

HONG KONG EXCHANGES AND CLEARING LIMITED

CHECKLISTS AND FORMS FOR LISTING-RELATED MATTERS (GEM)

Document Template Code	Part 1: Checklists	Submission Requirement
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Document Template Code	Part 1: Checklists	Submission Requirement
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Document Template Code	Part 3: Forms specified under the Listing Rules	Submission Requirement
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FF301	Monthly Return e-Form for Equity Issuers and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules (updated on 16 November 2024)	<i>Note 7</i>
FF304	Next Day Disclosure Return e-Form for Equity Issuers and Collective Investment Schemes under Chapter 20 of the Exchange Listing Rules (other than listed open-ended Collective Investment Schemes)	<i>Note 7</i>
FF305	Next Day Disclosure Return e-Form for Equity Issuers	<i>Note 7</i>
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FF017G	Marketing Statement (concerning a placing of equity securities) (<i>Form D in Appendix 5</i>)	
	3.3 Forms relating to Directors and Supervisors (for appointments before 31 December 2023)	
DU003G	Director's Declaration, Undertaking and Acknowledgement (e-Form) (Originally Appendix 6, Form A)	<i>Note 7</i>
DU004G	Director's Declaration, Undertaking and Acknowledgement (PRC Issuer) (e-Form) (Originally Appendix 6, Form B)	<i>Note 7</i>
DU005G	Supervisor's declaration, undertaking and acknowledgement in respect of an Issuer incorporated in the PRC (e-Form) (Originally Appendix 6, Form C)	<i>Note 7</i>
	3.4 Other Forms	
FF003G	Company Information Sheet (GEM Regulatory Forms, Form G, originally Appendix 5, Form F)	

Document Template Code	Part 4: Templates	Submission Requirement
FF004	Personal Details Form (originally “Contact Details Form For Director / Supervisor / Authorised Representatives / Company Secretary / Compliance Officer (GEM only)”) (e-Form) (this form should be completed and submitted for appointments on or after 31 December 2023)	<i>Note 7</i>
FF005	Blackout Period Notification Form	<i>Note 7</i>
CI205G	Placees Information Summary	<i>Note 6</i>

Document Template Code	Part 5: Announcement Forms	Submission Requirement
EF001	Cash Dividend Announcement Form	<i>Note 7</i>
EF002	Cash Dividend with currency option Announcement Form	<i>Note 7</i>
EF003	Cash Dividend with scrip option Announcement Form	<i>Note 7</i>
EF004	Cash Dividend with currency and scrip options Announcement Form	<i>Note 7</i>
EF005	Bonus issue of shares or warrants Announcement Form	<i>Note 7</i>

Document Template Code	Part 6: Forms relating to Meeting Notification	Submission Requirement
IF001	Meeting Notification e-form	<i>Note 7</i>

Notes relating to checklists:

1.	A listed issuer must submit the duly completed form(s) to the Exchange for purposes of obtaining the Exchange's consent in respect of trading arrangements under GEM Rule 17.53B(1).
2.	For transactions of which the draft announcement is subject to pre-vetting by the Exchange, a listed issuer must submit the completed announcement checklist and size test checklist to the Exchange at the same time it submits the draft announcement to the Exchange for review under GEM Rule 17.53(2).

3.	For transactions of which the draft announcement is not subject to pre-vetting by the Exchange, a listed issuer must submit the completed size test checklist to the Exchange on or before the publication of the announcement. It need not submit the announcement checklist unless requested by the Exchange (see also note 5).
4.	A listed issuer must complete the relevant checklist and submit it to the Exchange at the same time it submits the draft circular/listing document to the Exchange for review under GEM Rule 17.53(1).
5.	The Exchange may request information and/or documents to demonstrate compliance with the Listing Rules in individual cases. In such cases, the Exchange may request submission of the checklist(s).
6.	The listed issuer must submit a electronic format of the completed Placees Information Summary to the Exchange.
7.	A listed issuer must submit the completed Listing Related Matters e-Form, the Announcement Form or Return e-Form using the e-Submission System (ESS) (https://www1.eSubmission.hkex.com.hk).

THE STOCK EXCHANGE OF HONG KONG LIMITED
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CHECKLIST
BASIC QUALIFICATIONS FOR LISTING OF A NEW CLASS OF EQUITY SECURITIES
(GEM)

Name of Issuer : _____
Case Number : _____
Description of Transaction : _____

I. Please provide the following information:

1. Method of listing: ☐ Placing ☐ Bonus Issue ☐ Rights Issue ☐ Open Offer
☐ Other listing method (please specify: _____)
2. Brief description of securities for which listing is sought ("**Securities**"): _____
3. Total number of Securities to be issued: _____
4. Issue price of Securities: _____
5. Total market value of Securities to be issued: _____

Where the Securities are offered by way of bonus issue, please explain the basis for determining the total market value of the Securities as stated in item (5) (including any assumptions made):

6. Total number of Securities that will be held by public at the time of listing: _____
7. Total expected number of holders of the Securities at the time of listing (**Listing Rule 11.23(3)(b)(ii)**): _____
8. Total expected number of Securities that will be held by the three largest public holders of the Securities (**Listing Rule 11.23(8)**): _____
9. Where the Securities are options, warrants or similar rights to subscribe or purchase equity securities ("**Warrants**") subject to Chapter 21 of the Listing Rules:
 - (a) Date of issue of the Warrants: _____
 - (b) Date of expiry of the Warrants: _____
 - (c) Maximum number of securities which may be issued or transferred out of treasury on the exercise of the Warrants: _____
 - (d) Maximum number of securities which remain to be issued or transferred out of treasury on exercise of any other subscription rights (excluding (i) options under share option schemes which comply with Chapter 23; (ii) convertible preference shares and any _____

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equity securities into which the same convert; and (iii) convertible bonds and any equity securities into which the same convert): _____

(e) Total number of issued shares (excluding treasury shares) at the time of issue of the Warrants:

- 10 The listed issuer will inform the Exchange of the International Securities Identification Number (“ISIN”) for the new class of securities before the commencement of dealings in the securities. (Note) _____

☐ Yes

II. Please confirm whether the listed issuer has complied or will comply with the following requirements:

Rules		Y/N/N/A
Basic conditions for listing applicable to a new class of securities:		
Rule 11.22A	Sufficient public interest	
Rule 11.23	- Open market in the Securities - Expected initial market capitalisation	
Rule 11.25	Restriction on issue of shares of which the proposed voting power does not bear a reasonable relationship to the equity interest when fully paid	
Rule 11.26	Transferability of the Securities	
Rule 11.27	Partly-paid shares and bearer shares are not admissible to listing	
Rule 11.29	The Securities must be Eligible Securities	
Rule 11.30	Application for listing	
Rules 11.31 and 11.31A	Conformity with laws and articles of association	
Additional requirements for placing of a class of securities new to listing		
Rule 10.12(1A)	Restriction on allocations	
Rule 10.12(5)	Placee information	
Rule 10.12(6)	Marketing and Independence Statements (Form D)	
Rule 10.12(7)	Retention of placees' record	
Additional requirements for listing of warrants, options or similar rights to subscribe or purchase equity securities		
Rule 11.32	Compliance with applicable listing requirements and Chapter 21	
Rule 21.02(1)	Maximum dilution effect of the Warrants	
Rule 21.02(2)	Expiry date of the Warrants	
Rule 21.05	The underlying securities are or will be a class of equity securities already listed on the GEM	
Additional requirements for listing of convertible equity securities		
Rule 22.02	The underlying securities are or will be a class of equity securities already listed on the GEM	

- This checklist is provided for reference only. In case of doubt, listed issuers are advised to refer to the Listing Rules for the specific requirements.

Note: ISIN is extensively used by international brokerage houses/ investors for settlement/ clearing as well as trading. Please contact corresponding numbering agency according to the issuer's place of incorporation to obtain an ISIN for the new class of securities to be issued.

Submitted by: _____
Signature

Date: _____

Name and Firm

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**CHECKLIST
ANNOUNCEMENT FOR ISSUE OF SECURITIES,
OR SALE OR TRANSFER OF TREASURY SHARES FOR CASH
(GEM)**

Name of Issuer : _____
Case Number : _____
Description of Transaction : _____

Information required in the Announcement:-

	Page	Complied With? (Y/N/NA)	Comment (where applicable)
<u>Part I – For issue of securities, or sale or transfer of treasury shares for cash in accordance with rules 17.39 or 17.41</u>			

Rule 17.29A

References in rules 17.30, 17.30A and 17.31 to an allotment, issue, offer, placing or subscription of securities or shares shall include a sale or transfer of treasury shares and references to allottees shall include purchasers or transferees of treasury shares. Rule 17.30 does not apply to a sale of treasury shares on GEM or any other stock exchange on which the issuer is listed.

Rule 17.30

- (1) the name of the issuer;
- (2) the number, class and aggregate nominal value of the securities agreed to be issued;

If the issue involves (i) securities convertible into shares of the issuer or (ii) options, warrants or similar rights to subscribe for shares or such convertible securities, the announcement should also contain:

 - (a) the conversion/subscription price and a summary of the provisions for adjustments of such price and/or number of shares to be issued and all other material terms of the convertible securities or warrants;
 - (b) the maximum number of shares that could be issued upon exercise of the conversion/subscription rights; and
 - (c) the issuer's intention, if any, to transfer treasury shares upon exercise of the conversion/subscription rights.
- (3) the total funds to be raised and the proposed use of the proceeds;
- (4) the issue price of each security and the basis for determining the same;
- (5) the net price to the issuer of each security;
- (6) the reason(s) for making the issue;
- (7) the names of the allottees, if less than 6 in number and, in the case of 6 or more allottees details of such allottees in accordance with rule 10.12(4). The Exchange reserves the right to require submission of such further information (on an electronic spreadsheet or such other format as it may request) on the allottees as it may consider necessary for the purpose of establishing their independence, including without limitation details of beneficial ownership;

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(8) the market price of the securities concerned on a named date, being the date on which the terms of the issue were fixed;			
(9) the total funds raised and a detailed breakdown and description of the funds raised on any issue of equity securities in the 12 months immediately preceding the announcement of the proposed issue of securities, the use of such proceeds, the intended use of any amount not yet utilised and how the issuer has dealt with such amount;			
(10) where applicable, the name of the underwriter/placing agent and the principal terms of the underwriting/placing arrangements;			
(11) a statement whether the issue is subject to shareholders' approval;			
(12) where the securities are issued under a general mandate granted to the directors by the shareholders in accordance with rule 17.41(2), details of the mandate;			
(13) where the securities are issued by way of a rights issue or an open offer, the information set out in paragraph 18 of Appendix D1B (<i>See Part II of this checklist for the specific information required under paragraph 18 of Appendix D1B</i>);			
(14) the conditions to which the issue is subject or a negative statement if applicable; and			
(15) any other material information with regard to the issue (including any restrictions on the ability of the issuer to issue further securities or any restrictions on the ability of the allottees to dispose of shares issued to them or any restrictions on the ability of existing shareholders to dispose of their securities arising in connection with the allotment).			

Rule 17.30A

Where the securities are issued for cash under the authority of a general mandate granted to the directors by the shareholders in accordance with rule 17.41(2) and at a discount of 20% or more to the benchmarked price set out in rule 17.42B, the issuer shall publish an announcement as soon as possible, but in any event not later than the time that is 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the business day immediately following the day on which the relevant agreement involving the proposed issue of securities is signed. The announcement must disclose, among other things, the following information:

- (1) where there are less than 10 allottees, the name of each allottee (or, if applicable, the name of its beneficial owners) and a confirmation of its independence from the issuer; and
- (2) where there are 10 or more allottees, the name of each allottee (or, if applicable, the name of its beneficial owners) subscribing 5% or more of the securities issued and a generic description of all other allottees, and a confirmation of their independence from the issuer. When calculating the 5% limit, the number of securities subscribed by each allottee, its holding company and any of their subsidiaries must be aggregated.

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
<u>Part II - Information required for rights issue / open offer announcements pursuant to rule 17.30(13)</u>			

Paragraph 18 of Appendix D1B

Where securities for which listing is sought are offered by way of rights or by way of an open offer to the holders of an existing listed security, a statement as to:

- (1) how securities not taken up will be dealt with and the time, being not less than 10 business days, in which the offer may be accepted. In cases where the issuer has a large number of overseas members a longer offer period may be desirable, provided that the Exchange must be consulted if the issuer proposes an offer period of over 15 business days;

(see Note 4 to Appendix D1B)

- (2) the pro rata entitlement (if applicable), the last date on which transfers were accepted for registration for participation in the issue, how the securities rank for dividend, whether the securities rank pari passu with any listed securities, the nature of the document of title and its proposed date of issue, and how fractions (if any) are to be treated;
- (3) whether the board of directors has received any information from any substantial shareholders of their intention to take up the securities provisionally allotted or offered to them or to be provisionally allotted or offered to them and particulars thereof; and
- (4) the matters required to be disclosed by rules 10.24A, 10.25, 10.27, 10.28, 10.29, 10.29A, 10.31, 10.36, 10.39, 10.39A and 10.42 (***See below***), where appropriate.

Note: The disclosure requirement under paragraph 18 of Appendix D1B shall apply, mutatis mutandis, to a sale or transfer of treasury shares. Accordingly, reference to securities for which listing is sought includes treasury shares to be sold or transferred out of treasury, and references to issue, allotment and offer of securities include sale or transfer of treasury shares.

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- (1) (a) the number of treasury shares held by the issuer (including any treasury shares held or deposited with CCASS) and/or repurchased shares pending cancellation (if any); and
 - (b) such shares (as described in (a) above) would not receive any entitlements to the rights issue/ open offer.
- (2) For an issuer incorporated in a jurisdiction which requires treasury shares to be held in the issuer's own name, a statement that the issuer will withdraw all treasury shares from CCASS, and either re-register them in the issuer's own name as treasury shares or cancel them, in each case before the record date (or the last registration date if there is a book closure period) for the rights issue/ open offer.

For Rights Issue Announcements –

Rule 10.02

The requirements set out in this Chapter shall apply, mutatis mutandis, to a sale or transfer of treasury shares.

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
<u>Rule 10.24A</u>			
If a rights issue is underwritten, the announcement must contain a statement confirming the underwriters are : —			
<ul style="list-style-type: none"> persons licensed or registered under the Securities and Futures Ordinance for Type 1 regulated activity and their ordinary course of business includes underwriting of securities, and they are not connected persons of the issuer; or controlling or substantial shareholders of the issuer. 			
<u>Rule 10.25</u>			
If a rights issue is not fully underwritten, the announcement must contain in a prominent position and in a form approved by the Exchange: —			
<ul style="list-style-type: none"> full disclosure of that fact; a statement of the minimum amount, if any, which must be raised in order for the issue to proceed; a statement of the intended application of the net proceeds of the issue according to the level of subscriptions; and a statement in respect of each substantial shareholder as to whether or not that substantial shareholder has undertaken to take up his or its entitlement in full or in part and if so on what conditions, if any. 			
<u>Rule 10.27</u>			
If a rights issue is underwritten and the underwriter is entitled to terminate that underwriting upon the occurrence of any event of force majeure after dealings in the rights in nil-paid form have commenced, the announcement must contain in a prominent position and in a form approved by the Exchange: —			
<ul style="list-style-type: none"> full disclosure of that fact; a summary of the termination provisions and explain when they cease to be exercisable; and any consequential risks in dealing in such rights. 			
<u>Rule 10.28</u>			
If a rights issue is not fully underwritten by a person or persons whose ordinary course of business includes underwriting, the announcement must contain full disclosure of that fact.			
<u>Rule 10.29</u>			
Where the proposed rights issue is required to be made conditional on approval by shareholders in general meeting pursuant to rule 10.29, the announcement must contain the following information:			
<ul style="list-style-type: none"> the information required under rule 2.28; the purpose of the proposed rights issue; the total funds expected to be raised and a detailed breakdown; description of the proposed use of the proceeds; and the total funds raised and a detailed breakdown and description of the funds raised on any issue of equity securities in the 12 months immediately preceding the announcement of the proposed rights issue, the use of such proceeds, the intended use of any amount not yet utilised and how the issuer has dealt with such amount. 			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
<u>Rule 10.29A</u>			
Where the proposed rights issue is required to be made conditional on approval by shareholders in general meeting pursuant to rule 10.29A, the issuer must disclose the information required under rule 2.28.			
<u>Rule 10.31</u>			
(1) The announcement must fully disclose the arrangement in the proposed rights issue to:—			
(a) dispose of securities not subscribed by allottees under provisional letters of allotment or their renounees by means of excess application forms, in which case such securities must be available for subscription by all shareholders and allocated on a fair basis; or			
(b) dispose of securities not subscribed by allottees under provisional letters of allotment or their renounees by offering the securities to independent places for the benefit of the persons to whom they were offered by way of rights.			
(3) (a) Where arrangements described in rule 10.31(1)(a) are made, the basis of allocation of the securities available for excess application must be disclosed in the announcement.			
For Open Offer Announcements –			
<u>Rule 10.36</u>			
In relation to underwriting of open offers, the requirements under rules 10.24A, 10.25, 10.26 and 10.28 apply in their entirety to open offers with the term “rights issue” replaced by open offers.			
<u>Rule 10.39</u>			
Where the proposed open offer is required to be made conditional on approval by shareholders in general meeting pursuant to rule 10.39, the announcement must contain the following information:			
<ul style="list-style-type: none"> the information required under rule 2.28; the purpose of the proposed open offer; the total funds expected to be raised and a detailed breakdown; description of the proposed use of the proceeds; and the total funds raised and a detailed breakdown and description of the funds raised on any issue of equity securities in the 12 months immediately preceding the announcement of the proposed open offer, the use of such proceeds, the intended use of any amount not yet utilised and how the issuer has dealt with such amount. 			
<u>Rule 10.39A</u>			
Where the proposed open offer is required to be made conditional on approval by shareholders in general meeting pursuant to rule 10.39A, the issuer must disclose the information required under rule 2.28.			
<u>Rule 10.42</u>			
(1) The announcement must fully disclose the arrangement in the proposed open offer to:—			
(a) dispose of securities not validly applied for by shareholders under their assured allotments by means of excess application forms, in which case such securities must be available for subscription by all shareholders and allocated on a fair basis; or			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
(b) dispose of securities not validly applied for by shareholders under their assured allotments by offering the securities to independent placees for the benefit of those shareholders.			
(3) (a) Where arrangements described in rule 10.42(1)(a) are made, the basis of allocation of the securities available for excess application must be disclosed in the announcement.			

Part III – For all announcements

Rule 2.18

Any announcement issued by an issuer pursuant to the GEM Listing Rules is required to contain a statement of responsibility and confirmation on the part of the directors of the issuer in the following form:—

“This [document], for which the directors of the issuer collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the issuer. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this [document] is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.”

Rule 2.19

Any announcement or notice issued by an issuer pursuant to the GEM Listing Rules must contain as a heading a prominent and legible disclaimer statement as follows:—

“Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.”

Rule 17.52A

An issuer shall set out its stock code in a prominent position on the cover page or, where there is no cover page, the first page of all announcements published by it pursuant to these GEM Listing Rules.

Rule 17.56A

Any announcement issued by an issuer pursuant to the GEM Listing Rules must disclose the name of each director as at the date of the relevant announcement.

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	Page	Complied With? (Y/N/NA)	Complied With? (Y/N/NA)	Comment (where applicable) Comment (where applicable)
<u>Specific requirement for all rights issues, open offers and specific mandate placings</u>				

Rule 10.44A

A listed issuer may not undertake a rights issue, open offer or specific mandate placing that would result in a theoretical dilution effect of 25% or more (on its own or when aggregated with any other rights issues, open offers, and/or specific mandate placings announced by the issuer (i) within the 12 month period immediately preceding the announcement of the proposed issue or (ii) prior to such 12 month period where dealing in respect of the shares issued pursuant thereto commenced within such 12 month period, together with any bonus securities, warrants or other convertible securities (assuming full conversion) granted or to be granted to shareholders as part of such rights issues, open offers and/or specific mandate placings), unless the issuer can satisfy the Exchange that there are exceptional circumstances (for example, the issuer is in financial difficulties and the proposed issue forms part of the rescue proposal).

Note 2: Issuers should consult the Exchange before they announce rights issues, open offers or specific mandate placings that may trigger the 25% threshold set out in rule 10.44A.

- This checklist is provided for reference only. In case of doubt, listed issuers are advised to refer to the relevant sections of the Listing Rules.

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CHECKLIST
ANNOUNCEMENT FOR NOTIFIABLE TRANSACTION AND CONNECTED TRANSACTION
(GEM)

Name of Issuer : _____
Case Number : _____
Description of Transaction : _____

	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
<u>Information required to be disclosed in the Announcement</u>			

(A) Specific disclosure requirements

For all Notifiable Transactions and Connected Transactions –

Rule 19.58

- (1) a prominent and legible disclaimer at the top of the announcement in the form set out in rule 2.19;

“Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.”
- (2) a statement of responsibility and confirmation on the part of the directors in the form set out in rule 2.18 (***See below***);
- (3) a description of the principal business activities carried on by the listed issuer and the identity and a description of the principal business activities of the counterparty;
- (4) the date of the transaction. The listed issuer must also confirm that, to the best of the directors' knowledge, information and belief having made all reasonable enquiry, the counterparty and the ultimate beneficial owner of the counterparty are third parties independent of the listed issuer and connected persons of the listed issuer;
- (5) the aggregate value of the consideration, how it is being or is to be satisfied and details of the terms of any arrangements for payment on a deferred basis. If the consideration includes securities for which listing will be sought and/or treasury shares, the listed issuer must also include the amounts and details of the securities being issued and/or transferred out of treasury;

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<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(6)		the basis upon which the consideration was determined;
(7)		the value (book value and valuation, if any) of the assets which are the subject of the transaction;
(8)		where applicable, the net profits (both before and after taxation and extraordinary items) attributable to the assets which are the subject of the transaction for the two financial years immediately preceding the transaction;
(9)		the reasons for entering into the transaction, the benefits which are expected to accrue to the listed issuer as a result of the transaction and a statement that the directors believe that the terms of the transaction are fair and reasonable and in the interests of the shareholders as a whole; and
(10)		where appropriate, details of any guarantee and/or other security given or required as part of or in connection with the transaction.

For all Notifiable Transactions (except for Share Transactions) and Connected Transactions –

Rule 19.60

- (1) the general nature of the transaction including, where the transaction involves securities, details of any restrictions which apply to the subsequent sale of such securities;
- (2) brief details of the asset(s) being acquired or disposed of, including the name of any company or business or the actual assets or properties where relevant and, if the assets include securities, the name and general description of the activities of the company in which the securities are or were held;
- (3) in the case of a disposal:—
 - (a) details of the gain or loss expected to accrue to the listed issuer and the basis for calculating this gain or loss. Where the listed issuer expects to recognise in its income statement a gain or loss different from the disclosed gain or loss, the reason for the difference must be explained. The gain or loss is to be calculated by reference to the carrying value of the assets in the accounts; and
 - (b) the intended application of the sale proceeds;
- (4) if the transaction involves an issue of securities for which listing will be sought or a transfer of treasury shares, the announcement must also include:
 - (a) a statement that the announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities; and
 - (b) in the case where securities will be issued, a statement that application has been or will be made to the Exchange for the listing of and permission to deal in the securities;
- (5) where the transaction is a major transaction approved or to be approved by way of written shareholders' approval from a shareholder or a closely allied group of shareholders pursuant to rule 19.44, details of the shareholder or the closely allied group of shareholders (as the case may be), including the name of the shareholder(s), the number of securities held by each such shareholder and the relationship between the shareholders;

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(6) if the transaction involves a disposal of an interest in a subsidiary by a listed issuer, a declaration as to whether the subsidiary will continue to be a subsidiary of the listed issuer following the transaction; and			
(7) in the case of a major transaction, a very substantial disposal, a very substantial acquisition or a reverse takeover, the expected date of despatch of the circular and if this is more than 15 business days after the publication of the announcement, the reasons why this is so.			

Note: If there is expected to be delay in despatch of the circular, the listed issuer must as soon as practicable publish a further announcement in accordance with rule 19.36A.

For Share Transactions –

Rule 19.59

- (1) the amount and details of the securities being issued and/or transferred out of treasury including details of any restrictions which apply to the subsequent sale of such securities;
- (2) brief details of the asset(s) being acquired, including the name of any company or business or the actual assets or properties where relevant and, if the assets include securities, the name and general description of the activities of the company in which the securities are or were held;
- (3) if the transaction involves an issue of securities of a subsidiary of the listed issuer, a declaration as to whether the subsidiary will continue to be a subsidiary of the listed issuer following the transaction;
- (4) a statement that the announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities; and
- (5) in the case where securities will be issued, a statement that application has been or will be made to the Exchange for the listing of and permission to deal in the securities.

For Discloseable Transactions –

Rule 19.60A

In addition to the information set out in rule 19.60, where the announcement for a notifiable transaction contains a profit forecast in respect of the issuer or a company which is, or is proposed to become, one of its subsidiaries, the announcement must contain the following information or, for a share transaction or a discloseable transaction, the issuer must publish a further announcement containing the following information within 15 business days after publication of the announcement:

- (1) details of the principal assumptions, including commercial assumptions, upon which the forecast is based;
- (2) a letter from the issuer's auditors or reporting accountants confirming that they have reviewed the accounting policies and calculations for the forecast and containing their report;
- (3) a report from the issuer's financial advisers confirming that they are satisfied that the forecast has been made by the directors after due and careful enquiry. If no financial advisers have been appointed in connection with the

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
transaction, a letter from the board of directors confirming they have made the forecast after due and careful enquiry; and			
(4) information regarding the expert statements contained in the announcement, which is specified in paragraph 5 of Appendix D1B.			

For Reverse Takeovers –

Rule 19.57

The listed issuer must state in the announcement on the reverse takeover when it expects the listing document to be issued.

For Connected Transactions –

Rule 20.66

- (1) the information set out in rules 19.58 to 19.60 (contents of announcements for notifiable transactions); (**See above**)
- (1A) the identities and a description of the principal business activities of the parties to the transaction and of their ultimate beneficial owner(s);
- (2) the connected relationship between the parties to the transaction, and the connected person's interests in the transaction;
- (3) the independent non-executive directors' views on the matters set out in rules 20.38(1) to (3) if no shareholders' approval is required;
- (4) if the transaction is a continuing connected transaction, the basis for calculating the payments to be made (see rule 20.49) and the amount of its cap. If a circular is not required, the listed issuer must also disclose how it determines and calculates the cap, including the assumptions and the amounts of previous transactions which form the basis of the cap;
- (5) if the transaction involves the listed issuer's group acquiring assets from a connected person, the original acquisition cost of the assets to the connected person;
- (6) if the transaction involves the listed issuer's group disposing of assets which it has held for 12 months or less, the original acquisition cost of the assets to the listed issuer's group;
- (7) if the announcement contains a profit forecast of the listed issuer's group or a company which is, or will become, the listed issuer's subsidiary, the information set out in paragraph 29(2) of Appendix D1B;
- (8) if no circular is required, a statement whether any directors of the listed issuer have a material interest in the transaction and, if so, whether they have abstained from voting on the board resolution;
- (9) a statement that the transaction is subject to shareholders' approval, if applicable;
- (10) if the transaction is, or will be, approved by way of shareholders' written approval, details of the shareholders giving the approval (including their names and shareholdings in the listed issuer) and the relationship between the shareholders; and

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
(11) if a circular is required, the expected date of distribution of the circular, and, if this is more than 15 business days after the publication of the announcement, the reasons why this is so.			

(B) General disclosure requirements

Rule 2.18

Any announcement issued by an issuer pursuant to the GEM Listing Rules is required to contain a statement of responsibility and confirmation on the part of the directors of the issuer in the following form:—

“This [document], for which the directors of the issuer collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the issuer. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this [document] is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.”

Rule 2.19

Any announcement or notice issued by an issuer pursuant to the GEM Listing Rules must contain as a heading a prominent and legible disclaimer statement as follows:—

“Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.”

Rule 17.52A

An issuer shall set out its stock code in a prominent position on the cover page or, where there is no cover page, the first page of all announcements published by it pursuant to these GEM Listing Rules.

Rule 17.56A

Any announcement issued by an issuer pursuant to the GEM Listing Rules must disclose the name of each director as at the date of the relevant announcement.

