr>
<td>• show your account name, which must either be</td>
<td>order must be the same as the first-named</td>
</tr>
<tr>
<td>pre-printed on the cheque, or be endorsed on</td>
<td>applicant’s name.</td>
</tr>
<tr>
<td>the back by a person authorised by the bank.</td>
<td></td>
</tr>
<tr>
<td>This account name must correspond with your name.</td>
<td></td>
</tr>
<tr>
<td>If it is a joint application, the account name must be</td>
<td></td>
</tr>
<tr>
<td>the same as the first-named applicant’s name.</td>
<td></td>
</tr>
</tbody>
</table>

4. Tear off the Application Form, fold it once and lodge your completed Application Form (with cheque or banker’s cashier order attached) to one of the collection boxes at any of the following branches of:

Table of address of each branch of receiving banks

5. Your Application Form can be lodged at these times:

<table>
<thead>
<tr>
<th>time and date</th>
</tr>
</thead>
<tbody>
<tr>
<td>[time and date]</td>
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<tr>
<td>[time and date]</td>
</tr>
<tr>
<td>[time and date]</td>
</tr>
</tbody>
</table>

6. The latest time for lodging your application is [time and date]. The application lists will be open between [time] on that day, subject only to the weather conditions, as described in “Effect of Bad Weather on the Opening of the Application Lists” in the “How to Apply for Hong Kong Offer Shares” section of the Prospectus.
如阁下欲以香港中央结算（代理人）有限公司（「香港结算代理人」）的名义登记将获发行的香港发售股份，并直接存入中央结算及交收系统（「中央结算系统」），以记存于阁下的中央结算系统投资者户口持有人股份户口或阁下指定的中央结算系统参与者股份户口，请使用本表格

申请手续

1. 使用下表计算阁下应缴的款项。阁下申请认购的股数必须至少为[股份数目]股香港发售股份，而为下表所列的其中一个数目，否则不受理。

可申请认购股数及应缴款项一览表

2. 阁下作为申请人，必须按照下列指示以英文填妥表格，并于申请表格次页签署，只接纳亲笔签署（不得以个人印章代替）。

3. 阁下须将支票或银行本票釘于表格上。每份香港发售股份申请须附一張独立开出支票或一張独立开出银行本票。支票或银行本票必须符合以下所有规定，否则有关的认购申请不获接纳：

<table>
<thead>
<tr>
<th>支票必须：</th>
<th>银行本票必须：</th>
</tr>
</thead>
<tbody>
<tr>
<td>面值：</td>
<td>面值：</td>
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<tr>
<td>不得为期票：</td>
<td>不得为期票：</td>
</tr>
<tr>
<td>註明抬头人为「開戶名稱」：</td>
<td>註明抬头人为「開戶名稱」：</td>
</tr>
<tr>
<td>劃線註明「已進入持票人銀行」：</td>
<td>劃線註明「已進入持票人銀行」：</td>
</tr>
</tbody>
</table>

4. 部署在申请表格，对摺一次，然後將填妥的申請表格（連同支票或銀行本票）投入下列任何一家分行的收集箱：

5. 阁下可於下列時間遞交申請表格：
   - [日期及時間]
   - [日期及時間]
   - [日期及時間]

6. 截止遞交申請的時間為[日期及時間]，本公司將於當日的[時間]期間於香港交易所進行認購申請，唯一會影響此時間的變化因素為當日的天氣情況（詳見招股章程「如何申請香港發售股份」一節「惡劣天氣對辦理申請登記的影響」）。

各收款銀行分行地址一覽表

特設的收集箱：

各收款銀行分行地址一覽表

可申請認購股數及應繳款項一览表
Conditions of your application

1. You and any person(s) for whose benefit you are applying must be 18 years of age or older and must have a Hong Kong address.

2. If you are a nominee, this application must be signed by a duly authorised officer, who must state his/her representative capacity, and stamped with his/her corporation's chop.

3. You must be outside the United States, not be a United States Person (as defined in Regulation S under the U.S. Securities Act) and not be a legal or individual member of a legal entity.

4. Unless permitted by the Listing Rules, you cannot apply for Hong Kong Offer Shares as a joint application by more than two individuals.

5. If you are applying through a designated CCASS Participant (other than a CCASS Investor Participant), you must apply through the CCASS Participant for a credit account with the CCASS Participant for Hong Kong Offer Shares allotted to you.

B. If you are a nominee

1. A nominee is a body corporate, not an individual, and may make more than one application for Hong Kong Offer Shares: (i) in your own name on behalf of different beneficial owners; (ii) using a WHITE or YELLOW Application Form, and lodge more than one application:

   • for a number of Hong Kong Offer Shares of HKSCC Nominees. Immediately after the credit of the Hong Kong Offer Shares in the name of the nominated account or the stock account of your designated CCASS Participant, you will receive a confirmation of the application on your Application Form or give electronic application instructions to HKSCC or to the HK cEO White Application Form, and by giving electronic application instructions to HKSCC or to the HK cEO Yellow Application Form, set out in the Prospectus and this Application Form; and

   • that once your application has been accepted, you may not rescind it because of an innocent misrepresentation; and

   • that you have not been and will not be registered under the U.S. Securities Act; and

   • that you have been and will be registered under the laws of Hong Kong; and

   • that you have complied with all such laws and none of the representations not so contained in the Prospectus or this Application Form or any action arising from your rights and obligations under or in connection with the offering has become unconditional and not having been terminated prior to your application and will not be made.

C. Effect of completing and submitting this Application Form

By completing and submitting this Application Form, you and (if you are joint applicants, each of you jointly or severally) agree to:

• undertake to execute all relevant documents and agreements required by the Company and/or the Joint Global Coordinators and the Underwriters in connection with the Hong Kong Public Offering; and

• undertake to execute all relevant documents and agreements required by the Company and/or the Joint Global Coordinators and the Underwriters in connection with the Hong Kong Public Offering.

D. Power of attorney

If your application is made through an authorised attorney, the Company and the Joint Global Coordinators will accept or reject your application and will have no further responsibility for such application.

The Company expects to announce the fixed offer price, the indication of the level of interest in the International Offering, the level of applications under the Hong Kong Public Offering, the level of oversubscription under the Hong Kong Public Offer on [date] in [newspaper] (in English) and [newspaper] (in Chinese), the website of the Hong Kong Public Offering, the result of the Hong Kong Public Offering and the Hong Kong Public Offering Participant's website at [Company's website]. Results of allocations in Hong Kong Public Offer, and the Hong Kong Public Offer Shares will be allotted to you. The Company's website at [Company's website]. Results of allocations in Hong Kong Public Offer, and the Hong Kong Public Offering Participant's website at [Company's website].

Refund of your money

If you do not receive any Hong Kong Offer Shares or if your application is rejected, you will be refunded any money paid. Your refund will be sent to the bank account or the Hong Kong Post Office Order that you specified in your application. If the refund is made by cheque, it will be sent to the address on your application form by ordinary post. The refund procedures are stated in the "How to Apply for Hong Kong Offer Shares" section of the Prospectus. No receipt will be issued for application money paid. The Company will not issue temporary documents of title.

Global Offering

Please use this form if you want the Hong Kong Offer Shares to be issued in the name of HKSCC Nominees Limited ("HKSCC Nominees") and deposited directly into the Central Clearing and Settlement System ("CCASS") for credit to your CCASS Investor Participant stock account or the stock account of your designated CCASS Participant.

Global Offering

Please use this form if you want the Hong Kong Offer Shares to be issued in the name of HKSCC Nominees Limited ("HKSCC Nominees") and deposited directly into the Central Clearing and Settlement System ("CCASS") for credit to your CCASS Investor Participant stock account or the stock account of your designated CCASS Participant.
申請條件

甲．可提出申請的人士

1. 閣下及閣下為其利益提出申請的人士必須年滿 18 歲並在香港住所。

2. 如 閣下為公司，申請必須由閣下表達的每位人士或其代表提出。如 閣下為合伙企業，申請必須由在閣下名下，有關風險及費用概由

3. 聯名申請人不得超過四名。

4. 如 閣下為法人團體，申請須獲香港結算系統投資者戶口持有人批准，並註明其所有代表身份及本公司印鑑。

5. 閣下必須處於美國境外，並非美國公民及/或美國國籍，或在此處列明的任何規例適用於

6. 除上列規定外，下列人士不獲批准申请

• 本公司及/或其任何附屬公司或其控股公司的	

• 合資格董事

• 本公司董事或附屬公司的

• 上述兩人的聯繫人;或

• 已獲分配新股申請或已表示有意申請香港	

乙．如 閣下為代名人

閣下作為代名人可能交超過四份香港發售股份的申請，方法是向香港結算系統投資者戶口投資（「中央結算系統」）向香港結算系統投資者戶口

(i) 透過香港結算系統投資者戶口;或

(ii) 使用白色申請表格以自名義代表一位或多位

閣下指定的中央結算系統參與者股份戶口,或

丙．填寫本申請表的效用

閣下應確保本申請表的正確性及完整性，並交回本申請表，作為閣下為本公司及/或其附屬公司	

• 承諾促使所有相關文件生效，並指示及授權本公司及/或其代理在香港結算系統投資者戶口(或等同的代理或代表人)代為

• 適當選擇中央結算系統參與者股份戶口，或

丁．授權書

如 閣下透過透支支票或香港結算系統投資者戶口持有申請結果及香港公開發售

閣下獲分配的任何香港發售股份,或將其轉讓或在特別情況下由

香港發售股份存入香港結算系統投資者戶口，或

結算通及香港結算系統投資者戶口。
Personal Data

**Personal Information Collection Statement**

This Personal Information Collection Statement informs the applicant for, and holder of, Hong Kong Offer Shares, of the policies and practices of the Company and its Hong Kong Share Registrar in relation to personal data as provided for in this Application Form and the Prospectus.

