

Appendix 5

FORMS RELATING TO LISTING

FORM B

Application Form - Equity securities (of an issuer part of whose share capital is already listed)

In circumstances where the application is required to be supported by a listing document this form must be lodged, duly completed, at least 10 clear business days prior to the date on which the issuer proposes to bulk print the listing document and, in circumstances where the application is not required to be supported by a listing document, this form must be submitted at least 4 clear business days prior to the proposed date for issuing the securities.

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

..... / /

Dear Sirs,

1. We, [Limited] (in English) (in Chinese) (the "Issuer") hereby apply for the listing of and for the permission to deal in the securities referred to in paragraph 4(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 the persons at the relevant Sponsor to whom the Exchange should respond in relation to this application, if applicable, (*Note 1*):
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.....
.....
.....
.....
.....

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

4. 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) Issued (and paid up) share capital, inclusive of proposed issue (for which application is now made), 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

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

6. Minimum amount of capital to be raised by the Issuer (if applicable) *(Note 3)*:
.....

7. Estimated percentage of the 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>
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8. Whether or not it is proposed that the issue be underwritten (if applicable), and if so, by whom and the amount of securities to be underwritten:
.....
.....

9. The securities for which application is now made

(a) are/are not* identical in all respects
.....
(Note 4)

(b) are/are not* identical in all respects with an existing class of security
.....
(Note 4)

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

(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**

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

<u>Name</u>	<u>Address</u>	<u>Extent of holding and in which company</u>
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* This paragraph is not applicable in the case of capitalisation issues.

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

<u>Name</u>	<u>Qualifications</u>	<u>Document</u>

13. Details of renounceable document (where applicable):

(a) type of document (which must comply with Part A of Appendix 2 to the GEM Listing Rules).

(b) proposed date of issue

(c) last day for splitting:

(i) nil paid

(ii) partly paid

(iii) fully paid

(d) last day for renunciation

- (e) last day of dealing:
- (i) nil paid
- (ii) partly paid
14. 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.
15. A cheque numbered (cheque number) drawn on (bank) for \$[], the amount specified in Appendix 9, has been enclosed for payment of the listing fee.
16. **We hereby undertake to advise the Exchange if any change of circumstance arises prior to the hearing date of the application (if applicable) or the date on which we propose to bulk print the listing document (if any) or the proposed date of issue of the securities the subject of this application, that would render any information contained in this application form or the listing document (if any) misleading in any material respect.**
17. **We declare, to the best of our knowledge and belief, having made due and careful enquiries, that:—**
- (a) **all of the documents required by the GEM Listing Rules to be included with this application have been supplied to the Exchange;**
- (b) **the information supplied in this form and in the documents submitted together with this form is accurate and complete in all material respects and not misleading (save in respect of matters that cannot be ascertained as at the date of this form);**
- (c) **all the qualifications for listing set out in the relevant chapters of the GEM Listing Rules have, insofar as applicable and required to be met or fulfilled prior to application, been met or fulfilled in relation to the Issuer and the securities of the Issuer referred to in paragraph 4(b) above;**
- (d) **all information required to be included in the listing document (if any) by virtue of the GEM Listing Rules, the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Securities and Futures (Stock Market Listing) Rules, the Code on Takeovers and Mergers and all other relevant regulations, has been included therein or, for information that cannot be ascertained as at the date of this form, will be included therein before the final version of the listing document is submitted for review;**
- (e) **all the requirements of the GEM Listing Rules, the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Securities and Futures (Stock Market Listing) Rules, the Code on Takeovers and Mergers and all other relevant regulations, insofar as applicable and required to be fulfilled at the time of application, have been fulfilled in relation to the Issuer and the securities of the Issuer referred to in paragraph 4 above; and**

(f) there are no other facts bearing on the Issuer's application for listing of and permission to deal in such securities which, in our opinion, should be disclosed to The Stock Exchange of Hong Kong Limited.

17A. 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.

Yours faithfully,

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

*Delete as appropriate

NOTES

(1) Please refer to rule 6A.34 of the GEM Listing Rules. In circumstances where a listed issuer proposes to issue a listing document of the type referred to in rule 6A.36 within the minimum period referred to in rule in 6A.19 or any period fixed for the purposes of rule 6A.20, the Issuer's Compliance Adviser (or adviser appointed under rule 6A.37) shall be responsible for dealing with the Exchange.

- (2) Give particulars of the proposed method of listing of the securities, i.e., whether by offer for subscription, offer for sale, placing, introduction, rights issue, open offer, capitalisation issue, consideration issue, exchange, substitution, conversion, exercise of option or warrant, subscription under an option scheme or otherwise.
- (3) Please refer to rule 11.24 of the GEM Listing Rules for guidance.
- (4) "Identical" means in this context:—
- (1) the securities are of the same nominal value with the same amount called up or paid up;
 - (2) they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - (3) they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank *pari passu* in all other respects.
- (5) In paragraph 10, "substantial shareholder" means a person entitled to exercise, or control the exercise of, ten per cent. or more of the voting power at any general meeting.
- (6) 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.