

Appendix 5

FORMS RELATING TO LISTING

FORM C

Application Form - Debt securities

This form, must be lodged, duly completed, in the case of an issuer applying for the simultaneous listing of both equity and debt securities, in accordance with the timetable relevant to the application to list such equity securities and, otherwise, as follows:

- (i) in circumstances where the application is required to be supported by a listing document at least 10 clear business days prior to the provisional hearing date of the application by the GEM Listing Committee or, in the case of debt issues to professional investors only, such other period as may be agreed with the Exchange; or**
- (ii) in circumstances where the application is not required to be supported by a listing document, the application 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 5 below subject to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). (*Note 1*)
2. Please indicate the person or persons at the relevant Sponsor to whom the Exchange should respond in relation to this application, if applicable (*Note 2*):
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.....
3. Proposed timetable for the listing (please specify dates, as applicable):
 - (a) Exchange hearing:
 - (b) bulk print date, if applicable:
 - (c) listing document date, if applicable:
 - (d) application lists close, if applicable:
 - (e) announcement of results, if applicable:
 - (f) refund cheques despatched, if applicable:

- (g) documents of title despatched:
- (h) dealings commence:

4. Details of share capital: (Note 3)

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

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

Total

- (b) Issued (and paid up) share capital of [currency]. [amount] divided into:

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

Total

5. Please specify the types and numbers of securities for which application is now made. In circumstances where the exact number of securities has not yet been ascertained, please specify the minimum and maximum number of securities in respect for which listing may, ultimately, be sought:

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

7. The securities for which application is now made

(a) are/are not* identical in all respects
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(Note 5)

(b) are/are not* identical in all respects with an existing class of security
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(Note 5)

(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**

8. 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 6):—

<u>Name</u>	<u>Address</u>	<u>Extent of holding and in which company</u>
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9. 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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10. 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>

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

12. A cheque numbered (cheque number) drawn on (bank) for \$[.....], the amount specified in Appendix 9, has been enclosed for payment of the listing fee.

13. **We hereby undertake:—**

- (a) **for so long as any of our securities are listed on GEM, to comply at all times with all the requirements of the GEM Listing Rules, relevant to issuers of debt securities 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 (if applicable) 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;**
- (c) **to lodge with the Exchange, before dealings in the securities the subject of this application commence, the declaration (Appendix 5E) required by rule 28.16(9) of the GEM Listing Rules; and**
- (d) **to comply with the requirements of the standard electronic format published by the Exchange from time to time. (Note 7)**

Any new applicant (but not for the avoidance of doubt a listed issuer) must attach a certified extract from the board minutes of the Issuer authorising the submission of this form and approving the undertaking and declaration set out herein.

14. **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 5 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 5 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. (Note 8)**

14A. **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/Guarantor:
*(Note 7)

*Delete as appropriate

NOTES

- (1) *Insert name of Issuer of securities. If the Issuer is a new applicant that is an overseas issuer, the place of incorporation or other establishment and the applicable law under which it is incorporated or otherwise established must be stated.*
- (2) *Please refer to rules 6A.34 and 27.04 of the GEM Listing Rules for guidance. In circumstances where the Issuer proposes to issue a listing document of the type referred to in rule 6A.36 within the minimum period referred to in rule 6A.19 or any period fixed for the purposes of rule 6A.20 the Sponsor or adviser of the Issuer or the Issuer's holding company shall be responsible for dealing with the Exchange.*
- (3) *Paragraph 4 need not be completed by an Issuer applying for the simultaneous listing of both equity and debt securities.*
- (4) *Give particulars of the proposed method of listing of the securities, i.e., whether by offer for subscription, offer for sale, placing, exchange, substitution, conversion, exercise of option or warrant or otherwise.*
- (5) *"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.*
- (6) *"Substantial shareholder" means a person entitled to exercise, or control the exercise of, 10 per cent. or more of the voting power at any general meeting.*
- (7) *In the case of a guaranteed issue, this form, in addition to being completed by the Issuer, must be adapted in a manner approved by the Exchange and duly completed by the guarantor. In particular, the guarantor is required to complete the undertaking set out in paragraph 13 (save as regards sub-paragraphs (c) and (d)) and declaration set out in paragraph 14. The guarantor must attach a certified extract from the board minutes of the guarantor authorising the submission of this form and approving the undertaking and declaration referred to above.*
- (8) *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.*