

Appendix 5

Forms Relating to Applications for Listing

Listing Application Form (For Equity Securities and Debt Securities)

Form A1

(To be typed or copied under the letter-head of the sponsor, who is arranging for the application to be submitted)

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

Date: 20

Dear Sir,

Re: (Name of the issuer which is the subject of the listing application)

We [. [Limited] hereby apply]/[are instructed by [Limited] to make an application] for the listing of and for permission to deal in the securities referred to in paragraph 5(b) below subject to the listing rules of The Stock Exchange of Hong Kong Limited entitled "Rules Governing the Listing of Securities" (the "Listing Rules"). An issuer which is not a company or an issuer whose shares are to be represented by depositary receipts should adapt this form as necessary to change references that apply only to companies or issuers of depositary receipts.

Particulars of the proposed listing are:—

1. Proposed timetable for the listing (please specify dates) (**Note 1**):
 - (A) first draft of listing document available for Exchange:
 - (B) Exchange hearing:
 - (C) bulk print date:

- (D) listing document date (**Note 1(4)**):
- (E) application lists close:
- (F) announcement of results:
- (G) refund cheques despatched:
- (H) documents of title despatched:
- (I) dealings commence:

2. Place and date of incorporation or other establishment:

3. History and nature of business and, in the case of an investment company, a brief description of investment policy and objectives:

.....

.....

.....

.....

.....

4. List of proposed directors:

| (in English) | (in Chinese) |
|--------------|--------------|
| | |
| | |
| | |
| | |

5. Details of share capital

(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) 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:

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

6. (a) Estimated size of offer (tentative):

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

(b) Particulars of proposed listing method of the securities referred to in paragraph 5(b) above (tentative):

| Number of securities | | | | | | |
|----------------------|---|--------------------------------------|-------------------------------------|-----------------------------|---|---|
| Class of securities | Proposed listing method (Note 2) | Sale share (if applicable) (A) | New issue (if applicable) (B) | Total (C) = (A) + (B) | Proposed offer price (D) <i>[currency]</i> | Estimated market value (E) = (C) x (D) <i>[currency]</i> |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| Total | | | | | | |

7. (A) Estimated market value (equity)/
total capitalisation (debt) of issuer:
- (B) Estimated market capitalisation (equity)/
nominal amount (debt) of securities for
which listing is sought **(Note 2)**:

8. The securities for which application is now made

(a) are/are not identical in all respects **(Note 3)**
.....
.....

(b) are/are not identical in all respects with an existing class of security **(Note 3)**
.....
.....

(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 six months, are or will be the subject of an application for listing on the following stock exchange(s)
.....

(Delete as appropriate)

9. Revenue and profit attributable to equity shareholders for the three preceding years **(Note 4)**:

| | Year ending | |
|-----------|-------------------|--------|
| | Revenue | Profit |
| 1st Year: | | |
| 2nd Year: | | |
| 3rd Year: | | |

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 company or of its holding company (**Note 6**):—

| Name | Address | Company | Extent of holding and which company |
|------|---------|---------|-------------------------------------|
|------|---------|---------|-------------------------------------|

The following are particulars of the qualifications, if any, and experience of the directors, chief executive and secretary of the issuer (**Note 6**):

.....

* This paragraph is not applicable in the case of capitalisation issues.

11. The proceeds (if any) of the issue or sale of the securities for which application is now made, or the portion thereof to be received by the issuer, are intended to be used by the issuer for the following purpose(s):—

.....

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:—

| Name | Qualifications | Document |
|------|----------------|----------|
|------|----------------|----------|

13. [Repealed 1 October 2013]

14. Details of renounceable document (where applicable):
- (1) type of document (which must comply with Part A of Appendix 2 to the Listing Rules).
 - (2) proposed date of issue
 - (3) last day for splitting:
 - (a) nil paid
 - (b) partly paid
 - (c) fully paid
 - (4) last day for renunciation
 - (5) last day of dealing:
 - (a) nil paid
 - (b) partly paid
15. If the securities or the underlying shares represented by depositary receipts for which listing is sought are partly paid:
- (1) proposed date of issue of the securities.
 - (2) proposed date(s) of payment of outstanding instalments
 - (3) last day for dealing in partly paid form

16. Definitive certificates (in respect of the class of security/securities for which listing is sought) have already been issued for stock/shares and will be ready on for stock/shares.
17. In the case of an investment company, the names of the proposed custodian, management company and investment adviser, if any:
.....

A cheque numbered (cheque number) drawn on (bank) for \$[.....] is enclosed being payment of the initial listing fee payable in advance. 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.