- This checklist is provided for reference only. In case of doubt, listed issuers are advised to refer to the relevant sections of the Listing Rules.
- Please make annotation in the margin of the draft document for the respective paragraph of the Listing Rules.
- When your answer to an item on the checklist is “No” or “Not applicable”, the reason for such response should be clearly disclosed in the “Comment” section.

Submitted by: _____
Signature

Date: _____

Name and Firm

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**CHECKLIST
ANNOUNCEMENT FOR ISSUE OF SECURITIES,
OR SALE OR TRANSFER OF TREASURY SHARES FOR CASH
(GEM)**

Name of Issuer : _____
Case Number : _____
Description of Transaction : _____

Information required in the Announcement:-

	Page	Complied With? (Y/N/NA)	Comment (where applicable)
<u>Part I – For issue of securities, or sale or transfer of treasury shares for cash in accordance with rules 17.39 or 17.41</u>			

Rule 17.29A

References in rules 17.30, 17.30A and 17.31 to an allotment, issue, offer, placing or subscription of securities or shares shall include a sale or transfer of treasury shares and references to allottees shall include purchasers or transferees of treasury shares. Rule 17.30 does not apply to a sale of treasury shares on GEM or any other stock exchange on which the issuer is listed.

Rule 17.30

- (1) the name of the issuer;
- (2) the number, class and aggregate nominal value of the securities agreed to be issued;

If the issue involves (i) securities convertible into shares of the issuer or (ii) options, warrants or similar rights to subscribe for shares or such convertible securities, the announcement should also contain:

 - (a) the conversion/subscription price and a summary of the provisions for adjustments of such price and/or number of shares to be issued and all other material terms of the convertible securities or warrants;
 - (b) the maximum number of shares that could be issued upon exercise of the conversion/subscription rights; and
 - (c) the issuer's intention, if any, to transfer treasury shares upon exercise of the conversion/subscription rights.
- (3) the total funds to be raised and the proposed use of the proceeds;
- (4) the issue price of each security and the basis for determining the same;
- (5) the net price to the issuer of each security;
- (6) the reason(s) for making the issue;
- (7) the names of the allottees, if less than 6 in number and, in the case of 6 or more allottees details of such allottees in accordance with rule 10.12(4). The Exchange reserves the right to require submission of such further information (on an electronic spreadsheet or such other format as it may request) on the allottees as it may consider necessary for the purpose of establishing their independence, including without limitation details of beneficial ownership;

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(8) the market price of the securities concerned on a named date, being the date on which the terms of the issue were fixed;			
(9) the total funds raised and a detailed breakdown and description of the funds raised on any issue of equity securities in the 12 months immediately preceding the announcement of the proposed issue of securities, the use of such proceeds, the intended use of any amount not yet utilised and how the issuer has dealt with such amount;			
(10) where applicable, the name of the underwriter/placing agent and the principal terms of the underwriting/placing arrangements;			
(11) a statement whether the issue is subject to shareholders' approval;			
(12) where the securities are issued under a general mandate granted to the directors by the shareholders in accordance with rule 17.41(2), details of the mandate;			
(13) where the securities are issued by way of a rights issue or an open offer, the information set out in paragraph 18 of Appendix D1B (<i>See Part II of this checklist for the specific information required under paragraph 18 of Appendix D1B</i>);			
(14) the conditions to which the issue is subject or a negative statement if applicable; and			
(15) any other material information with regard to the issue (including any restrictions on the ability of the issuer to issue further securities or any restrictions on the ability of the allottees to dispose of shares issued to them or any restrictions on the ability of existing shareholders to dispose of their securities arising in connection with the allotment).			

Rule 17.30A

Where the securities are issued for cash under the authority of a general mandate granted to the directors by the shareholders in accordance with rule 17.41(2) and at a discount of 20% or more to the benchmarked price set out in rule 17.42B, the issuer shall publish an announcement as soon as possible, but in any event not later than the time that is 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the business day immediately following the day on which the relevant agreement involving the proposed issue of securities is signed. The announcement must disclose, among other things, the following information:

- (1) where there are less than 10 allottees, the name of each allottee (or, if applicable, the name of its beneficial owners) and a confirmation of its independence from the issuer; and
- (2) where there are 10 or more allottees, the name of each allottee (or, if applicable, the name of its beneficial owners) subscribing 5% or more of the securities issued and a generic description of all other allottees, and a confirmation of their independence from the issuer. When calculating the 5% limit, the number of securities subscribed by each allottee, its holding company and any of their subsidiaries must be aggregated.

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
<u>Part II - Information required for rights issue / open offer announcements pursuant to rule 17.30(13)</u>			

Paragraph 18 of Appendix D1B

Where securities for which listing is sought are offered by way of rights or by way of an open offer to the holders of an existing listed security, a statement as to:

- (1) how securities not taken up will be dealt with and the time, being not less than 10 business days, in which the offer may be accepted. In cases where the issuer has a large number of overseas members a longer offer period may be desirable, provided that the Exchange must be consulted if the issuer proposes an offer period of over 15 business days;

(see Note 4 to Appendix D1B)

- (2) the pro rata entitlement (if applicable), the last date on which transfers were accepted for registration for participation in the issue, how the securities rank for dividend, whether the securities rank pari passu with any listed securities, the nature of the document of title and its proposed date of issue, and how fractions (if any) are to be treated;
- (3) whether the board of directors has received any information from any substantial shareholders of their intention to take up the securities provisionally allotted or offered to them or to be provisionally allotted or offered to them and particulars thereof; and
- (4) the matters required to be disclosed by rules 10.24A, 10.25, 10.27, 10.28, 10.29, 10.29A, 10.31, 10.36, 10.39, 10.39A and 10.42 (***See below***), where appropriate.

Note: The disclosure requirement under paragraph 18 of Appendix D1B shall apply, mutatis mutandis, to a sale or transfer of treasury shares. Accordingly, reference to securities for which listing is sought includes treasury shares to be sold or transferred out of treasury, and references to issue, allotment and offer of securities include sale or transfer of treasury shares.

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- (1) (a) the number of treasury shares held by the issuer (including any treasury shares held or deposited with CCASS) and/or repurchased shares pending cancellation (if any); and
 - (b) such shares (as described in (a) above) would not receive any entitlements to the rights issue/ open offer, whether in their nil-paid or fully-paid forms.
- (2) For an issuer incorporated in a jurisdiction which requires repurchased shares to be held in the issuer's own name in order to be classified as treasury shares, a statement that the issuer will withdraw all repurchased shares (if any) from CCASS, and either re-register them in the issuer's own name as treasury shares or cancel such repurchased shares, in each case before the record date or last registration date (if there is a book closure period) for the rights issue/ open offer.

For Rights Issue Announcements –

Rule 10.02

The requirements set out in this Chapter shall apply, mutatis mutandis, to a sale or transfer of treasury shares.

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
<u>Rule 10.24A</u>			
If a rights issue is underwritten, the announcement must contain a statement confirming the underwriters are : —			
<ul style="list-style-type: none"> persons licensed or registered under the Securities and Futures Ordinance for Type 1 regulated activity and their ordinary course of business includes underwriting of securities, and they are not connected persons of the issuer; or controlling or substantial shareholders of the issuer. 			
<u>Rule 10.25</u>			
If a rights issue is not fully underwritten, the announcement must contain in a prominent position and in a form approved by the Exchange: —			
<ul style="list-style-type: none"> full disclosure of that fact; a statement of the minimum amount, if any, which must be raised in order for the issue to proceed; a statement of the intended application of the net proceeds of the issue according to the level of subscriptions; and a statement in respect of each substantial shareholder as to whether or not that substantial shareholder has undertaken to take up his or its entitlement in full or in part and if so on what conditions, if any. 			
<u>Rule 10.27</u>			
If a rights issue is underwritten and the underwriter is entitled to terminate that underwriting upon the occurrence of any event of force majeure after dealings in the rights in nil-paid form have commenced, the announcement must contain in a prominent position and in a form approved by the Exchange: —			
<ul style="list-style-type: none"> full disclosure of that fact; a summary of the termination provisions and explain when they cease to be exercisable; and any consequential risks in dealing in such rights. 			
<u>Rule 10.28</u>			
If a rights issue is not fully underwritten by a person or persons whose ordinary course of business includes underwriting, the announcement must contain full disclosure of that fact.			
<u>Rule 10.29</u>			
Where the proposed rights issue is required to be made conditional on approval by shareholders in general meeting pursuant to rule 10.29, the announcement must contain the following information:			
<ul style="list-style-type: none"> the information required under rule 2.28; the purpose of the proposed rights issue; the total funds expected to be raised and a detailed breakdown; description of the proposed use of the proceeds; and the total funds raised and a detailed breakdown and description of the funds raised on any issue of equity securities in the 12 months immediately preceding the announcement of the proposed rights issue, the use of such proceeds, the intended use of any amount not yet utilised and how the issuer has dealt with such amount. 			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
<u>Rule 10.29A</u>			
Where the proposed rights issue is required to be made conditional on approval by shareholders in general meeting pursuant to rule 10.29A, the issuer must disclose the information required under rule 2.28.			
<u>Rule 10.31</u>			
(1) The announcement must fully disclose the arrangement in the proposed rights issue to:—			
<ul style="list-style-type: none"> (a) dispose of securities not subscribed by allottees under provisional letters of allotment or their renounees by means of excess application forms, in which case such securities must be available for subscription by all shareholders and allocated on a fair basis; or (b) dispose of securities not subscribed by allottees under provisional letters of allotment or their renounees by offering the securities to independent places for the benefit of the persons to whom they were offered by way of rights. 			
(3) (a) Where arrangements described in rule 10.31(1)(a) are made, the basis of allocation of the securities available for excess application must be disclosed in the announcement.			
For Open Offer Announcements –			
<u>Rule 10.36</u>			
In relation to underwriting of open offers, the requirements under rules 10.24A, 10.25, 10.26 and 10.28 apply in their entirety to open offers with the term “rights issue” replaced by open offers.			
<u>Rule 10.39</u>			
Where the proposed open offer is required to be made conditional on approval by shareholders in general meeting pursuant to rule 10.39, the announcement must contain the following information:			
<ul style="list-style-type: none"> • the information required under rule 2.28; • the purpose of the proposed open offer; • the total funds expected to be raised and a detailed breakdown; • description of the proposed use of the proceeds; and • the total funds raised and a detailed breakdown and description of the funds raised on any issue of equity securities in the 12 months immediately preceding the announcement of the proposed open offer, the use of such proceeds, the intended use of any amount not yet utilised and how the issuer has dealt with such amount. 			
<u>Rule 10.39A</u>			
Where the proposed open offer is required to be made conditional on approval by shareholders in general meeting pursuant to rule 10.39A, the issuer must disclose the information required under rule 2.28.			
<u>Rule 10.42</u>			
(1) The announcement must fully disclose the arrangement in the proposed open offer to:—			
<ul style="list-style-type: none"> (a) dispose of securities not validly applied for by shareholders under their assured allotments by means of excess application forms, in which case such securities must be available for subscription by all shareholders and allocated on a fair basis; or 			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
(b) dispose of securities not validly applied for by shareholders under their assured allotments by offering the securities to independent placees for the benefit of those shareholders.			
(3) (a) Where arrangements described in rule 10.42(1)(a) are made, the basis of allocation of the securities available for excess application must be disclosed in the announcement.			

Part III – For all announcements

Rule 2.18

Any announcement issued by an issuer pursuant to the GEM Listing Rules is required to contain a statement of responsibility and confirmation on the part of the directors of the issuer in the following form:—

“This [document], for which the directors of the issuer collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the issuer. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this [document] is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.”

Rule 2.19

Any announcement or notice issued by an issuer pursuant to the GEM Listing Rules must contain as a heading a prominent and legible disclaimer statement as follows:—

“Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.”

Rule 17.52A

An issuer shall set out its stock code in a prominent position on the cover page or, where there is no cover page, the first page of all announcements published by it pursuant to these GEM Listing Rules.

Rule 17.56A

Any announcement issued by an issuer pursuant to the GEM Listing Rules must disclose the name of each director as at the date of the relevant announcement.

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
		Complied With? (Y/N/NA)	Comment (where applicable)
<u>Specific requirement for all rights issues, open offers and specific mandate placings</u>			

Rule 10.44A

A listed issuer may not undertake a rights issue, open offer or specific mandate placing that would result in a theoretical dilution effect of 25% or more (on its own or when aggregated with any other rights issues, open offers, and/or specific mandate placings announced by the issuer (i) within the 12 month period immediately preceding the announcement of the proposed issue or (ii) prior to such 12 month period where dealing in respect of the shares issued pursuant thereto commenced within such 12 month period, together with any bonus securities, warrants or other convertible securities (assuming full conversion) granted or to be granted to shareholders as part of such rights issues, open offers and/or specific mandate placings), unless the issuer can satisfy the Exchange that there are exceptional circumstances (for example, the issuer is in financial difficulties and the proposed issue forms part of the rescue proposal).

Note 2: Issuers should consult the Exchange before they announce rights issues, open offers or specific mandate placings that may trigger the 25% threshold set out in rule 10.44A.

- | |
|---|
| <ul style="list-style-type: none"> This checklist is provided for reference only. In case of doubt, listed issuers are advised to refer to the relevant sections of the Listing Rules. |
|---|

香港聯合交易所有限公司
(香港交易及結算所有限公司全資附屬公司)
THE STOCK EXCHANGE OF HONG KONG LIMITED
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CHECKLIST
SIZE TESTS FOR NOTIFIABLE TRANSACTIONS AND CONNECTED TRANSACTIONS
(MAIN BOARD AND GEM)

Name of Issuer : _____
Stock Code : _____
Case Number : _____
Description of Transaction : _____

Pursuant to Main Board Rules 14.85 and 14A.66/ GEM Rules 19.85 and 20.64, listed issuers must submit to the Exchange this size tests checklist in respect of any notifiable transactions and/or connected transactions:

- For notifiable transactions of which the draft announcement is subject to pre-vetting by the Exchange (see Main Board Rule 13.52(2)/ GEM Rule 17.53(2)), the size tests checklist must be submitted at the same time when the draft announcement is submitted to the Exchange for review.
- In all other cases, the listed issuer must submit the size tests checklist on or before publication of the announcement for the subject transaction.
- Please leave the fields blank if the percentage ratio is not applicable

This checklist is provided for reference only. In case of doubt, listed issuers are advised to refer to the Listing Rules for the specific requirements.

Please fill in the following information:-

(A) Assets ratio

1. Value of total assets being the subject of the transaction = _____ = _____ %
2. Consolidated total assets of the Issuer = _____ = _____ %

Please state the source of each figure used for calculating the above percentage ratio and any adjustment(s) made to the figure:

Item 1:
Item 2:
Alternative size test (Note)

(B) Profits ratio

3. Net profit (after deducting all charges except taxation and before non-controlling interests) attributable to assets being the subject of the transaction = _____ = _____ %
4. Net profit (after deducting all charges except taxation and before non-controlling interests) of the Issuer = _____ = _____ %

Please state the source of each figure used for calculating the above percentage ratio and any adjustment(s) made to the figure:

Item 3:
Item 4:
Alternative size test (Note)

(C) Revenue ratio

5. Total revenue attributable to the assets being the subject
of the transaction _____ = _____ = _____ %
6. Total revenue of the Issuer _____ = _____ = _____ %

Please state the source of each figure used for calculating the above percentage ratio and any adjustment(s) made to the figure:

Item 5:
Item 6:
Alternative size test (Note)

(D) Consideration ratio

7. Aggregate value of consideration given or received _____ = _____ = _____ %
8. Market capitalisation of the Issuer _____ = _____ = _____ %

Please state the source of each figure used for calculating the above percentage ratio and any adjustment(s) made to the figure:

Item 7:
Item 8:
Alternative size test (Note)

(E) Equity capital ratio

9. Number of shares to be issued and/or treasury shares to
be transferred by the Issuer as consideration (if any) _____ = _____ = _____ %
10. Total number of the Issuer's issued shares (excluding
treasury shares) immediately before the transaction _____ = _____ = _____ %

Please state the source of each figure used for calculating the above percentage ratio and any adjustment(s) made to the figure:

Item 9:

Item 10:
Alternative size test (Note)

Note: Pursuant to Main Board Rule 14.20/ GEM Rule 19.20, listed issuers must seek prior consent of the Exchange to disregard any percentage ratios calculated in accordance with the Listing Rules and substitute it by an alternative size test.

Submitted by:	_____	05/06/2024	_____
	Name		Date
	_____		_____
	Firm		Phone number

	Email address		



THE STOCK EXCHANGE OF HONG KONG LIMITED

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**REFERENCES TO MAJOR LISTING RULES REQUIREMENTS RELATED TO ISSUANCE OF SECURITIES
(MAIN BOARD AND GEM)**

Name of Issuer :

Case Number :

Description of transaction :

				Method of issue							
		Relevant Listing Rules		Rights issue	Open offer	Bonus issue	Scrip dividend scheme	Placing or subscription	Consideration issue	Share consolidation/ sub-division/ capital reduction	Adoption of share scheme / refreshment of scheme mandate limit
		MB	GEM								
Restrictions											
1	No further issue of securities within 6 months of new listing of the Issuer. <i>(Note: not applicable to Main Board issuers which were newly transferred from GEM pursuant to Chapter 9A of MB Rules, provided that any plan to raise funds within 6 months from the date of transfer of the issuer's listing to the Main Board has been prominently disclosed in the listing document)</i>	10.08	17.29								
2	No further issue of securities for a period of 30 days after share repurchase by the Issuer.	10.06(3)	13.12								
Shareholder approval requirements											
3	The securities are to be issued under:										
	1) specific shareholder approval in general meeting; or	7.19A(1), 7.19A(2), 7.24A(1), 7.24A(2), 13.36(1)(a), 15.02, 17.02(1)(a), 17.03C(1), 17.03C(3)	10.29, 10.39, 17.39, 21.02, 23.02(1)(a), 23.03C(1), 23.03C(3)								
	2) a general mandate granted to directors by shareholders; or	13.36(2)(b)	17.41(2)								

				Method of issue							
		Relevant Listing Rules		Rights issue	Open offer	Bonus issue	Scrip dividend scheme	Placing or subscription	Consideration issue	Share consolidation/ sub-division/ capital reduction	Adoption of share option scheme / refreshment of scheme limit
		MB	GEM								
	3) a pro rata offer to shareholders.	13.36(2)(a)	17.41(1)								
4	Shareholder approval is required if the issue of securities would effectively alter the control of the Issuer.	13.36(1)(b)	17.40								
5	For rights issue/ open offer underwritten by connected person - Shareholder approval is required.	Ch 14A	Ch 20								
6	Where general mandate is used, it is sufficient to cover the amount of securities to be issued.	13.36(2)(b)	17.41(2)								
7	When securities are issued for cash under general mandate, the discount of the issue price to the benchmarked price is less than 20%.	13.36(5)	17.42B								
8	When convertible securities are issued for cash under a general mandate, the initial conversion price of the convertible securities cannot be lower than the benchmarked price.	13.36(6)	17.42C								
9	For issue of warrants - The issuer may not issue warrants for cash under a general mandate.	13.36(7)	17.42D								
Other requirements for issue of securities											
10	The theoretical dilution effect of rights issues, open offers or specific mandate placings (individually or when aggregated within a rolling 12-month period) may not exceed 25%, unless there are exceptional circumstances.	7.27B	10.44A								
11	For rights issue/open offer - The issuer must adopt either excess application arrangements or compensatory arrangements for the disposal of unsubscribed shares.	7.21(1), 7.26A(1),	10.31(1), 10.42(1)								

				Method of issue							
		Relevant Listing Rules		Rights issue	Open offer	Bonus issue	Scrip dividend scheme	Placing or subscription	Consideration issue	Share consolidation/ sub-division/ capital reduction	Adoption of share option scheme / refreshment of scheme limit
		MB	GEM								
12	For rights issue/open offer - Where the issue is underwritten, the underwriters must be (i) persons licensed or registered under the SFO for Type 1 regulated activity and independent from the issuer; or (ii) the controlling or substantial shareholders of the issuer.	7.19(1), 7.24	10.24A, 10.36								
13	For rights issue/open offer - Where the issue is underwritten/sub-underwritten by the issuer's controlling or substantial shareholders, compensatory arrangement must be made.	7.21(2), 7.26A(2)	10.31(2), 10.42(2)								
14	For issue of warrants - The securities that may be issued upon exercise of the warrants and all other similar subscription rights must not exceed 20% of the number of issued shares of the Issuer at the time of issue of the warrants.	15.02(1)	21.02(1)								
15	For issue of warrants - The warrants must expire not less than 1 year and not more than 5 years from the issue date.	15.02(2)	21.02(2)								

				Method of issue							
		Relevant Listing Rules		Rights issue	Open offer	Bonus issue	Scrip dividend scheme	Placing or subscription	Consideration issue	Share consolidation/ sub-division/ capital reduction	Adoption of share option scheme / refreshment of scheme limit
		MB	GEM								
16	When securities are to be issued connected persons, the Issuer must comply with all connected transaction requirements unless the issue falls within the exemption of MB R14A.92 / GEM R20.90.	Ch 14A	Ch 20		(Applicable when the open offer is not on a pro-rata basis)						
17	Trading arrangement and timetable have been agreed by the Exchange.	13.52B	17.53B								
18	Where the Issuer's share price falls below \$0.10, it must take action to rectify the Exchange's concern over its non-compliance with MB R13.64/ GEM R17.76.	13.64	17.76								
19	The issuer must not undertake a subdivision or bonus issue of shares if its share price adjusted for the subdivision or bonus issue is less than HK\$1 based on the lowest daily closing price of the shares during the six-month demonstration period.	13.64A	17.76A								
20	The issue of securities should not result in insufficient public float of the Issuer.	8.08	11.23								
21	The issue of securities should not involve directors' dealings in a black out period under the "Model Code for Securities Transactions by Directors of Listed Issuers".	App 10	Ch 5								
22	The issue of securities should not result in the Issuer becoming a cash company.	14.82 - 14.84	19.82 - 19.84								
23	Where applicable, the Issuer must comply with the Takeovers Code.	13.23(2), Takeovers Code	17.89, Takeovers Code								
Other requirement for issue of a new class of listed equity securities											
25	Please also see "CHECKLIST -- BASIC QUALIFICATIONS FOR LISTING OF A NEW CLASS OF EQUITY SECURITIES" for related Listing Rules requirements.										

Note : The term "warrants" used in this checklist has the same meaning as that defined in MB Rule Chapter 15/ GEM Rule Chapter 21.

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)**CHECKLIST
CIRCULAR FOR CONNECTED TRANSACTION
(GEM)**

Name of Issuer : _____
Case Number : _____
Description of Transaction : _____

Information required in the Circular:-

	Complied With? (Y/N/NA)	Comment (where applicable)
Page		

Part I - General**Rule 2.18**

A statement of responsibility and confirmation on the part of the directors of the issuer in the following form:-

"This [document], for which the directors of the issuer collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the issuer. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this [document] is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading."

Rule 2.19

Must contain on its front cover or inside front cover a prominent and legible disclaimer statement as follows:-

"Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document."

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
<u>Rule 2.20</u>		
Must contain, at a prominent position, and in bold type, a statement in the following terms concerning the characteristics of GEM:-		
“Characteristics of GEM of The Stock Exchange of Hong Kong Limited (the “Exchange”).		
GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.		
Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.”		
<u>Rule 2.28</u>		
The issuer must, to the extent that it is aware having made all reasonable enquiries, include in the circular:		
(1) a statement as at the date by reference to which disclosure of the shareholding is made in the circular as to whether and to what extent any shareholder who is required to abstain from voting under the GEM Listing Rules controls or is entitled to exercise control over the voting right in respect of his shares in the issuer;		
(2) particulars of:		
(a) any voting trust or other agreement or arrangement or understanding (other than an outright sale) entered into by or binding upon any such shareholder; and		
(b) any obligation or entitlement of any such shareholder as at the date by reference to which disclosure of the shareholding of any such shareholder is made in the circular,		
whereby he has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his shares in the issuer to a third party, either generally or on a case-by-case basis;		
(3) a detailed explanation of any discrepancy between any such shareholder’s beneficial shareholding interest in the issuer as disclosed in the circular and the number of shares in the issuer in respect of which he will control or will be entitled to exercise control over the voting right at the relevant meeting; and		
(4) steps undertaken by the shareholder (if any) to ensure shares being the subject of the discrepancy referred to in rule 2.28(3) are not voted.		

THE STOCK EXCHANGE OF HONG KONG LIMITED
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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
<u>Rule 11.04</u>			
Full and accurate disclosure of any business or interest of each director, controlling shareholder and, in relation only to the initial listing document, substantial shareholder and the respective close associates of each that competes or may compete with the business of the group and any other conflict of interest which any such person has or may have with the group must be disclosed in each listing document and circular required pursuant to the GEM Listing Rules (excluding any Explanatory Statement issued pursuant to rule 13.08).			
<i>(See Notes 1 to 3 to rule 11.04)</i>			
<u>Rule 17.52A</u>			
The circular published by an issuer pursuant to the GEM Listing Rules must set out its stock code in a prominent position on the cover page or, where there is no cover page, the first page of the relevant circular.			
<u>Rule 17.56A</u>			
The circular issued by an issuer pursuant to the GEM Listing Rules must disclose the name of each director as at the date of the relevant circular.			
<u>Part II – CHAPTER 20</u>			
<u>Rule 20. 67</u>			
(1) a clear and adequate explanation of its subject matter and demonstrate the advantages and disadvantages of the transaction for the listed issuer's group;			
(2) where practicable, include a numerical evaluation;			
(3) contain all information necessary to allow the listed issuer's shareholders to make a properly informed decision; and			
(4) contain a heading drawing attention to the importance of the document and advising shareholders who are in any doubt to consult appropriate independent advisers on the appropriate course of action			
<u>Rule 20.68</u>			
(1) the Exchange's disclaimer statement (see rule 2.19) on its front cover or inside front cover;			
(2) the information required to be disclosed in the announcement for the transaction;			
(3) the identities and a description of the principal business activities of the parties to the transaction and of their ultimate beneficial owner(s);			
(4) the name of the connected person concerned, his or its relationship with any controller and the name and office held by that controller;			

THE STOCK EXCHANGE OF HONG KONG LIMITED
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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
(5) if the transaction is a continuing connected transaction, how the listed issuer determines and calculates the cap, including the assumptions and the amounts of previous transactions which form the basis of the cap;			
(6) a letter from each of the independent financial adviser and, if applicable, the independent board committee containing its opinion and recommendation on the transaction (see rules 20.41 and 20.43);			
(7) if the transaction involves the acquisition or disposal of any property interests or a company whose assets consist solely or mainly of property, a valuation and information on the property if required under rule 8.03;			
<i>(Please refer to the checklist "Valuation of Properties Being Acquired/ Disposed of" (CF021G), if applicable.)</i>			
(8) if the primary significance of the asset (other than property interests) being acquired or disposed of is its capital value, an independent valuation of the asset;			
(9) if the transaction involves an acquisition or disposal of a company or business engaging in an infrastructure project, a business valuation report on that company or business and/or traffic study report on the project. The report(s) must clearly set out:			
(a) all significant underlying assumptions including the discount rate or growth rate used; and			
(b) a sensitivity analysis based on different discount rates and growth rates.			
If the business valuation is based on a profit forecast, the accounting policies and calculations for the underlying forecasts must be examined and reported on by the auditors or reporting accountants. Any financial adviser mentioned in the circular must also report on the underlying forecasts.			
(10) if the transaction involves the listed issuer's group acquiring a company or business from a connected person, details of:			
(a) any guarantee of the profits or net tangible assets or other matters regarding the financial performance of the company or business provided by the connected person, and a statement by the listed issuer that it will comply with the disclosure requirements (see rule 20.61) if the actual performance fails to meet the guarantee; and			
(b) any option granted to the listed issuer's group to sell the company or business back to the connected person and/or other rights given to the listed issuer's group;			
(11) a statement whether any directors of the listed issuer have a material interest in the transaction and, if so, whether they have abstained from voting on the board resolution;			
(12) a statement that any shareholder with a material interest in the transaction will not vote and the information required in rule 2.28; <i>(See above);</i>			

THE STOCK EXCHANGE OF HONG KONG LIMITED
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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
(13) Appendix D1B - 1, 2, 5, 10, 29(2), 32, 39, 40, 42(2)(c) (See Part III of this checklist);			
(14) information regarding directors' and chief executive's interests in the listed issuer described in paragraphs 34, 38 and 38A of Appendix D1B; (See Part III of this checklist);			
(15) information regarding the competing interests (if any) of each of the directors and any proposed director of the listed issuer and his respective close associates as would be required to be disclosed under rule 11.04 as if each of them was a controlling shareholder; and			
(16) any additional information requested by the Exchange.			