**1. Reasons for the collection of your personal data**

It is necessary for applicants and registered holders of securities to supply correct personal data to the Company or its agents or the Hong Kong Share Registrar when applying for securities or transferring securities into or out of their names or in proceeding with the services of the Hong Kong Share Registrar.

Failure to supply the requested data may result in your application being rejected, or in delay or the inability of the Company or its Hong Kong Share Registrar to effect transfers or otherwise render their services. It may also prevent the Company or its Hong Kong Share Registrar providing the services of the Company and its Hong Kong Share Registrar may, to the extent necessary for achieving any of the above purposes, use, hold, process, and/or store (by whatever means) the personal data you provide.

Failure to provide the personal data may render their services. It may also prevent the Company or its Hong Kong Share Registrar providing the services of the Company and its Hong Kong Share Registrar may, to the extent necessary for achieving any of the above purposes, use, hold, process, and/or store (by whatever means) the personal data you provide.

**2. Purposes**

The personal data of the securities holders may be used, held, processed, and/or stored (by whatever means) for the following purposes:

- Personal data held by the Company and its Hong Kong Share Registrar relating to the securities holders will be kept confidential but the Company and its Hong Kong Share Registrar may, to the extent necessary for achieving any of the above purposes, use, hold, process, and/or store (whether within or outside Hong Kong) the personal data to,
- from or with any of the following:
  - the Company’s appointed agents such as financial advisers, receiving bankers and overseas principal share registrar;
  - where applicants for securities request a deposit into CCASS, HKSCC or HKEX Share Registry in connection with their respective business operations;
  - any agents, contractors or third-party service providers who offer administrative, telecommunication, computer payment or other services to the Company or the Hong Kong Share Registrar in connection with their respective business operations;
  - the Hong Kong Stock Exchange, the SFC and any other regulatory bodies or otherwise as required by laws, rules or regulations; and
  - any person or institutions with which the securities holders have or propose to have dealings, such as their bankers, solicitors, accountants or stockbrokers etc.

**3. Transfer of personal data**

The Company and its Hong Kong Share Registrar may, to the extent necessary for achieving any of the above purposes, disclose, obtain or transfer (whether within or outside Hong Kong) personal data to any of the following:

- the Company’s appointed agents such as financial advisers, receiving bankers and overseas principal share registrar;
- where applicants for securities request a deposit into CCASS, HKSCC or HKEX Share Registry in connection with their respective business operations;
- any agents, contractors or third-party service providers who offer administrative, telecommunication, computer payment or other services to the Company or the Hong Kong Share Registrar in connection with their respective business operations;
- the Hong Kong Stock Exchange, the SFC and any other regulatory bodies or otherwise as required by laws, rules or regulations; and
- any person or institutions with which the securities holders have or propose to have dealings, such as their bankers, solicitors, accountants or stockbrokers etc.

**4. Retention of personal data**

The Company and its Hong Kong Share Registrar will keep the personal data of the applicants and registered holders of securities for as long as necessary to fulfill the purposes for which the personal data were collected. Personal data which is no longer required will be destroyed or dealt with in accordance with the Ordinance.

**5. Access to and correction of personal data**

Security holders shall have the right to ascertain whether the Company or the Hong Kong Share Registrar hold their personal data, to obtain a copy of that data and to correct any data that is inaccurate. The Company and the Hong Kong Share Registrar have the right to charge a reasonable fee for the processing of such requests. All requests for access to data or correction of data should be addressed to us, at our registered address disclosed in the “Corporate Information” section of the Prospectus. Should you wish to correct or update your data, please notify the company secretary, or our Hong Kong Share Registrar for the attention of the privacy compliance officer.

By signing an Application Form or by giving electronic application instructions to HKSCC, you agree to all of the above.
HOW TO APPLY FOR HONG KONG OFFER SHARES

1. HOW TO APPLY

If you apply for Hong Kong Offer Shares, then you may not apply for or indicate an interest for International Offer Shares.

To apply for Hong Kong Offer Shares, you may:
• use a WHITE or YELLOW Application Form;
• apply online via the [name of eIPO service] at [website]; or
• electronically cause HKSCC Nominees to apply on your behalf.

None of you or your joint applicant(s) may make more than one application, except where you are a nominee and provide the required information in your application.

The Company, the Joint Global Coordinators, the [name of eIPO service provider] and their respective agents may reject or accept any application in full or in part for any reason at their discretion.

2. WHO CAN APPLY

You can apply for Hong Kong Offer Shares on a WHITE or YELLOW Application Form if you or the person(s) for whose benefit you are applying:
• are 18 years of age or older;
• have a Hong Kong address;
• are outside the United States, and are not a United States Person (as defined in Regulation S under the U.S. Securities Act); and
• are not a legal or natural person of the PRC.

If you apply online through the [name of eIPO service], in addition to the above, you must also: (i) have a valid Hong Kong identity card number and (ii) provide a valid e-mail address and a contact telephone number.

If you are a firm, the application must be in the individual members' names. If you are a body corporate, the application form must be signed by a duly authorised officer, who must state his representative capacity, and stamped with your corporation's chop.

If an application is made by a person under a power of attorney, the Joint Global Coordinators may accept it at their discretion and on any conditions they think fit, including evidence of the attorney’s authority.

The number of joint applicants may not exceed four and they may not apply by means of [name of eIPO service] for the Hong Kong Offer Shares.

Unless permitted by the Listing Rules, you cannot apply for any Hong Kong Offer Shares if you are:
• an existing beneficial owner of Shares in the Company and/ or any its subsidiaries;
• a Director or chief executive officer of the Company and/ or any of its subsidiaries;
• an associate (as defined in the Listing Rules) of any of the above;
HOW TO APPLY FOR HONG KONG OFFER SHARES

- a connected person (as defined in the Listing Rules) of the Company or will become a connected person of the Company immediately upon completion of the Global Offering; and
- have been allocated or have applied for any International Offer Shares or otherwise participate in the International Offering.

3. APPLYING FOR HONG KONG OFFER SHARES

Which Application Channel to Use

For Hong Kong Offer Shares to be issued in your own name, use a WHITE Application Form or apply online through [website].

For Hong Kong Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to your or a designated CCASS Participant’s stock account, use a YELLOW Application Form or electronically instruct HKSCC via CCASS to cause HKSCC Nominees to apply for you.

Where to Collect the Application Forms

You can collect a WHITE Application Form and a prospectus during normal business hours between [time] from [date] to [date] and between [time, date] from:

(i) any of the following offices of the Joint Bookrunners:

Table of address of each Joint Bookrunners

(ii) any of the branches of the following receiving banks:

Table of address of each receiving banks
HOW TO APPLY FOR HONG KONG OFFER SHARES

You can collect a YELLOW Application Form and a prospectus during normal business hours from [time, date] until [time, date] from the Depository Counter of HKSCC at [HKSCC’s address] or from your stockbroker.

**Time for Lodging Application Forms**

Your completed WHITE or YELLOW Application Form, together with a cheque or a banker’s cashier order attached and marked payable to [account name] for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving banks listed above, at the following times:

- [time, date]
- [time, date]
- [time, date]
- [time, date]
- [time, date]

The application lists will be open from [time] to [time] on [date], the last application day or such later time as described in “Effect of Bad Weather on the Opening of the Applications Lists” in this section.

4. **TERMS AND CONDITIONS OF AN APPLICATION**

Follow the detailed instructions in the Application Form carefully; otherwise, your application may be rejected.

By submitting an Application Form or applying through the [name of eIPO service], among other things, you:

(i) undertake to execute all relevant documents and instruct and authorise the Company and/or the Joint Global Coordinators (or their agents or nominees), as agents of the Company, to execute any documents for you and to do on your behalf all things necessary to register any Hong Kong Offer Shares allocated to you in your name or in the name of HKSCC Nominees as required by the Articles of Association;

(ii) agree to comply with the Hong Kong Companies Ordinance and the Articles of Association; *(Updated in March 2014)*

(iii) confirm that you have read the terms and conditions and application procedures set out in this prospectus and in the Application Form and agree to be bound by them;

(iv) confirm that you have received and read this prospectus and have only relied on the information and representations contained in this prospectus in making your application and will not rely on any other information or representations except those in any supplement to this prospectus;

(v) confirm that you are aware of the restrictions on the Global Offering in this prospectus;

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6 Retitled as the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) with effect from March 2014.
HOW TO APPLY FOR HONG KONG OFFER SHARES

(vi) agree that none of the Company, the Joint Global Coordinators, the Underwriters, their respective directors, officers, employees, partners, agents, advisers and any other parties involved in the Global Offering is or will be liable for any information and representations not in this prospectus (and any supplement to it);

(vii) undertake and confirm that you or the person(s) for whose benefit you have made the application have not applied for or taken up, or indicated an interest for, and will not apply for or take up, or indicate an interest for, any Offer Shares under the International Offering nor participated in the International Offering;

(viii) agree to disclose to the Company, our Hong Kong Share Registrar, receiving banks, the Joint Global Coordinators, the Underwriters and/ or their respective advisers and agents any personal data which they may require about you and the person(s) for whose benefit you have made the application;

