

Appendix 5

FORMS RELATING TO LISTING

FORM A

Application Form - Equity securities (of an issuer no part of whose share capital is already listed)

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

..... / /

Dear Sirs,

1. We, [Limited] (in English) (in Chinese) (the "Issuer"), and [Limited] (in English) (in Chinese) (the "Sponsor") hereby apply for the listing of and for the permission to deal in the securities referred to in paragraph 6(b) below, subject to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules").

2. Please indicate the person or persons to whom the Exchange should respond in relation to this application (*Note 1*):
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.....
.....
.....
.....

3. Proposed timetable for the listing (please specify dates) (*Note 2*):
 - (a) Exchange hearing:
 - (b) bulk print date:
 - (c) listing document date:
 - (d) application lists close:
 - (e) announcement of results, if applicable:
 - (f) refund cheques despatched if applicable:
 - (g) documents of title despatched:
 - (h) dealings commence:

4. Issuer's place and date of incorporation or other establishment (Note 3):

5. A brief summary of the history and nature of business of the Issuer and/or its subsidiaries:

6. Details of share capital:

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

| <u>Class</u> | <u>Number</u> | <u>Par value per share</u> | <u>Total Nominal value</u> |
|--------------|---------------|--------------------------------|--------------------------------|
| | (A) | (B) [currency] | (C) = (A) x (B) [currency] |

Total

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

| <u>Class</u> | <u>Number</u> | <u>Par value per share</u> | <u>Total Nominal value</u> |
|--|---------------|--------------------------------|--------------------------------|
| | (A) | (B) [currency] | (C) = (A) x (B) [currency] |
| In issue before the offer | | | |
| Proposed to be issued pursuant to the offer | | | |
| - maximum (if applicable) | | | |
| - minimum (if applicable) | | | |
| | | Total | |

7. Estimated market capitalisation of the maximum and minimum number of securities for which listing is sought (*Note 4*):

8. (a) Estimated size of offer:

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

Total

(b) Particulars of proposed listing method of the securities referred to in paragraph 6(b) above:

| Class of securities | Proposed listing method | Sale share (if applicable) | Number of securities | | Proposed offer price | Estimated market value |
|---------------------|-------------------------|----------------------------|---------------------------|--------------------|----------------------|------------------------|
| | | | New issue (if applicable) | Total | | |
| | | (A) | (B) | (C) = (A) + (B) | (D) | (E) = (C) x (D) |
| | | | | | [currency] | [currency] |

Total

9. Minimum amount of capital to be raised by the Issuer (if applicable) (Note 5):

10. Estimated percentage of securities in the hands of the public (immediately following listing of the securities):

| <u>Class of securities</u> | <u>Estimated percentage in the hands of the public</u> |
|----------------------------|--|
|----------------------------|--|

11. Whether or not it is proposed that the issue be underwritten, and if so, by whom and the amount of securities to be underwritten:

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

12. The securities for which application is now made

(a) are/are not* identical in all respects

.....
.....
(Note 6)

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

.....
.....
(Note 6)
(If the securities are not identical now, but will become so in the future, a statement as to when they will become identical must be added to (a) or (b) above.)

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

(d) have been in the previous 6 months, are or will be the subject of an application for listing on the following stock exchange(s)

***Delete as appropriate**

16. Brief summary of any applications for waiver from compliance with any of the GEM Listing Rules (please attach a detailed waiver application).

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

| <u>Name</u> | <u>Qualifications</u> | <u>Document</u> |
|-------------|-----------------------|-----------------|
| | | |

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

19. A cheque numbered (cheque number) drawn on (bank) for \$[.....], the amount specified in Appendix 9, has been enclosed for payment of the non-refundable initial listing fee. If there is any delay in the proposed timetable as set out above, or if there is any change in that timetable or in any of the other particulars without the approval of the Exchange or if the proposed application for listing is withdrawn, cancelled or rejected by the Exchange, the Issuer acknowledges the Exchange's right to forfeit this amount. The Issuer also acknowledges the Exchange's rights under Notes 2(e) and (f) below.

20. **Issuer's Undertaking:**

We, [Limited], the Issuer hereby undertake:—

- (a) for so long as any of our securities are listed on GEM, to comply at all times with all of the requirements of the GEM Listing Rules from time to time in force (save for any that are stated not to apply);**
- (b) to advise the Exchange if any change of circumstance arises prior to the hearing date of the application by the GEM Listing Committee that would render any information contained in this application form or the draft listing document submitted herewith misleading in any material respect;**
- (c) to lodge with the Exchange, before dealings in the securities commence, the declaration (Appendix 5E) required by rule 12.26(7) of the GEM Listing Rules; and**
- (d) to comply with the requirements of the procedures and format for publication and communication published by the Exchange from time to time.**

Please attach a certified extract from the board minutes of the Issuer authorising the submission of this form and approving the undertaking, declaration and acknowledgements set out herein.

21. [Repealed 1 October 2013]

22. [Repealed 1 October 2013]

22A. **Issuer’s authorisation for filing with the Commission**

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

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

In this letter “application” has the meaning ascribed to it under section 2 of the Rules.