Part III – Appendix D1B

1. The full name of the issuer.

2. A statement as follows:-

"This document, for which the directors of the issuer collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the issuer. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading."

(See Note 1 to Appendix D1B)

5. Where the listing document includes a statement purporting to be made by an expert, a statement:-

(1) specifying the qualifications of such expert and whether such expert has any shareholding in any member of the group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the group and, if so, a full description thereof;

(2) that the expert has given and has not withdrawn his written consent to the issue of the listing document with the expert's statement included in the form and context in which it is included; and

(3) of the date on which the expert's statement was made and whether or not it was made by the expert for incorporation in the listing document.

10. (1) (if applicable) the nature and amount of the issue including the number (or, if not yet determinable, the minimum and maximum number) of securities which have been or will be created and/or issued, if predetermined.

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

		Page	Complied With? (Y/N/NA)	Comment (where applicable)
	(2) (if applicable) whether or not, and if so to what extent, the issue has been underwritten and, if not fully underwritten, the minimum amount of capital, if any, which the issuer must raise for the issue to proceed.			
	<i>Note: References to issue include transfer of treasury shares.</i>			
29.	(2) The issuer must determine in advance with its financial adviser whether to include a profit forecast in a listing document. Where a profit forecast appears in any listing document, it must be clear, unambiguous and presented in an explicit manner and the principal assumptions, including commercial assumptions, upon which it is based, must be stated. The accounting policies and calculations for the forecast must be examined and reported on by the reporting accountants or auditors, as appropriate, and their report must be set out. The financial adviser must report in addition that it have satisfied itself that the forecast has been stated by the directors after due and careful enquiry, and such report must be set out.			
32.	A statement by the directors of any material adverse change in the financial or trading position of the group since the date to which the latest published audited accounts of the issuer have been made up, or an appropriate negative statement.			
34.	Where any director or proposed director is a director or employee of a company which has an interest or short position in the shares or underlying shares of the issuer which would fall to be disclosed to the issuer under the provisions of Divisions 2 and 3 of Part XV of the Securities and Futures Ordinances, that fact shall be stated.			
	(See Note 8 to Appendix D1B)			
38.	(1) A statement showing the interests or short positions of each director and chief executive of the issuer in the shares, underlying shares and debentures of the issuer or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance) which:—			
	(a) are required to be notified to the issuer and the Exchange pursuant to Divisions 7 and 8 of Part XV of the Securities and Futures Ordinance (including interests or short positions which he is taken or deemed to have under such provisions of the Securities and Futures Ordinance); or			
	(b) are required, pursuant to section 352 of the Securities and Futures Ordinance, to be entered in the register referred to therein; or			
	(c) are required, pursuant to rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by directors to be notified to the issuer and the Exchange;			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
or an appropriate negative statement. Provided that the Exchange may agree in its sole discretion that compliance with this paragraph may be modified or waived in respect of any associated corporation if, in the opinion of the Exchange, the number of associated corporations in respect of which each director and chief executive is taken or deemed to have an interest or short position under Part XV of the Securities and Futures Ordinance is such that compliance with this paragraph would result in particulars being given which are not material in the context of the group and are excessive in length.			
(2) The information required to be included by virtue of paragraph 38(1) of Appendix D1B must specify the company in which interests or short positions are held, the class to which those securities belong and the number of such securities held, but need not disclose:			
(a) the interests of a director or a chief executive officer in the shares of the listed issuer or any of its subsidiaries if such interest is held solely in a non-beneficial capacity and is for the purpose of holding the requisite qualifying shares; or			
(b) the non-beneficial interests of directors or chief executive officers in the shares of any subsidiary of the listed issuer in so far as that interest comprises the holding of shares subject to the terms of a written, valid and legally enforceable declaration of trust in favour of the parent company of that subsidiary or the listed issuer and such interest is held solely for the purpose of ensuring that the relevant subsidiary has more than one member.			
<i>Note: Where interests in securities arising from the holding of such securities as qualifying shares are not disclosed pursuant to the exception provided in this paragraph, a general statement should nevertheless be made to indicate that the directors hold qualifying shares.</i>			
(4) Statements disclosing interests and short positions in shares, underlying shares and debentures have to separately refer to three categories of persons, namely, directors and chief executives, substantial shareholders and other persons who are required to disclose their interests. Such statements should describe the capacity in which such interests and short positions are held and the nature of such interests and short positions as disclosed in the prescribed forms required to be used, when giving notice pursuant to sections 324 and 347 of Part XV of the Securities and Futures Ordinance. Where interests or short positions are attributable on account of holdings through corporations that are not wholly-owned by the person making disclosure, the percentage interests held by such person in such corporations should be disclosed.			

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

	Page	Complied With? (Y/N/NA)	Comment (where applicable)
38A. For directors and chief executives, the statements should show details of the following matters as recorded in the register required to be kept under section 352 of the Securities and Futures Ordinance:			
<p>(1) aggregate long position in shares and (in respect of positions held pursuant to equity derivatives) underlying shares and in debentures of the issuer and its associated corporation(s) showing separately for each entity:</p> <p>(a) interests in shares (other than pursuant to equity derivatives such as share options, warrants to subscribe or convertible bonds);</p> <p>(b) interests in debentures; and</p> <p>(c) interests under equity derivatives showing separately for listed and unlisted equity derivatives, interests in underlying shares of the entity pursuant to:</p> <p>(i) physically settled equity derivatives;</p> <p>(ii) cash settled equity derivatives;</p> <p>(iii) other equity derivatives.</p> <p>(See Notes 1 to 3 to paragraph 38A(1) of Appendix D1B)</p>			
<p>(2) aggregate short position in shares and (in respect of positions held pursuant to equity derivatives) underlying shares and in debentures of the issuer and its associated corporation(s) showing separately for each entity:</p> <p>(a) short positions in respect of shares arising under a stock borrowing and lending agreement; and</p> <p>(b) short positions under equity derivatives showing separately for listed and unlisted equity derivatives, interests in underlying shares of the entity pursuant to:</p> <p>(i) physically settled equity derivatives;</p> <p>(ii) cash settled equity derivatives; and</p> <p>(iii) other equity derivatives.</p> <p>(See Notes 1 and 2 to paragraph 38A(2) of Appendix D1B)</p> <p>(See Note 7 to Appendix D1B)</p>			

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(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

	Page	Complied With? (Y/N/NA)	Comment (where applicable)
38C. For other persons whose interests are recorded (or, in the case of a new listing, are required to be recorded) in the register required to be kept under section 336 of the Securities and Futures Ordinance, the statements should show details of the same matters as are required to be disclosed in the case of a substantial shareholder pursuant to paragraph 38B, except that note (3) to paragraph 38B(1) does not apply.			
(See Note 7 to Appendix D1B)			
39. Particulars of directors' existing or proposed service contracts with any member of the group (excluding contracts expiring or determinable by the employer within 1 year without payment of compensation (other than statutory compensation)), or an appropriate negative statement.			
(See Notes 2 and 8 to Appendix D1B)			
40. (1) Full particulars of the nature and extent of the interest, direct or indirect, if any, of every director or proposed director or expert (as named in the listing document) in any assets which have been, since the date to which the latest published audited accounts of the issuer were made up, acquired or disposed of by or leased to any member of the group, or are proposed to be acquired or disposed of by or leased to any member of the group, including:-			
(a) the consideration passing to or from any member of the group; and			
(b) short particulars of all transactions relating to any such assets which have taken place within such period.			
or an appropriate negative statement.			
(2) Full particulars of any contract or arrangement subsisting at the date of the listing document in which a director of the issuer is materially interested and which is significant in relation to the business of the group, or an appropriate negative statement.			
(See Notes 2 and 8 to Appendix D1B)			
42. Details of a reasonable period of time (being not less than 14 days) during which the following documents where applicable are published on the Exchange's website and the issuer's own website:-			
(2) Each of the following contracts:-			
(c) in the case of a notifiable transaction or connected transaction circular, any contracts pertaining to the transaction,			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
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or where any of the above contracts have not been reduced into writing, a memorandum giving full particulars thereof.

(See Note 2 to Appendix D1B)

- | |
|---|
| <ul style="list-style-type: none"> • This checklist is provided for reference only. In case of doubt, listed issuers are advised to refer to the Listing Rules for the specific requirements. • Please make annotation in the margin of the draft document for the respective paragraph of the Listing Rules. • When your answer to an item on the checklist is “No” or “Not applicable”, the reason for such response should be clearly disclosed in the “Comment” section. |
|---|

Submitted by: _____ Date: _____

Signature

Name and Firm

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

**CHECKLIST
CIRCULAR FOR MAJOR ACQUISITION
(GEM)**

Name of Issuer : _____
Case Number : _____
Description of Transaction : _____

Information required in the Circular:-

	Page	Complied With? (Y/N/NA)	Comment (where applicable)
<u>Part I - General</u>			

Rule 2.18

A statement of responsibility and confirmation on the part of the directors of the issuer in the following form:—

"This [document], for which the directors of the issuer collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the issuer. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this [document] is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading."

Rule 2.19

Must contain on its front cover or inside front cover, a prominent and legible disclaimer statement as follows:-

"Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular."

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
<u>Rule 2.20</u>			
Must contain, at a prominent position, and in bold type, a statement in the following terms concerning the characteristics of GEM:-			
“Characteristics of GEM of The Stock Exchange of Hong Kong Limited (the “Exchange”)			
GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.			
Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.”			
<u>Rule 2.28</u>			
The issuer must, to the extent that it is aware having made all reasonable enquiries, include in the circular:			
(1) a statement as at the date by reference to which disclosure of the shareholding is made in the circular as to whether and to what extent any shareholder who is required to abstain from voting under the GEM Listing Rules controls or is entitled to exercise control over the voting right in respect of his shares in the issuer;			
(2) particulars of:			
(a) any voting trust or other agreement or arrangement or understanding (other than an outright sale) entered into by or binding upon any such shareholder; and			
(b) any obligation or entitlement of any such shareholder as at the date by reference to which disclosure of the shareholding of any such shareholder is made in the circular,			
whereby he has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his shares in the issuer to a third party, either generally or on a case-by-case basis;			
(3) a detailed explanation of any discrepancy between any such shareholder’s beneficial shareholding interest in the issuer as disclosed in the circular and the number of shares in the issuer in respect of which he will control or will be entitled to exercise control over the voting right at the relevant meeting; and			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
(4) steps undertaken by the shareholder (if any) to ensure shares being the subject of the discrepancy referred to in rule 2.28(3) are not voted.			

Rule 11.04

Full and accurate disclosure of any business or interest of each director, controlling shareholder and, in relation only to the initial listing document, substantial shareholder and the respective close associates of each that competes or may compete with the business of the group and any other conflict of interest which any such person has or may have with the group must be disclosed in each listing document and circular required pursuant to the GEM Listing Rules (excluding any Explanatory Statement issued pursuant to rule 13.08).

(See Notes 1 to 3 to rule 11.04)

Rule 17.52A

The circular published by an issuer pursuant to the GEM Listing Rules must set out its stock code in a prominent position on the cover page or, where there is no cover page, the first page of the relevant circular.

Rule 17.56A

The circular issued by an issuer pursuant to the GEM Listing Rules must disclose the name of each director as at the date of the relevant circular.

Part II – Chapter 19

Rule 19.58

- (3) a description of the principal business activities carried on by the listed issuer and the identity and a description of the principal business activities of the counterparty;
- (4) the date of the transaction. The listed issuer must also confirm that to the best of the directors' knowledge, information and belief having made all reasonable enquiry, the counterparty and the ultimate beneficial owner of the counterparty are third parties independent of the listed issuer and connected persons of the listed issuer;
- (5) the aggregate value of the consideration, how it is being or is to be satisfied and details of the terms of any arrangements for payment on a deferred basis. If the consideration includes securities for which listing will be sought and/or treasury shares, the listed issuer must also include the amounts and details of the securities being issued and/or transferred out of treasury;
- (6) the basis upon which the consideration was determined;

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
(7) the value (book value and valuation, if any) of the assets which are the subject of the transaction;			
(8) where applicable, the net profits (both before and after taxation and extraordinary items) attributable to the assets which are the subject of the transaction for the two financial years immediately preceding the transaction;			
(9) the reasons for entering into the transaction, the benefits which are expected to accrue to the listed issuer as a result of the transaction and a statement that the directors believe that the terms of the transaction are fair and reasonable and in the interests of the shareholders as a whole; and			
(10) where appropriate, details of any guarantee and/or other security given or required as part of or in connection with the transaction.			

Rule 19.60

- (1) the general nature of the transaction including, where the transaction involves securities, details of any restrictions which apply to the subsequent sale of such securities;
- (2) brief details of the asset(s) being acquired, including the name of any company or business or the actual assets or properties where relevant and, if the assets include securities, the name and general description of the activities of the company in which the securities are or were held;
- (4) if the transaction involves an issue of securities for which listing will be sought or a transfer of treasury shares, the announcement must also include:
 - (a) a statement that the announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities; and
 - (b) in the case where securities will be issued, a statement that application has been or will be made to the Exchange for the listing of and permission to deal in the securities.
- (5) where the transaction is a major transaction approved or to be approved by way of written shareholders' approval from a shareholder or a closely allied group of shareholders pursuant to rule 19.44, details of the shareholder or the closely allied group of shareholders (as the case may be), including the name of the shareholder(s), the number of securities held by each such shareholder and the relationship between the shareholders.

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<u>Rule 19.63</u>			
(1)	provide a clear, concise and adequate explanation of its subject matter having regard to the provisions of rule 17.56; and		
(2)	if voting or shareholders' approval is required:		
	(a) contain all information necessary to allow the holders of the securities to make a properly informed decision;		
	(b) contain a heading emphasising the importance of the document and advising holders of securities who are in any doubt as to what action to take, to consult appropriate independent advisers;		
	(c) contain a recommendation from the directors as to the voting action that shareholders should take, indicating whether or not the proposed transaction described in the circular is, in the opinion of the directors, fair and reasonable and in the interests of the shareholders as a whole; and		
	(d) contain a statement that any shareholder with a material interest in a proposed transaction and his close associates will abstain from voting on resolution(s) approving that transaction; and		
(3)	a confirmation that, to the best of the directors' knowledge, information and belief having made all reasonable enquiry, the counterparty and the ultimate beneficial owner of the counterparty are third parties independent of the listed issuer and connected persons of the listed issuer.		
<u>Rule 19.66</u>			
(3)	Appendix D1B - 1, 2, 5, 29(2), 33, 35, 36 (See Part III of this checklist) ;		
(4)	information regarding interests of directors and chief executive in the listed issuer required under paragraphs 34, 38 and 38A of Appendix D1B (See Part III of this checklist) ;		
(6)	information concerning the effect of the transaction on the earnings and assets and liabilities of the listed issuer;		
(7)	where a company becomes a subsidiary of the listed issuer:		
	(a) the percentage of the company's issued shares (if any) held by the listed issuer after the acquisition;		
(8)	details of any existing or proposed service contracts of directors and proposed directors of the listed issuer, or an appropriate negative statement;		

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<i>Note: Details of contracts to expire or which may be terminated by the employer within a year without payment of any compensation, other than statutory compensation, need not be included.</i>			
(9) information as to the competing interests (if any) of each of the directors and any proposed director of the issuer (excluding its subsidiaries) and his/her respective close associates (as if each of them were treated as a controlling shareholder under rule 11.04); and			
(10) any additional information requested by the Exchange;			
(11) Appendix D1B – 28, 29(1)(b), 30, 40, 41, 42 (See Part III of this checklist);			
(12) where required by Chapter 8, information under that Chapter on the property interest being acquired by the listed issuer (Please refer to the checklist “Valuation of Properties Being Acquired/ Disposed of” (CF021G)); and			
(14) where applicable, the information required under rule 2.28.			

Rule 19.67

- (1) Appendix D1B – 9, 10 (if the acquisition involves securities for which listing will be sought) (**See Part III of this checklist**);
- (2) Appendix D1B – 22(1) (if shares are to be issued or transferred out of treasury as consideration) (**See Part III of this checklist**);
- (3) where the consideration for a transaction includes the listed issuer's shares or securities that are convertible into the listed issuer's shares, a statement whether the transaction will result in a change of control of the listed issuer;
- (4) Appendix D1B – 31 (financial information), 32 (no material adverse change) (**See Part III of this checklist**);
- (5) Appendix D1B – 34 in relation to each new director and member of senior management joining the listed issuer in connection with the transaction (**See Part III of this checklist**);

Note: The fact that any director or proposed director is a director or employee of a company which has an interest or short position in the shares or underlying shares of the listed issuer which would fall to be disclosed to the listed issuer under the provisions in Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance need not be stated.

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(6)	(a)	on an acquisition of any business, company or companies:		
	(i)	an accountants' report on the business, company or companies being acquired in accordance with Chapter 7 provided that, where any company in question has not or will not become a subsidiary of the listed issuer, the Exchange may be prepared to relax this requirement. The accounts on which the report is based must relate to a financial period ended 6 months or less before the circular is issued. The financial information on the business, company or companies being acquired as contained in the accountants' report must be prepared using accounting policies which should be materially consistent with those of the listed issuer; and		
		<p><i>Note: Where the accountants can only give a modified opinion in the accountants' report in respect of the acquisition of the business, company or companies, for example because the records of stock or work-in-progress are inadequate, the Exchange will not accept a written shareholders' approval for the transaction, but will require a general meeting to be held to consider the transaction. (See rule 19.86.) In these circumstances, listed issuers are urged to contact the Exchange as soon as possible.</i></p>		
	(ii)	a pro forma statement of the assets and liabilities of the listed issuer's group combined with the assets and liabilities of the business, company or companies being acquired on the same accounting basis. The pro forma financial information must comply with Chapter 7; and		
	(b)	on an acquisition of any revenue-generating assets (other than a business or company) with an identifiable income stream or assets valuation:		
	(i)	a profit and loss statement and valuation (where available) for the 3 preceding financial years (or less, where the asset has been held by the vendor for a shorter period) on the identifiable net income stream and valuation in relation to such assets which must be reviewed by the auditors or reporting accountants to ensure that such information has been properly compiled and derived from the underlying books and records.		

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The financial information on which the profit and loss statement is based must relate to a financial period ended 6 months or less before the circular is issued. The financial information on the assets being acquired as contained in the circular must be prepared using accounting policies which should be materially consistent with those of the listed issuer; and			
(ii) a pro forma statement of the assets and liabilities of the listed issuer's group combined with the assets being acquired on the same accounting basis. The pro forma financial information must comply with Chapter 7; and			
(7) a discussion and analysis of results of the business, company or companies being acquired covering all those matters set out in Rule 18.41 for the period reported on in the accountants' report.			

Rule 19.71

Where the transaction involves acquiring an interest in an infrastructure project or an infrastructure or project company, the listed issuer shall incorporate in the circular or listing document a business valuation report on the business or company being acquired and/or traffic study report in respect of the infrastructure project or an infrastructure or project company. Such report(s) must clearly set out:

- (1) all fundamental underlying assumptions including discount rate or growth rate used; and
- (2) a sensitivity analysis based on the various discount rates and growth rates.

Where any business valuation is based on a profit forecast, the accounting policies and calculations for the underlying forecasts must be examined and reported on by the auditors or reporting accountants. Any financial adviser mentioned in the circular or listing document must also report on the underlying forecasts.

Note: On profit forecasts, see also rules 19.60A and 19.61.

Rule 19.67A (Where the listed issuer does not have access or only has limited access to information for compiling circulars for major transactions under Rule 19.67A(1))

- (2) Subject to the conditions in paragraphs (1)(a), (b) and (c) of rule 19.67A(1) being satisfied, the listed issuer may defer complying with the disclosure requirements for certain non-public information relating to the target company and/or the enlarged group. In such circumstances, the listed issuer must despatch an initial circular in partial compliance with rules 19.66 and 19.67 or rule 19.69 within the time frames stipulated in rules 19.41 and 19.42 or rules 19.48 and 19.52. The initial circular shall include, as a minimum, the following:

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(a) material public information (and other available information of which the listed issuer is aware and is free to disclose) of the target company to enable shareholders to make an informed voting decision with respect to the proposed acquisition. This would include:			
(i) published audited financial information of the target company for the preceding three years (and the latest published unaudited interim accounts) together with a qualitative explanation of the principal differences, if any, between the target company's accounting standards and those of the listed issuer's which may have a material impact on the financial statements of the target company; and			
(ii) other information of the target company and its group of companies in the public domain or made available by the target company and which the listed issuer is aware and free to disclose;			
(b) where information required for the enlarged group is not available, to include the following information regarding the listed issuer:			
(i) statement of indebtedness (see rule 19.66(11), paragraph 28 and Note 2 to Appendix D1B);			
(ii) statement of sufficiency of working capital (see rule 19.66(11), paragraph 30 and Note 2 to Appendix D1B);			
(v) statement as to the financial and trading prospects (see rule 19.66(11), paragraph 29(1)(b) and Note 2 to Appendix D1B);			
(vi) particulars of any litigation or claims of material importance (see rule 19.66(3), paragraph 33 and Note 2 to Appendix D1B);			
(vii) particulars of directors' or experts' interests in group assets (see rule 19.66(11), paragraph 40 and Note 2 to Appendix D1B);			
(viii) material contracts and documents on display (see rule 19.66(11), paragraphs 41, 42(2)(c), (3), (4) and Note 2 to Appendix D1B); and			
(c) the reasons why access to books and records of the target company has not been granted to the listed issuer.			

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(3) Where an initial circular has been despatched by a listed issuer under paragraph (2) above, the listed issuer must despatch a supplemental circular at a later date which contains: (i) all the prescribed information under rules 19.66 and 19.67 or rule 19.69 which has not been previously disclosed in the initial circular; and (ii) any material changes to the information previously disclosed in the initial circular. The supplemental circular must be despatched to shareholders within 45 days of the earlier of: the listed issuer being able to gain access to the target company's books and records for the purpose of complying with the disclosure requirements in respect of the target company and the enlarged group under rules 19.66 and 19.67 or rule 19.69; and the listed issuer being able to exercise control over the target company.			
<u>Rule 19.32A (For disposals or deemed disposals of a listed issuer's interests in a subsidiary from the grant of new or existing shares of the subsidiary or options over any such shares under a share scheme (other than a share scheme of a principal subsidiary set out in rule 19.04(1)(h))</u>			
(2) The circular must contain the major terms of the share scheme.			
<u>Part IIA – Chapter 18A (For acquisitions which solely or mainly involve mineral and/or petroleum assets)</u>			
<u>Rule 18A.05</u>			
(2) a statement that no material changes have occurred since the effective date of the Competent Person's Report. Where there are material changes, these must be prominently disclosed;			
(3) the nature and extent of its prospecting, exploration, exploitation, land use and mining rights and a description of the properties to which those rights attach, including the duration and other principal terms and conditions of the concessions and any necessary licences and consents. Details of material rights to be obtained must also be disclosed;			
(4) a statement of any legal claims or proceedings that may have an influence on its rights to explore or mine;			
(5) disclosure of specific risks and general risks with regard to Practice Note 4 on suggested risk analysis; and			
(6) if relevant and material to the Mineral Company's business operations, information on the following:-			
(a) project risks arising from environmental, social, and health and safety issues;			
(b) any non-governmental organisation impact on sustainability of mineral and/or exploration projects;			

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(c) compliance with host country laws, regulations and permits, and payments made to host country governments in respect of tax, royalties and other significant payments on a country by country basis;			
(d) sufficient funding plans for remediation, rehabilitation and, closure and removal of facilities in a sustainable manner;			
(e) environmental liabilities of its projects or properties;			
(f) its historical experience of dealing with host country laws and practices, including management of differences between national and local practice;			
(g) its historical experience of dealing with concerns of local governments and communities on the sites of its mines, exploration properties, and relevant management arrangements; and			
(h) any claims that may exist over the land on which exploration or mining activity is being carried out, including any ancestral or native claims.			

Rule 18A.09

- (2) a Competent Person's Report on the resources and/or resources being acquired;
- (3) a Valuation Report on the mineral and/or petroleum assets being acquired; and
- (4) information required under rules 18A.05(2) to 18A.05(6) in respect of the assets being acquired **(See above)**.

Part III – Appendix D1B

1. The full name of the issuer.
2. A statement as follows:

"This document, for which the directors of the issuer collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the issuer. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading."

(See Note 1 to Appendix D1B)

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5.	Where the listing document includes a statement purporting to be made by an expert, a statement:			
	(1) specifying the qualifications of such expert and whether such expert has any shareholding in any member of the group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the group and, if so, a full description thereof;			
	(2) that the expert has given and has not withdrawn his written consent to the issue of the listing document with the expert's statement included in the form and context in which it is included; and			
	(3) of the date on which the expert's statement was made and whether or not it was made by the expert for incorporation in the listing document.			
9.	If the acquisition involves securities for which listing will be sought:			
	(1) A statement that application has been or will be made to the Exchange for listing of and permission to deal in the securities.			
	(2) In case of a new class of securities to be listed, a statement that all necessary arrangements have been made enabling the securities to be admitted into CCASS.			
	(3) A statement to the effect that dealings in securities of the issuer may be settled through CCASS and that investors should seek the advice of their stockbroker or other professional adviser for details of those settlement arrangement and how such arrangements will affect their rights and interests.			
	(4) In case of a new class of securities to be listed, a statement of the minimum prescribed percentage applicable to that class of securities pursuant to rule 11.23. If the minimum prescribed percentage cannot be determined as at the date of the document, an indicative range should be provided.			
10.	If the acquisition involves securities for which listing will be sought:			
	(1) The nature and amount of the issue including the number (or, if not yet determinable, the minimum and maximum number) of securities which have been or will be created and/or issued, if predetermined.			