(ix) if the laws of any place outside Hong Kong apply to your application, agree and warrant that you have complied with all such laws and none of the Company, the Joint Global Coordinators and the Underwriters nor any of their respective officers or advisers will breach any law outside Hong Kong as a result of the acceptance of your offer to purchase, or any action arising from your rights and obligations under the terms and conditions contained in this prospectus and the Application Form;

(x) agree that once your application has been accepted, you may not rescind it because of an innocent misrepresentation;

(xi) agree that your application will be governed by the laws of Hong Kong;

(xii) represent, warrant and undertake that (i) you understand that the Hong Kong Offer Shares have not been and will not be registered under the U.S. Securities Act; and (ii) you and any person for whose benefit you are applying for the Hong Kong Offer Shares are outside the United States (as defined in Regulation S) or are a person described in paragraph (h)(3) of Rule 902 of Regulation S;

(xiii) warrant that the information you have provided is true and accurate;

(xiv) agree to accept the Hong Kong Offer Shares applied for, or any lesser number allocated to you under the application;

(xv) authorise the Company to place your name(s) or the name of the HKSCC Nominees, on the Company’s register of members as the holder(s) of any Hong Kong Offer Shares allocated to you, and the Company and/ or its agents to send any share certificate(s) and/ or any [name of eIPO refund system] payment instructions and/ or any refund cheque(s) to you or the first-named applicant for joint application by ordinary post at your own risk to the address stated on the application, unless you have chosen to collect the share certificate(s) and/ or refund cheque(s) in person;

(xvi) declare and represent that this is the only application made and the only application intended by you to be made to benefit you or the person for whose benefit you are applying;

(xvii) understand that the Company and the Joint Global Coordinators will rely on your declarations and representations in deciding whether or not to make any allotment of
HOW TO APPLY FOR HONG KONG OFFER SHARES

any of the Hong Kong Offer Shares to you and that you may be prosecuted for making a false declaration;

(xviii) (if the application is made for your own benefit) warrant that no other application has been or will be made for your benefit on a WHITE or YELLOW Application Form or by giving electronic application instructions to HKSCC or to the [name of eIPO service provider] by you or by any one as your agent or by any other person; and

(xix) (if you are making the application as an agent for the benefit of another person) warrant that (i) no other application has been or will be made by you as agent for or for the benefit of that person or by that person or by any other person as agent for that person on a WHITE or YELLOW Application Form or by giving electronic application instructions to HKSCC; and (ii) you have due authority to sign the Application Form or give electronic application instructions on behalf of that other person as their agent.

Additional Instructions for Yellow Application Form

You may refer to the Yellow Application Form for details.

5. APPLYING THROUGH [name of eIPO service]

General

Individuals who meet the criteria in “Who can apply” section, may apply through the [name of eIPO service] for the Offer Shares to be allotted and registered in their own names through the designated website at [website].

Detailed instructions for application through the [name of eIPO service] are on the designated website. If you do not follow the instructions, your application may be rejected and may not be submitted to the Company. If you apply through the designated website, you authorise the [name of eIPO service provider] to apply on the terms and conditions in this prospectus, as supplemented and amended by the terms and conditions of the [name of eIPO service].

Time for Submitting Applications under the [eIPO white form]

You may submit your application to the [name of eIPO service provider] at [website] (24 hours daily, except on the last application day) from [time, date] until [time, date] and the latest time for completing full payment of application monies in respect of such applications will be [time, date] or such later time under the “Effects of Bad Weather on the Opening of the Applications Lists” in this section.

No Multiple Applications

If you apply by means of [eIPO white form], once you complete payment in respect of any electronic application instruction given by you or for your benefit through the [name of eIPO service] to make an application for Hong Kong Offer Shares, an actual application shall be deemed to have been made. For the avoidance of doubt, giving an electronic application instruction under [eIPO white form] more than once and obtaining different application reference numbers without effecting full payment in respect of a particular reference number will not constitute an actual application.
HOW TO APPLY FOR HONG KONG OFFER SHARES

If you are suspected of submitting more than one application through the [name of eIPO service] or by any other means, all of your applications are liable to be rejected.

Section 40 of the Hong Kong Companies Ordinance\(^6\) (Updated in March 2014)

For the avoidance of doubt, the Company and all other parties involved in the preparation of this prospectus acknowledge that each applicant who gives or causes to give electronic application instructions is a person who may be entitled to compensation under Section 40 of the Hong Kong Companies Ordinance\(^6\) [(as applied by Section 342E of the Companies Ordinance\(^6\))].\(^7\)

Environmental Protection [optional]

The obvious advantage of [eIPO white form] is to save the use of paper via the self-serviced and electronic application process. [share registrar], being the designated eIPO Service Provider, will contribute [amount] for each [the Company] [eIPO white form] application submitted via the website to support the funding of [beneficiary].

6. APPLYING BY GIVING ELECTRONIC APPLICATION INSTRUCTIONS TO HKSCC VIA CCASS

General

CCASS Participants may give electronic application instructions to apply for the Hong Kong Offer Shares and to arrange payment of the money due on application and payment of refunds under their participant agreements with HKSCC and the General Rules of CCASS and the CCASS Operational Procedures.

If you are a CCASS Investor Participant, you may give these electronic application instructions through the CCASS Phone System by calling [telephone number] or through the CCASS Internet System [system webpage] (using the procedures in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time).

HKSCC can also input electronic application instructions for you if you go to:

Hong Kong Securities Clearing Company Limited
Customer Service Center
[address]

and complete an input request form.

You can also collect a prospectus from this address.

If you are not a CCASS Investor Participant, you may instruct your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give electronic application instructions via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf.

\(^7\) Add square bracketed wording if issuer not incorporated in Hong Kong.
HOW TO APPLY FOR HONG KONG OFFER SHARES

You will be deemed to have authorised HKSCC and/ or HKSCC Nominees to transfer the details of your application to the Company, the Joint Global Coordinators and our Hong Kong Share Registrar.

Giving Electronic Application Instructions to HKSCC via CCASS

Where you have given electronic application instructions to apply for the Hong Kong Offer Shares and a WHITE Application Form is signed by HKSCC Nominees on your behalf:

(i) HKSCC Nominees will only be acting as a nominee for you and is not liable for any breach of the terms and conditions of the WHITE Application Form or this prospectus;

(ii) HKSCC Nominees will do the following things on your behalf:

• agree that the Hong Kong Offer Shares to be allotted shall be issued in the name of HKSCC Nominees and deposited directly into CCASS for the credit of the CCASS Participant’s stock account on your behalf or your CCASS Investor Participant’s stock account;

• agree to accept the Hong Kong Offer Shares applied for or any lesser number allocated;

• undertake and confirm that you have not applied for or taken up, will not apply for or take up, or indicate an interest for, any Offer Shares under the International Offering;

• declare that only one set of electronic application instructions has been given for your benefit;

• (if you are an agent for another person) declare that you have only given one set of electronic application instructions for the other person’s benefit and are duly authorised to give those instructions as their agent;

• confirm that you understand that the Company, the Directors and the Joint Global Coordinators will rely on your declarations and representations in deciding whether or not to make any allotment of any of the Hong Kong Offer Shares to you and that you may be prosecuted if you make a false declaration;

• authorise the Company to place HKSCC Nominees’ name on the Company’s register of members as the holder of the Hong Kong Offer Shares allocated to you and to send share certificate(s) and/ or refund monies under the arrangements separately agreed between us and HKSCC;

• confirm that you have read the terms and conditions and application procedures set out in this prospectus and agree to be bound by them;

• confirm that you have received and/ or read a copy of this prospectus and have relied only on the information and representations in this prospectus in causing the application to be made, save as set out in any supplement to this prospectus;

• agree that none of the Company, the Joint Global Coordinators, the Underwriters, their respective directors, officers, employees, partners, agents, advisers and any other parties involved in the Global Offering, is or will be liable for any
HOW TO APPLY FOR HONG KONG OFFER SHARES

information and representations not contained in this prospectus (and any supplement to it);

• agree to disclose your personal data to the Company, our Hong Kong Share Registrar, receiving banks, the Joint Global Coordinators, the Underwriters and/or its respective advisers and agents;

• agree (without prejudice to any other rights which you may have) that once HKSCC Nominees’ application has been accepted, it cannot be rescinded for innocent misrepresentation;

• agree that any application made by HKSCC Nominees on your behalf is irrevocable before the fifth day after the time of the opening of the application lists (excluding any day which is Saturday, Sunday or public holiday in Hong Kong), such agreement to take effect as a collateral contract with us and to become binding when you give the instructions and such collateral contract to be in consideration of the Company agreeing that it will not offer any Hong Kong Offer Shares to any person before the fifth day after the time of the opening of the application lists (excluding any day which is Saturday, Sunday or public holiday in Hong Kong), except by means of one of the procedures referred to in this prospectus. However, HKSCC Nominees may revoke the application before the fifth day after the time of the opening of the application lists (excluding for this purpose any day which is a Saturday, Sunday or public holiday in Hong Kong) if a person responsible for this prospectus under Section 40 of the Hong Kong Companies Ordinance\(^6\) gives a public notice under that section which excludes or limits that person’s responsibility for this prospectus; *(Updated in March 2014)*

• agree that once HKSCC Nominees’ application is accepted, neither that application nor your electronic application instructions can be revoked, and that acceptance of that application will be evidenced by the Company’s announcement of the Hong Kong Public Offering results;

• agree to the arrangements, undertakings and warranties under the participant agreement between you and HKSCC, read with the General Rules of CCASS and the CCASS Operational Procedures, for the giving electronic application instructions to apply for Hong Kong Offer Shares;

• agree with the Company, for itself and for the benefit of each Shareholder (and so that the Company will be deemed by its acceptance in whole or in part of the application by HKSCC Nominees to have agreed, for itself and on behalf of each of the Shareholders, with each CCASS Participant giving electronic application instructions) to observe and comply with the Hong Kong Companies Ordinance\(^6\) and the Articles of Association; and *(Updated in March 2014)*

• agree that your application, any acceptance of it and the resulting contract will be governed by the Laws of Hong Kong.