Yours faithfully

.....
 Name:
 for and on behalf of
 [Sponsor's name]
(Note 7)

Issuer's Undertaking (for equity)

We,(Name of the issuer which is the subject of the listing application), the issuer, hereby undertake:—

- (a) for so long as any of our securities are listed on the Main Board, to comply at all times with all of the requirements of the Exchange Listing Rules from time to time in force;
- (b) to advise the Exchange if any change of circumstance arises prior to the hearing date of the application by the 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 (Form F of Appendix 5) required by rule 9.11(37) of the Exchange Listing Rules;

- (d) to lodge with the Exchange the documents as required by rules 9.11(34) to 9.11(38) of the Exchange Listing Rules as appropriate in due course, in particular, to procure each director, proposed director, supervisor and proposed supervisor (in the case of a PRC issuer) to lodge with the Exchange as soon as practicable after the listing document is published a duly signed declaration and undertaking in the form set out in Form B/H/I in Appendix 5; and
- (e) 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 set out herein.

Issuer’s Undertaking (for depositary receipts)

We (Name of the issuer which is the subject of the listing application),
the issuer, hereby undertake:—

- (a) for so long as any of the depositary receipts representing our shares are listed on the Main Board, to comply at all times with all of the requirements of the Exchange Listing Rules from time to time in force;
- (b) to advise the Exchange if any change of circumstance arises prior to the hearing date of the application by the Listing Committee that would render any information contained in this application form or the draft listing document submitted herewith misleading in any material;
- (c) to lodge with the Exchange, before dealings in the depositary receipts commence, the declaration (Form F of Appendix 5) required by rule 9.11(37) of the Exchange Listing Rules;
- (d) to lodge with the Exchange the documents as required by rules 9.11(34) to 9.11(38) of the Exchange Listing Rules as appropriate in due course, in particular, in the case of a new applicant, to procure each director, proposed director, supervisor and proposed supervisor (in the case of a PRC issuer) to lodge with the Exchange as soon as practicable after the listing document is published a duly signed declaration and undertaking in the form set out in Form B/H/I in Appendix 5; and
- (e) 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 set out herein.

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 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.

All documents aforementioned shall be filed with the Exchange in such manner and number of copies as the Exchange may from time to time prescribe.

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. In addition, we undertake to execute such documents in favour of the Exchange perfecting the above authorisation as the Exchange may require.

Yours faithfully

.....
Director for and on
Behalf of [insert name
of applicant] as authorised
by resolution of the board
of directors dated
[insert date]

NOTES

Note 1: All applicants should note that:—

- (1) *this listing application form must be submitted to the Exchange 14 clear days (for debt) prior to the date on which the listing document is to be bulk printed;*

- (2) *the applicant is not guaranteed an exclusive timetable. In other words the applicant's timetable may coincide with or overlap another issuer's timetable;*
- (3) *the applicant will be informed of the estimated size of issue and the current date on which it is proposed that the application lists will close of every other issuer whose timetable will coincide with or overlap the applicant's proposed timetable;*
- (4) *future applicants whose proposed timetable coincides with or overlaps the applicant's timetable will be informed of the estimated size of issue and current date on which it is proposed that the application lists will close of the applicant as disclosed in this form (all other details will be retained in strict confidence);*
- (5) *applicants will normally only be permitted to delay their timetable as the result of circumstances which were not anticipated at the time of submission of the listing application form, on a maximum of three occasions and, if such delays are made before the submission of a draft listing document, for a maximum of twelve months on each occasion. After the draft listing document has been submitted to the Exchange the three delays must not exceed six months, in total;*
- (6) *if there is any change in the applicant's proposed timetable without the approval of the Exchange, or if the listing application is withdrawn, cancelled or rejected then the deposit paid will be forfeited by the Exchange; and*
- (7) *the submission of a listing application form shall be deemed to confer authority upon the Exchange to notify to:—*
 - (a) *any subsequent applicants whose proposed timetable coincides or overlaps with the applicants, the estimated size of the applicants' issue and the current date on which it is proposed that the application lists will close; and*
 - (b) *the Securities and Futures Commission and the Hong Kong Monetary Authority, the details of the application.*

Note 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. In the case of an introduction, this application must state the names and holdings (if known) of the ten largest beneficial holders of the securities, the total number of holders and particulars of the holdings of the directors and their families.

Note 3: "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.

Note 4: This section need not be completed by a bank.

Note 5: 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.

Note 6: These paragraphs apply only to companies and:—

"chief executive" means a person who either alone or together with one or more other persons is or will be responsible under the immediate authority of the board of directors for the conduct of the business of the issuer.

"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 of the issuer.

Note 7: To the extent that this form is required to be signed on behalf of the sponsor, the Exchange expects that it would be signed by the 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.

IMPORTANT

Note 8: In order to maintain an orderly new issues market the Exchange reserves the right to refuse a listing application if there are too many existing applications in the relevant period.