

## Appendix 7

### SPONSOR'S FORMS

#### FORM H

##### Compliance Adviser's Declaration of Interests

**This declaration must be lodged, duly completed, at the time a new applicant or a listed issuer submits its listing application.**

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

..... / .....

Dear Sirs,

Re: .....  
(state name of issuer) (the "Issuer")

We, ....., the Compliance Adviser of the above-named Issuer hereby confirm that:

- (1) neither ourselves nor our close associates have or may, as a result of the listing or transaction, have any interest in any class of securities of the Issuer, or any other company in the Issuer's group (including options or rights to subscribe such securities); (Note 2)
- (2) no director or employee of the Compliance Adviser who is involved in providing advice to the Issuer has or may, as a result of the listing or transaction, have any interest in any class of securities of the Issuer or any other company in the Issuer's group (including options or rights to subscribe such securities but, for the avoidance of doubt, excluding interests in securities that may be subscribed by any such director or employee pursuant to an offer by way of public subscription made by the issuer);
- (3) neither ourselves nor our close associates expect to have accrued any material benefit as a result of the successful outcome of the listing or transaction, including by way of example, the repayment of material outstanding indebtedness and payment of any underwriting commissions or success fees; and

- (4) no director or employee of the Compliance Adviser has a directorship in the Issuer, or any other company in the Issuer's group, save as disclosed below (Note 2) (complete on a separate sheet if necessary):

Yours faithfully,

Signed: . . . . .

Name: . . . . .  
(Principal)

for and on behalf of  
Name of Compliance Adviser:

**NOTES:**

- (1) *This declaration must be read in conjunction with the full text of the GEM Listing Rules and the notes provided herein do not replace or limit the effect of the GEM Listing Rules.*
- (2) *Please refer to rule 6A.31 of the GEM Listing Rules for guidance. The Compliance Adviser must forward a copy of this form to the new applicant or listed issuer.*