

Appendix 5

Declaration

Form F

(The following is a suggested form of declaration which may be amended to meet individual cases)

We, and a Director and the Secretary respectively of Limited (hereinafter called “the Issuer”), declare to the best of our knowledge, information and belief as follows:—

1. that all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies in connection with the issue/offer/introduction on of the following securities of the Issuer, namely (insert particulars), have been duly filed and that to the best of our knowledge information and belief compliance has been made with all other legal requirements in connection with such issue/offer/introduction;
2. that all pre-conditions for listing imposed by the listing rules of The Stock Exchange of Hong Kong Limited entitled “Rules Governing the Listing of Securities” under “Qualifications for Listing” have, insofar as applicable, been fulfilled in relation to the Issuer and the securities of the Issuer referred to in paragraph 1 above;
3. that Shares of (Number & Class) HK\$. Debenture/Loan Stock Debenture/Notes/Bonds have been subscribed/purchased for cash and duly allotted/issued/transferred to the subscribers/purchasers (and that the said Shares have been converted into HK\$. Stock);
4. that all money due to the Issuer in respect of the issue/offer has been received by it;
5. that Shares of HK\$ Debenture/Loan Stock Debentures/Notes/Bonds have been issued credited as fully paid by way of conversion/exchange/consideration for property acquired/other consideration not being cash and have been duly allotted/issued/transferred to the persons entitled thereto (and that the said Shares have been duly

allotted/issued/transferred to the persons entitled thereto (and that the said Shares have been converted into HK\$ Stock);

6. that the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of the issue;
7. that completion has taken place of the purchase by the Issuer of all property shown in the listing document to Members dated to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied;
8. that the Trust Deed/Deed Poll relating to the said Debenture/Loan Stock, Debentures, Notes or Bonds has been completed and executed and a copy has been lodged with the The Stock Exchange of Hong Kong Limited and that particulars thereof, if so required by law, have been filed with the Registrar of Companies;
9. that all the Shares/Debentures/Debtenture/Loan Stock/Notes/Bonds of each class referred to above are in all respects identical*;
10. that no alterations have been made to the version of the listing document which has been reviewed by The Stock Exchange of Hong Kong Limited and on which it has confirmed to the Issuer that it has no further comments other than in relation to the pricing of the issue or takeover offer, number of securities, figures depending on the information and correction of errors; and
11. that all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled.

Signed Director

Name:

Date:

Signed Secretary

Name:

Date:

+ Note — “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.*