

Appendix 5

Formal Application for Transfer of Listing of Equity Securities from GEM to the Main Board (for Eligible Issuers under Appendix 28)

Form J

This form must be duly completed and lodged in compliance with the provisions of Appendix 28.

To: The Head of the Listing Division
The Listing Division
The Stock Exchange of Hong Kong Limited 20

Dear Sir,

1. We [Limited] are instructed by [Limited] to 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

<u>Authorised \$</u>				<u>Issued (and paid up) inclusive of present issue</u>
.....	in	.....	Stock/Shares of	.....
.....	in	.....	Stock/Shares of	.....
.....	in	.....	Stock/Shares of	.....
.....	in	.....	Stock/Shares of	.....
\$				\$

3. Amounts and descriptions of securities for which application is now made [including, if applicable, amounts and descriptions of any options, warrants or convertible instruments relating to such securities for which transfer application is made simultaneously] (include distinctive numbers if any)

.....
.....
.....

4. The securities for which application is now made are proposed to be listed by way of transfer of listing from GEM to the Main Board.

5. 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 2):—

<u>Name</u>	<u>Address</u>	<u>Extent of holding and which company</u>
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The following are the directors, chief executive and secretary of the issuer (Note 2).

.....

Yours faithfully

.....

Name:
for and on behalf of
[Sponsor's name]
[Note 3]

6. [Repealed 15 February 2018]

7. ISSUER'S SOLE UNDERTAKING

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

8. 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 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.

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 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,

.....

Name:
Director, for and on behalf of
[Issuer's Name]
(Note 4)

NOTES

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

Note 2 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 % or more of the voting power at any general meeting of the issuer.

Note 3 This form is to be signed by the sponsor’s Principal(s) who act(s) as the supervisor(s) of the Transaction Team (as defined in the SFC Sponsor Provisions) undertaking the listing assignment on behalf of the sponsor. However, regardless of 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 those obligations under the SFC Sponsor Provisions.

Note 4 This form must be signed by a duly authorised director of the issuer.