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(2) Whether or not, and if so to what extent, the issue has been underwritten and, if not fully underwritten, the minimum amount of capital, if any, which the issuer must raise for the issue to proceed.			
<i>Note: Reference to securities for which listing will be sought includes treasury shares, and references to issue include transfer of treasury shares.</i>			
22. If shares are to be issued or transferred out of treasury as consideration:			
(1) The authorised share capital of the issuer, the amount issued or agreed to be issued, the amount paid up, the nominal value and a description of the shares.			
(1A) Particulars of and the number of treasury shares held by the issuer or its subsidiary or through their agents or nominees.			
28. A statement as at the most recent practicable date (which must be stated) of the following on a consolidated basis if material:			
(1) the total amount of any debt securities of the group issued and outstanding, and authorised or otherwise created but unissued, and term loans, distinguishing between guaranteed, unguaranteed, secured (whether the security is provided by the issuer or by third parties) and unsecured, or an appropriate negative statement;			
(2) the total amount of all other borrowings or indebtedness in the nature of borrowing of the group including bank overdrafts and liabilities under acceptances (other than normal trade bills) or acceptance credits or hire purchase commitments, distinguishing between guaranteed, unguaranteed, secured and unsecured borrowings and debt, or an appropriate negative statement;			
(3) all mortgages and charges of the group, or an appropriate negative statement; and			
(4) the total amount of any contingent liabilities or guarantees of the group, or an appropriate negative statement.			
Intra-group liabilities should normally be disregarded, a statement to that effect being made where necessary.			
(See Note 2 to Appendix D1B)			
29. (1) (b) a statement as to the financial and trading prospects of the group for at least the current financial year, together with any material information which may be relevant thereto,			

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including all special trade factors or risks (if any) which are not mentioned elsewhere in the listing document and which are unlikely to be known or anticipated by the general public, and which could materially affect the profits.			
(See Note 2 to Appendix D1B)			
(2) The issuer must determine in advance with its financial adviser whether to include a profit forecast in a listing document. Where a profit forecast appears in any listing document, it must be clear, unambiguous and presented in an explicit manner and the principal assumptions, including commercial assumptions, upon which it is based, must be stated. The accounting policies and calculations for the forecast must be examined and reported on by the reporting accountants or auditors, as appropriate, and their report must be set out. The financial adviser must report in addition that they have satisfied themselves that the forecast has been stated by the directors after due and careful enquiry, and such report must be set out.			
30. A statement by the directors that in their opinion the working capital available to the group is sufficient for the group's requirements for at least 12 months from the date of publication of the listing document or, if not, how it is proposed to provide the additional working capital thought by the directors to be necessary.			
(See Note 2 to Appendix D1B)			
31. (1) Where required by Chapter 7, a report by the reporting accountants in accordance with that Chapter.			
(2) If after the date to which the latest published audited accounts of the issuer have been made up, any member of the group has acquired or agreed to acquire or is proposing to acquire a business or an interest in the share capital of a company whose profits or assets make or will make a material contribution to the figures in the auditors' report or next published accounts of the issuer:			
(a) a statement of the general nature of the business or of the business of the company in which an interest has been or is being acquired, together with particulars of the situation of the principal establishments and of the principal products;			
(b) a statement of the aggregate value of the consideration for the acquisition and how it was or is to be satisfied; and			
(c) if the aggregate of the remuneration payable to and benefits in kind receivable by the directors of			

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the acquiring company will be varied in consequence of the acquisition, full particulars of such variation; if there will be no variation, a statement to that effect.			
(See Note 8 to Appendix D1B)			
(3) Information for the last 3 financial years with respect to the profits and losses, financial record and position, set out as a comparative table and the latest published audited balance sheet together with the notes on the annual accounts for the last financial year:			
(a) for the group; and			
(b) for any company acquired since the date of the last published audited accounts of the group in respect of which an accountants' report has already been submitted to shareholders or which was itself during the last 12 months a listed issuer.			
(See Note 10 to Appendix D1B)			
32. A statement by the directors of any material adverse change in the financial or trading position of the group since the date to which the latest published audited accounts of the issuer have been made up, or an appropriate negative statement.			
33. Particulars of any litigation or claims of material importance pending or threatened against any member of the group, or an appropriate negative statement.			
(See Note 2 to Appendix D1B)			
34. In relation to each new director and member of the senior management joining the listed issuer in connection with the transaction:			
The full name, residential or business address of them should be provided. Where a proposed director has any former name or alias, such information should be disclosed. In addition, brief biographical details in respect of the proposed directors and proposed senior managers shall be provided. Such biographical details will include name, age, positions held with the issuer and other members of the enlarged group, length of service with the issuer and the enlarged group including current and past directorships in other listed public companies in the last three years and such other information (which may include business experience) of which shareholders should be aware, pertaining to the ability or integrity of such persons. Where any of such directors or senior managers are related, having with any other director or senior manager any one of the relationships set out below, that fact should be stated. The relationships are spouse; any person cohabiting with the director or senior manager as a spouse; and any relative meaning a child or step-child regardless of age, a parent or			

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step-parent, a brother, sister, step-brother or a step-sister, a mother-in-law, a father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law. Where any director or proposed director is a director or employee of a company which has an interest or short position in the shares or underlying shares of the issuer which would fall to be disclosed to the issuer under the provisions of Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance, that fact shall be stated.			
It is the responsibility of the directors of the issuer to determine which individual or individuals constitute senior management. Senior management may include directors of subsidiaries and heads of divisions, departments or other operating units within the group as senior management as, in the opinion of the issuer's directors, is appropriate.			
(See Notes 8 and 9 to Appendix D1B)			
34. For directors and chief executive: <ul style="list-style-type: none"> - where any director or proposed director is a director or employee of a company which has an interest or short position in the shares or underlying shares of the issuer which would fall to be disclosed to the issuer under the provisions of Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance, that fact shall be stated. 			
(See Note 8 to Appendix D1B)			
35. (1) The full names and professional qualifications, if any, of: <ul style="list-style-type: none"> (a) the secretary of the issuer; and (b) the compliance officer to the issuer appointed pursuant to rule 5.19. (2) The names of the individuals appointed to the issuer's audit committee, their background and directorships (and past directorships), if any, of other companies listed on GEM, the Main Board or other exchanges, and a description of the functions of the audit committee.			
36. The situation of the registered office and, if different, the head office and transfer office.			
38. (1) A statement showing the interests or short positions of each director and chief executive of the issuer in the shares, underlying shares and debentures of the issuer or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance) which:— <ul style="list-style-type: none"> (a) are required to be notified to the issuer and the Exchange pursuant to Divisions 7 and 8 of Part XV of the Securities and Futures Ordinance (including interests or short positions which he is 			

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taken or deemed to have under such provisions of the Securities and Futures Ordinance); or			
(b) are required, pursuant to section 352 of the Securities and Futures Ordinance, to be entered in the register referred to therein; or			
(c) are required, pursuant to rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by directors to be notified to the issuer and the Exchange;			
or an appropriate negative statement.			
(2) The information required to be included by virtue of paragraph 38(1) of Appendix D1B must specify the company in which interests or short positions are held, the class to which those securities belong and the number of such securities held, but need not disclose:			
(a) the interests of a director or a chief executive officer in the shares of the listed issuer or any of its subsidiaries if such interest is held solely in a non-beneficial capacity and is for the purpose of holding the requisite qualifying shares; or			
(b) the non-beneficial interests of directors or chief executive officers in the shares of any subsidiary of the listed issuer in so far as that interest comprises the holding of shares subject to the terms of a written, valid and legally enforceable declaration of trust in favour of the parent company of that subsidiary or the listed issuer and such interest is held solely for the purpose of ensuring that the relevant subsidiary has more than one member.			
<i>Note: Where interests in securities arising from the holding of such securities as qualifying shares are not disclosed pursuant to the exception provided in this paragraph, a general statement should nevertheless be made to indicate that the directors hold qualifying shares.</i>			
(4) Statements disclosing interests and short positions in shares, underlying shares and debentures have to separately refer to three categories of persons, namely, directors and chief executives, substantial shareholders and other persons who are required to disclose their interests. Such statements should describe the capacity in which such interests and short positions are held and the nature of such interests and short positions as disclosed in the prescribed forms required to be used, when giving notice pursuant to sections 324 and 347 of Part XV of the Securities and Futures Ordinance. Where interests or short positions are attributable on account of holdings through			

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corporations that are not wholly-owned by the person making disclosure, the percentage interests held by such person in such corporations should be disclosed.			
38A. For directors and chief executives, the statements should show details of the following matters as recorded in the register required to be kept under section 352 of the Securities and Futures Ordinance:			
(1) aggregate long position in shares and (in respect of positions held pursuant to equity derivatives) underlying shares and in debentures of the issuer and its associated corporation(s) showing separately for each entity:			
(a) interests in shares (other than pursuant to equity derivatives such as share options, warrants to subscribe or convertible bonds);			
(b) interests in debentures; and			
(c) interests under equity derivatives showing separately for listed and unlisted equity derivatives, interests in underlying shares of the entity pursuant to:			
(i) physically settled equity derivatives;			
(ii) cash settled equity derivatives;			
(iii) other equity derivatives.			
(See Notes 1 to 3 to paragraph 38A(1) of Appendix D1B)			
(2) aggregate short position in shares and (in respect of positions held pursuant to equity derivatives) underlying shares and in debentures of the issuer and its associated corporation(s) showing separately for each entity:			
(a) short positions in respect of shares arising under a stock borrowing and lending agreement; and			
(b) short positions under equity derivatives showing separately for listed and unlisted equity derivatives, interests in underlying shares of the entity pursuant to:			
(i) physically settled equity derivatives;			
(ii) cash settled equity derivatives; and			
(iii) other equity derivatives.			

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(See Notes 1 and 2 to paragraph 38A(2) of Appendix D1B)			
(See Note 7 to Appendix D1B)			
38C.	For other persons whose interests are recorded (or, in the case of a new listing, are required to be recorded) in the register required to be kept under section 336 of the Securities and Futures Ordinance, the statements should show details of the same matters as are required to be disclosed in the case of a substantial shareholder pursuant to paragraph 38B, except that note (3) to paragraph 38B(1) does not apply.		
(See Note 7 to Appendix D1B)			
40.	<p>(1) Full particulars of the nature and extent of the interest, direct or indirect, if any, of every director or proposed director or expert (as named in the listing document) in any assets which have been, since the date to which the latest published audited accounts of the issuer were made up, acquired or disposed of by or leased to any member of the group, or are proposed to be acquired or disposed of by or leased to any member of the group, including:</p> <p>(a) the consideration passing to or from any member of the group; and</p> <p>(b) short particulars of all transactions relating to any such assets which have taken place within such period,</p> <p>or an appropriate negative statement.</p> <p>(2) Full particulars of any contract or arrangement subsisting at the date of the listing document in which a director of the issuer is materially interested and which is significant in relation to the business of the group, or an appropriate negative statement.</p>		
(See Notes 2 and 8 to Appendix D1B)			
41.	The dates of and parties to all material contracts (not being contracts entered into in the ordinary course of business) entered into by any member of the group within the 2 years immediately preceding the issue of the listing document, together with a summary of the principal contents of such contracts and particulars of any consideration passing to or from any member of the group.		
(See Note 2 to Appendix D1B)			
42.	Details of a reasonable period of time (being not less than 14 days) during which the following documents where applicable are published on the Exchange's website and the issuer's own website:		

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(2) each of the following contracts:			
<p>(c) in the case of a notifiable transaction or connected transaction circular any contracts pertaining to the transaction,</p> <p>or where any of the above contracts have not been reduced into writing, a memorandum giving full particulars thereof;</p>			
(3) all reports, letters or other documents, balance sheets, valuations and statements by any expert any part of which is extracted or referred to in the listing document; and			
(4) a written statement signed by the reporting accountants setting out the adjustments made by them in arriving at the figures shown in their report and giving the reasons therefor.			
(See Note 2 to Appendix D1B)			

Part IV - Documents to be submitted

Date of submission

Rule 19.66(13)

Where the circular contains a statement as to the sufficiency of working capital, the Exchange will require a letter from the listed issuer's financial advisers or auditors confirming that:

- (a) the statement has been made by the directors after due and careful enquiry; and
- (b) the persons or institutions providing finance have confirmed in writing that such facilities exist.

- This checklist is provided for reference only. In case of doubt, listed issuers are advised to refer to the Listing Rules for the specific requirements.
- Please make annotation in the margin of the draft document for the respective paragraph of the Listing Rules.
- When your answer to an item on the checklist is "No" or "Not applicable", the reason for such response should be clearly disclosed in the "Comment" section.

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Submitted by: _____ Date: _____
Signature

Name and Firm

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CHECKLIST
CIRCULAR FOR MAJOR REALISATION / VERY SUBSTANTIAL DISPOSAL
(GEM)

Name of Issuer : _____
Case Number : _____
Description of Transaction : _____

Information required in the Circular:-

	Page	Complied With? (Y/N/NA)	Comment (where applicable)
<u>Part I – General</u>			

Rule 2.18

The listing document and circular issued by an issuer pursuant to the GEM Listing Rules is required to contain a statement of responsibility and confirmation on the part of the directors of the issuer in the following form:—

“This [document], for which the directors of the issuer collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the issuer. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this [document] is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.”

Rule 2.19

Must contain on its front cover or inside front cover a prominent and legible disclaimer statement as follows:-

“Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.”

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<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
<u>Rule 2.20</u>		
Must contain, at a prominent position, and in bold type, a statement in the following terms concerning the characteristics of GEM:-		
"Characteristics of GEM of The Stock Exchange of Hong Kong Limited (the "Exchange")		
GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.		
Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM."		
<u>Rule 2.28</u>		
The issuer must, to the extent that it is aware having made all reasonable enquiries, include in the circular:		
(1)	a statement as at the date by reference to which disclosure of the shareholding is made in the circular as to whether and to what extent any shareholder who is required to abstain from voting under the GEM Listing Rules controls or is entitled to exercise control over the voting right in respect of his shares in the issuer;	
(2)	particulars of:	
	(a) any voting trust or other agreement or arrangement or understanding (other than an outright sale) entered into by or binding upon any such shareholder; and	
	(b) any obligation or entitlement of any such shareholder as at the date by reference to which disclosure of the shareholding of any such shareholder is made in the circular,	
	whereby he has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his shares in the issuer to a third party, either generally or on a case-by-case basis;	
(3)	a detailed explanation of any discrepancy between any such shareholder's beneficial shareholding interest in the issuer as disclosed in the circular and the number of shares in the issuer in respect of which he will control or will be entitled to exercise control over the voting right at the relevant meeting; and	
(4)	steps undertaken by the shareholder (if any) to ensure shares being the subject of the discrepancy referred to in rule 2.28(3) are not voted.	

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
<u>Rule 11.04</u>			
Full and accurate disclosure of any business or interest of each director, controlling shareholder and, in relation only to the initial listing document, substantial shareholder and the respective close associates of each that competes or may compete with the business of the group and any other conflict of interest which any such person has or may have with the group must be disclosed in each listing document and circular required pursuant to the GEM Listing Rules (excluding any Explanatory Statement issued pursuant to rule 13.08).			
<i>(See Notes 1 to 3 to rule 11.04)</i>			
<u>Rule 17.52A</u>			
The circular published by an issuer pursuant to the GEM Listing Rules must set out its stock code in a prominent position on the cover page or, where there is no cover page, the first page of the relevant circular.			
<u>Rule 17.56A</u>			
The circular issued by an issuer pursuant to the GEM Listing Rules must disclose the name of each director as at the date of the relevant circular.			
<u>Part II – Chapter 19</u>			
<u>Rule 19.58</u>			
(3) a description of the principal business activities carried on by the listed issuer and the identity and a description of the principal business activities of the counterparty;			
(4) the date of the transaction. The listed issuer must also confirm that, to the best of the directors' knowledge, information and belief having made all reasonable enquiry, the counterparty and the ultimate beneficial owner of the counterparty are third parties independent of the listed issuer and connected persons of the listed issuer;			
(5) the aggregate value of the consideration, how it is being or is to be satisfied and details of the terms of any arrangements for payment on a deferred basis. If the consideration includes securities for which listing will be sought and/or treasury shares, the listed issuer must also include the amounts and details of the securities being issued and/or transferred out of treasury;			
(6) the basis upon which the consideration was determined;			
(7) the value (book value and valuation, if any) of the assets which are the subject of the transaction;			
(8) where applicable, the net profits (both before and after taxation and extraordinary items) attributable to the assets which are the subject of the transaction for the two financial years immediately preceding the transaction;			
(9) the reasons for entering into the transaction, the benefits which are expected to accrue to the listed issuer as a result of the transaction and a statement that the directors believe that the terms of the transaction are fair and reasonable and in the interests of the shareholders as a whole; and			

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		<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(10)	where appropriate, details of any guarantee and/or other security given or required as part of or in connection with the transaction.			
<u>Rule 19.60</u>				
(1)	the general nature of the transaction including, where the transaction involves securities, details of any restrictions which apply to the subsequent sale of such securities;			
(2)	brief details of the asset(s) being disposed of, including the name of any company or business or the actual assets or properties where relevant and, if the assets include securities, the name and general description of the activities of the company in which the securities are or were held;			
(3)	<p>(a) details of the gain or loss expected to accrue to the listed issuer and the basis for calculating this gain or loss. Where the listed issuer expects to recognise in its income statement a gain or loss different from the disclosed gain or loss, the reason for the difference must be explained. The gain or loss is to be calculated by reference to the carrying value of the assets in the accounts; and</p> <p>(b) the intended application of the sale proceeds;</p>			
(5)	where the transaction is a major transaction approved or to be approved by way of written shareholders' approval from a shareholder or a closely allied group of shareholders pursuant to rule 19.44, details of the shareholder or the closely allied group of shareholders (as the case may be), including the name of the shareholder(s), the number of securities held by each such shareholder and the relationship between the shareholders; and			
(6)	if the transaction involves a disposal of an interest in a subsidiary by a listed issuer, a declaration as to whether the subsidiary will continue to be a subsidiary of the listed issuer following the transaction.			

Rule 19.63

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|-----|--|--|--|--|
| (1) | provide a clear, concise and adequate explanation of its subject matter having regard to the provisions of rule 17.56; and | | | |
| (2) | if voting or shareholders' approval is required:- | | | |
| | (a) contain all information necessary to allow the holders of the securities to make a properly informed decision; | | | |
| | (b) contain a heading emphasising the importance of the document and advising holders of securities who are in any doubt as to what action to take, to consult appropriate independent advisers; | | | |

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(c) contain a recommendation from the directors as to the voting action that shareholders should take, indicating whether or not the proposed transaction described in the circular is, in the opinion of the directors, fair and reasonable and in the interests of the shareholders as a whole; and			
(d) contain a statement that any shareholder with a material interest in a proposed transaction and his close associates will abstain from voting on resolution(s) approving that transaction; and			
(3) a confirmation that, to the best of the directors' knowledge, information and belief having made all reasonable enquiry, the counterparty and the ultimate beneficial owner of the counterparty are third parties independent of the listed issuer and connected persons of the listed issuer.			
Rule 19.66			
(3) Appendix D1B - 1, 2, 5, 29(2), 33, 35 and 36 (See Part III of this checklist) ;			
(4) information regarding interests of directors and chief executive in the listed issuer required under paragraphs 34, 38 and 38A of Appendix D1B (See Part III of this checklist) ;			
(6) information concerning the effect of the transaction on the earnings and assets and liabilities of the listed issuer;			
(7) where a company ceases to be a subsidiary of the listed issuer:			
(a) the percentage of the company's issued shares (if any) held by the listed issuer after the disposal; and			
(b) a statement whether the remaining shares are to be sold or retained;			
(8) details of any existing or proposed service contracts of directors and proposed directors of the listed issuer, or an appropriate negative statement;			
<i>Note: Details of contracts to expire or which may be terminated by the employer within a year without payment of any compensation, other than statutory compensation, need not be included.</i>			
(9) information as to the competing interests (if any) of each of the directors and any proposed director of the issuer (excluding its subsidiaries) and his/her respective close associates (as if each of them were treated as a controlling shareholder under rule 11.04);			
(10) any additional information requested by the Exchange;			
(11) Appendix D1B - 28, 29(1)(b), 30, 40, 41 and 42(2)(c), (3) and (4) (See Part III of this checklist) ;			

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(12)	where required by Chapter 8, information under that Chapter on the property interest being disposed of by the listed issuer (Please refer to the checklist “Valuation of Properties Being Acquired/ Disposed of” (CF021G)) ; and			
(14)	Where applicable, the information required under rule 2.28 (See above) .			

Rule 19.68 (For very substantial disposal only)

- (2) (a) on a disposal of a business, company or companies:
- (i) financial information of either:

(A) the business, company or companies being disposed of; or

(B) the listed issuer's group with the business, company or companies being disposed of shown separately as (a) disposal group(s) or (a) discontinuing operation(s),

for the relevant period (as defined in the note to rule 7.05(1)(a)). The financial information must be prepared by the directors of the listed issuer using accounting policies of the listed issuer and must contain at least the income statement, balance sheet, cash flow statement and statement of changes in equity.

The financial information must be reviewed by the listed issuer's auditors or reporting accountants according to the relevant standards published by the Hong Kong Institute of Certified Public Accountants or the International Auditing and Assurance Standards Board of the International Federation of Accountants. The circular must contain a statement that the financial information has been reviewed by the issuer's auditors or reporting accountants and details of any modifications in the review report; and

Notes: 1. The listed issuer may include an accountants' report instead of a review by its auditors or reporting accountants. In that case, the accountants' report must comply with Chapter 7.

2. The Exchange may be prepared to relax the requirements in this rule if the assets of the company or companies being disposed of are not consolidated in the issuer's accounts before the disposal.

- (ii) pro forma income statement, balance sheet and cash flow statement of the remaining group on the same accounting basis. The pro forma financial information must comply with Chapter 7;
- (b) on a disposal of any revenue-generating assets (other than a business or company) with an identifiable income stream or assets valuation:

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(i) a profit and loss statement and valuation (where available) for the 3 preceding financial years (or less, where the asset has been held by the listed issuer for a shorter period) on the identifiable net income stream and valuation in relation to such assets which must be reviewed by the auditors or reporting accountants to ensure that such information has been properly compiled and derived from the underlying books and records. The financial information on which the profit and loss statement is based must relate to a financial period ended 6 months or less before the circular is issued; and			
(ii) a pro forma profit and loss statement and net assets statement on the remaining group on the same accounting basis. The pro forma financial information must comply with Chapter 7;			
(3) the information required under rule 18.41 on the remaining group; and			
(4) the information regarding the listed issuer required under paragraph 32 (no material adverse change) of Appendix D1B.			

Rule 19.70

- (1) the intended application of the sale proceeds (including whether such proceeds will be used to invest in any assets) and, if the sale proceeds include securities, whether they are to be listed or not; and
- (2) the excess or deficit of the consideration over or under the net book value of the asset(s).

Rule 19.71

Where the transaction involves disposing of an interest in an infrastructure project or an infrastructure or project company, the listed issuer shall incorporate in the circular or listing document a business valuation report on the business or company being disposed of and/or traffic study report in respect of the infrastructure project or infrastructure or project company. Such report(s) must clearly set out:

- (1) all fundamental underlying assumptions including discount rate or growth rate used; and
- (2) a sensitivity analysis based on the various discount rates and growth rates.

Where any business valuation is based on a profit forecast, the accounting policies and calculations for the underlying forecasts must be examined and reported on by the auditors or reporting accountants. Any financial adviser mentioned in the circular or listing document must also report on the underlying forecasts.

Note: On profit forecasts, see also rules 19.60A and 19.61.

Part IIA – Chapter 18A (For disposals which solely or mainly involve mineral and/or petroleum assets)

Rule 18A.09

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(2) a Competent Person's Report on the resources and/or resources being disposed of; and			
(4) a discussion of material liabilities that remain with the issuer on the disposal, if any.			
<u>Part III – Appendix D1B</u>			
1. The full name of the issuer.			
2. A statement as follows: "This document, for which the directors of the issuer collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the issuer. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading."			
<i>(See Note 1 to Appendix D1B)</i>			
5. Where the listing document includes a statement purporting to be made by an expert, a statement:			
(1) specifying the qualifications of such expert and whether such expert has any shareholding in any member of the group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the group and, if so, a full description thereof;			
(2) that the expert has given and has not withdrawn his written consent to the issue of the listing document with the expert's statement included in the form and context in which it is included; and			
(3) of the date on which the expert's statement was made and whether or not it was made by the expert for incorporation in the listing document.			
28. A statement as at the most recent practicable date (which must be stated) of the following on a consolidated basis if material:			
(1) the total amount of any debt securities of the group issued and outstanding, and authorised or otherwise created but unissued, and term loans, distinguishing between guaranteed, unguaranteed, secured (whether the security is provided by the issuer or by third parties) and unsecured, or an appropriate negative statement;			

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	(2) the total amount of all other borrowings or indebtedness in the nature of borrowing of the group including bank overdrafts and liabilities under acceptances (other than normal trade bills) or acceptance credits or hire purchase commitments, distinguishing between guaranteed, unguaranteed, secured and unsecured borrowings and debt, or an appropriate negative statement;			
	(3) all mortgages and charges of the group, or an appropriate negative statement; and			
	(4) the total amount of any contingent liabilities or guarantees of the group, or an appropriate negative statement.			
	Intra-group liabilities should normally be disregarded, a statement to that effect being made where necessary.			
	(See Note 2 to Appendix D1B)			
29.	(1) (b) a statement as to the financial and trading prospects of the group for at least the current financial year, together with any material information which may be relevant thereto, including all special trade factors or risks (if any) which are not mentioned elsewhere in the listing document and which are unlikely to be known or anticipated by the general public, and which could materially affect the profits.			
	(See Note 2 to Appendix D1B)			
	(2) The issuer must determine in advance with its financial adviser whether to include a profit forecast in a listing document. Where a profit forecast appears in any listing document, it must be clear, unambiguous and presented in an explicit manner and the principal assumptions, including commercial assumptions, upon which it is based, must be stated. The accounting policies and calculations for the forecast must be examined and reported on by the reporting accountants or auditors, as appropriate, and their report must be set out. The financial adviser must report in addition that they have satisfied themselves that the forecast has been stated by the directors after due and careful enquiry, and such report must be set out.			
30.	A statement by the directors that in their opinion the working capital available to the group is sufficient for the group's requirements for at least 12 months from the date of publication of the listing document or, if not, how it is proposed to provide the additional working capital thought by the directors to be necessary.			
	(See Note 2 to Appendix D1B)			
33.	Particulars of any litigation or claims of material importance pending or threatened against any member of the group, or an appropriate negative statement.			
	(See Note 2 to Appendix D1B)			

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34.	Where any director or proposed director is a director or employee of a company which has an interest or short position in the shares or underlying shares of the issuer which would fall to be disclosed to the issuer under the provisions of Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance, that fact shall be stated.			
	(See Note 8 to Appendix D1B)			
35.	(1) The full names and professional qualifications, if any, of: <ul style="list-style-type: none"> (a) the secretary of the issuer; (b) the compliance officer to the issuer appointed pursuant to rule 5.19. (2) The names of the individuals appointed to the issuer's audit committee, their background and directorships (and past directorships), if any, of other companies listed on GEM, the Main Board or other exchanges, and a description of the functions of the audit committee.			
36.	The situation of the registered office and, if different, the head office and transfer office.			
38.	(1) A statement showing the interests or short positions of each director and chief executive of the issuer in the shares, underlying shares and debentures of the issuer or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance) which:— <ul style="list-style-type: none"> (a) are required to be notified to the issuer and the Exchange pursuant to Divisions 7 and 8 of Part XV of the Securities and Futures Ordinance (including interests or short positions which he is taken or deemed to have under such provisions of the Securities and Futures Ordinance); or (b) are required, pursuant to section 352 of the Securities and Futures Ordinance, to be entered in the register referred to therein; or (c) are required, pursuant to rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by directors to be notified to the issuer and the Exchange; or an appropriate negative statement. (2) The information required to be included by virtue of paragraph 38(1) of Appendix D1B must specify the company in which interests or short positions are held, the class to which those securities belong and the number of such securities held, but need not disclose:			

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<p>(a) the interests of a director or a chief executive officer in the shares of the listed issuer or any of its subsidiaries if such interest is held solely in a non-beneficial capacity and is for the purpose of holding the requisite qualifying shares; or</p> <p>(b) the non-beneficial interests of directors or chief executive officers in the shares of any subsidiary of the listed issuer in so far as that interest comprises the holding of shares subject to the terms of a written, valid and legally enforceable declaration of trust in favour of the parent company of that subsidiary or the listed issuer and such interest is held solely for the purpose of ensuring that the relevant subsidiary has more than one member.</p> <p><i>Note: Where interests in securities arising from the holding of such securities as qualifying shares are not disclosed pursuant to the exception provided in this paragraph, a general statement should nevertheless be made to indicate that the directors hold qualifying shares.</i></p>			
<p>(4) Statements disclosing interests and short positions in shares, underlying shares and debentures have to separately refer to three categories of persons, namely, directors and chief executives, substantial shareholders and other persons who are required to disclose their interests. Such statements should describe the capacity in which such interests and short positions are held and the nature of such interests and short positions as disclosed in the prescribed forms required to be used, when giving notice pursuant to sections 324 and 347 of Part XV of the Securities and Futures Ordinance. Where interests or short positions are attributable on account of holdings through corporations that are not wholly-owned by the person making disclosure, the percentage interests held by such person in such corporations should be disclosed.</p>			
<p>38A. For directors and chief executives, the statements should show details of the following matters as recorded in the register required to be kept under section 352 of the Securities and Futures Ordinance:</p>			
<p>(1) aggregate long position in shares and (in respect of positions held pursuant to equity derivatives) underlying shares and in debentures of the issuer and its associated corporation(s) showing separately for each entity:</p>			
<p>(a) interests in shares (other than pursuant to equity derivatives such as share options, warrants to subscribe or convertible bonds);</p>			
<p>(b) interests in debentures; and</p>			

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<p>(c) interests under equity derivatives showing separately for listed and unlisted equity derivatives, interests in underlying shares of the entity pursuant to:</p> <p>(i) physically settled equity derivatives;</p> <p>(ii) cash settled equity derivatives;</p> <p>(iii) other equity derivatives.</p> <p>(See Notes 1 to 3 to paragraph 38A(1) of Appendix D1B)</p> <p>(2) aggregate short position in shares and (in respect of positions held pursuant to equity derivatives) underlying shares and in debentures of the issuer and its associated corporation(s) showing separately for each entity:</p> <p>(a) short positions in respect of shares arising under a stock borrowing and lending agreement; and</p> <p>(b) short positions under equity derivatives showing separately for listed and unlisted equity derivatives, interests in underlying shares of the entity pursuant to:</p> <p>(i) physically settled equity derivatives;</p> <p>(ii) cash settled equity derivatives; and</p> <p>(iii) other equity derivatives.</p> <p>(See Notes 1 and 2 to paragraph 38A(2) of Appendix D1B)</p> <p>(See Note 7 to Appendix D1B)</p>			
38C.	For other persons whose interests are recorded (or, in the case of a new listing, are required to be recorded) in the register required to be kept under section 336 of the Securities and Futures Ordinance, the statements should show details of the same matters as are required to be disclosed in the case of a substantial shareholder pursuant to paragraph 38B, except that note (3) to paragraph 38B(1) does not apply.		
	(See Note 7 to Appendix D1B)		
40.	<p>(1) Full particulars of the nature and extent of the interest, direct or indirect, if any, of every director or proposed director or expert (as named in the listing document) in any assets which have been, since the date to which the latest published audited accounts of the issuer were made up, acquired or disposed of by or leased to any member of the group, or are proposed to be acquired or disposed of by or leased to any member of the group, including:</p> <p>(a) the consideration passing to or from any member of the group; and</p>		

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
<p>(b) short particulars of all transactions relating to any such assets which have taken place within such period,</p> <p>or an appropriate negative statement.</p> <p>(2) Full particulars of any contract or arrangement subsisting at the date of the listing document in which a director of the issuer is materially interested and which is significant in relation to the business of the group, or an appropriate negative statement.</p> <p>(See Notes 2 and 8 to Appendix D1B)</p> <p>41. The dates of and parties to all material contracts (not being contracts entered into in the ordinary course of business) entered into by any member of the group within the 2 years immediately preceding the issue of the listing document, together with a summary of the principal contents of such contracts and particulars of any consideration passing to or from any member of the group.</p> <p>(See Note 2 to Appendix D1B)</p> <p>42. Details of a reasonable period of time (being not less than 14 days) during which the following documents where applicable are published on the Exchange's website and the issuer's own website:</p> <p>(2) each of the following contracts:</p> <p>(c) in the case of a notifiable transaction or connected transaction circular any contracts pertaining to the transaction,</p> <p>or where any of the above contracts have not been reduced into writing, a memorandum giving full particulars thereof;</p> <p>(3) all reports, letters or other documents, balance sheets, valuations and statements by any expert any part of which is extracted or referred to in the listing document; and</p> <p>(4) a written statement is signed by the reporting accountants setting out the adjustments made by them in arriving at the figures shown in their report and giving the reasons therefor.</p> <p>(See Note 2 to Appendix D1B)</p>			

Part IV - Documents to be submitted

Date of submission

Rule 19.66(13)

Where the circular contains a statement as to the sufficiency of working capital, the Exchange will require a letter from the listed issuer's financial advisers or auditors confirming that:

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Part IV - Documents to be submitted

Date of submission

- (a) the statement has been made by the directors after due and careful enquiry; and
- (b) the persons or institutions providing finance have confirmed in writing that such facilities exist.