Effect of Giving Electronic Application Instructions to HKSCC via CCASS

By giving electronic application instructions to HKSCC or instructing your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give such instructions to HKSCC, you (and, if you are joint applicants, each of you jointly and
HOW TO APPLY FOR HONG KONG OFFER SHARES

severally) are deemed to have done the following things. Neither HKSCC nor HKSCC Nominees shall be liable to the Company or any other person in respect of the things mentioned below:

- instructed and authorised HKSCC to cause HKSCC Nominees (acting as nominee for the relevant CCASS Participants) to apply for the Hong Kong Offer Shares on your behalf;

- instructed and authorised HKSCC to arrange payment of the maximum Offer Price, brokerage, SFC transaction levy and the Stock Exchange trading fee by debiting your designated bank account and, in the case of a wholly or partially unsuccessful application and/or if the Offer Price is less than the maximum Offer Price per Offer Share initially paid on application, refund of the application monies (including brokerage, SFC transaction levy and the Stock Exchange trading fee) by crediting your designated bank account; and

- instructed and authorised HKSCC to cause HKSCC Nominees to do on your behalf all the things stated in the WHITE Application Form and in this prospectus.

Minimum Purchase Amount and Permitted Numbers

You may give or cause your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give electronic application instructions for a minimum of number of shares Hong Kong Offer Shares. Instructions for more than [number of shares] Hong Kong Offer Shares must be in one of the numbers set out in the table in the Application Forms. No application for any other number of Hong Kong Offer Shares will be considered and any such application is liable to be rejected.

Time for Inputting Electronic Application Instructions

CCASS Clearing/ Custodian Participants can input electronic application instructions at the following times on the following dates:

- [time, date] 8.
- [time, date] 8.
- [time, date] 8.
- [time, date] 8.

CCASS Investor Participants can input electronic application instructions from [time, date] until [time, date] (24 hours daily, except on the last application day).

The latest time for inputting your electronic application instructions will be [time, date], the last application day or such later time as described in “Effect of Bad Weather on the Opening of the Application Lists” in this section.

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8 These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/ Custodian Participants.
HOW TO APPLY FOR HONG KONG OFFER SHARES

No Multiple Applications

If you are suspected of having made multiple applications or if more than one application is made for your benefit, the number of Hong Kong Offer Shares applied for by HKSCC Nominees will be automatically reduced by the number of Hong Kong Offer Shares for which you have given such instructions and/or for which such instructions have been given for your benefit. Any electronic application instructions to make an application for the Hong Kong Offer Shares given by you or for your benefit to HKSCC shall be deemed to be an actual application for the purposes of considering whether multiple applications have been made.

Section 40 of the Hong Kong Companies Ordinance\(^6\) (Updated in March 2014)

For the avoidance of doubt, the Company and all other parties involved in the preparation of this prospectus acknowledge that each CCASS Participant who gives or causes to give electronic application instructions is a person who may be entitled to compensation under Section 40 of the Hong Kong Companies Ordinance\(^6\) [(as applied by Section 342E of the Companies Ordinance\(^6\)].\(^9\)

Personal Data

The section of the Application Form headed “Personal Data” applies to any personal data held by the Company, the Hong Kong Share Registrar, the receiving bankers, the Joint Global Coordinators, the Underwriters and any of their respective advisers and agents about you in the same way as it applies to personal data about applicants other than HKSCC Nominees.

7. WARNING FOR ELECTRONIC APPLICATIONS

The subscription of the Hong Kong Offer Shares by giving electronic application instructions to HKSCC is only a facility provided to CCASS Participants. Similarly, the application for Hong Kong Offer Shares through the [name of eIPO service] is also only a facility provided by the [name of eIPO service provider] to public investors. Such facilities are subject to capacity limitations and potential service interruptions and you are advised not to wait until the last application day in making your electronic applications. The Company, the Directors, the Joint Bookrunners, the Joint Sponsors, the Joint Global Coordinators and the Underwriters take no responsibility for such applications and provide no assurance that any CCASS Participant or person applying through the [name of eIPO service] will be allotted any Hong Kong Offer Shares.

To ensure that CCASS Investor Participants can give their electronic application instructions, they are advised not to wait until the last minute to input their instructions to the systems. In the event that CCASS Investor Participants have problems in the connection to CCASS Phone System/ CASS Internet System for submission of electronic application instructions, they should either (i) submit a WHITE or YELLOW Application Form, or (ii) go to HKSCC’s Customer Service Centre to complete an input request form for electronic application instructions before [time, date].

\(^9\) Add square bracketed wording if the issuer is not incorporated in Hong Kong.
8. HOW MANY APPLICATIONS CAN YOU MAKE

Multiple applications for the Hong Kong Offer Shares are not allowed except by nominees. If you are a nominee, in the box on the Application Form marked “For nominees” you must include:

- an account number; or
- some other identification code,

for each beneficial owner or, in the case of joint beneficial owners, for each joint beneficial owner. If you do not include this information, the application will be treated as being made for your benefit.

All of your applications will be rejected if more than one application on a WHITE or YELLOW Application Form or by giving electronic application instructions to HKSCC or through [name of eIPO service], is made for your benefit (including the part of the application made by HKSCC Nominees acting on electronic application instructions). If an application is made by an unlisted company and:

- the principal business of that company is dealing in securities; and
- you exercise statutory control over that company,

then the application will be treated as being for your benefit.

“Unlisted company” means a company with no equity securities listed on the Stock Exchange.

“Statutory control” means you:

- control the composition of the board of directors of the company;
- control more than half of the voting power of the company; or
- hold more than half of the issued share capital of the company (not counting any part of it which carries no right to participate beyond a specified amount in a distribution of either profits or capital).

9. HOW MUCH ARE THE HONG KONG OFFER SHARES

The WHITE and YELLOW Application Forms have tables showing the exact amount payable for Shares.

You must pay the maximum Offer Price, brokerage, SFC transaction levy and the Stock Exchange trading fee in full upon application for Shares under the terms set out in the Application Forms.

You may submit an application using a WHITE or YELLOW Application Form or through the [name of eIPO service] in respect of a minimum of [number of shares] Hong Kong Public Offer Shares. Each application or electronic application instruction in respect of more than [number of shares] Hong Kong Public Offer Shares must be in one of the numbers set out in the table in the Application Form, or as otherwise specified on the designated website at [website].

If your application is successful, brokerage will be paid to the Exchange Participants, and the SFC transaction levy and the Stock Exchange trading fee are paid to the Stock
HOW TO APPLY FOR HONG KONG OFFER SHARES

Exchange (in the case of the SFC transaction levy, collected by the Stock Exchange on behalf of the SFC).

For further details on the Offer Price, see the section headed “Structure of the Global Offering – Pricing and Allocation”.

10. EFFECT OF BAD WEATHER ON THE OPENING OF THE APPLICATION LISTS

The application lists will not open if there is:
- a tropical cyclone warming signal number 8 or above; or
- a “black” rainstorm warning,

in force in Hong Kong at any time between [time] and [time] on [date]. Instead they will open between [time] and [time] on the next business day\(^{10}\) which does not have either of those warnings in Hong Kong in force at any time between [time] and [time].

If the application lists do not open and close on [date] or if there is a tropical cyclone warning signal number 8 or above or a “black” rainstorm warning signal in force in Hong Kong that may affect the dates mentioned in the section headed “Expected Timetable”, an announcement will be made in such event.

11. PUBLICATION OF RESULTS

The Company expects to announce the final Offer Price, the level of indication of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares on [date] in [newspaper] (in English) and [newspaper] (in Chinese) on the Company’s website at [Company’s website] and the website of the Stock Exchange at www.hkexnews.hk.

The results of allocations and the Hong Kong identity card/ passport/ Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering will be available at the times and date and in the manner specified below:

- in the announcement to be posted on the Company’s website at [Company’s website] and the Stock Exchange’s website at www.hkexnews.hk by no later than [time, date];
- from the designated results of allocations website at [share registrar’s website] with a “search by ID” function on a 24-hour basis from [time, date] to [time, date];
- by telephone enquiry line by calling [telephone number] between [time] and [time] from [date] to [date];
- in the special allocation results booklets which will be available for inspection during opening hours from [date] to [date] at all the receiving bank branches and sub-branches.

If the Company accepts your offer to purchase (in whole or in part), which it may do by announcing the basis of allocations and/ or making available the results of allocations publicly, there will be a binding contract under which you will be required to purchase the

\(^{10}\) Prospectus should contain a definition for ‘business day’.
HOW TO APPLY FOR HONG KONG OFFER SHARES

Hong Kong Offer Shares if the conditions of the Global Offering are satisfied and the Global Offering is not otherwise terminated. Further details are contained in the section headed “Structure of the Global Offering”.

