

Appendix 5

Listing Application Form (For Collective Investment Schemes)

Form A2

(To be typed under the letter-head of the agent of the CIS listing applicant 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.

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Dear Sir,

Re: (Name of collective investment scheme which is the subject of the listing application)

We are instructed by the issuer named above, which is a collective investment scheme which has been/has applied to be authorised by the Securities and Futures Commission ("SFC") pursuant to Section 104 of the Securities and Futures Ordinance ("Collective Investment Scheme"), to make an application for listing of and permission to deal in a number of interests of the issuer.

Particulars of the proposed listing are:—

1. Name of Collective Investment Scheme:

(in English)

(in Chinese).
2. Place and date of incorporation/governing law and date of original trust deed:

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3. Brief description of investment policy and objectives:

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4. Names of Directors, Trustee, Custodian, CIS Operator, Investment Adviser, Hong Kong Representative and any other parties involved or interested in the management or promotion of the Collective Investment Scheme:

(in English)

(in Chinese)

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The following are particulars of the qualifications and experience of the directors of the CIS Operator and (where applicable) the Collective Investment Scheme, the investment adviser, persons who are/will be responsible for investment management and investment advisory services in relation to the Collective Investment Scheme's portfolio and person(s) whose opinion(s) as (an) expert(s) is/are referred to in any document included in this application.

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5. Type of security for which listing is sought:

(a) are identical in all respects/are divided into the following classes:

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(Note 1)

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

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

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6. Estimated size of initial offer (where the Collective Investment Scheme is newly formed):

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7. Net asset value and profit after tax since incorporation/formation or, if shorter, for the three preceding years (if applicable):

Net Asset Value as at Year Ended	Profit
1st Year:
2nd Year:
3rd Year:

8. Proposed timetable for the listing (please specify dates) (Note 2):

- (A) first draft of listing document available for Exchange:
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- (B) Exchange clearance:
- (C) bulk print date:
- (D) listing document date:
- (E) dealings commence:

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, we acknowledge your right to forfeit this amount.

We shall keep the Exchange informed of the progress of this case at the earliest opportunity.

We hereby authorise you to disclose to the SFC, the Hong Kong Monetary Authority and the Hong Kong Government, the estimated size and timetable of the issue.

Yours faithfully

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Name:
for and on behalf of
[CIS listing applicant]

CIS listing applicant and CIS Operator’s Undertaking

We declare that:—

- (1) the SFC has confirmed that it has no further comments on the CIS Disclosure Document and that such confirmation is currently in force and that we know of no reasons why such confirmation may be withdrawn;
- (2) the Collective Investment Scheme complies and will comply with the SFC’s authorisation conditions for the CIS and any codes and guidelines issued by the SFC in relation to Collective Investment Schemes in so far as they apply;
- (3) all information required to be included in the CIS Disclosure Document/listing document, where applicable, pursuant to Section 104 of the Securities and Futures Ordinance and the applicable codes enacted under the Ordinance, and by the Listing Rules, the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Securities and Futures (Stock Market Listing) Rules and any other applicable legislation has been included therein or, if the final version has not yet been submitted (or reviewed), will be included therein before it is so submitted; and
- (4) there are no other facts bearing on the Collective Investment Scheme’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.

We undertake to comply with the provisions of the codes and guidelines issued by the SFC from time to time that are applicable to the authorisation of the Collective Investment Schemes and with the Listing Rules from time to time of The Stock Exchange of Hong Kong Limited so far as applicable to the Collective Investment Scheme.

CIS listing applicant and CIS Operator’s authorisation for filing with the SFC

We are required to file copies of our application with the 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
(Note 3)

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For and on behalf of
[CIS listing applicant and the CIS Operator]

NOTES

Note 1: "Identical" means in this context:—

- (1) the securities are of the same nominal value with the same amount called up or paid up; and
- (2) they carry the same right as to unrestricted transfer, attendance and voting at meetings and rank *pari passu* in all other respects.

Note 2: All applicants should note that:—

- (1) [Repealed 10 November 2014]
- (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) 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;
- (4) 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
- (5) 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 applicant's issue and the current date on which it is proposed that the application lists will close; and
 - (b) the SFC, the Hong Kong Monetary Authority and the Hong Kong Government, the details of the application.

Note 3: This form must be signed by a duly authorised officer of the governing body or board of directors (or its functional equivalent) of the Collective Investment Scheme (as the case may be) and by a duly authorised officer for and on behalf of the CIS Operator.

Note 4: 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.

IMPORTANT

Note 5: 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.