- This checklist is provided for reference only. In case of doubt, listed issuers are advised to refer to the Listing Rules for the specific requirements.
- Please make annotation in the margin of the draft document for the respective paragraph of the Listing Rules.
- When your answer to an item on the checklist is “No” or “Not applicable”, the reason for such response should be clearly disclosed in the “Comment” section.

Submitted by: _____

Signature

Date: _____

Name and Firm

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CHECKLIST

**(1) CIRCULAR FOR VERY SUBSTANTIAL ACQUISITION/ EXTREME TRANSACTION
(2) LISTING DOCUMENT FOR REVERSE TAKEOVER
(GEM)**

Name of Issuer : _____
Case Number : _____
Description of Transaction : _____

Information required in the Circular or Listing Document:-

	Page	Complied With? (Y/N/NA)	Comments (where applicable)
<u>Part I – General</u>			

Rule 2.18

A statement of responsibility and confirmation on the part of the directors of the issuer in the following form:—

“This [document], for which the directors of the issuer collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the issuer. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this [document] is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.”

Rule 2.19

Must contain on its front cover or inside front over a prominent and legible disclaimer statement as follows:-

“Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.”

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Page	Complied With? (Y/N/NA)	Comments (where applicable)
<u>Rule 2.20</u>		
Must contain, at a prominent position, and in bold type, a statement in the following terms concerning the characteristics of GEM:-		
“Characteristics of GEM of The Stock Exchange of Hong Kong Limited (the “Exchange”)		
GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.		
Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.”		
<u>Rule 2.28</u>		
The issuer must, to the extent that it is aware having made all reasonable enquiries, include in the listing document or circular:		
(1) a statement as at the date by reference to which disclosure of the shareholding is made in the listing document or circular as to whether and to what extent any shareholder who is required to abstain from voting under the GEM Listing Rules controls or is entitled to exercise control over the voting right in respect of his shares in the issuer;		
(2) particulars of:		
(a) any voting trust or other agreement or arrangement or understanding (other than an outright sale) entered into by or binding upon any such shareholder; and		
(b) any obligation or entitlement of any such shareholder as at the date by reference to which disclosure of the shareholding of any such shareholder is made in the listing document or circular,		
whereby he has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his shares in the issuer to a third party, either generally or on a case-by-case basis;		
(3) a detailed explanation of any discrepancy between any such shareholder’s beneficial shareholding interest in the issuer as disclosed in the listing document or circular and the number of shares in the issuer in respect of which he will control or will be entitled to exercise control over the voting right at the relevant meeting; and		

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	Page	Complied With? (Y/N/NA)	Comments (where applicable)
(4) steps undertaken by the shareholder (if any) to ensure shares being the subject of the discrepancy referred to in rule 2.28(3) are not voted.			

Rule 11.04

Full and accurate disclosure of any business or interest of each director, controlling shareholder and, in relation only to the initial listing document, substantial shareholder and the respective close associates of each that competes or may compete with the business of the group and any other conflict of interest which any such person has or may have with the group must be disclosed in each listing document and circular required pursuant to the GEM Listing Rules (excluding any Explanatory Statement issued pursuant to rule 13.08).

(See Notes 1 to 3 to rule 11.04)

Rule 17.52A

The circular or other document published by an issuer pursuant to the GEM Listing Rules must set out its stock code in a prominent position on the cover page or, where there is no cover page, the first page of the relevant circular or other document.

Rule 17.56A

The listing document or circular issued by an issuer pursuant to the GEM Listing Rules must disclose the name of each director as at the date of the relevant listing document or circular.

Part II – Chapter 19

Rule 19.58

- (3) a description of the principal business activities carried on by the listed issuer and the identity and a description of the principal business activities of the counterparty;
- (4) the date of the transaction. The listed issuer must also confirm that, to the best of the directors' knowledge, information and belief having made all reasonable enquiry, the counterparty and the ultimate beneficial owner of the counterparty are third parties independent of the listed issuer and connected persons of the listed issuer;
- (5) the aggregate value of the consideration, how it is being or is to be satisfied and details of the terms of any arrangements for payment on a deferred basis. If the consideration includes securities for which listing will be sought and/or treasury shares, the listed issuer must also include the amounts and details of the securities being issued and/or transferred out of treasury;
- (6) the basis upon which the consideration was determined;
- (7) the value (book value and valuation, if any) of the assets which are the subject of the transaction;

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	Page	Complied With? (Y/N/NA)	Comments (where applicable)
(8) where applicable, the net profits (both before and after taxation and extraordinary items) attributable to the assets which are the subject of the transaction for the two financial years immediately preceding the transaction;			
(9) the reasons for entering into the transaction, the benefits which are expected to accrue to the listed issuer as a result of the transaction and a statement that the directors believe that the terms of the transaction are fair and reasonable and in the interests of the shareholders as a whole; and			
(10) where appropriate, details of any guarantee and/or other security given or required as part of or in connection with the transaction.			

Rule 19.60

- (1) the general nature of the transaction including, where the transaction involves securities, details of any restrictions which apply to the subsequent sale of such securities;
- (2) brief details of the asset(s) being acquired, including the name of any company or business or the actual assets or properties where relevant and, if the assets include securities, the name and general description of the activities of the company in which the securities are or were held;
- (4) if the transaction involves an issue of securities for which listing will be sought or a transfer of treasury shares, the announcement must also include:
 - (a) a statement that the announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities; and
 - (b) in the case where securities will be issued, a statement that application has been or will be made to the Exchange for the listing of and permission to deal in the securities.

Rule 19.63

- (1) a clear, concise and adequate explanation of its subject matter having regard to the provisions of rule 17.56; and
- (2) if voting or shareholders' approval is required:-
 - (a) contain all information necessary to allow the holders of the securities to make a properly informed decision;
 - (b) contain a heading emphasising the importance of the document and advising holders of securities who are in any doubt as to what action to take, to consult appropriate independent advisers;

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	Page	Complied With? (Y/N/NA)	Comments (where applicable)
(c) contain a recommendation from the directors as to the voting action that shareholders should take, indicating whether or not the proposed transaction described in the circular is, in the opinion of the directors, fair and reasonable and in the interests of the shareholders as a whole;			
(d) contain a statement that any shareholder with a material interest in a proposed transaction and his close associates will abstain from voting on resolution(s) approving that transaction; and			
(3) a confirmation that, to the best of the directors' knowledge, information and belief having made all reasonable enquiry, the counterparty and the ultimate beneficial owner of the counterparty are third parties independent of the listed issuer and connected persons of the listed issuer.			
Rule 19.66			
(3) Appendix D1B – 1, 2, 5, 29(2), 33, 35, 36 (See Part III of this checklist) (<i>not applicable to extreme transaction and reverse takeover</i>);			
(4) information regarding interests of directors and chief executive in the listed issuer required under paragraphs 34, 38 and 38A of Appendix D1B (See Part III of this checklist) (<i>not applicable to extreme transaction and reverse takeover</i>);			
(6) information concerning the effect of the transaction on the earnings and assets and liabilities of the listed issuer;			
(7) where a company becomes a subsidiary of the listed issuer:-			
(a) the percentage of the company's issued shares (if any) held by the listed issuer after the acquisition;			
(8) details of any existing or proposed service contracts of directors and proposed directors of the listed issuer, or an appropriate negative statement;			
<i>Note: Details of contracts to expire or which may be terminated by the employer within a year without payment of any compensation, other than statutory compensation, need not be included.</i>			
(9) information as to the competing interests (if any) of each of the directors and any proposed director of the issuer (excluding its subsidiaries) and his/her respective close associates (as if each of them were treated as a controlling shareholder under rule 11.04);			
(10) any additional information requested by the Exchange;			

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comments (where applicable)</u>
(11)	Appendix D1B – paragraphs 28, 29(1)(b), 30, 40, 41, 42(2)(c), (3) and (4) (See Part III of this checklist) <i>(not applicable to extreme transaction and reverse takeover);</i>		
(12)	where required by Chapter 8, information under that Chapter on the property interest being acquired by the listed issuer (Please refer to the checklist “Valuation of Properties Being Acquired/Disposed of” (CF021G)) <i>(not applicable to extreme transaction and reverse takeover);</i> and		
(14)	where applicable, the information required under rule 2.28 (See above) .		

Rule 19.67

- (1) Appendix D1B – 9, 10, if the acquisition involves securities for which listing will be sought **(See Part III of this checklist)** *(not applicable to extreme transaction and reverse takeover);*
- (2) Appendix D1B – 22(1), if shares are to be issued or transferred out of treasury as consideration **(See Part III of this checklist)** *(not applicable to extreme transaction and reverse takeover);*
- (3) where the consideration for a transaction includes the listed issuer's shares or securities that are convertible into the listed issuer's shares, a statement whether the transaction will result in a change of control of the listed issuer;
- (4) Appendix D1B – 31 (financial information), 32 (no material adverse change) **(See Part III of this checklist)** *(not applicable to extreme transaction and reverse takeover);*
- (5) the information required under paragraph 34 of Appendix D1B in relation to each new director and member of senior management joining the listed issuer in connection with the transaction *(not applicable to extreme transaction and reverse takeover);* and

Note: The fact that any director or proposed director is a director or employee of a company which has an interest or short position in the shares or underlying shares of the listed issuer which would fall to be disclosed to the listed issuer under the provisions in Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance need not be stated.

- (7) A discussion and analysis of results of the business, company or companies being acquired covering all those matters set out in rule 18.41 for the period reported on in the accountants' report *(not applicable to extreme transaction and reverse takeover)*.

Rule 19.69

A circular issued for a very substantial acquisition or an extreme transaction or a listing document issued for a reverse takeover must contain:

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	Page	Complied With? (Y/N/NA)	Comments (where applicable)
(1) for a <u>reverse takeover</u> or an <u>extreme transaction</u> :			
(a) the information required under rule 19.66 (except for the information required under rules 19.66(3), 19.66(4), 19.66(11) and 19.66(12)) and rule 19.67(3);			
(b) the information required under Appendix D1A, if applies, except paragraphs 8, 15(3) (in respect of the 12 months before the issue of the circular or listing document) and 20(1). For paragraph 36, the statement on sufficiency of working capital must take into account the effect of the transaction; (Please refer to Checklist G106 for new applicants for the requirements of Appendix D1A); and			
(d)(i) for a <u>reverse takeover</u> , information on the enlarged group's property interests under rules 8.01A and 8.01B; and			
(ii) for an <u>extreme transaction</u> , the information required under Chapter 8 on the property interests acquired and/or to be acquired by the issuer;			
(Please refer to Checklist CF052G for new applicants for the requirements of Chapter 8);			
(2) for a <u>very substantial acquisition</u> , the information required under rules 19.66 to 19.67 (except for the information required under rule 19.67(6)) and rule 2.28;			
(4) (a) on an acquisition of any business, company or companies:			
(i) an accountants' report on the business, company or companies being acquired in accordance with Chapter 7. The accounts on which the report is based must relate to a financial period ended 6 months or less before the listing document or circular is issued. The financial information on the business, company or companies being acquired as contained in the accountants' report must be prepared using accounting policies which should be materially consistent with those of the listed issuer; and			
(ii) pro forma income statement, balance sheet and cash flow statement of the enlarged group on the same accounting basis. The pro forma financial information must comply with Chapter 7;			
(b) on an acquisition of any revenue-generating assets (other than a business or a company) with an identifiable income stream or assets valuation:			

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	Page	Complied With? (Y/N/NA)	Comments (where applicable)
(i) a profit and loss statement and valuation (where available) for the 3 preceding financial years (or less, where, other than in the case of a reverse takeover, the asset has been held by the vendor for a shorter period) on the identifiable net income stream and valuation in relation to such assets which must be reviewed by the auditors or reporting accountants to ensure that such information has been properly compiled and derived from the underlying books and records. The financial information on which the profit and loss statement is based must relate to a financial period ended 6 months or less before the listing document or circular is issued. The financial information on the assets being acquired as contained in the listing document or circular must be prepared using accounting policies which should be materially consistent with those of the listed issuer; and			
(ii) a pro forma profit and loss statement and net assets statement on the enlarged group on the same accounting basis. The pro forma financial information must comply with Chapter 7;			
(5) where the transaction also involves a disposal by the listed issuer, the information required under rule 19.70(2) (See below);			
(6) general information on the trend of the business of the group since the date to which the accounts of the listed issuer were made up and a statement as to the financial and trading prospects of the group for at least the current financial year (together with any material information which may be relevant);			
(7) in the case of a listing document issued in relation to a <u>reverse takeover</u> , a statement of business objectives (in respect of the current financial year and the 2 financial years thereafter) (see rules 14.19 to 14.21); and			
(8) in respect of a circular issued in relation to a <u>very substantial acquisition</u> , a separate discussion and analysis of the performance of each of the existing group and any business or company acquired or to be acquired for the relevant period referred to in rule 7.05(1)(a), covering all those matters set out in rule 18.41.			
Rule 19.70			
(2) the excess of deficit of the consideration over or under the net book value of the asset(s) if the transaction also involves a disposal by the listed issuer.			

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	Page	Complied With? (Y/N/NA)	Comments (where applicable)
<u>Rule 19.71</u>			
Where the transaction involves acquiring an interest in an infrastructure project or an infrastructure or project company, the listed issuer shall incorporate in the circular or listing document a business valuation report on the business or company being acquired and/or traffic study report in respect of the infrastructure project or infrastructure or project company. Such report(s) must clearly set out:			
<p>(1) all fundamental underlying assumptions including discount rate or growth rate used; and</p> <p>(2) a sensitivity analysis based on the various discount rates and growth rates.</p>			
Where any business valuation is based on a profit forecast, the accounting policies and calculations for the underlying forecasts must be examined and reported on by the auditors or reporting accountants. Any financial adviser mentioned in the circular or listing document must also report on the underlying forecasts.			
<i>Note: On profit forecasts, see also rules 19.60A and 19.61.</i>			
<u>Rule 19.67A – Where the listed issuer does not have access or only has limited access to information for compiling circulars for very substantial acquisitions under rule 19.67A(1)</u>			
<p>(2) Subject to the conditions in paragraphs (1)(a), (b) and (c) of rule 19.67A(1) being satisfied, the listed issuer may defer complying with the disclosure requirements for certain non-public information relating to the target company and/or the enlarged group. In such circumstances, the listed issuer must despatch an initial circular in partial compliance with rules 19.66 and 19.67 or rule 19.69 within the time frames stipulated in rules 19.41 and 19.42 or rules 19.48 and 19.52. The initial circular shall include, as a minimum, the following:</p> <p>(a) material public information (and other available information of which the listed issuer is aware and is free to disclose) of the target company to enable shareholders to make an informed voting decision with respect to the proposed acquisition. This would include:</p> <p>(i) published audited financial information of the target company for the preceding three years (and the latest published unaudited interim accounts) together with a qualitative explanation of the principal differences, if any, between the target company's accounting standards and those of the listed issuer's which may have a material impact on the financial statements of the target company; and</p> <p>(ii) other information of the target company and its group of companies in the public domain or made available by the target company and which the listed issuer is aware and free to disclose;</p>			

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	Page	Complied With? (Y/N/NA)	Comments (where applicable)
(b) where information required for the enlarged group is not available, to include the following information regarding the listed issuer:			
(i) statement of indebtedness (see rule 19.66(11), paragraph 28 and Note 2 to Appendix D1B);			
(ii) statement of sufficiency of working capital (see rule 19.66(11), paragraph 30 and Note 2 to Appendix D1B);			
(iv) discussion and analysis of results (this is applicable only to very substantial acquisitions, see rule 19.69(8));			
(v) statement as to the financial and trading prospects (see rule 19.66(11), paragraph 29(1)(b) and Note 2 to Appendix D1B);			
(vi) particulars of any litigation or claims of material importance (see rule 19.66(3), paragraph 33 and Note 2 to Appendix D1B);			
(vii) particulars of directors' or experts' interests in group assets (see rule 19.66(11), paragraph 40 and Note 2 to Appendix D1B);			
(viii) material contracts and documents on display (see rule 19.66(11), paragraphs 41, 42(2)(c), (3) and (4) and Note 2 to Appendix D1B); and			
(c) the reasons why access to books and records of the target company has not been granted to the listed issuer.			
(3) Where an initial circular has been despatched by a listed issuer under paragraph (2) above, the listed issuer must despatch a supplemental circular at a later date which contains: (i) all the prescribed information under rules 19.66 and 19.67 or rule 19.69 which has not been previously disclosed in the initial circular; and (ii) any material changes to the information previously disclosed in the initial circular. The supplemental circular must be despatched to shareholders within 45 days of the earlier of: the listed issuer being able to gain access to the target company's books and records for the purpose of complying with the disclosure requirements in respect of the target company and the enlarged group under rules 19.66 and 19.67 or rule 19.69; and the listed issuer being able to exercise control over the target company.			

Part IIA – Chapter 18A (For acquisitions which solely or mainly involve mineral and/or petroleum assets)

Rule 18A.05

- (2) a statement that no material changes have occurred since the effective date of the Competent Person's Report. Where there are material changes, these must be prominently disclosed;

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comments (where applicable)</u>
(3) the nature and extent of its prospecting, exploration, exploitation, land use and mining rights and a description of the properties to which those rights attach, including the duration and other principal terms and conditions of the concessions and any necessary licences and consents. Details of material rights to be obtained must also be disclosed;			
(4) a statement of any legal claims or proceedings that may have an influence on its rights to explore or mine;			
(5) disclosure of specific risks and general risks with regard to Practice Note 4 on suggested risk analysis; and			
(6) if relevant and material to the Mineral Company's business operations, information on the following:-			
(a) project risks arising from environmental, social, and health and safety issues;			
(b) any non-governmental organisation impact on sustainability of mineral and/or exploration projects;			
(c) compliance with host country laws, regulations and permits, and payments made to host country governments in respect of tax, royalties and other significant payments on a country by country basis;			
(d) sufficient funding plans for remediation, rehabilitation and, closure and removal of facilities in a sustainable manner;			
(e) environmental liabilities of its projects or properties;			
(f) its historical experience of dealing with host country laws and practices, including management of differences between national and local practice;			
(g) its historical experience of dealing with concerns of local governments and communities on the sites of its mines, exploration properties, and relevant management arrangements; and			
(h) any claims that may exist over the land on which exploration or mining activity is being carried out, including any ancestral or native claims.			

Rule 18A.09

- | | |
|-----|---|
| (2) | a Competent Person's Report on the resources and/or resources being acquired; |
| (3) | a Valuation Report on the mineral and/or petroleum assets being acquired; and |
| (4) | information required under rules 18A.05(2) to 18A.05(6) in respect of the assets being acquired (See above). |

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	Page	Complied With? (Y/N/NA)	Comments (where applicable)
Part III - Appendix D1B (For very substantial acquisitions)			
<i>(For Extreme Transaction Circular and Reverse Takeover Listing Document, refer to Checklist G106 for new applicants for the requirements of Appendix D1A)</i>			
1.	The full name of the issuer.		
2.	A statement as follows: "This document, for which the directors of the issuer collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the issuer. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading."		
	(See Note 1 to Appendix D1B)		
5.	Where the listing document includes a statement purporting to be made by an expert, a statement:		
	(1) specifying the qualifications of such expert and whether such expert has any shareholding in any member of the group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the group and, if so, a full description thereof;		
	(2) that the expert has given and has not withdrawn his written consent to the issue of the listing document with the expert's statement included in the form and context in which it is included; and		
	(3) of the date on which the expert's statement was made and whether or not it was made by the expert for incorporation in the listing document.		
9.	If the acquisition involves securities for which listing will be sought:		
	(1) A statement that application has been or will be made to the Exchange for listing of and permission to deal in the securities.		
	(2) In case of a new class of securities to be listed, a statement that all necessary arrangements have been made enabling the securities to be admitted into CCASS.		

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		Page	Complied With? (Y/N/NA)	Comments (where applicable)
	(3) A statement to the effect that dealings in securities of the issuer may be settled through CCASS and that investors should seek the advice of their stockbroker or other professional adviser for details of those settlement arrangement and how such arrangements will affect their rights and interests.			
	(4) In case of a new class of securities to be listed, a statement of the minimum prescribed percentage applicable to that class of securities pursuant to rule 11.23. If the minimum prescribed percentage cannot be determined as at the date of the document, an indicative range should be provided.			
10.	If the acquisition involves securities for which listing will be sought:			
	(1) The nature and amount of the issue including the number (or, if not yet determinable, the minimum and maximum number) of securities which have been or will be created and/or issued, if predetermined.			
	(2) Whether or not, and if so to what extent, the issue has been underwritten and, if not fully underwritten, the minimum amount of capital, if any, which the issuer must raise for the issue to proceed.			
	<i>Note: Reference to securities for which listing will be sought includes treasury shares, and references to issue include transfer of treasury shares.</i>			
22.	If shares are to be issued or transferred out of treasury as consideration:			
	(1) The authorised share capital of the issuer, the amount issued or agreed to be issued, the amount paid up, the nominal value and a description of the shares.			
	(1A) Particulars of and the number of treasury shares held by the issuer or its subsidiary or through their agents or nominees.			
28.	A statement as at the most recent practicable date (which must be stated) of the following on a consolidated basis if material:			
	(1) the total amount of any debt securities of the group issued and outstanding, and authorised or otherwise created but unissued, and term loans, distinguishing between guaranteed, unguaranteed, secured (whether the security is provided by the issuer or by third parties) and unsecured, or an appropriate negative statement;			

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		<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comments (where applicable)</u>
	(2) the total amount of all other borrowings or indebtedness in the nature of borrowing of the group including bank overdrafts and liabilities under acceptances (other than normal trade bills) or acceptance credits or hire purchase commitments, distinguishing between guaranteed, unguaranteed, secured and unsecured borrowings and debt, or an appropriate negative statement;			
	(3) all mortgages and charges of the group, or an appropriate negative statement; and			
	(4) the total amount of any contingent liabilities or guarantees of the group, or an appropriate negative statement.			
	Intra-group liabilities should normally be disregarded, a statement to that effect being made where necessary.			
	(See Note 2 to Appendix D1B)			
29.	(1) (b) a statement as to the financial and trading prospects of the group for at least the current financial year, together with any material information which may be relevant thereto, including all special trade factors or risks (if any) which are not mentioned elsewhere in the listing document and which are unlikely to be known or anticipated by the general public, and which could materially affect the profits.			
	(See Note 2 to Appendix D1B)			
	(2) The issuer must determine in advance with its financial adviser whether to include a profit forecast in a listing document. Where a profit forecast appears in any listing document, it must be clear, unambiguous and presented in an explicit manner and the principal assumptions, including commercial assumptions, upon which it is based, must be stated. The accounting policies and calculations for the forecast must be examined and reported on by the reporting accountants or auditors, as appropriate, and their report must be set out. The financial adviser must report in addition that they have satisfied themselves that the forecast has been stated by the directors after due and careful enquiry, and such report must be set out.			
30.	A statement by the directors that in their opinion the working capital available to the group is sufficient for the group's requirements for at least 12 months from the date of publication of the listing document or, if not, how it is proposed to provide the additional working capital thought by the directors to be necessary.			
	(See Note 2 to Appendix D1B)			

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		<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comments (where applicable)</u>
31.	<p>(1) Where required by Chapter 7, a report by the reporting accountants in accordance with that Chapter.</p> <p>(2) If after the date to which the latest published audited accounts of the issuer have been made up, any member of the group has acquired or agreed to acquire or is proposing to acquire a business or an interest in the share capital of a company whose profits or assets make or will make a material contribution to the figures in the auditors' report or next published accounts of the issuer:</p> <p>(a) a statement of the general nature of the business or of the business of the company in which an interest has been or is being acquired, together with particulars of the situation of the principal establishments and of the principal products;</p> <p>(b) a statement of the aggregate value of the consideration for the acquisition and how it was or is to be satisfied; and</p> <p>(c) if the aggregate of the remuneration payable to and benefits in kind receivable by the directors of the acquiring company will be varied in consequence of the acquisition, full particulars of such variation; if there will be no variation, a statement to that effect.</p> <p>(See Note 8 to Appendix D1B)</p> <p>(3) Information for the last 3 financial years with respect to the profits and losses, financial record and position, set out as a comparative table and the latest published audited balance sheet together with the notes on the annual accounts for the last financial year:</p> <p>(a) for the group; and</p> <p>(b) for any company acquired since the date of the last published audited accounts of the group in respect of which an accountants' report has already been submitted to shareholders or which was itself during the last 12 months a listed issuer.</p> <p>(See Note 10 to Appendix D1B)</p>			
32.	A statement by the directors of any material adverse change in the financial or trading position of the group since the date to which the latest published audited accounts of the issuer have been made up, or an appropriate negative statement.			
33.	Particulars of any litigation or claims of material importance pending or threatened against any member of the group, or an appropriate negative statement.			
	(See Note 2 to Appendix D1B)			

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		<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comments (where applicable)</u>
34.	<p>In relation to each new director and member of the senior management joining the listed issuer in connection with the transaction:</p> <p>The full name, residential or business address and brief biographical details of them should be provided. Such biographical details will include name, age, positions held with the issuer and other members of the enlarged group, length of service with the issuer and the enlarged group including current and past directorships in other listed public companies in the last three years and such other information (which may include business experience) of which shareholders should be aware, pertaining to the ability or integrity of such persons. Where any of such directors or senior managers are related, having with any other director or senior manager any one of the relationships set out below, that fact should be stated. The relationships are spouse; any person cohabiting with the director or senior manager as a spouse; and any relative meaning a child or step-child regardless of age, a parent or step-parent, a brother, sister, step-brother or a step-sister, a mother-in-law, a father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law. Where any director or proposed director is a director or employee of a company which has an interest or short position in the shares or underlying shares of the issuer which would fall to be disclosed to the issuer under the provisions of Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance, that fact shall be stated.</p> <p>It is the responsibility of the directors of the issuer to determine which individual or individuals constitute senior management. Senior management may include directors of subsidiaries and heads of divisions, departments or other operating units within the group as senior management as, in the opinion of the issuer's directors, is appropriate.</p> <p>(See Notes 8 and 9 to Appendix D1B)</p>			
34.	<p>For directors and chief executive:</p> <p>Where any director or proposed director is a director or employee of a company which has an interest or short position in the shares or underlying shares of the issuer which would fall to be disclosed to the issuer under the provisions of Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance, that fact shall be stated.</p> <p>(See Note 8 to Appendix D1B)</p>			
35.	<p>(1) The full names and professional qualifications, if any, of:</p> <p>(a) the secretary of the issuer; and</p> <p>(b) the compliance officer to the issuer appointed pursuant to rule 5.19.</p>			

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	Page	Complied With? (Y/N/NA)	Comments (where applicable)
(2) The names of the individuals appointed to the issuer's audit committee, their background and directorships (and past directorships), if any, of other companies listed on GEM, the Main Board or other exchanges, and a description of the functions of the audit committee.			
36. The situation of the registered office and, if different, the head office and transfer office.			
38. (1) A statement showing the interests or short positions of each director and chief executive of the issuer in the shares, underlying shares and debentures of the issuer or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance) which:—			
(a) are required to be notified to the issuer and the Exchange pursuant to Divisions 7 and 8 of Part XV of the Securities and Futures Ordinance (including interests or short positions which he is taken or deemed to have under such provisions of the Securities and Futures Ordinance); or			
(b) are required, pursuant to section 352 of the Securities and Futures Ordinance, to be entered in the register referred to therein; or			
(c) are required, pursuant to rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by directors to be notified to the issuer and the Exchange;			
or an appropriate negative statement.			
(2) The information required to be included by virtue of paragraph 38(1) of Appendix D1B must specify the company in which interests or short positions are held, the class to which those securities belong and the number of such securities held, but need not disclose:			
(a) the interests of a director or a chief executive officer in the shares of the listed issuer or any of its subsidiaries if such interest is held solely in a non-beneficial capacity and is for the purpose of holding the requisite qualifying shares; or			
(b) the non-beneficial interests of directors or chief executive officers in the shares of any subsidiary of the listed issuer in so far as that interest comprises the holding of shares subject to the terms of a written, valid and legally enforceable declaration of trust in favour of the parent company of that subsidiary or the listed issuer and such interest is held solely for the purpose of ensuring that the relevant subsidiary has more than one member.			