You will not be entitled to exercise any remedy of rescission for innocent misrepresentation at any time after acceptance of your application. This does not affect any other right you may have.

12. CIRCUMSTANCES IN WHICH YOU WILL NOT BE ALLOTTED OFFER SHARES

You should note the following situations in which the Hong Kong Offer shares will not be allotted to you:

(i) If your application is revoked:

By completing and submitting an Application Form or giving electronic application instructions to HKSCC or to [name of eIPO service provider], you agree that your application or the application made by HKSCC Nominees on your behalf cannot be revoked on or before the fifth day after the time of the opening of the application lists (excluding for this purpose any day which is Saturday, Sunday or public holiday in Hong Kong). This agreement will take effect as a collateral contract with the Company.

Your application or the application made by HKSCC Nominees on your behalf may only be revoked on or before such fifth day if a person responsible for this prospectus under Section 40 of the Hong Kong Companies Ordinance as applied by Section 342E of the Hong Kong Companies Ordinance gives a public notice under that section which excludes or limits that person’s responsibility for this prospectus. (Updated in March 2014)

If any supplement to this prospectus is issued, applicants who have already submitted an application will be notified that they are required to confirm their applications. If applicants have been so notified but have not confirmed their applications in accordance with the procedure to be notified, all unconfirmed applications will be deemed revoked.

If your application or the application made by HKSCC Nominees on your behalf has been accepted, it cannot be revoked. For this purpose, acceptance of applications which are not rejected will be constituted by notification in the press of the results of allocation, and where such basis of allocation is subject to certain conditions or provides for allocation by ballot, such acceptance will be subject to the satisfaction of such conditions or results of the ballot respectively.

(ii) If the Company or its agents exercise their discretion to reject your application:

The Company, the Joint Global Coordinators, the [name of eIPO service provider] and their respective agents and nominees have full discretion to reject or accept any application, or to accept only part of any application, without giving any reasons.

(iii) If the allotment of Hong Kong Offer Shares is void:

The allotment of Hong Kong Offer Shares will be void if the Listing Committee of the Stock Exchange does not grant permission to list the Shares either:

- within three weeks from the closing date of the application lists; or
HOW TO APPLY FOR HONG KONG OFFER SHARES

• within a longer period of up to six weeks if the Listing Committee notifies the Company of that longer period within three weeks of the closing date of the application lists.

(iv) If:

• you make multiple applications or suspected multiple applications;

• you or the person for whose benefit you are applying have applied for or taken up, or indicated an interest for, or have been or will be placed or allocated (including conditionally and/or provisionally) Hong Kong Offer Shares and International Offer Shares;

• your Application Form is not completed in accordance with the stated instructions;

• your electronic application instructions through the [name of eIPO service] are not completed in accordance with the instructions, terms and conditions on the designated website;

• your payment is not made correctly or the cheque or banker’s cashier order paid by you is dishonoured upon its first presentation;

• the Underwriting Agreements do not become unconditional or are terminated;

• the Company or the Joint Global Coordinators believe that by accepting your application, it or they would violate applicable securities or other laws, rules or regulations; or

• your application is for more than 50% of the Hong Kong Offer Shares initially offered under the Hong Kong Public Offering.

13. REFUND OF APPLICATION MONIES

If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum offer price of [offer price] per Offer Share (excluding brokerage, SFC transaction levy and the Stock Exchange trading fee thereon), or if the conditions of the Hong Kong Public Offering are not fulfilled in accordance with “Structure of the Global Offering — Conditions of the Hong Kong Public Offering” in this prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy and the Stock Exchange trading fee, will be refunded, without interest or the cheque or banker’s cashier order will not be cleared.

Any refund of your application monies will be made on [date].

14. DESPATCH/ COLLECTION OF SHARE CERTIFICATES AND REFUND MONIES

You will receive one share certificate for all Hong Kong Offer Shares allotted to you under the Hong Kong Public Offering (except pursuant to applications made on YELLOW
**HOW TO APPLY FOR HONG KONG OFFER SHARES**

Application Forms or by electronic application instructions to HKSCC via CCASS where the share certificates will be deposited into CCASS as described below).

No temporary document of title will be issued in respect of the Shares. No receipt will be issued for sums paid on application. If you apply by **WHITE** or **YELLOW** Application Form, subject to personal collection as mentioned below, the following will be sent to you (or, in the case of joint applicants, to the first-named applicant) by ordinary post, at your own risk, to the address specified on the Application Form:

- share certificate(s) for all the Hong Kong Offer Shares allotted to you (for **YELLOW** Application Forms, share certificates will be deposited into CCASS as described below); and

- refund cheque(s) crossed “Account Payee Only” in favour of the applicant (or, in the case of joint applicants, the first-named applicant) for (i) all or the surplus application monies for the Hong Kong Offer Shares, wholly or partially unsuccessfully applied for; and/or (ii) the difference between the Offer Price and the maximum Offer Price per Offer Share paid on application in the event that the Offer Price is less than the maximum Offer Price (including brokerage, SFC transaction levy and the Stock Exchange trading fee but without interest). Part of the Hong Kong identity card number/ passport number, provided by you or the first-named applicant (if you are joint applicants), may be printed on your refund cheque, if any. Your banker may require verification of your Hong Kong identity card number/ passport number before encashment of your refund cheque(s). Inaccurate completion of your Hong Kong identity card number/ passport number may invalidate or delay encashment of your refund cheque(s).

Subject to arrangement on dispatch/collection of share certificates and refund monies as mentioned below, any refund cheques and share certificates are expected to be posted on or around [date]. The right is reserved to retain any share certificate(s) and any surplus application monies pending clearance of cheque(s) or banker’s cashier’s order(s).

Share certificates will only become valid at [time, date] provided that the Global Offering has become unconditional and the right of termination described in the “Underwriting” section in this prospectus has not been exercised. Investors who trade shares prior to the receipt of Share certificates or the Share certificates becoming valid do so at their own risk.

**Personal Collection**

(i) **If you apply using a WHITE Application Form**

If you apply for [number of shares] or more Hong Kong Offer Shares and have provided all information required by your Application Form, you may collect your refund cheque(s) and/or share certificate(s) from the [share registrar and address], from [time] to [time] on [date] or such other date as notified by us in the newspapers.

If you are an individual who is eligible for personal collection, you must not authorise any other person to collect for you. If you are a corporate applicant which is eligible for personal collection, your authorised representative must bear a letter of authorisation from your corporation stamped with your corporation’s chop. Both individuals and authorised representatives must produce, at the time of collection, evidence of identity acceptable to the Hong Kong Share Registrar.
HOW TO APPLY FOR HONG KONG OFFER SHARES

If you do not collect your refund cheque(s) and/ or share certificate(s) personally within the time specified for collection, they will be despatched promptly to the address specified in your Application Form by ordinary post at your own risk.

If you apply for less than [number of shares] Hong Kong Offer Shares, your refund cheque(s) and/ or share certificate(s) will be sent to the address on the relevant Application Form on [date], by ordinary post and at your own risk.

(ii) If you apply using a YELLOW Application Form

If you apply for [number of shares] Hong Kong Offer Shares or more, please follow the same instructions as described above. If you have applied for less than [number of shares] Hong Kong Offer Shares, your refund cheque(s) will be sent to the address on the relevant Application Form on [date], by ordinary post and at your own risk.

If you apply by using a YELLOW Application Form and your application is wholly or partially successful, your share certificate(s) will be issued in the name of HKSCC Nominees and deposited into CCASS for credit to your or the designated CCASS Participant’s stock account as stated in your Application Form on [date], or upon contingency, on any other date determined by HKSCC or HKSCC Nominees.

• If you apply through a designated CCASS participant (other than a CCASS investor participant)

For Hong Kong Public Offering shares credited to your designated CCASS participant’s stock account (other than CCASS Investor Participant), you can check the number of Hong Kong Public Offering shares allotted to you with that CCASS participant.

• If you are applying as a CCASS investor participant

The Company will publish the results of CCASS Investor Participants’ applications together with the results of the Hong Kong Public Offering in the manner described in “Publication of Results” above. You should check the announcement published by the Company and report any discrepancies to HKSCC before [time, date] or any other date as determined by HKSCC or HKSCC Nominees. Immediately after the credit of the Hong Kong Offer Shares to your stock account, you can check your new account balance via the CCASS Phone System and CCASS Internet System.

(iii) If you apply through the [name of eIPO service]

If you apply for [number of shares] Hong Kong Offer Shares or more and your application is wholly or partially successful, you may collect your Share certificate(s) from [share registrar and address], from [time] to [time] on [date], or such other date as notified by the Company in the newspapers as the date of despatch/ collection of Share certificates/ [name of eIPO refund system] payment instructions/ refund cheques.

If you do not collect your Share certificate(s) personally within the time specified for collection, they will be sent to the address specified in your application instructions by ordinary post at your own risk.
HOW TO APPLY FOR HONG KONG OFFER SHARES

If you apply for less than [number of shares] Hong Kong Offer Shares, your Share certificate(s) (where applicable) will be sent to the address specified in your application instructions on [date] by ordinary post at your own risk.

If you apply and pay the application monies from a single bank account, any refund monies will be despatched to that bank account in the form of [name of eIPO refund system] payment instructions. If you apply and pay the application monies from multiple bank accounts, any refund monies will be despatched to the address as specified in your application instructions in the form of refund cheque(s) by ordinary post at your own risk.