The authorisation aforementioned shall not be altered or revoked in any way unless prior written approval has been obtained from the Exchange and the Exchange shall have the absolute discretion to grant such approval. Applications and relevant corporate disclosure materials shall be filed with the Exchange in such manner and number of copies as the Exchange may from time to time prescribe. In addition, we undertake to execute such documents in favour of the Exchange perfecting the above authorisation as the Exchange may require.

23. **Issuer’s Acknowledgements:**

We, [Limited], the Issuer, authorise the Exchange to publish, release or present on the Exchange’s website or in any other form or context and to whomsoever the Exchange deems necessary or appropriate for the purposes specified below, any information provided by us or on our behalf, to the Exchange pursuant to any obligation under the GEM Listing Rules to publish the same and without liability on the part of the Exchange. In addition, we acknowledge that the Exchange may impose a fee for access to or use of such public information so published, released or presented, and we waive any right to receive any fee or other remuneration from the Exchange in respect thereof. The purposes for which the Exchange may so publish, release or present such information are as follows:–

- (a) for the promotion of GEM; or**
- (b) in connection with the compilation of statistical and other information on companies listed on GEM; or**
- (c) investor awareness and education; or**
- (d) to preserve the general integrity and reputation of the market.**

Yours faithfully,

Signed:
Name:
Director, Secretary or other
duly authorised officer*
for and on behalf of
Name of Issuer:
*Delete as appropriate

Yours faithfully,

Signed:
Name:
Director
For and on behalf of
Name of Sponsor:

NOTES

- (1) *Where more than one Sponsor has been appointed, please refer to rule 6A.10 of the GEM Listing Rules for guidance. The Exchange must be advised as to which of the Sponsors is, in the first instance, principally responsible for communicating on the Issuer's behalf with the Exchange.*
- (2) *All applicants should note that:—*
 - (a) *pursuant to rule 12.12, the Sponsor should contact the Listing Division to ascertain a date on which the GEM Listing Committee may consider the applicant's application for listing. The Exchange reserves the right to change the provisional hearing date;*
 - (b) *the applicant is not guaranteed an exclusive timetable. In other words the applicant's timetable may coincide with or overlap the timetable of other applicants;*
 - (c) *if requested, the Exchange will inform the applicant of the estimated size of issue and the date on which it is proposed that the application lists will close in respect of every other applicant whose timetable will coincide with or overlap with the applicant's proposed timetable;*
 - (d) *other applicants the proposed timetables of which coincide with or overlap with the applicant's timetable will be informed upon their request to the Exchange of the estimated size of issue and current date on which it is proposed that the application lists will close in respect of the applicant as disclosed in this form (all other details will be retained in strict confidence);*
 - (e) *in the event that the listing remains outstanding for more than 6 months after the date of the application form, any initial listing fee paid will be forfeited and a new application form together with a further non-refundable initial listing fee in the amount specified in Appendix 9 must be submitted to the Exchange unless the Exchange agrees otherwise;*
 - (f) *where there is a termination or addition of a Sponsor during the vetting process of the listing application, the Exchange will normally require the applicant to submit a new listing application form detailing a revised timetable and a further non-refundable initial listing fee in the amount specified in Appendix 9. Any initial listing fee paid will, in such circumstances, be forfeited; and*

- (g) *the submission of an application form shall be deemed to confer authority upon the Exchange to notify to:—*
- (i) *any other applicants the proposed timetables of which coincide or overlap with the applicant's timetable, the estimated size of the applicant's issue and the current date on which it is proposed that the application lists will close; and*
 - (ii) *the Securities and Future Commission and the Hong Kong Monetary Authority, the details of the application.*
- (3) *If it is an overseas issuer, the applicable law under which it is incorporated or otherwise established must be stated.*
- (4) *In the case of an introduction, this application must state the names and holdings (if known) of the 10 largest beneficial holders of the securities, the total number of holders and particulars of the holdings of the directors and their family interests.*
- (5) *Please refer to rule 11.24 of the GEM Listing Rules for guidance.*
- (6) *"Identical" means in this context:—*
- (a) *the securities are of the same nominal value with the same amount called up or paid up;*
 - (b) *they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and*
 - (c) *they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.*
- (7) *If insufficient space is provided for completion of any paragraph, additional information may be entered on a separate sheet of paper, duly signed and attached.*
- (8) *To the extent that this form is required to be signed on the behalf of the Sponsor, the Exchange expects that it would be signed by Principal(s) who act(s) as the supervisor(s) of the Transaction Team (as defined in the SFC Sponsor Provisions) undertaking the listing assignment. However, notwithstanding who signs this form on behalf of the Sponsor, the Management (as defined in the SFC Sponsor Provisions) of the Sponsor will be ultimately responsible for supervision of the work carried out by the Sponsor firm and quality assurance in respect of that work. The Exchange reminds Sponsors of their obligations to have effective internal systems and controls and proper supervision and oversight including but not limited to those obligations under the SFC Sponsor Provisions.*