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	Page	Complied With? (Y/N/NA)	Comments (where applicable)
<i>Note: Where interests in securities arising from the holding of such securities as qualifying shares are not disclosed pursuant to the exception provided in this paragraph, a general statement should nevertheless be made to indicate that the directors hold qualifying shares.</i>			
(4)	Statements disclosing interests and short positions in shares, underlying shares and debentures have to separately refer to three categories of persons, namely, directors and chief executives, substantial shareholders and other persons who are required to disclose their interests. Such statements should describe the capacity in which such interests and short positions are held and the nature of such interests and short positions as disclosed in the prescribed forms required to be used, when giving notice pursuant to sections 324 and 347 of Part XV of the Securities and Futures Ordinance. Where interests or short positions are attributable on account of holdings through corporations that are not wholly-owned by the person making disclosure, the percentage interests held by such person in such corporations should be disclosed.		
38A.	For directors and chief executives, the statements should show details of the following matters as recorded in the register required to be kept under section 352 of the Securities and Futures Ordinance:		
(1)	aggregate long position in shares and (in respect of positions held pursuant to equity derivatives) underlying shares and in debentures of the issuer and its associated corporation(s) showing separately for each entity:		
(a)	interests in shares (other than pursuant to equity derivatives such as share options, warrants to subscribe or convertible bonds);		
(b)	interests in debentures; and		
(c)	interests under equity derivatives showing separately for listed and unlisted equity derivatives, interests in underlying shares of the entity pursuant to:		
(i)	physically settled equity derivatives;		
(ii)	cash settled equity derivatives;		
(iii)	other equity derivatives.		
(See Notes 1 to 3 to paragraph 38A(1) of Appendix D1B)			

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comments (where applicable)</u>
<p>(2) aggregate short position in shares and (in respect of positions held pursuant to equity derivatives) underlying shares and in debentures of the issuer and its associated corporation(s) showing separately for each entity:</p> <p>(a) short positions in respect of shares arising under a stock borrowing and lending agreement; and</p> <p>(b) short positions under equity derivatives showing separately for listed and unlisted equity derivatives, interests in underlying shares of the entity pursuant to:</p> <p>(i) physically settled equity derivatives;</p> <p>(ii) cash settled equity derivatives; and</p> <p>(iii) other equity derivatives.</p> <p>(See Note 1 and 2 to paragraph 38A(2) of Appendix D1B)</p> <p>(See Note 7 to Appendix D1B)</p>			
<p>38C. For other persons whose interests are recorded (or, in the case of a new listing, are required to be recorded) in the register required to be kept under section 336 of the Securities and Futures Ordinance, the statements should show details of the same matters as are required to be disclosed in the case of a substantial shareholder pursuant to paragraph 38B, except that note (3) to paragraph 38B(1) does not apply.</p> <p>(See Note 7 to Appendix D1B)</p>			
<p>40. (1) Full particulars of the nature and extent of the interest, direct or indirect, if any, of every director or proposed director or expert (as named in the listing document) in any assets which have been, since the date to which the latest published audited accounts of the issuer were made up, acquired or disposed of by or leased to any member of the group, or are proposed to be acquired or disposed of by or leased to any member of the group, including:</p> <p>(a) the consideration passing to or from any member of the group; and</p> <p>(b) short particulars of all transactions relating to any such assets which have taken place within such period,</p> <p>or an appropriate negative statement.</p>			

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comments (where applicable)</u>
(2) Full particulars of any contract or arrangement subsisting at the date of the listing document in which a director of the issuer is materially interested and which is significant in relation to the business of the group, or an appropriate negative statement.			
(See Notes 2 and 8 to Appendix D1B)			
41. The dates of and parties to all material contracts (not being contracts entered into in the ordinary course of business) entered into by any member of the group within the 2 years immediately preceding the issue of the listing document, together with a summary of the principal contents of such contracts and particulars of any consideration passing to or from any member of the group.			
(See Note 2 to Appendix D1B)			
42. Details of a reasonable period of time (being not less than 14 days) during which the following documents where applicable are published on the Exchange's website and the issuer's own website:			
(2) each of the following contracts:			
(c) in the case of a notifiable transaction or connected transaction circular, any contracts pertaining to the transaction,			
or where any of the above contracts have not been reduced into writing, a memorandum giving full particulars thereof;			
(3) all reports, letters or other documents, balance sheets, valuations and statements by any expert any part of which is extracted or referred to in the listing document; and			
(4) a written statement signed by the reporting accountants setting out the adjustments made by them in arriving at the figures shown in their report and giving the reasons therefor.			
(See Note 2 to Appendix D1B)			

Part IV - Documents to be submitted

Date of submission

Rule 19.66(13)

Where the circular contains a statement as to the sufficiency of working capital, the Exchange will require a letter from the listed issuer's financial advisers or auditors confirming that:

- (a) the statement has been made by the directors after due and careful enquiry; and
- (b) the persons or institutions providing finance have confirmed in writing that such facilities exist.

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- This checklist is provided for reference only. In case of doubt, listed issuers are advised to refer to the Listing Rules for the specific requirements.
- Please make annotation in the margin of the draft document for the respective paragraph of the Listing Rules.
- When your answer to an item on the checklist is “No” or “Not applicable”, the reason for such response should be clearly disclosed in the “Comment” section.

Submitted by: _____ Date: _____
Signature

Name and Firm

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

CHECKLIST
LISTING DOCUMENT FOR CAPITALISATION ISSUE / BONUS ISSUE OF WARRANTS /
EXCHANGE OR SUBSTITUTION OF SECURITIES
(GEM)

Name of Issuer : _____
Case Number : _____
Description of Transaction : _____

Information required in the Listing Document:-

	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
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Rule 2.18 / 14.23

A statement of responsibility and confirmation on the part of the directors of the issuer (including any proposed director who is named as such in the listing document) in the following form:—

“This [document], for which the directors of the issuer collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the issuer. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this [document] is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.”

Rule 2.19/ 14.09(1)

Must contain on its front cover or inside front cover a prominent and legible disclaimer statement as follows:-

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.

	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
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Rule 2.20/ 14.09(1)

Must contain, at a prominent position, and in bold type, a statement in the following terms concerning the characteristics of GEM:-

“Characteristics of The GEM of The Stock Exchange of Hong Kong Limited (the “Exchange”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a

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(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

	Page	Complied With? (Y/N/NA)	Comment (where applicable)
higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.			
Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM."			
<u>Rule 11.04</u>			
Full and accurate disclosure of any business or interest of each director, controlling shareholder and, in relation only to the initial listing document, substantial shareholder and the respective close associates of each that competes or may compete with the business of the group and any other conflict of interest which any such person has or may have with the group must be disclosed in each listing document and circular required pursuant to the GEM Listing Rules (excluding any Explanatory Statement issued pursuant to rule 13.08).			
<i>(See Notes 1 to 3 to rule 11.04)</i>			
<u>Rule 14.09(5)</u>			
Subject to rule 14.13 and to the extent not included by virtue of rules 14.09(1) to (4), such particulars and information which, according to the particular nature of the issuer and the securities to be issued or sold or transferred out of treasury, is necessary to enable an investor to make an informed assessment of:—			
(b) the rights and trading arrangements attaching to such securities.			
<u>Rule 14.10</u>			
Special requirements for listing documents issued by overseas issuers and PRC issuers are set out in Chapters 24 (<i>See rule 24.09</i>) and 25 (<i>Refer to checklist CF005G</i>) respectively.			
<u>Note 2 to Rule 17.41(1)</u>			
If any shareholders that are resident outside Hong Kong are excluded from an offer of securities pursuant to rule 17.41(1), the issuer shall include an explanation for the exclusion in the relevant circular or document containing the offer of securities. Issuers shall ensure that the circular or offer document is delivered to such shareholders for their information subject to compliance with the relevant local laws, regulations and requirements.			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
<u>Rule 17.52A</u>			
The circular or other document published by an issuer pursuant to the GEM Listing Rules must set out its stock code in a prominent position on the cover page or, where there is no cover page, the first page of the relevant circular or other document.			
<u>Rule 17.56A</u>			
The listing document or circular issued by an issuer pursuant to the GEM Listing Rules must disclose the name of each director as at the date of the relevant listing document or circular.			
<u>Appendix D1B</u>			
<i>Note: The disclosure requirements under paragraphs 9 to 21 of Appendix D1B below shall apply, mutatis mutandis, to a sale or transfer of treasury shares. Accordingly, references to shares or securities for which listing is sought include treasury shares to be sold or transferred out of treasury, and references to issue, allotment and offer of shares or securities include sale or transfer of treasury shares.</i>			
1. The full name of the issuer.			
2. A statement as follows:-			
"This document, for which the directors of the issuer collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the issuer. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading."			
(See Note 1 to Appendix D1B)			
6. Particulars of any other stock exchange on which any part of the equity or debt securities of the issuer is listed or dealt in on which listing or permission to deal is being or is proposed to be sought; or an appropriate negative statement.			
9. (1) A statement that application has been or will be made to the Exchange for listing of and permission to deal in the securities.			
(2) In case of a new class of securities to be listed, a statement that all necessary arrangements have been made enabling the securities to be admitted into CCASS or an appropriate negative statement.			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
10. (1) The nature and amount of the issue including the number of securities which have been or will be created and/or issued, if predetermined.			
14. If known, the date on which dealings will commence.			
16. Where the securities for which listing is sought are allotted by way of capitalisation of reserves or profits or by way of bonus to the holders of an existing security, a statement as to the pro-rata entitlement, the last date on which transfers were or will be accepted for registration for participation in the issue, how the securities rank for dividend, whether the securities rank pari-passu with any listed securities, the nature of the document of title its proposed date of issue and whether or not it is renounceable and how fractions (if any) are to be treated.			
17. Where listing is sought for shares which will not be identical with shares already listed:-			
(1) A statement of the rights as regards dividend, capital, redemption and voting attached to such shares and (except as regards the lowest ranking equity) as to the right of the issuer to create or issue further shares ranking in priority thereto or pari-passu therewith; and			
(2) a summary of the consents necessary for the variation of such rights.			
20. Where listing is sought for options, warrants or similar rights to subscribe or purchase equity securities:—			
(1) the maximum number of securities which could be issued on exercise of such rights;			
(2) the period during which such rights may be exercised and the date when this right commences;			
(3) the amount payable on the exercise of such rights;			
(4) the arrangements for transfer or transmission of such rights;			
(5) the rights of the holders on the liquidation of the issuer;			
(6) the arrangements for the variation in the subscription or purchase price or number of securities to take account of alterations to the share capital of the issuer;			
(7) the rights (if any) of the holders to participate in any distributions and/or offers of further securities made by the issuer; and			
(8) a summary of any other material terms of the options, warrants or similar rights.			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
21. Where listing is sought for convertible equity securities:-			
(1) information concerning the nature of the equity securities to which the convertible equity securities relate and the rights attaching thereto; and			
(2) the conditions of and procedures for conversion, exchange, subscription or purchase and details of the circumstances in which they may be amended.			

- This checklist is provided for reference only. In case of doubt, listed issuers are advised to refer to the Listing Rules for the specific requirements.
- Please make annotation in the margin of the draft document for the respective paragraph of the Listing Rules.
- When your answer to an item on the checklist is "No" or "Not applicable", the reason for such response should be clearly disclosed in the "Comment" section.

Submitted by: _____ Date: _____

Signature

Name and Firm

THE STOCK EXCHANGE OF HONG KONG LIMITED
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CHECKLIST
LISTING DOCUMENT FOR
ISSUE OF SECURITIES, OR SALE OR TRANSFER OF TREASURY SHARES
(OTHER THAN CAPITALISATION ISSUE/ BONUS ISSUE OF WARRANTS/ EXCHANGE OR
SUBSTITUTION OF SECURITIES / RIGHTS ISSUE/ OPEN OFFER*)
(GEM)

Name of Issuer : _____
Case Number : _____
Description of Transaction : _____

* For rights issue/open offer and capitalisation issue/ bonus issue of warrants/ exchange or substitution of securities, please refer to the applicable listing documents disclosure checklists (See CF011G and CF017G checklists respectively).

Information required in the Listing Document:-

	Page	Complied With? (Y/N/NA)	Comment (where applicable)
<u>Part I - General</u>			

Rule 2.18/ 14.23

A statement of responsibility and confirmation on the part of the directors of the issuer (including any proposed director who is named as such in the listing document) in the following form:—

“This [document], for which the directors of the issuer collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the issuer. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this [document] is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.”

Rule 2.19/ 14.09(1)

Must contain on its front cover or inside front cover a prominent and legible disclaimer statement as follows:-

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.

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Page	Complied With? (Y/N/NA)	Comment (where applicable)
<u>Rule 2.20/ 14.09(1)</u>		
Must contain, at a prominent position, and in bold type, a statement in the following terms concerning the characteristics of GEM:-		
“Characteristics of The GEM of The Stock Exchange of Hong Kong Limited (the “Exchange”)		
GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.		
Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.”		
<u>Rule 2.28</u>		
The issuer must, to the extent that it is aware having made all reasonable enquiries, include in the listing document or circular:		
(1) a statement as at the date by reference to which disclosure of the shareholding is made in the listing document or circular as to whether and to what extent any shareholder who is required to abstain from voting under the GEM Listing Rules controls or is entitled to exercise control over the voting right in respect of his shares in the issuer;		
(2) particulars of:		
(a) any voting trust or other agreement or arrangement or understanding (other than an outright sale) entered into by or binding upon any such shareholder; and		
(b) any obligation or entitlement of any such shareholder as at the date by reference to which disclosure of the shareholding of any such shareholder is made in the listing document or circular,		
whereby he has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his shares in the issuer to a third party, either generally or on a case-by-case basis;		
(3) a detailed explanation of any discrepancy between any such shareholder's beneficial shareholding interest in the issuer as disclosed in the listing document or circular and the number of shares in the issuer in respect of which he will control or will be entitled to exercise control over the voting right at the relevant meeting; and		
(4) steps undertaken by the shareholder (if any) to ensure shares being the subject of the discrepancy referred to in rule 2.28(3) are not voted.		

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
<u>Rule 11.04</u>			
Full and accurate disclosure of any business or interest of each director, controlling shareholder and, in relation only to the initial listing document, substantial shareholder and the respective close associates of each that competes or may compete with the business of the group and any other conflicts of interest which any such person has or may have with the group must be disclosed in each listing document and circular required pursuant to the GEM Listing Rules (excluding any Explanatory Statement issued pursuant to rule 13.08) and in the annual report and accounts, half-year report and quarterly reports of the listed issuer.			
(See Notes 1 to 3 to rule 11.04)			
<u>Rule 14.09(5)</u>			
Subject to rule 14.13 and to the extent not included by virtue of the rules 14.09(1) to (4), such particulars and information which, according to the particular nature of the issuer and the securities to be issued or sold or transferred out of treasury, is necessary to enable an investor to make an informed assessment of:—			
(a) the activities, profits and losses, assets and liabilities, financial position, management and prospects of the issuer; and			
(b) the rights and trading arrangements attaching to such securities.			
<u>Rule 14.10</u>			
Special requirements for listing documents issued by overseas issuers and PRC issuers are set out in Chapters 24 (<i>See rule 24.09</i>) and 25 (<i>Refer to checklist CF005G</i>) respectively.			
<u>Rule 14.22</u>			
In the case of a listed issuer proposing to issue a listing document in conjunction with the raising of new capital, the listing document should fully set out, explain and give appropriate prominence to any risk factors which should be drawn to shareholders' and prospective investors' attention, having regard, as a minimum, to the following principles:—			
(1) whether or not there are risks that are relevant to the issuer itself, including as to matters such as reliance on particular products or services, the concentration of expertise within the issuer and continued sources of funding;			
(2) whether or not there are risks that are relevant to the issuer's business, including risks attendant with the products, services or activities themselves and risks relevant to the industry or sectors in which the issuer operates; and			
(3) whether or not there are risks on a macro-scale that are relevant to the issuer, including geographic, economic, political and exchange rates, currency controls or other financial risks relevant to the issuer or the markets in which it operates.			

Note: Risk factors should be capable of being read in isolation

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
<i>and should not be accompanied by statements or qualifications concerning steps that the issuer proposes to implement in order to alleviate such risks. Information in this regard may however be contained elsewhere in the listing document.</i>			

Rule 17.52A

The circular or other document published by an issuer pursuant to the GEM Listing Rules must set out its stock code in a prominent position on the cover page or, where there is no cover page, the first page of the relevant circular or other document.

Rule 17.56A

The listing document or circular issued by an issuer pursuant to the GEM Listing Rules must disclose the name of each director as at the date of the relevant listing document or circular.

Part II - Appendix D1B

Note: The disclosure requirements under paragraphs 9 to 25 of Appendix D1B below shall apply, mutatis mutandis, to a sale or transfer of treasury shares. Accordingly, references to shares or securities for which listing is sought include treasury shares to be sold or transferred out of treasury, and references to issue, allotment and offer of shares or securities include sale or transfer of treasury shares.

1. The full name of the issuer.
2. A statement as follows:-

"This document, for which the directors of the issuer collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the issuer. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading."

(See Note 1 to Appendix D1B)

3. The names and addresses of the issuer's principal bankers, Sponsor (in the case of an issuer that is required to have, or otherwise retains, a Sponsor), financial adviser, authorised representatives, solicitors, registrars and trustees (if any) and of the solicitors to the issue.
4. The name, address and professional qualifications of the auditors.
5. Where the listing document includes a statement purporting to be made by an expert, a statement:—

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(1) specifying the qualifications of such expert and whether such expert has any shareholding in any member of the group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the group and, if so, a full description thereof;			
(2) that the expert has given and has not withdrawn his written consent to the issue of the listing document with the expert's statement included in the form and context in which it is included; and			
(3) of the date on which the expert's statement was made and whether or not it was made by the expert for incorporation in the listing document.			
6. Particulars of any other stock exchange on which any part of the equity or debt securities of the issuer is listed or dealt in or on which listing or permission to deal is being or is proposed to be sought particulars of the dealing and settlement arrangements on each such exchange and between such exchanges, or an appropriate negative statement.			
7. Particulars of any arrangement under which future dividends are waived or agreed to be waived.			
8. Particulars of any commissions, discounts, brokerages or other special terms granted since the date to which the latest published audited accounts of the issuer were made up in connection with the issue or sale of any capital of any member of the group, together with the names of any directors or proposed directors, promoters or experts (as named in the listing document) who received any such payment or benefit and the amount or rate of the payment or benefit they received, or an appropriate negative statement.			
(See Notes 2 and 8 to Appendix D1B)			
9. (1) A statement that application has been or will be made to the Exchange for listing of and permission to deal in the securities.			
(2) In case of a new class of securities to be listed, a statement that all necessary arrangements have been made enabling the securities to be admitted into CCASS.			
(3) A statement to the effect that dealings in securities of the issuer may be settled through CCASS and that investors should seek the advice of their stockbroker or other professional adviser for details of those settlement arrangement and how such arrangements will affect their rights and interests.			
(4) In case of a new class of securities to be listed, a statement of the minimum prescribed percentage applicable to that class of securities pursuant to rule 11.23. If the minimum prescribed percentage cannot be determined as at the date of the document, an indicative range should be provided.			

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10.	(1) The nature and amount of the issue including the number (or, if not yet determinable, the minimum and maximum number) of securities which have been or will be created and/or issued, if predetermined.			
	(2) Whether or not, and if so to what extent, the issue has been underwritten and, if not, the minimum amount of capital, if any, which the issuer must raise for the issue to proceed.			
11.	Where the securities for which listing is sought were issued for cash since the date to which the latest published audited accounts of the issuer were made up, or will be issued for cash, a statement or an estimate of the net proceeds of the issue and a detailed explanation as to how such proceeds were or are intended to be applied.			
	(See Note 3 to Appendix D1B)			
12.	The amount or estimated amount of the expenses of the issue and of the application for listing and by whom the same are payable.			
13.	A statement of the net tangible asset backing for each class of security for which listing is sought, after making allowance for any new securities to be issued, as detailed in the listing document.			
14.	If known, the date on which dealings will commence.			
15.	Where the securities for which listing is sought are allotted by way of exchange or substitution, an explanation of the financial effects thereof and the effect on existing share rights.			
16.	Where the securities for which listing is sought are allotted by way of capitalisation of reserves or profits or by way of bonus to the holders of an existing security, a statement as to the pro rata entitlement, the last date on which transfers were or will be accepted for registration for participation in the issue, how the securities rank for dividend, whether the securities rank pari passu with any listed securities, the nature of the document of title, its proposed date of issue and whether or not it is renounceable and how fractions (if any) are to be treated.			
17.	Where listing is sought for shares which will not be identical with shares already listed:—			
	(1) a statement of the rights as regards dividend, capital, redemption and voting attached to such shares and (except as regards the lowest ranking equity) as to the right of the issuer to create or issue further shares ranking in priority thereto or pari passu therewith; and			
	(2) a summary of the consents necessary for the variation of such rights.			

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18. Where the securities for which listing is sought are offered by way of rights or by way of an open offer to the holders of an existing listed security, a statement as to:—			
(1) how securities not taken up will be dealt with and the time, being not less than 10 business days, in which the offer may be accepted. In cases where the issuer has a large number of overseas members a longer offer period may be desirable, provided that the Exchange must be consulted if the issuer proposes an offer period of over 15 business days;			
(See Note 4 to Appendix D1B)			
(2) the pro rata entitlement (if applicable), the last date on which transfers were accepted for registration for participation in the issue, how the securities rank for dividend, whether the securities rank pari passu with any listed securities, the nature of the document of title and its proposed date of issue, and how fractions (if any) are to be treated;			
(3) whether the board of directors has received any information from any substantial shareholders of their intention to take up the securities provisionally allotted or offered to them or to be provisionally allotted or offered to them and particulars thereof; and			
(4) the matters required to be disclosed by rules 10.24A, 10.25, 10.27, 10.28, 10.29, 10.29A and 10.31 (in the case of a rights issue) and 10.36, 10.39, 10.39A and 10.42 (in the case of an open offer), as appropriate.			
19. Where listing is sought for securities with a fixed dividend, particulars of the profits cover for dividend.			
20. Where listing is sought for options, warrants or similar rights to subscribe or purchase equity securities:—			
(1) the maximum number of securities which could be issued on exercise of such rights;			
(2) the period during which such rights may be exercised and the date when this right commences;			
(3) the amount payable on the exercise of such rights;			
(4) the arrangements for transfer or transmission of such rights;			
(5) the rights of the holders on the liquidation of the issuer;			
(6) the arrangements for the variation in the subscription or purchase price or number of securities to take account of alterations to the share capital of the issuer;			
(7) the rights (if any) of the holders to participate in any distributions and/or offers of further securities made by the issuer; and			

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(8) a summary of any other material terms of the options, warrants or similar rights.			
21. Where listing is sought for convertible equity securities:—			
(1) information concerning the nature of the equity securities to which the convertible equity securities relate and the rights attaching thereto; and			
(2) the conditions of and procedures for conversion, exchange, subscription or purchase and details of the circumstances in which they may be amended.			
22. (1) The authorised share capital of the issuer, the amount issued or agreed to be issued, the amount paid up, the nominal value and a description of the shares.			
(1A) Particulars of and the number of treasury shares held by the issuer or its subsidiary or through their agents or nominees.			
(2) The amount of any outstanding convertible debt securities and particulars of the conditions governing and the procedures for conversion, exchange or subscription of such securities.			
23. Particulars of and the number of founder or management or deferred shares, if any, and the nature and extent of the interest of the holders in the property and profits of the group.			
24. Particulars of any alterations in the capital of any member of the group since the date to which the latest published audited accounts of the issuer were made up, including:—			
(1) where any such capital has been issued or is proposed to be issued as fully or partly paid up otherwise than in cash, particulars of the consideration for which the same has been or is proposed to be issued and in the latter case, the extent to which they are so paid up; and			
(2) where any such capital has been issued or is proposed to be issued for cash, particulars of the price and terms upon which the same has been or is proposed to be issued, details of any discounts or other special terms granted and (if not already fully paid) the dates when any instalments are payable with the amount of all calls or instalments in arrear,			
or an appropriate negative statement.			
(See Note 2 to Appendix D1B)			
25. Particulars of any capital of any member of the group which is under option, or agreed conditionally or unconditionally to be put under option, including the consideration for which the option was or will be granted and the price and duration of the option, and the name and address of the grantee, or an			

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appropriate negative statement. (See Note 2 to Appendix D1B)			
<p>Provided that where options have been granted or agreed to be granted to all the members or debenture holders or to any class thereof, or to participants under a share option scheme, it shall be sufficient, so far as the names and addresses are concerned, to record that fact without giving the names and addresses of the grantees.</p>			
<p>26. (1)(a) The general nature of the business of the group and, in cases where 2 or more activities are carried on which are material in terms of profits or losses, assets employed or any other factor, such figures and explanation as are necessary to demonstrate the relative importance of each such activity and details of the main categories of products sold and/or services performed and an indication of any significant new products and/or activities. If the group trades outside the country of incorporation or other establishment of the issuer a statement showing a geographical analysis of its trading operations.</p> <p>Where a material proportion of the group's assets are situated outside the country of incorporation or other establishment of the issuer, a statement giving the best practicable indication of the amount and situation of such assets and the amount of the assets situated in Hong Kong.</p>			
<p>(1)(b) additional information in respect of major customers (meaning, other than in relation to consumer goods or services, the ultimate customer, and in relation to consumer goods or services the ultimate wholesaler or retailer as the case may be) and suppliers (meaning the ultimate supplier of items which are not of a capital nature) as follows:—</p> <p>(i) a statement of the percentage of purchases attributable to the group's largest supplier;</p> <p>(ii) a statement of the percentage of purchases attributable to the group's 5 largest suppliers combined;</p> <p>(iii) a statement of the percentage of revenue from sales of goods or rendering of services attributable to the group's largest customer;</p> <p>(iv) a statement of the percentage of revenue from sales of goods or rendering of services attributable to the group's 5 largest customers combined;</p> <p>(v) a statement of the interests of any of the directors; their close associates; or any shareholder (which to the knowledge of the directors owns more than 5 per cent of the number of issued shares (excluding treasury shares) of the issuer) in the suppliers or customers disclosed under (i) to (iv) above or if there are no such interests a statement to that</p>			