(iv) If you apply via Electronic Application Instructions to HKSCC

Allocation of Hong Kong Offer Shares

For the purposes of allocating Hong Kong Offer Shares, HKSCC Nominees will not be treated as an applicant. Instead, each CCASS Participant who gives electronic application instructions or each person for whose benefit instructions are given will be treated as an applicant.

Deposit of Share Certificates into CCASS and Refund of Application Monies

• If your application is wholly or partially successful, your share certificate(s) will be issued in the name of HKSCC Nominees and deposited into CCASS for the credit of your designated CCASS Participant’s stock account or your CCASS Investor Participant stock account on [date], or, on any other date determined by HKSCC or HKSCC Nominees.

• The Company expects to publish the application results of CCASS Participants (and where the CCASS Participant is a broker or custodian, the Company will include information relating to the relevant beneficial owner), your Hong Kong identity card number/ passport number or other identification code (Hong Kong business registration number for corporations) and the basis of allotment of the Hong Kong Public Offering in the manner specified in “Publication of Results” above on [date]. You should check the announcement published by the Company and report any discrepancies to HKSCC before [time, date] or such other date as determined by HKSCC or HKSCC Nominees.

• If you have instructed your broker or custodian to give electronic application instructions on your behalf, you can also check the number of Hong Kong Offer Shares allotted to you and the amount of refund monies (if any) payable to you with that broker or custodian.

• If you have applied as a CCASS Investor Participant, you can also check the number of Hong Kong Offer Shares allotted to you and the amount of refund monies (if any) payable to you via the CCASS Phone System and the CCASS Internet System (under the procedures contained in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time) on [date]. Immediately following the credit of the Hong Kong Offer Shares to your stock account and the credit of refund monies to your bank account, HKSCC will also make available to you an activity statement showing the number of Hong Kong Offer Shares credited to your CCASS Investor Participant stock account and the amount of refund monies (if any) credited to your designated bank account.
HOW TO APPLY FOR HONG KONG OFFER SHARES

• Refund of your application monies (if any) in respect of wholly and partially unsuccessful applications and/or difference between the Offer Price and the maximum Offer Price per Offer Share initially paid on application (including brokerage, SFC transaction levy and the Stock Exchange trading fee but without interest) will be credited to your designated bank account or the designated bank account of your broker or custodian on [date].

15. ADMISSION OF THE SHARES INTO CCASS

If the Stock Exchange grants the listing of, and permission to deal in, the Shares and we comply with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares or any other date HKSCC chooses. Settlement of transactions between Exchange Participants (as defined in the Listing Rules) is required to take place in CCASS on the second Business Day after any trading day.

All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Investors should seek the advice of their stockbroker or other professional adviser for details of the settlement arrangement as such arrangements may affect their rights and interests.

All necessary arrangements have been made enabling the Shares to be admitted into CCASS.
List of certain other guidance letters published by the Exchange relating to disclosure in listing documents. These remain in full force and effect.

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<tr>
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<td>IPO Vetting Team</td>
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Important note: This letter does not override the Listing Rules and is not a substitute for advice from qualified professional advisers. If there is any conflict or inconsistency between this letter and the Listing Rules, the Listing Rules prevail. You may consult the Listing Department on a confidential basis for an interpretation of the Listing Rules or this letter.

1. Purpose

1.1 This letter provides guidance in cases where prior written consent ("Consent") under paragraphs 5(1) and (2) of Appendix 6 to the Rules (the "Main Board Placing Guidelines") (GEM Rule 10.12(1A)(a) and (b)) is sought when (a) a lead broker or any distributors (as defined in the Main Board Placing Guidelines and with the same meaning under the GEM Rules) place securities of an applicant to their connected clients (as defined in paragraph 13 of the Main Board Placing Guidelines and note 2 of GEM Rule 10.12(4)) who in turn will hold such securities (i) on behalf of independent third parties; or (ii) for their proprietary accounts; and (b) an applicant’s existing shareholders or their close associates participate either as cornerstone investors1 or as placees in initial public offerings ("IPOs"). It supersedes Guidance Letter HKEX-GL75-14 and Listing Decision HKEX-LD90-1. (Updated in February 2018)

2. Summary

2.1 Connected clients, whether or not holding securities on behalf of independent parties, and existing shareholders or their close associates cannot participate both as a cornerstone investor and as a placeee.

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1 A cornerstone investor generally refers to an investor who is allocated IPO shares under the placing tranche on an assured basis and who usually agrees to restrictions on share disposal.
2.2 Connected clients and an applicant’s existing shareholders or their close associates are permitted to participate either as cornerstone investors or as placees in IPOs subject to certain conditions set out in this letter. The connected clients addressed in this letter are connected clients holding securities on a discretionary or a non-discretionary basis on behalf of independent third parties. No Consent will be given for allocation of securities to a connected client for its proprietary account unless under exceptional circumstances which will be considered on a case-by-case basis.

2.3 To address any actual or perceived preferential treatment given to:

(a) connected clients holding securities on a non-discretionary basis on behalf of independent third parties, the Non-discretionary Basis Conditions should be complied with (see paragraph 4.9);

(b) connected clients holding securities on a discretionary basis on behalf of independent third parties, the Discretionary Basis Conditions should be complied with (see paragraph 4.11); and

(c) an applicant's existing shareholders or their close associates, the Existing Shareholders Conditions should be complied with (see paragraph 4.20). However, the Existing Shareholders Conditions are not applicable to close associates of existing shareholders who are PRC governmental bodies under Main Board Rule 19A.04 (GEM Rule 25.04) under the circumstances set out in paragraph 4.27. (Updated in February 2018)

2.4 You can refer to paragraph 4.28 of this letter for a summary of the parties and confirmations to be provided to the Exchange under the Non-discretionary Basis Conditions, Discretionary Basis Conditions and Existing Shareholders Conditions when seeking Consent.

2.5 Where securities are allocated to independent third parties but the asset manager of such independent third parties is a member of the lead broker or of any distributor, the Exchange considers that the Discretionary Basis Conditions should also be met to address the actual or perceived preferential treatment given to such independent third parties by virtue of the relationship between the asset manager and the connected broker/distributor. (Updated in February 2018)

2.6 Requests for Consent should be made in a timely manner so as to avoid any unnecessary delay in an applicant’s listing timetable.

3. Relevant Rules or Principles

3.1 Main Board Rules 2.03(2) and (4) (GEM Rules 2.06(2) and (4)) require the issue and marketing of securities to be conducted in a fair and orderly manner, and that all holders of listed securities be treated fairly and equally. (Updated in February 2018)

3.2 Paragraphs 5(1) and (2) of the Main Board Placing Guidelines (GEM Rules 10.12(1A)(a) and (b)) state that no allocations will be permitted to “connected clients” of the lead broker or of any distributors, and applicants’ existing
shareholders or their close associates, unless the conditions set out in Main Board Rules 10.03 and 10.04 (GEM Rules 13.02(1)) are fulfilled, without Consent. (Updated in February 2018)

3.3 Paragraph 13(7) of the Main Board Placing Guidelines (Note 2(g) of GEM Rule 10.12) states that “connected clients” in relation to an exchange participant include any client of such member who is a company which is a member of the same group of companies as such exchange participant. (Updated in February 2018)

3.4 Main Board Rule 10.04 (GEM Rule 13.02(1)) provides that a person who is an existing shareholder of an issuer may only subscribe for or purchase any securities for which listing is sought which are being marketed by or on behalf of an applicant if the conditions in Main Board Rules 10.03(1) and (2) (GEM Rules 13.02(1)(a) and (b)) are fulfilled:

(a) that no securities are offered to the existing shareholder on a preferential basis and no preferential treatment is given to the existing shareholder in the allocation of the securities; and

(b) that the minimum prescribed percentage of public shareholders required by Main Board Rule 8.08(1) (GEM Rules 11.23(7) and (9)) is achieved. (Updated in February 2018)

3.5 The Main Board Placing Guidelines (GEM Rule 10.12(1A) and Main Board Rules 10.03 and 10.04 (GEM Rule 13.02(1)) are to ensure that:

(a) the placing tranche distribution is as wide as possible to independent and genuine investors who represent genuine demand for securities in an applicant; and

(b) the distribution is not frustrated by the allocation of securities to exchange participants or their associates, and that persons cannot take advantage of their position to allocate or withhold a material amount of securities for their own benefit at the expense of other placees and the public. (Updated in February 2018)

3.6 Main Board Rule 19A.04 (GEM Rule 25.04) states that PRC governmental body includes PRC central government, PRC provincial-level governments and PRC local governments immediately under the PRC provincial-level governments. However, PRC governmental body excludes any entities which are engaging in commercial business or operating another commercial entity. (Updated in February 2018)

4. Guidance

Connected Clients

Connected Clients Participating as Cornerstone Investors or Placees

4.1 Connected clients, whether or not holding securities on behalf of independent parties, cannot participate both as a cornerstone investor and as a placee.
4.2 No Consent will be given for allocation of securities to a connected client for its proprietary account unless under exceptional circumstances which will be considered on a case-by-case basis.

Connected Clients holding securities on behalf of Independent Third Parties who are Cornerstone Investors or Placees

4.3 The lead broker or any distributors may, from time to time, allocate securities to their connected clients engaging in asset management business who may hold the securities on a discretionary or non-discretionary basis on behalf of independent third parties.

