

Appendix 5

Formal Application (For Debt Securities)

Form C2

This form must be lodged duly completed (by reference to the Notes), in the case of a new applicant, at least **THREE CLEAR BUSINESS DAYS** before the hearing of the application by the Exchange, and in every other case, at least **TWO CLEAR BUSINESS DAYS** before the date on which the listing document is to be bulk printed. An issuer which is not a company should adapt this form as necessary to change references that apply only to companies.

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

..... 19 ...

Dear Sir,

1. We [Limited] hereby apply for the listing of and for permission to deal in the securities referred to in paragraph 3 below subject to the listing rules of The Stock Exchange of Hong Kong Limited entitled "Rules Governing the Listing of Securities" (the "Listing Rules"). (Note 1)
2. SHARE CAPITAL

Authorised \$

Issued (and paid up)
inclusive of present issue

..... in Stock/Shares of
..... in Stock/Shares of
..... in Stock/Shares of
..... in Stock/Shares of

\$ _____

\$ _____

(Note 2)

All or part of the issued share capital is or is to be listed on the following stock exchange(s)
.....

3. Amounts and descriptions of securities for which application is now made (include distinctive numbers if any)
.....
.....
.....

4. The securities for which application is now made are proposed to be listed by way of
.....
(Note 3)

5. The securities for which application is now made

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

(2) 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.)

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

(4) 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)

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

Name	Address	Extent of holding and which company
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The particulars of the qualifications, if any, and experience of the directors and secretary of the issuer (Note 6) are:

.....

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

.....

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

Name	Qualifications	Document
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7. We declare, to the best of our knowledge, information and belief, that:—

- (1) all the qualifications for listing set out in the relevant chapters of the 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 3 above;

- (2) all information required to be included in the listing document by virtue of the Listing Rules, the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Securities and Futures (Stock Market Listing) Rules and the Code on Takeovers and Mergers 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;
- (3) all the requirements of the Securities and Futures (Stock Market Listing) Rules, 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 3 above; and
- (4) 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.

8. If the securities 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

9. Definitive certificates (in respect of the class of security/securities for which listing is sought) will be ready on [.....]

10. We undertake to lodge with you the documents as required by rule 24.14 of the Listing Rules in due course (Note 7), in particular, in the case of a new applicant, to procure each director/member of the issuer's governing body to lodge with you as soon as practicable after the listing document is published a duly signed declaration and undertaking in the form set out in Form B in Appendix 5. In the case of a listed issuer, the same declaration and undertaking must be submitted if specifically requested by the Exchange.

11. ISSUER'S SOLE UNDERTAKING

We, Limited, undertake to comply with the Listing Rules from time to time so far as they apply to the issuer.

12 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").

Under section 5(2) of the Rules, we hereby authorise the Exchange to file all 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. Under 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 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 its meaning under section 2 of the Rules.

This authorisation 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 the approval. In addition, we undertake to execute any documents in favour of the Exchange perfecting this authorisation that the Exchange may require.

Yours faithfully,

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

[Issuer's Name]

NOTES

Note 1 Insert name of issuer of securities. If it is an overseas issuer, the place of incorporation or establishment and the law under which it is incorporated or established must be stated.

Note 2 This paragraph does not apply to States, Supranationals, issues of debt securities which are or are to be uniform in all respects with debt securities of the issuer of a class already listed or debt issues to professional investors only.

Note 3 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.

Note 4 "Identical" means:—

- (1) the securities are of the same nominal value with the same amount called up or paid up;*
- (2) they are entitled to interest at the same rate and for the same period, so that at the next ensuing distribution the 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 5 This paragraph does not apply to States, Supranationals, State Corporations, or debt issues to professional investors only; and "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 6 This paragraph does not apply to States, debt issues to professional investors only or, in the case of details in relation to its secretary, to Supranationals.

Note 7 This paragraph does not apply to States, Supranationals or debt issues to professional investors only.