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effect;			
(vi) in the event that the percentage which would fall to be disclosed under (ii) above is less than 30, a statement of that fact shall be given and the information required in (i), (ii) and (v) (in respect of suppliers) may be omitted; and			
(vii) in the event that the percentage which would fall to be disclosed under (iv) above is less than 30, a statement of that fact shall be given and the information required in (iii), (iv) and (v) (in respect of customers) may be omitted.			
Sub-paragraph 26(1)(b) applies to all issuers whose businesses comprise, in whole or in part, the supply of goods or services of whatever nature, and in the case of service references to customers includes the clients of such issuers. In relation to consumer goods, references to customers are to the ultimate wholesaler or retailer, except when the issuer's business incorporates the wholesaling or retailing operation. In all other cases references to customers are to ultimate customer.			
References to suppliers are primarily to those who provide goods or services which are specific to an issuer's business and which are required on a regular basis to enable the issuer to continue to supply or service its customers. Suppliers of goods and services which are freely available from a range of suppliers at similar prices or which are otherwise freely available (such as utilities) are excluded. In particular, it is recognised that an obligation on issuers who are providers of financial services (such as banks and insurance companies) to give information about suppliers would be of limited or no value, and there is therefore no disclosure requirement in respect of suppliers to such issuers.			
The Exchange must be consulted if there is any doubt about the application of sub-paragraph 26(1)(b).			
(See Note 8 to Appendix D1B)			
(2) Particulars of any contracts for the hire or hire purchase of plant to or by any member of the group for a period of over 1 year which are substantial in relation to the group's business.			
(3) Particulars of any trade marks, patents or other intellectual or industrial property rights which are material in relation to the group's business and, where such factors are of fundamental importance to the group's business or profitability, a statement regarding the extent to which the group is dependent on such factors.			
(4) Particulars of any interruptions in the business of the group which may have or have had a significant effect on the financial position in the last 12 months.			
(5) Particulars, including location, of the principal investments (if any), including such investments as new plant, factories and research and development, being made or planned			

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by the group.			
(See Note 2 to Appendix D1B)			
27. (1) Particulars of any restriction affecting the remittance of profits or repatriation of capital into Hong Kong from outside Hong Kong.			
(2) A statement of whether or not any issuer that is an overseas issuer will have sufficient foreign exchange to pay forecasted or planned dividends and to meet its foreign exchange liabilities as they become due, with particulars of the anticipated sources of foreign exchange. If an overseas issuer has no exposure to foreign exchange liabilities, a negative statement to that effect.			
28. A statement as at the most recent practicable date (which must be stated) of the following on a consolidated basis if material:—			
(1) the total amount of any debt securities of the group issued and outstanding, and authorised or otherwise created but unissued, and term loans, distinguishing between guaranteed, unguaranteed, secured (whether the security is provided by the issuer or by third parties) and unsecured, or an appropriate negative statement;			
(2) the total amount of all other borrowings or indebtedness in the nature of borrowing of the group including bank overdrafts and liabilities under acceptances (other than normal trade bills) or acceptance credits or hire purchase commitments, distinguishing between guaranteed, unguaranteed, secured and unsecured borrowings and debt, or an appropriate negative statement;			
(3) all mortgages and charges of the group, or an appropriate negative statement; and			
(4) the total amount of any contingent liabilities or guarantees of the group, or an appropriate negative statement.			
Intra-group liabilities should normally be disregarded, a statement to that effect being made where necessary.			
(See Note 2 to Appendix D1B)			
29. (1) (a) General information on the trend of the business of the group since the date to which the latest published audited accounts of the issuer were made up; and			
(b) a statement as to the financial and trading prospects of the group for at least the current financial year, together with any material information which may be relevant thereto, including all special trade factors or risks (if any) which are not mentioned elsewhere in the listing			

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document and which are unlikely to be known or anticipated by the general public, and which could materially affect the profits.			
(See Note 2 to Appendix D1B)			
(2) The issuer must determine in advance with its financial adviser whether to include a profit forecast in a listing document. Where a profit forecast appears in any listing document, it must be clear, unambiguous and presented in an explicit manner and the principal assumptions, including commercial assumptions, upon which it is based, must be stated. The accounting policies and calculations for the forecast must be examined and reported on by the reporting accountants or auditors, as appropriate, and their report must be set out. The financial adviser must report in addition that they have satisfied themselves that the forecast has been stated by the directors after due and careful enquiry, and such report must be set out.			
(3) Details (if applicable) of the information set out in rules 17.15 to 17.21 concerning the financial exposure of the issuer to borrowers and other relevant information.			
30. A statement by the directors that in their opinion the working capital available to the group is sufficient for the group's requirements for at least 12 months from the date of publication of the listing document or, if not, how it is proposed to provide the additional working capital thought by the directors to be necessary.			

(See Note 2 to Appendix D1B)

31. (1) Where required by Chapter 7, a report by the reporting accountants in accordance with that Chapter.			
(2) If after the date to which the latest published audited accounts of the issuer have been made up, any member of the group has acquired or agreed to acquire or is proposing to acquire a business or an interest in the share capital of a company whose profits or assets make or will make a material contribution to the figures in the auditors' report or next published accounts of the issuer:—			
(a) a statement of the general nature of the business or of the business of the company in which an interest has been or is being acquired, together with particulars of the situation of the principal establishments and of the principal products;			
(b) a statement of the aggregate value of the consideration for the acquisition and how it was or is to be satisfied; and			
(c) if the aggregate of the remuneration payable to and benefits in kind receivable by the directors of the acquiring company will be varied in			

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consequence of the acquisition, full particulars of such variation; if there will be no variation, a statement to that effect.			
(See Note 8 to Appendix D1B)			
(3) Information for the last 3 financial years with respect to the profits and losses, financial record and position, set out as a comparative table and the latest published audited balance sheet together with the notes on the annual accounts for the last financial year:—			
(a) for the group; and			
(b) for any company acquired since the date of the last published audited accounts of the group in respect of which an accountants' report has already been submitted to shareholders or which was itself during the last 12 months.			
(See Note 10 to Appendix D1B)			
32. A statement by the directors of any material adverse change in the financial or trading position of the group since the date to which the latest published audited accounts of the issuer have been made up, or an appropriate negative statement.			
33. Particulars of any litigation or claims of material importance pending or threatened against any member of the group, or an appropriate negative statement.			
(See Note 2 to Appendix D1B)			
34. The full name, residential or business address of every director and senior manager or proposed director or senior manager. Where a director or proposed director has any former name or alias, such information should be disclosed. In addition, brief biographical details in respect of the directors, proposed directors, senior managers and proposed senior managers of the issuer shall be provided. Such details will include name, age, positions held with the issuer and other members of the issuer's group, length of service with the issuer and the group including current and past directorships in other listed public companies in the last three years and such other information (which may include business experience) of which shareholders should be aware, pertaining to the ability or integrity of such persons. Where any of the directors or senior managers are related, having with any other director or senior manager any one of the relationships set out below, that fact should be stated. The relationships are spouse; any person cohabiting with the director or senior manager as a spouse; and any relative meaning a child or step-child regardless of age, a parent or step-parent, a brother, sister, step-brother or a step-sister, a mother-in-law, a father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law. Where any director or proposed director is a director or employee of a company which has an interest or short position in the shares or underlying shares of the issuer which would fall to be			

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disclosed to the issuer under the provisions of Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance, that fact shall be stated.			
It is the responsibility of the directors of the issuer to determine which individual or individuals constitute senior management. Senior management may include directors of subsidiaries and heads of divisions, departments or other operating units within the group as senior management as, in the opinion of the issuer's directors, is appropriate.			
(See Notes 8 and 9 to Appendix D1B)			
35. (1) The full names and professional qualifications, if any, of:-			
(a) the secretary of the issuer; and			
(b) the compliance officer to the issuer appointed pursuant to rule 5.19.			
(2) The names of the individuals appointed to the issuer's audit committee, their background and directorships (and past directorship), if any, of other companies listed on GEM, the Main Board or other exchanges, and a description of the functions of the audit committee.			
36. The situation of the registered office and, if different, the head office and transfer office.			
37. Details of any share option schemes to which Chapter 23 applies.			
38. (1) A statement showing the interests or short positions of each director and chief executive of the issuer in the shares, underlying shares and debentures of the issuer or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance) which:—			
(a) are required to be notified to the issuer and the Exchange pursuant to Divisions 7 and 8 of Part XV of the Securities and Futures Ordinance (including interests or short positions which he is taken or deemed to have under such provisions of the Securities and Futures Ordinance); or			
(b) are required, pursuant to section 352 of the Securities and Futures Ordinance, to be entered in the register referred to therein; or			
(c) are required, pursuant to rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by directors to be notified to the issuer and the Exchange;			
or an appropriate negative statement; and			

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(2) The information required to be included by virtue of paragraph 38(1) of Appendix D1B must specify the company in which interests or short positions are held, the class to which those securities belong and the number of such securities held, but need not disclose:			
(a) the interests of a director or a chief executive officer in the shares of the listed issuer or any of its subsidiaries if such interest is held solely in a non-beneficial capacity and is for the purpose of holding the requisite qualifying shares; or			
(b) the non-beneficial interests of directors or chief executive officers in the shares of any subsidiary of the listed issuer in so far as that interest comprises the holding of shares subject to the terms of a written, valid and legally enforceable declaration of trust in favour of the parent company of that subsidiary or the listed issuer and such interest is held solely for the purpose of ensuring that the relevant subsidiary has more than one member.			
(3) A statement showing the name, so far as is known to any director or chief executive of the issuer, of each person, other than a director or chief executive of the issuer, who has an interest or short position in the shares or underlying shares of the issuer which would fall to be disclosed to the issuer under the provisions of Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance, or, who is expected, directly or indirectly, to be interested in 10 per cent. or more of the issued voting share of any other member of the group and the amount of each of such person's interest in such securities, together with particulars of any options in respect of such capital, or, if there are no such interests or short positions, an appropriate negative statement. (See Note 2 to Appendix D1B)			
(See Notes 6 and 8 to Appendix D1B)			
(4) Statements disclosing interests and short positions in shares, underlying shares and debentures have to separately refer to three categories of persons, namely, directors and chief executives, substantial shareholders and other persons who are required to disclose their interests. Such statements should describe the capacity in which such interests and short positions are held and the nature of such interests and short positions as disclosed in the prescribed forms required to be used, when giving notice pursuant to sections 324 and 347 of Part XV of the Securities and Futures Ordinance. Where interests or short positions are attributable on account of holdings through corporations that are not wholly-owned by the person making disclosure, the percentage interests held by such person in such corporations should be disclosed.			

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38A. For directors and chief executives, the statements should show details of the following matters as recorded in the register required to be kept under section 352 of the Securities and Futures Ordinance:			
<p>(1) aggregate long position in shares and (in respect of positions held pursuant to equity derivatives) underlying shares and in debentures of the issuer and its associated corporation(s) showing separately for each entity:</p> <p>(a) interests in shares (other than pursuant to equity derivatives such as share options, warrants to subscribe or convertible bonds);</p> <p>(b) interests in debentures; and</p> <p>(c) interests under equity derivatives showing separately for listed and unlisted equity derivatives, interests in underlying shares of the entity pursuant to:</p> <p>(i) physically settled equity derivatives;</p> <p>(ii) cash settled equity derivatives;</p> <p>(iii) other equity derivatives.</p> <p>(See Notes 1 to 3 to Paragraph 38A(1) of Appendix D1B)</p>			
<p>(2) aggregate short position in shares and (in respect of positions held pursuant to equity derivatives) underlying shares and in debentures of the issuer and its associated corporation(s) showing separately for each entity:</p> <p>(a) short positions in respect of shares arising under a stock borrowing and lending agreement; and</p> <p>(b) short positions under equity derivatives showing separately for listed and unlisted equity derivatives, interests in underlying shares of the entity pursuant to:</p> <p>(i) physically settled equity derivatives;</p> <p>(ii) cash settled equity derivatives; and</p> <p>(iii) other equity derivatives.</p> <p>(See Notes 1 and 2 to Paragraph 38A(2) of Appendix D1B)</p> <p>(See Note 7 to Appendix D1B)</p>			
38B. For substantial shareholders, the statements should show details of the following matters as recorded in the register required to be kept under section 336 of the Securities and Futures Ordinance:			

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<p>(1) aggregate long position in the shares and (in respect of positions held pursuant to equity derivatives) underlying shares of the issuer showing separately:</p> <p>(a) interests in shares (other than pursuant to equity derivatives such as share options, warrants to subscribe or convertible bonds); and</p> <p>(b) interests under equity derivatives showing separately for listed and unlisted equity derivatives, interests in underlying shares of the entity pursuant to:</p> <p>(i) physically settled equity derivatives; and</p> <p>(ii) cash settled equity derivatives.</p> <p>(See Notes 1 to 3 to paragraph 38B(1) of Appendix D1B)</p>			
<p>(2) aggregate short position in shares and (in respect of positions held pursuant to equity derivatives) underlying shares of the issuer showing separately:</p> <p>(a) short positions in respect of shares arising under a stock borrowing and lending agreement; and</p> <p>(b) short positions under equity derivatives showing separately for listed and unlisted equity derivatives, interests in underlying shares of the entity pursuant to:</p> <p>(i) physically settled equity derivatives; and</p> <p>(ii) cash settled equity derivatives.</p> <p>(See Notes 1 and 2 to Paragraph 38B(1) of Appendix D1B)</p> <p>(See Note 7 to Appendix D1B)</p>			
<p>38C. For other persons whose interests are recorded (or, in the case of a new listing, are required to be recorded) in the register required to be kept under section 336 of the Securities and Futures Ordinance, the statements should show details of the same matters as are required to be disclosed in the case of a substantial shareholder pursuant to paragraph 38B, except that note (3) to paragraph 38B(1) does not apply.</p> <p>(See Note 7 to Appendix D1B)</p>			
<p>39. Particulars of directors' existing or proposed service contracts with any member of the group (excluding contracts expiring or determinable by the employer within 1 year without payment of compensation (other than statutory compensation)), or an appropriate negative statement.</p> <p>(See Notes 2 and 8 to Appendix D1B)</p>			

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(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

		Page	Complied With? (Y/N/NA)	Comment (where applicable)
40.	<p>(1) Full particulars of the nature and extent of the interest, direct or indirect, if any, of every director or proposed director or expert (as named in the listing document) in any assets which have been, since the date to which the latest published audited accounts of the issuer were made up, acquired or disposed of by or leased to any member of the group, or are proposed to be acquired or disposed of by or leased to any member of the group, including:—</p> <p>(a) the consideration passing to or from any member of the group; and</p> <p>(b) short particulars of all transactions relating to any such assets which have taken place within such period,</p> <p>or an appropriate negative statement.</p> <p>(2) Full particulars of any contract or arrangement subsisting at the date of the listing document in which a director of the issuer is materially interested and which is significant in relation to the business of the group, or an appropriate negative statement.</p> <p>(See Notes 2 and 8 to Appendix D1B)</p>			
41.	<p>The dates of and parties to all material contracts (not being contracts entered into in the ordinary course of business) entered into by any member of the group within the 2 years immediately preceding the issue of the listing document, together with a summary of the principal contents of such contracts and particulars of any consideration passing to or from any member of the group.</p> <p>(See Note 2 to Appendix D1B)</p>			
42.	<p>Details of a reasonable period of time (being not less than 14 days) during which the following documents where applicable are published on the Exchange's website and the issuer's own website:—</p> <p>(2) each of the following contracts:—</p> <p>(a) any service contracts disclosed pursuant to paragraph 39;</p> <p>(b) any material contracts disclosed pursuant to paragraph 41; and</p> <p>(c) in the case of a notifiable transaction or connected transaction circular, any contracts pertaining to the transaction,</p> <p>or where any of the above contracts have not been reduced into writing, a memorandum giving full particulars thereof;</p>			

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(3) all reports, letters or other documents, balance sheets, valuations and statements by any expert any part of which is extracted or referred to in the listing document			
(See Note 2 to Appendix D1B)			
43. Information as to the interests (if any) of all directors, and controlling shareholders of the issuer and their respective close associates (as referred to in rule 11.04).			

(See Note 8 to Appendix D1B)

- This checklist is provided for reference only. In case of doubt, listed issuers are advised to refer to the Listing Rules for the specific requirements.
- Please make annotation in the margin of the draft document for the respective paragraph of the Listing Rules.
- When your answer to an item on the checklist is "No" or "Not applicable", the reason for such response should be clearly disclosed in the "Comment" section.

Submitted by: _____ Date: _____

 Signature

 Name and Firm

THE STOCK EXCHANGE OF HONG KONG LIMITED
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CHECKLIST
CIRCULAR FOR ISSUE OF WARRANTS, OPTIONS OR SIMILAR RIGHTS UNDER CHAPTER 21
(GEM)

Name of Issuer : _____
Case Number : _____
Description of Transaction : _____

Information required in the Circular:-

	Page	Complied With? (Y/N/NA)	Comment (where applicable)
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Part I - General

Rule 2.18

A statement of responsibility and confirmation on the part of the directors of the issuer in the following form:-

"This [document], for which the directors of the issuer collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the issuer. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this [document] is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading."

Rule 2.19

Must contain on its front cover or inside front cover a prominent and legible disclaimer statement as follows:-

"Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document."

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
<u>Rule 2.20</u>			
Must contain, at a prominent position, and in bold type, a statement in the following terms concerning the characteristics of GEM:-			
“Characteristics of GEM of The Stock Exchange of Hong Kong Limited (the “Exchange”).			
GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.			
Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.”			
<u>Rule 2.28</u>			
The issuer must, to the extent that it is aware having made all reasonable enquiries, include in the circular:			
(1) a statement as at the date by reference to which disclosure of the shareholding is made in the circular as to whether and to what extent any shareholder who is required to abstain from voting under the GEM Listing Rules controls or is entitled to exercise control over the voting right in respect of his shares in the issuer;			
(2) particulars of:			
(a) any voting trust or other agreement or arrangement or understanding (other than an outright sale) entered into by or binding upon any such shareholder; and			
(b) any obligation or entitlement of any such shareholder as at the date by reference to which disclosure of the shareholding of any such shareholder is made in the circular,			
whereby he has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his shares in the issuer to a third party, either generally or on a case-by-case basis;			
(3) a detailed explanation of any discrepancy between any such shareholder’s beneficial shareholding interest in the issuer as disclosed in the circular and the number of shares in the issuer in respect of which he will control or will be entitled to exercise control over the voting right at the relevant meeting; and			
(4) steps undertaken by the shareholder (if any) to ensure shares being the subject of the discrepancy referred to in rule 2.28(3) are not voted.			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
<u>Rule 11.04</u>			
Full and accurate disclosure of any business or interest of each director, controlling shareholder and, in relation only to the initial listing document, substantial shareholder and the respective close associates of each that competes or may compete with the business of the group and any other conflict of interest which any such person has or may have with the group must be disclosed in each listing document and circular required pursuant to the GEM Listing Rules (excluding any Explanatory Statement issued pursuant to rule 13.08).			
<i>(See Notes 1 to 3 to rule 11.04)</i>			
<u>Rule 17.52A</u>			
The circular published by an issuer pursuant to the GEM Listing Rules must set out its stock code in a prominent position on the cover page or, where there is no cover page, the first page of the relevant circular.			
<u>Rule 17.56A</u>			
The circular issued by an issuer pursuant to the GEM Listing Rules must disclose the name of each director as at the date of the relevant circular.			
<u>Part II – Chapter 21</u>			
<u>Rule 21.02</u>			
The Exchange will only grant approval to the issue or grant of warrants to subscribe securities (including treasury shares) if the following requirements are complied with:—			
(3) the circular must also contain a statement by the directors that the issuer has received a legal opinion from a lawyer of the relevant jurisdiction that the warrant proposal complies with the relevant provisions of the issuer's constitutive documents and the terms of the existing warrant instrument.			
<u>Rule 21.03</u>			
The circular or notice to be sent to shareholders convening the requisite meeting under rule 21.02 must include at least the following information:—			
(1) the maximum number of securities which could be issued or transferred out of treasury on exercise of the warrants;			
(2) the period during which the warrants may be exercised and the date when this right commences;			
(3) the amount payable on the exercise of the warrants;			
(4) the arrangements for transfer or transmission of the warrants;			
(5) the rights of the holders on the liquidation of the issuer;			
(6) the arrangements for the variation in the subscription or purchase price or number of securities to take account of alterations to the share capital of the issuer;			

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(7) the rights (if any) of the holders to participate in any distributions and/or offers of further securities made by the issuer; and			
(8) a summary of any other material terms of the warrants.			

Rule 21.07

Where an issuer proposes to issue new warrants to existing warrantholders:-

- (5) the relevant circulars to shareholders and warrantholders must both contain the information set out in rule 21.03 concerning the warrants forming the subject matter of the warrant proposal and details of any dealings by the issuer, and, where relevant, the manager of the issue of the new warrants, or any of their respective close associates and any dealings by any core connected persons of the issuer (so far as is known to the issuer or any director of the issuer after making reasonable enquiries) in the existing warrants and the underlying securities to which the warrants relate, during the period commencing 3 months prior to the announcement of the warrant proposal and ending on the date of the relevant circular; and
- (6) the relevant circular to shareholders must contain an opinion by an independent financial adviser acceptable to the Exchange as to whether the warrant proposal is fair and reasonable so far as the shareholders of the issuer are concerned.

- This checklist is provided for reference only. In case of doubt, listed issuers are advised to refer to the Listing Rules for the specific requirements.
- Please make annotation in the margin of the draft document for the respective paragraph of the Listing Rules.
- When your answer to an item on the checklist is "No" or "Not applicable", the reason for such response should be clearly disclosed in the "Comment" section.

Submitted by: _____ Date: _____

Signature

Name and Firm

THE STOCK EXCHANGE OF HONG KONG LIMITED
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CHECKLIST
LISTING DOCUMENT FOR RIGHTS ISSUE / OPEN OFFER
(GEM)

Name of Issuer : _____
Case Number : _____
Description of Transaction : _____

Information required in the Listing Document:-

	Page	Complied With? (Y/N/NA)	Comment (where applicable)
<u>Part I – General</u>			

Rule 2.18/ 14.23

A statement of responsibility and confirmation on the part of the directors of the issuer (including any proposed director who is named as such in the listing document) in the following form:—

“This [document], for which the directors of the issuer collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the issuer. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this [document] is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.”

Rule 2.19/ 14.09(1)

Must contain on its front cover or inside front cover a prominent and legible disclaimer statement as follows:-

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
<u>Rule 2.20/ 14.09(1)</u>			
Must contain, at a prominent position, and in bold type, a statement in the following terms concerning the characteristics of GEM:-			
“Characteristics of GEM of The Stock Exchange of Hong Kong Limited (the “Exchange”)			
GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.			
Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.”			
<u>Rule 2.28</u>			
The issuer must, to the extent that it is aware having made all reasonable enquiries, include in the listing document or circular:			
(1) a statement as at the date by reference to which disclosure of the shareholding is made in the listing document or circular as to whether and to what extent any shareholder who is required to abstain from voting under the GEM Listing Rules controls or is entitled to exercise control over the voting right in respect of his shares in the issuer;			
(2) particulars of:			
(a) any voting trust or other agreement or arrangement or understanding (other than an outright sale) entered into by or binding upon any such shareholder; and			
(b) any obligation or entitlement of any such shareholder as at the date by reference to which disclosure of the shareholding of any such shareholder is made in the listing document or circular,			
whereby he has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his shares in the issuer to a third party, either generally or on a case-by-case basis;			
(3) a detailed explanation of any discrepancy between any such shareholder's beneficial shareholding interest in the issuer as disclosed in the listing document or circular and the number of shares in the issuer in respect of which he will control or will be entitled to exercise control over the voting right at the relevant meeting; and			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
(4) steps undertaken by the shareholder (if any) to ensure shares being the subject of the discrepancy referred to in rule 2.28(3) are not voted.			

Rule 11.04

Full and accurate disclosure of any business or interest of each director, controlling shareholder and, in relation only to the initial listing document, substantial shareholder and the respective close associates of each that competes or may compete with the business of the group and any other conflict of interest which any such person has or may have with the group must be disclosed in each listing document and circular required pursuant to the GEM Listing Rules (excluding any Explanatory Statement issued pursuant to rule 13.08).

(See Notes 1 to 3 to rule 11.04)

Rule 14.09(5)

Such particulars and information which, according to the particular nature of the issuer and the securities to be issued or sold or transferred out of treasury, is necessary to enable an investor to make an informed assessment of:—

- (a) the activities, profits and losses, assets and liabilities, financial position, management and prospects of the issuer; and
- (b) the rights and trading arrangements attaching to such securities.

Rule 14.10

Special requirements for listing documents issued by overseas issuers and PRC issuers are set out in Chapters 24 (***See rule 24.09***) and 25 (***Refer to checklist CF005G***) respectively.

Rule 14.22

In the case of a listed issuer proposing to issue a listing document in conjunction with the raising of new capital, the listing document should fully set out, explain and give appropriate prominence to any risk factors which should be drawn to shareholders' and prospective investors' attention, having regard, as a minimum, to the following principles:—

- (1) whether or not there are risks that are relevant to the issuer itself, including as to matters such as reliance on particular products or services, the concentration of expertise within the issuer and continued sources of funding;
- (2) whether or not there are risks that are relevant to the issuer's business, including risks attendant with the products, services or activities themselves and risks relevant to the industry or sectors in which the issuer operates; and
- (3) whether or not there are risks on a macro-scale that are

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
relevant to the issuer, including geographic, economic, political and exchange rates, currency controls or other financial risks relevant to the issuer or the markets in which it operates.			
<i>Note: Risk factors should be capable of being read in isolation and should not be accompanied by statements or qualifications concerning steps that the issuer proposes to implement in order to alleviate such risks. Information in this regard may however be contained elsewhere in the listing document.</i>			

Note 2 to Rule 17.41(1)

If any shareholders that are resident outside Hong Kong are excluded from an offer of securities pursuant to rule 17.41(1), the issuer shall include an explanation for the exclusion in the relevant circular or document containing the offer of securities. Issuers shall ensure that the circular or offer document is delivered to such shareholders for their information subject to compliance with the relevant local laws, regulations and requirements.

Note: Where the issuer's securities are eligible for southbound trading (for both buy and sell) through Stock Connect (or are eligible for sell only through Stock Connect), it must complete the filing requirements set out in the Announcement [2016] No. 21 "Filing Requirements for Hong Kong Listed Issuers Making Rights Issues to Mainland Shareholders through Mainland-Hong Kong Stock Connect" issued by The China Securities and Regulatory Commission, and offer securities under the rights issues / open offers to the southbound shareholders. See also FAQ18.4 – No.2-3 for further details.

Rule 17.47A

Parties that are required to abstain from voting in favour at the general meeting pursuant to rules 10.29(1), 10.29A, 10.39(1), and 10.39A may vote against the resolution at the general meeting of the issuer provided that their intention to do so has been stated in the relevant listing document or circular to shareholders. Any such party may change his mind as to whether to abstain or vote against the resolution, in which case the issuer must, if it becomes aware of the change before the date of the general meeting, immediately despatch a circular to its shareholders or publish an announcement notifying its shareholders of the change and, if known, the reason for such change. Where the circular is despatched or the announcement is published less than 10 business days before the date originally scheduled for the general meeting, the meeting must be adjourned before considering the relevant resolution to a date that is at least 10 business days from the date of despatch or publication by the chairman or, if that is not permitted by the issuer's constitutional documents, by resolution to that effect.

Rule 17.52A

The circular or other document published by an issuer pursuant to the GEM Listing Rules must set out its stock code in a prominent position on the cover page or, where there is no cover page, the first page of the relevant circular or other document.

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<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
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Rule 17.56A

The listing document or circular issued by an issuer pursuant to the GEM Listing Rules must disclose the name of each director as at the date of the relevant listing document or circular.

Part II – Chapter 10

Rule 10.02

The requirements set out in this Chapter shall apply, mutatis mutandis, to a sale or transfer of treasury shares.