4.4 Although the connected clients only hold the securities on behalf of independent third parties, such proposed allocations are technically allocations to connected clients under the Main Board Placing Guidelines (GEM Rule 10.12(1A)(a)) and therefore require Consent. *(Updated in February 2018)*

4.5 Each application will be considered on a case-by-case basis having regard to all relevant facts and circumstances. However, the Exchange will ordinarily give its Consent to connected clients if it is satisfied that: (a) the allocation to connected clients represents genuine demand for securities in an applicant; and (b) the connected clients have not taken/ will not take advantage of their position to receive an allocation for their own benefit at the expense of other placees or the public – i.e. that no actual or perceived preferential treatment has been given to such connected clients.

4.6 Notwithstanding that cornerstone investors are assured of receiving an allocation of securities and that the assured allocation for cornerstone investments gives preferential treatment to cornerstone investors vis-a-vis other IPO investors, the Exchange considers that such preferential treatment will not violate the fair and equal treatment requirement under Main Board Rules 2.03(2) and (4) (GEM Rules 2.06(2) and (4)) if cornerstone investments by connected clients follow the principles set out in Guidance Letter HKEX-GL51-13 and the conditions set out in sections A or B, depending on the nature of the connected client. *(Updated in February 2018)*

A. Connected Clients holding securities on a Non-discretionary Basis on behalf of Independent Third Parties who are Cornerstone Investors or Placees

4.7 Non-discretionary asset managers hold securities on behalf of independent third parties but only act on instructions from these investors.

4.8 If such asset manager is a connected client, the risk of it leveraging its relationship with connected brokers/ distributors to obtain actual or perceived preferential treatment is considered to be low. This is because the asset manager is acting only as a pass through, simply aggregating orders placed by its clients, and not exercising any decision-making authority over the size of the order or its distribution among its client accounts. In such cases, the Exchange is prepared to look through the asset manager and treat the underlying investors as the persons receiving the allocation.
4.9 Although each application will be considered on a case-by-case basis having regard to all relevant facts and circumstances, the Exchange considers that any actual or perceived preferential treatment given to the connected client holding securities on a non-discretionary basis on behalf of independent third parties by virtue of its relationship with the connected broker/distributor can be addressed, and will ordinarily give its Consent for allocation of securities to such connected client subject to the conditions below which may be modified if the Exchange considers necessary:

(a) the securities are held on behalf of independent third parties;

(b) the applicant shall confirm\(^2\) to the Exchange in writing that the connected client’s cornerstone investment agreement does not contain any material terms which are more favourable to the connected client than those in other cornerstone investment agreements;

(c) the applicant, connected broker/distributor and, to the best of the bookrunners’ knowledge and belief, the bookrunners shall confirm\(^2\) to the Exchange in writing that:

(i) in the case of participation as a cornerstone investor, no preferential treatment has been, nor will be, given to the connected client by virtue of its relationship with the connected broker/distributor other than the preferential treatment of assured entitlement under a cornerstone investment following the principles set out in HKEX-GL51-13, and details of the allocation\(^3\) will be disclosed in the listing document and the allotment results announcement; or

(ii) in the case of participation as a placee, no preferential treatment has been, nor will be, given to the connected client by virtue of its relationship with the connected broker/distributor in any allocation in the placing tranche, and details of the allocation\(^3\) will be disclosed in the allotment results announcement;

(d) the connected client shall confirm\(^2\) to the Exchange in writing that, to the best of its knowledge and belief, it has not received and will not receive

\(^2\) All syndicate members are required to identify to the applicant, each sponsor and bookrunner who their connected clients are (if any) with orders placed by that syndicate member in the book prior to the placement to cornerstone investors or allocation to placees to facilitate the process of seeking Consent. Confirmations by the applicant, connected broker/distributor, bookrunners and connected client (as the case may be) must be copied to the sponsor. This confirmation does not preclude the broker/distributor from having access to have access to information about the orders placed by the connected client, proposed allocations to the connected client, and the final allocations to the connected client in the ordinary course of order-book exchanges and circulation of draft allocation proposals among the syndicate and to the applicant. Confirmations by the applicant, connected broker/distributor and connected client (as the case may be) must be copied to the bookrunners.

\(^3\) Details of the allocation include (a) the name of, the number of securities allocated to, and the percentage of offer shares and/ or total issued share capital taken up by the connected client/ existing shareholder or its close associates; (b) if a cornerstone investor/placee is a connected client, the basis for it being regarded as a connected client under the Main Board Placing Guidelines (GEM Rule 10.12(1A)) and the name of the connected broker/distributor; and (c) lock-up arrangement, where applicable. \textit{(Updated in February 2018)}
preferential treatment in the IPO allocation either as a cornerstone investor or as a placee by virtue of its relationship with the connected broker/distributor, other than the preferential treatment of assured entitlement under a cornerstone investment following the principles set out in HKEX-GL51-13; and

(e) the sponsor shall confirm to the Exchange in writing that based on (i) its discussions with the applicant, the connected broker/distributor and the bookrunners; and (ii) the confirmations provided to the Exchange by the applicant, connected broker/distributor, the bookrunners and the connected client (confirmations (c) and (d) mentioned above), and to the best of its knowledge and belief, it has no reason to believe that the connected client received any preferential treatment in the IPO allocation either as a cornerstone investor or as a placee by virtue of its relationship with the connected broker/distributor other than the preferential treatment of assured entitlement under a cornerstone investment following the principles set out in HKEX-GL51-13, and details of the allocation will be disclosed in the listing document and/or the allotment results announcement, as the case may be (together, the “Non-discretionary Basis Conditions”).

B. Connected Clients holding securities on a Discretionary Basis on behalf of Independent Third Parties who are Cornerstone Investors or Placees

4.10 Connected clients holding securities on a discretionary basis on behalf of independent third parties are authorized to make the investment decisions for the independent third parties. Discretionary asset managers usually charge performance-based management fees which may incentivize them to use their relationship with the connected broker/distributor to receive allocations. This heightened risk of preferential treatment warrants a higher level of scrutiny on whether the connected clients will receive any actual or perceived preferential treatment. The Exchange considers that this can be addressed by removing the connected broker/distributor from the decision-making process or relevant discussions (see paragraph 4.11(c)(i)).

4.11 Although each application will be considered on a case-by-case basis having regard to all relevant facts and circumstances, the Exchange considers that any actual or perceived preferential treatment given to the connected client holding securities on a discretionary basis on behalf of independent third parties by virtue of its relationship with the connected broker/distributor can be addressed, and will ordinarily give its Consent for allocation of securities to such connected client subject to the conditions below which may be modified if the Exchange considers necessary:

(a) the securities are held on behalf of independent third parties;
(b) the applicant shall confirm to the Exchange in writing that the connected client’s cornerstone investment agreement does not contain any material terms which are more favourable to the connected client than those in other cornerstone investment agreements;
(c) the applicant, connected broker/distributor and, to the best of the bookrunners’ knowledge and belief, the bookrunners shall confirm to the Exchange in writing that:
the connected broker/distributor has not participated, and will not participate, in the decision-making process or relevant discussions among the applicant, the bookrunners and the underwriters as to whether the connected client will be selected as a cornerstone investor or a placee; and

(iii) in the case of participation as a placee, no preferential treatment has been, nor will be, given to the connected client by virtue of its relationship with the connected broker/distributor in any allocation in the placing tranche, and details of the allocation will be disclosed in the allotment results announcement;

(d) the connected client shall confirm to the Exchange in writing that, to the best of its knowledge and belief, it has not received and will not receive preferential treatment in the IPO allocation either as a cornerstone investor or as a placee by virtue of its relationship with the connected broker/distributor, other than the preferential treatment of assured entitlement under a cornerstone investment following the principles set out in HKEX-GL51-13; and

(e) the sponsor shall confirm to the Exchange in writing that based on (i) its discussions with the applicant, the connected broker/distributor and the bookrunners; and (ii) the confirmations provided to the Exchange by the applicant, connected broker/distributor, the bookrunners and the connected client (confirmations (c) and (d) mentioned above), and to the best of its knowledge and belief, it has no reason to believe that the connected client received any preferential treatment in the IPO allocation either as a cornerstone investor or as a placee by virtue of its relationship with the connected broker/distributor other than the preferential treatment of assured entitlement under a cornerstone investment following the principles set out in HKEX-GL51-13, and details of the allocation will be disclosed in the listing document and/or the allotment results announcement, as the case may be (together, the “Discretionary Basis Conditions”).

4.12 As compared with the Non-discretionary Basis Conditions, the Discretionary Basis Conditions require the applicant, connected broker/distributor and bookrunners to confirm that the connected broker/distributor has not participated, and will not participate, in the decision-making process or relevant

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4 For the avoidance of doubt, connected brokers/distributors may participate in all other discussions on unconflicted allocations.
discussions among the applicant, the bookrunners and the underwriters as to whether the connected client will be selected as a cornerstone investor or a placee (see paragraph 4.11(c)(i)).

4.13 This arrangement takes the connected broker/distributor out of the decision-making process or relevant discussions so far as it applied to the connected client in order to remove any perception of preferential treatment which the connected client may be able to leverage from its connected broker/distributor.

4.14 Where securities are allocated to independent third parties but the asset manager of such independent third parties is a member of the lead broker or of any distributor (as defined in the Placing Guidelines), the Exchange considers that the Discretionary Basis Conditions should also be met to address the actual or perceived preferential treatment given to such independent third parties by virtue of the relationship between the asset manager and the connected broker/distributor.

4.15 For the avoidance of doubt:

(a) Consent is not required where a connected client acts as a distributor and all securities allocated to such connected client are fully distributed to independent places such that it does not hold any securities upon completion of the IPO and all relevant provisions of the Main Board Placing Guidelines (GEM Rule 10.12 (1A)) are followed (including submission to the Exchange a list of all placees and a confirmation of independence of the placees); and (Updated in February 2018)

(b) the Non-discretionary Basis Conditions and the Discretionary Basis Conditions are not required if the securities are under-subscribed at the low end of the IPO price.

C. Connected Clients holding securities for their Proprietary Accounts

4.16 No Consent will be given for allocation of securities to a connected client for its proprietary account unless under exceptional circumstances which will be considered on a case-by-case basis.

Existing Shareholders or their Close Associates

Existing Shareholders or their Close Associates Participating as Cornerstone Investors or Placees

4.17 An existing shareholder’s ability to influence an applicant depends on the existing shareholder’s interest, whether it is also a core connected person under Main Board Rule 1.01 (GEM Rule 1.01), and whether it has any ability to appoint directors of the applicant. The greater the existing shareholder’s interest, the greater the risk of the existing shareholder having and using its influence over the applicant to obtain actual or perceived preferential treatment in the allocation process. Similarly, an existing shareholder who has a right to appoint directors will have an even higher risk of actual or perceived preferential treatment.

5 Whilst not permissible after listing, it is possible for existing shareholders to have director appointment rights which are exercisable before listing.
preferential treatment. *(Updated in February 2018)*

4.18 Existing shareholders or their close associates cannot participate both as a cornerstone investor and as a placee. Similar to the rationale in paragraph 4.6 for connected clients, the Exchange considers that preferential treatment given to existing shareholders or their close associates will not violate the fair and equal treatment requirement under Main Board Rules 2.03(2) and (4) (GEM Rules 2.06(2) and (4)) if the cornerstone investments follow the principles set out in HKEX-GL51-13 and relevant conditions set out in paragraph 4.20. *(Updated in February 2018)*

**Conditions to address Actual or Perceived Preferential Treatment**

4.19 The Exchange will consider giving Consent and granting waiver from Main Board Rule 10.04 (GEM Rule 13.02(1)) to an applicant’s existing shareholders or their close associates to participate in an IPO if any actual or perceived preferential treatment arising from their ability to influence the applicant during the allocation process can be addressed. *(Updated in February 2018)*

4.20 Although each application will be considered on a case-by-case basis having regard to all relevant facts and circumstances, the Exchange considers that any actual or perceived preferential treatment given to an applicant’s existing shareholders or their close associates by virtue of their relationship with the applicant can be addressed, and will ordinarily give its Consent for allocation of securities to such existing shareholders or their close associates subject to the conditions below which may be modified if the Exchange considers necessary:

(a) the existing shareholder is interested in less than 5% of an applicant’s voting rights before listing on the Exchange;

(b) the existing shareholder is not a core connected person or its close associate;

(c) the existing shareholder does not have the power to appoint directors or any other special rights;

(d) allocation to the existing shareholder or its close associates will not affect the applicant’s ability to satisfy the public float requirement;

(e) the sponsor shall confirm to the Exchange in writing that based on (i) its discussions with the applicant and the bookrunners; and (ii) the confirmations provided to the Exchange by the applicant and the bookrunners (confirmation (f) and/or (g) mentioned below), and to the best of its knowledge and belief, it has no reason to believe that the existing shareholder or its close associates received any preferential treatment in the IPO allocation either as a cornerstone investor or as a placee by virtue of their relationship with the applicant other than the preferential treatment of assured entitlement under a cornerstone investment following the principles set out in HKEX-GL51-13, and details of the allocation will be disclosed in the listing document and/or the allotment results announcement, as the case may be;

(f) the applicant shall confirm to the Exchange in writing that:
(i) in the case of participation as a cornerstone investor, no preferential treatment has been, nor will be, given to the existing shareholder or its close associates by virtue of their relationship with the applicant other than the preferential treatment of assured entitlement under a cornerstone investment following the principles set out in HKEX-GL51-13, that the existing shareholder or its close associates’ cornerstone investment agreement does not contain any material terms which are more favourable to the existing shareholder or its close associates than those in other cornerstone investment agreements, and details of the allocation will be disclosed in the listing document and the allotment results announcement; or

(ii) in the case of participation as a placee, no preferential treatment has been, nor will be, given to the existing shareholder or its close associates by virtue of their relationship with the applicant in any allocation in the placing tranche, and details of the allocation will be disclosed in the allotment results announcement; and

(g) in the case of participation as a placee, the bookrunners shall confirm, to the best of their knowledge and belief, to the Exchange in writing that no preferential treatment has been, nor will be, given to the existing shareholder or its close associates by virtue of their relationship with the applicant in any allocation in the placing tranche, and details of the allocation will be disclosed in the allotment results announcement (together, the “Existing Shareholders Conditions”).

4.21 The rationale is that these shareholders will be subject to the same book building and share allocation process under the placing tranche as other placees. No preference will be given to these investors in the allocation process because they are existing shareholders.

4.22 If a request to waive Main Board Rule 10.04 (GEM Rule 13.02(1)) involves pre-IPO investors or cornerstone investors subscribing for further securities under the placing tranche, the Exchange will presume preferential treatment has been given to these investors due to their special status in an applicant. Unless a clear case can be demonstrated to the Exchange to dispel this presumption, no waiver will be granted. *(Updated in February 2018)*

4.23 Applicants may issue convertible instruments before listing on the Exchange and these instruments may be convertible into the applicant’s securities upon listing. It is the Exchange’s practice to regard the holders of such instruments as “existing shareholders” because conversion is subject to the discretion of the holders of such instruments and to err on the side of caution, we will assume that they will convert the instruments and become shareholders upon listing. As such, the holders of such instruments should satisfy the Existing Shareholders Conditions if they would like to participate as placees or cornerstone investors in an IPO. For the purpose of the condition set out in paragraph 4.20(a), their shareholding will be calculated as if the instruments were converted in full before the IPO.

4.24 If securities are placed to existing shareholders or their close associates through connected clients, both (a) Discretionary Basis Conditions/ Non-
discretionary Basis Conditions; and (b) the Existing Shareholders Conditions have to be satisfied.

4.25 The Existing Shareholders Conditions are not required if the securities are under-subscribed at the low end of the IPO price. In addition, the Existing Shareholders Conditions and Discretionary Basis Conditions/Non-discretionary Basis Conditions do not apply if existing shareholders purchase securities pursuant to an anti-dilution provision (see Listing Decision HKEX-LD44-2).

4.26 Notwithstanding the condition set out in paragraph 4.20(a) that an existing shareholder is interested in less than 5% of an applicant's voting rights, the Exchange may consider granting Consent for the existing shareholder interested in 5% or more of an applicant's voting rights if it can, on a case-by-case basis, be demonstrated that the existing shareholder is a genuine, independent and public investor\(^6\).

Existing Shareholders who are PRC Governmental Bodies

4.27 The Existing Shareholders Conditions are not applicable to close associates of existing shareholders who are PRC governmental bodies under Main Board Rule 19A.04 (GEM Rule 25.04) if the existing shareholders have no direct influence over the allocation process, and the close associates (a) are genuine investors who operate independently of the PRC governmental bodies; and (b) have no access to material non-public information regarding an IPO and no influence over the allocation process of the IPO. The Exchange will look into the relationship between the close associates and the applicant, and will assess whether to recommend Consent to them on a case-by-case basis. *(Updated in February 2018)*

\(^6\) Public investor refers to an independent investor who is not connected with an applicant within the meaning of the Rules and the applicant has a listing elsewhere.
4.28 A summary of the parties and confirmations to be provided to the Exchange is set out below:

<table>
<thead>
<tr>
<th>Particulars of the confirmations</th>
<th>Parties to provide the relevant confirmations with</th>
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<tbody>
<tr>
<td></td>
<td>Non-discretionary Basis Conditions</td>
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<tr>
<td></td>
<td>(Paragraph 4.9)</td>
</tr>
<tr>
<td>1. Securities are held on behalf of independent third parties</td>
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<tr>
<td>2. Cornerstone investment agreement does not contain any material terms which are more favourable to the connected client/ existing shareholder or its close associates</td>
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<tr>
<td>3. No preferential treatment</td>
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<tr>
<td>- applicant</td>
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<tr>
<td>- connected broker/distributor</td>
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<td>- bookrunners</td>
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<td>- connected client</td>
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<td>- sponsor</td>
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<td>4. Connected broker/distributor not participating in decision-making process/ discussion relating to connected client</td>
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<tr>
<td>- applicant</td>
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<td>- connected broker/distributor</td>
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<tr>
<td>- bookrunners</td>
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<td>5. Existing shareholder</td>
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<td>- is interested in less than 5% of an applicant’s voting rights</td>
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<tr>
<td>- is not a core connected person or its close associate</td>
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<td>- does not have the power to appoint directors or any other special rights</td>
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<tr>
<td>6. Allocation to the existing shareholder or its close associates will not affect the applicant’s ability to satisfy the public float requirement</td>
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</table>

**Other matters**

4.29 Allocation of securities is usually determined after the public offering is closed. The Exchange reminds the sponsors and lead brokers that the relevant Rules must be complied with and requests for Consent to allocate securities to connected clients, and existing shareholders or their close associates, should be made in a timely manner, bearing in mind that Consent may be required from the Listing Committee, so as to avoid any unnecessary delay in an applicant’s listing timetable.

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