(a) For Rights Issue

Rule 10.24A

Rights issues need not be underwritten. Where rights issues are underwritten, normally the underwriters must satisfy the following requirements:

- (a) the underwriters are persons licensed or registered under the Securities and Futures Ordinance for Type 1 regulated activity and their ordinary course of business includes underwriting of securities, and they are not connected persons of the issuers concerned; or
- (b) the underwriters are the controlling or substantial shareholders of the issuers.

The listing document and circular must contain a statement confirming whether the underwriter(s) comply with rule 10.24A(1) or (2).

Rule 10.25

If a rights issue is not fully underwritten, the listing document must contain full disclosure of the fact that it is not fully underwritten and all other relevant circumstances. Such disclosure must:-

- appear on the front cover of the listing document and in a prominent position at the front of the document;
- include the consequential risks in dealing in such rights;
- contain a statement of the minimum amount, if any, which must be raised in order for the issue to proceed; and
- be in a form approved by the Exchange.

In addition, the listing document must contain:-

- a statement of the intended application of the net proceeds of the issue according to the level of subscriptions; and

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
<ul style="list-style-type: none"> a statement in respect of each substantial shareholder as to whether or not that substantial shareholder has undertaken to take up his or its entitlement in full or in part and if so on what conditions, if any. 			
<u>Rule 10.27</u>			
<p>If a rights issue is underwritten and the underwriter is entitled to terminate that underwriting upon the occurrence of any event after dealings in the rights in nil-paid form have commenced, then the rights issue listing document must contain full disclosure of that fact. Such disclosure must:-</p> <ol style="list-style-type: none"> appear on the front cover of the listing document and in a prominent position at the front of the document; include a summary of the termination provisions and explain when they will cease to be exercisable and such summary must appear in a prominent position in the document; detail any consequential risks in dealing in such rights; and be in a form approved by the Exchange. 			
<u>Rule 10.28</u>			
<p>If a rights issue is underwritten (whether in whole or in part) by a person or persons whose ordinary business does not include underwriting, the listing document must contain full disclosure of that fact.</p>			
<u>Rule 10.29</u>			
<p>If the proposed rights issue would increase either the number of issued shares (excluding treasury shares) or the market capitalisation of the issuer by more than 50% (on its own or when aggregated with any other rights issues or open offers announced by the issuer (i) within 12 months immediately preceding the announcement of the proposed rights issued or (ii) prior to such 12 month period where dealing in respect of the shares issued pursuant thereto commenced within such 12 month period, together with any bonus securities, warrants or other convertible securities, warrants or other convertible securities (assuming full conversion) granted or to be granted to shareholders as part of the rights issue or open offers):-</p> <ol style="list-style-type: none"> the rights issue must be made conditional on approval by shareholders in general meeting by a resolution on which any controlling shareholders and their associates or, where there are no controlling shareholders, directors (excluding independent non-executive directors) and the chief executive of the issuer and their respective associates shall abstain from voting in favour. The issuer must disclose the information required under rule 2.28 in the circular to shareholders; and 			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
(2) the issuer shall set out in the circular to shareholders the purpose of the proposed rights issue, together with the total funds expected to be raised and a detailed breakdown and description of the proposed use of the proceeds. The issuer shall also include the total funds raised and a detailed breakdown and description of the funds raised on any issue of equity securities in the 12 months immediately preceding the announcement of the proposed rights issue, the use of such proceeds, the intended use of any amount not yet utilised and how the issuer has dealt with such amount.			

Rule 10.29B

Where shareholders' approval is required under rule 10.29 the issuer must comply with the requirements under rules 17.47(6) and 17.47(7) and rule 17.47A, 17.47B and 17.47C.

Rule 10.31

- (1) In every rights issue the issuer must make arrangements to:—
- (a) dispose of securities not subscribed by allottees under provisional letters of allotment or their renounees by means of excess application forms, in which case such securities must be available for subscription by all shareholders and allocated on a fair basis; or
 - (b) dispose of securities not subscribed by allottees under provisional letters of allotment or their renounees by offering the securities to independent placees for the benefit of the persons to whom they were offered by way of rights.

The arrangement described in rule 10.31(1)(a) or (b) must be fully disclosed in the listing document and circular.

- (3) Where arrangements described in rule 10.31(1)(a) are made:
- (a) the basis of allocation of the securities available for excess applications must be fully disclosed in the listing document and circular

(b) For Open offer

Rule 10.36

In relation to underwriting of open offers, the requirements under rules 10.24A, 10.25, 10.26 and 10.28 apply in their entirety to open offers with the term "rights issue" replaced by open offers.

Rule 10.39

A proposed open offer must be made conditional on minority shareholders' approval as set out in rule 10.39 unless the securities will be issued by the listed issuer under the authority of a general

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
mandate granted to them by shareholders in accordance with rules 17.41(2) and 17.42B.:-			
(1) the open offer must be made conditional on approval by shareholders in general meeting by a resolution on which any controlling shareholders and their associates or, where there are no controlling shareholders, directors (excluding independent non-executive directors) and the chief executive of the issuer and their respective associates shall abstain from voting in favour. The issuer must disclose the information required under rule 2.28 in the circular to shareholders; and			
(2) the issuer shall set out in the circular to shareholders the purpose of the proposed open offer, together with the total funds expected to be raised and a detailed breakdown and description of the proposed use of the proceeds. The issuer shall also include the total funds raised and a detailed breakdown and description of the funds raised on any issue of equity securities in the 12 months immediately preceding the announcement of the proposed open offer, the use of such proceeds, the intended use of any amount not yet utilised and how the issuer has dealt with such amount.			

Rule 10.39B

Where shareholders' approval is required under rule 10.39, the issuer must comply with the requirements under rules 17.47(6) and 17.47(7) and rules 17.47A, 17.47B and 17.47C.

Rule 10.42

- (1) In every open offer the issuer must make arrangements to:
- (a) dispose of securities not validly applied for by shareholders under assured allotments by means of excess application forms, in which case such securities must be available for subscription by all shareholders and allocated on a fair basis; or
 - (b) dispose of securities not validly applied for by shareholders under their assured allotments by offering the securities to independent placees for the benefit of those shareholders.

The arrangements described in rule 10.42(1)(a) or (b) must be fully disclosed in the open offer announcement, listing document and any circular.

- (3) Where arrangements described in rule 10.42(1)(a) are made:
- (a) the basis of allocation of the securities available for excess application must be fully disclosed in the listing document and any circular.

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
<u>Part III - Appendix D1B</u>			
<i>Note: The disclosure requirements under paragraphs 9 to 25 of Appendix D1B below shall apply, mutatis mutandis, to a sale or transfer of treasury shares. Accordingly, references to shares or securities for which listing is sought include treasury shares to be sold or transferred out of treasury, and references to issue, allotment and offer of shares or securities include sale or transfer of treasury shares.</i>			
1.	The full name of the issuer.		
2.	A statement as follows:-		
	<p>"This document, for which the directors of the issuer collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the issuer. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading."</p> <p>(See Note 1 to Appendix D1B)</p>		
3.	The names and addresses of the issuer's principal bankers, Sponsor (in the case of an issuer that is required to have, or otherwise retains, a Sponsor), financial adviser, authorised representatives, solicitors, registrars and trustees (if any) and of the solicitors to the issue.		
4.	The name, address and professional qualifications of the auditors.		
5.	Where the listing document includes a statement purporting to be made by an expert, a statement:—		
	<p>(1) specifying the qualifications of such expert and whether such expert has any shareholding in any member of the group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the group and, if so, a full description thereof;</p> <p>(2) that the expert has given and has not withdrawn his written consent to the issue of the listing document with the expert's statement included in the form and context in which it is included; and</p>		

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(3) of the date on which the expert's statement was made and whether or not it was made by the expert for incorporation in the listing document.			
6. Particulars of any other stock exchange on which any part of the equity or debt securities of the issuer is listed or dealt in or on which listing or permission to deal is being or is proposed to be sought particulars of the dealing and settlement arrangements on each such exchange and between such exchanges, or an appropriate negative statement.			
7. Particulars of any arrangement under which future dividends are waived or agreed to be waived.			
9. (1) A statement that application has been or will be made to the Exchange for listing of and permission to deal in the securities.			
(2) In case of a new class of securities to be listed, a statement that all necessary arrangements have been made enabling the securities to be admitted into CCASS.			
(3) A statement to the effect that dealings in securities of the issuer may be settled through CCASS and that investors should seek the advice of their stockbroker or other professional adviser for details of those settlement arrangement and how such arrangements will affect their rights and interests.			
10. (1) The nature and amount of the issue including the number (or, if not yet determinable, the minimum and maximum number) of securities which have been or will be created and/or issued, if predetermined.			
(2) Whether or not, and if so to what extent, the issue has been underwritten and, if not, the minimum amount of capital, if any, which the issuer must raise for the issue to proceed.			
11. Where the securities for which listing is sought were issued for cash since the date to which the latest published audited accounts of the issuer were made up, or will be issued for cash, a statement or an estimate of the net proceeds of the issue and a detailed explanation as to how such proceeds were or are intended to be applied.			
(See Note 3 to Appendix D1B)			
12. The amount or estimated amount of the expenses of the issue and of the application for listing and by whom the same are payable.			
13. A statement of the net tangible asset backing for each class of security for which listing is sought, after making allowance for any new securities to be issued, as detailed in the listing document.			

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
14.	If known, the date on which dealings will commence.		
15.	Where the securities for which listing is sought are allotted by way of exchange or substitution, an explanation of the financial effects thereof and the effect on existing share rights.		
16.	Where the securities for which listing is sought are allotted by way of capitalisation of reserves or profits or by way of bonus to the holders of an existing security, a statement as to the pro rata entitlement, the last date on which transfers were or will be accepted for registration for participation in the issue, how the securities rank for dividend, whether the securities rank pari passu with any listed securities, the nature of the document of title, its proposed date of issue and whether or not it is renounceable and how fractions (if any) are to be treated.		
17.	Where listing is sought for shares which will not be identical with shares already listed:—		
	(1) a statement of the rights as regards dividend, capital, redemption and voting attached to such shares and (except as regards the lowest ranking equity) as to the right of the issuer to create or issue further shares ranking in priority thereto or pari passu therewith; and		
	(2) a summary of the consents necessary for the variation of such rights.		
18.	Where the securities for which listing is sought are offered by way of rights or by way of an open offer to the holders of an existing listed security, a statement as to:—		
	(1) how securities not taken up will be dealt with and the time, being not less than 10 business days, in which the offer may be accepted. In cases where the issuer has a large number of overseas members a longer offer period may be desirable, provided that the Exchange must be consulted if the issuer proposes an offer period of over 15 business days;		
	(See Note 4 to Appendix D1B)		
	(2) the pro rata entitlement (if applicable), the last date on which transfers were accepted for registration for participation in the issue, how the securities rank for dividend, whether the securities rank pari passu with any listed securities, the nature of the document of title and its proposed date of issue, and how fractions (if any) are to be treated;		

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
(3) whether the board of directors has received any information from any substantial shareholders of their intention to take up the securities provisionally allotted or offered to them or to be provisionally allotted or offered to them and particulars thereof; and			
(4) the matters required to be disclosed by rules 10.24A, 10.25, 10.27, 10.28, 10.29, 10.29A and 10.31 (in the case of a rights issue) and 10.36, 10.39, 10.39A and 10.42 (in the case of an open offer), as appropriate.			
19. Where listing is sought for securities with a fixed dividend, particulars of the profits cover for dividend.			
20. Where listing is sought for options, warrants or similar rights to subscribe or purchase equity securities:—			
(1) the maximum number of securities which could be issued on exercise of such rights;			
(2) the period during which such rights may be exercised and the date when this right commences;			
(3) the amount payable on the exercise of such rights;			
(4) the arrangements for transfer or transmission of such rights;			
(5) the rights of the holders on the liquidation of the issuer;			
(6) the arrangements for the variation in the subscription or purchase price or number of securities to take account of alterations to the share capital of the issuer;			
(7) the rights (if any) of the holders to participate in any distributions and/or offers of further securities made by the issuer; and			
(8) a summary of any other material terms of the options, warrants or similar rights.			
21. Where listing is sought for convertible equity securities:—			
(1) information concerning the nature of the equity securities to which the convertible equity securities relate and the rights attaching thereto; and			
(2) the conditions of and procedures for conversion, exchange, subscription or purchase and details of the circumstances in which they may be amended.			
22. (1) The authorised share capital of the issuer, the amount issued or agreed to be issued, the amount paid up, the			

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nominal value and a description of the shares.			
(1A) Particulars of and the number of treasury shares held by the issuer or its subsidiary or through their agents or nominees.			
(2) The amount of any outstanding convertible debt securities and particulars of the conditions governing and the procedures for conversion, exchange or subscription of such securities.			
23. Particulars of and the number of founder or management or deferred shares, if any, and the nature and extent of the interest of the holders in the property and profits of the group.			
25. Particulars of any capital of any member of the group which is under option, or agreed conditionally or unconditionally to be put under option, including the consideration for which the option was or will be granted and the price and duration of the option, and the name and address of the grantee, or an appropriate negative statement. (See Note 2 to Appendix D1B)			
Provided that where options have been granted or agreed to be granted to all the members or debenture holders or to any class thereof, or to participants under a share option scheme, it shall be sufficient, so far as the names and addresses are concerned, to record that fact without giving the names and addresses of the grantees.			
26. (2) Particulars of any contracts for the hire or hire purchase of plant to or by any member of the group for a period of over 1 year which are substantial in relation to the group's business.			
(See Note 2 to Appendix D1B)			
27. (1) Particulars of any restriction affecting the remittance of profits or repatriation of capital into Hong Kong from outside Hong Kong.			
(2) A statement of whether or not any issuer that is an overseas issuer will have sufficient foreign exchange to pay forecasted or planned dividends and to meet its foreign exchange liabilities as they become due, with particulars of the anticipated sources of foreign exchange. If an overseas issuer has no exposure to foreign exchange liabilities, a negative statement to that effect.			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
28.	<p>A statement as at the most recent practicable date (which must be stated) of the following on a consolidated basis if material:—</p> <p>(1) the total amount of any debt securities of the group issued and outstanding, and authorised or otherwise created but unissued, and term loans, distinguishing between guaranteed, unguaranteed, secured (whether the security is provided by the issuer or by third parties) and unsecured, or an appropriate negative statement;</p> <p>(2) the total amount of all other borrowings or indebtedness in the nature of borrowing of the group including bank overdrafts and liabilities under acceptances (other than normal trade bills) or acceptance credits or hire purchase commitments, distinguishing between guaranteed, unguaranteed, secured and unsecured borrowings and debt, or an appropriate negative statement;</p> <p>(3) all mortgages and charges of the group, or an appropriate negative statement; and</p> <p>(4) the total amount of any contingent liabilities or guarantees of the group, or an appropriate negative statement.</p> <p>Intra-group liabilities should normally be disregarded, a statement to that effect being made where necessary.</p> <p>(See Note 2 to Appendix D1B)</p>		
29.	<p>(1) (a) General information on the trend of the business of the group since the date to which the latest published audited accounts of the issuer were made up; and</p> <p>(b) a statement as to the financial and trading prospects of the group for at least the current financial year, together with any material information which may be relevant thereto, including all special trade factors or risks (if any) which are not mentioned elsewhere in the listing document and which are unlikely to be known or anticipated by the general public, and which could materially affect the profits.</p> <p>(See Note 2 to Appendix D1B)</p> <p>(2) The issuer must determine in advance with its financial adviser whether to include a profit forecast in a listing document. Where a profit forecast appears in any listing document, it must be clear, unambiguous and presented in an explicit manner and the principal assumptions, including commercial assumptions, upon which it is</p>		

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
based, must be stated. The accounting policies and calculations for the forecast must be examined and reported on by the reporting accountants or auditors, as appropriate, and their report must be set out. The financial adviser must report in addition that they have satisfied themselves that the forecast has been stated by the directors after due and careful enquiry, and such report must be set out.			
(3) Details (if applicable) of the information set out in rules 17.15 to 17.21 concerning the financial exposure of the issuer to borrowers and other relevant information.			
30. A statement by the directors that in their opinion the working capital available to the group is sufficient for the group's requirements for at least 12 months from the date of publication of the listing document or, if not, how it is proposed to provide the additional working capital thought by the directors to be necessary. (See Note 2 to Appendix D1B)			
31. (1) Where required by Chapter 7, a report by the reporting accountants in accordance with that Chapter.			
(2) If after the date to which the latest published audited accounts of the issuer have been made up, any member of the group has acquired or agreed to acquire or is proposing to acquire a business or an interest in the share capital of a company whose profits or assets make or will make a material contribution to the figures in the auditors' report or next published accounts of the issuer:—			
(a) a statement of the general nature of the business or of the business of the company in which an interest has been or is being acquired, together with particulars of the situation of the principal establishments and of the principal products;			
(b) a statement of the aggregate value of the consideration for the acquisition and how it was or is to be satisfied; and			
(c) if the aggregate of the remuneration payable to and benefits in kind receivable by the directors of the acquiring company will be varied in consequence of the acquisition, full particulars of such variation; if there will be no variation, a statement to that effect.			
(See Note 8 to Appendix D1B)			
(3) Information for the last 3 financial years with respect to the profits and losses, financial record and position, set out as a comparative table and the latest published			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
audited balance sheet together with the notes on the annual accounts for the last financial year:—			
(a) for the group; and			
(b) for any company acquired since the date of the last published audited accounts of the group in respect of which an accountants' report has already been submitted to shareholders or which was itself during the last 12 months a listed issuer.			
(See Note 10 to Appendix D1B)			
32. A statement by the directors of any material adverse change in the financial or trading position of the group since the date to which the latest published audited accounts of the issuer have been made up, or an appropriate negative statement.			
33. Particulars of any litigation or claims of material importance pending or threatened against any member of the group, or an appropriate negative statement.			
(See Note 2 to Appendix D1B)			
34. The full name, residential or business address of every director and senior manager or proposed director or senior manager. Where a director or proposed director has any former name or alias, such information should be disclosed. In addition, brief biographical details in respect of the directors, proposed directors, senior managers and proposed senior managers of the issuer shall be provided. Such details will include name, age, positions held with the issuer and other members of the issuer's group, length of service with the issuer and the group including current and past directorships in other listed public companies in the last three years and such other information (which may include business experience) of which shareholders should be aware, pertaining to the ability or integrity of such persons. Where any of the directors or senior managers are related, having with any other director or senior manager any one of the relationships set out below, that fact should be stated. The relationships are spouse; any person cohabiting with the director or senior manager as a spouse; and any relative meaning a child or step-child regardless of age, a parent or step-parent, a brother, sister, step-brother or a step-sister, a mother-in-law, a father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law. Where any director or proposed director is a director or employee of a company which has an interest or short position in the shares or underlying shares of the issuer which would fall to be disclosed to the issuer under the provisions of Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance, that fact shall be stated.			
It is the responsibility of the directors of the issuer to determine which individual or individuals constitute senior management.			

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Senior management may include directors of subsidiaries and heads of divisions, departments or other operating units within the group as senior management as, in the opinion of the issuer's directors, is appropriate.			
(See Notes 8 and 9 to Appendix D1B)			
35. (1) The full names and professional qualifications, if any, of:-			
(a) the secretary of the issuer; and			
(b) the compliance officer to the issuer appointed pursuant to rule 5.19.			
(2) The names of the individuals appointed to the issuer's audit committee, their background and directorships (and past directorships), if any, of other companies listed on GEM, the Main Board or other exchanges, and a description of the functions of the audit committee.			
36. The situation of the registered office and, if different, the head office and transfer office.			
38. (1) A statement showing the interests or short positions of each director and chief executive of the issuer in the shares, underlying shares and debentures of the issuer or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance) which:—			
(a) are required to be notified to the issuer and the Exchange pursuant to Divisions 7 and 8 of Part XV of the Securities and Futures Ordinance (including interests or short positions which he is taken or deemed to have under such provisions of the Securities and Futures Ordinance); or			
(b) are required, pursuant to section 352 of the Securities and Futures Ordinance, to be entered in the register referred to therein; or			
(c) are required, pursuant to rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by directors to be notified to the issuer and the Exchange;			
or an appropriate negative statement; and			
(2) The information required to be included by virtue of paragraph 38(1) of Appendix D1B must specify the company in which interests or short positions are held, the class to which those securities belong and the number of such securities held, but need not disclose:			
(a) the interests of a director or a chief executive officer			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
in the shares of the listed issuer or any of its subsidiaries if such interest is held solely in a non-beneficial capacity and is for the purpose of holding the requisite qualifying shares; or			
(b) the non-beneficial interests of directors or chief executive officers in the shares of any subsidiary of the listed issuer in so far as that interest comprises the holding of shares subject to the terms of a written, valid and legally enforceable declaration of trust in favour of the parent company of that subsidiary or the listed issuer and such interest is held solely for the purpose of ensuring that the relevant subsidiary has more than one member.			
(3) A statement showing the name, so far as is known to any director or chief executive of the issuer, of each person, other than a director or chief executive of the issuer, who has an interest or short position in the shares or underlying shares of the issuer which would fall to be disclosed to the issuer under the provisions of Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance, or, who is expected, directly or indirectly, to be interested in 10 per cent. or more of the issued voting shares of any other member of the group and the amount of each of such person's interest in such securities, together with particulars of any options in respect of such capital, or, if there are no such interests or short positions, an appropriate negative statement. (See Note 2 to Appendix D1B)			
(See Notes 6 and 8 to Appendix D1B)			
(4) Statements disclosing interests and short positions in shares, underlying shares and debentures have to separately refer to three categories of persons, namely, directors and chief executives, substantial shareholders and other persons who are required to disclose their interests. Such statements should describe the capacity in which such interests and short positions are held and the nature of such interests and short positions as disclosed in the prescribed forms required to be used, when giving notice pursuant to sections 324 and 347 of Part XV of the Securities and Futures Ordinance. Where interests or short positions are attributable on account of holdings through corporations that are not wholly-owned by the person making disclosure, the percentage interests held by such person in such corporations should be disclosed.			
38A. For directors and chief executives, the statements should show details of the following matters as recorded in the register required to be kept under section 352 of the Securities and Futures Ordinance:			

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<p>(1) aggregate long position in shares and (in respect of positions held pursuant to equity derivatives) underlying shares and in debentures of the issuer and its associated corporation(s) showing separately for each entity:</p> <p>(a) interests in shares (other than pursuant to equity derivatives such as share options, warrants to subscribe or convertible bonds);</p> <p>(b) interests in debentures; and</p> <p>(c) interests under equity derivatives showing separately for listed and unlisted equity derivatives, interests in underlying shares of the entity pursuant to:</p> <p>(i) physically settled equity derivatives;</p> <p>(ii) cash settled equity derivatives;</p> <p>(iii) other equity derivatives.</p> <p>(See Notes 1 to 3 to paragraph 38A(1) of Appendix D1B)</p>			
<p>(2) aggregate short position in shares and (in respect of positions held pursuant to equity derivatives) underlying shares and in debentures of the issuer and its associated corporation(s) showing separately for each entity:</p> <p>(a) short positions in respect of shares arising under a stock borrowing and lending agreement; and</p> <p>(b) short positions under equity derivatives showing separately for listed and unlisted equity derivatives, interests in underlying shares of the entity pursuant to:</p> <p>(i) physically settled equity derivatives;</p> <p>(ii) cash settled equity derivatives; and</p> <p>(iii) other equity derivatives.</p> <p>(See Notes 1 and 2 to paragraph 38A(2) of Appendix D1B)</p> <p>(See Note 7 to Appendix D1B)</p>			
38B. For substantial shareholders, the statements should show details of the following matters as recorded in the register			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
required to be kept under section 336 of the Securities and Futures Ordinance:			
<p>(1) aggregate long position in the shares and (in respect of positions held pursuant to equity derivatives) underlying shares of the issuer showing separately:</p> <p>(a) interests in shares (other than pursuant to equity derivatives such as share options, warrants to subscribe or convertible bonds); and</p> <p>(b) interests under equity derivatives showing separately for listed and unlisted equity derivatives, interests in underlying shares of the entity pursuant to:</p> <p>(i) physically settled equity derivatives; and</p> <p>(ii) cash settled equity derivatives.</p> <p>(See Notes 1 to 3 to paragraph 38B(1) of Appendix D1B)</p>			
<p>(2) aggregate short position in shares and (in respect of positions held pursuant to equity derivatives) underlying shares of the issuer showing separately:</p> <p>(a) short positions in respect of shares arising under a stock borrowing and lending agreement; and</p> <p>(b) short positions under equity derivatives showing separately for listed and unlisted equity derivatives, interests in underlying shares of the entity pursuant to:</p> <p>(i) physically settled equity derivatives; and</p> <p>(ii) cash settled equity derivatives.</p> <p>(see also Notes 1 and 2 to paragraph 38B(2) of Appendix D1B)</p> <p>(See Note 7 to Appendix D1B)</p>			
<p>38C. For other persons whose interests are recorded (or, in the case of a new listing, are required to be recorded) in the register required to be kept under section 336 of the Securities and Futures Ordinance, the statements should show details of the same matters as are required to be disclosed in the case of a substantial shareholder pursuant to paragraph 38B, except that note (3) to paragraph 38B(1) does not apply.</p> <p>(See Note 7 to Appendix D1B)</p>			

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		Page	Complied With? (Y/N/NA)	Comment (where applicable)
39.	Particulars of directors' existing or proposed service contracts with any member of the group (excluding contracts expiring or determinable by the employer within 1 year without payment of compensation (other than statutory compensation)), or an appropriate negative statement.			
	(See Notes 2 and 8 to Appendix D1B)			
40.	(1) Full particulars of the nature and extent of the interest, direct or indirect, if any, of every director or proposed director or expert (as named in the listing document) in any assets which have been, since the date to which the latest published audited accounts of the issuer were made up, acquired or disposed of by or leased to any member of the group, or are proposed to be acquired or disposed of by or leased to any member of the group, including:—			
	(a) the consideration passing to or from any member of the group; and			
	(b) short particulars of all transactions relating to any such assets which have taken place within such period,			
	or an appropriate negative statement.			
	(2) Full particulars of any contract or arrangement subsisting at the date of the listing document in which a director of the issuer is materially interested and which is significant in relation to the business of the group, or an appropriate negative statement.			
	(See Notes 2 and 8 to Appendix D1B)			
41.	The dates of and parties to all material contracts (not being contracts entered into in the ordinary course of business) entered into by any member of the group within the 2 years immediately preceding the issue of the listing document, together with a summary of the principal contents of such contracts and particulars of any consideration passing to or from any member of the group.			
	(See Note 2 to Appendix D1B)			
42.	Details of a reasonable period of time (being not less than 14 days) during which the following documents where applicable are published on the Exchange's website and the issuer's own website:—			

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(2) each of the following contracts:—			
(a) any service contracts disclosed pursuant to paragraph 39;			
(b) any material contracts disclosed pursuant to paragraph 41; and			
(c) in the case of a notifiable transaction or connected transaction circular, any contracts pertaining to the transaction,			
or where any of the above contracts have not been reduced into writing, a memorandum giving full particulars thereof;			
(3) all reports, letters or other documents, balance sheets, valuations and statements by any expert any part of which is extracted or referred to in the listing document			
(See Note 2 to Appendix D1B)			
43. Information as to the interests (if any) of all directors, and controlling shareholders of the issuer and their respective close associates (as referred to in rule 11.04).			
(See Note 8 to Appendix D1B)			

<ul style="list-style-type: none"> • This checklist is provided for reference only. In case of doubt, listed issuers are advised to refer to the Listing Rules for the specific requirements. • Please make annotation in the margin of the draft document for the respective paragraph of the Listing Rules. • When your answer to an item on the checklist is “No” or “Not applicable”, the reason for such response should be clearly disclosed in the “Comment” section.

Submitted by: _____ Date: _____

Signature

Name and Firm

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- Please make annotation in the margin of the draft document for the respective paragraph of the Listing Rules.
- When your answer to an item on the checklist is “No” or “Not applicable”, the reason for such response should be clearly disclosed in the “Comment” section.

Submitted by: _____ Date: _____
Signature

Name and Firm

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**CHECKLIST
CIRCULAR FOR SHARE SCHEME
(GEM)**

Name of Issuer : _____
Case Number : _____
Description of Transaction : _____

Information required in the Circular:-

	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
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Part I - General

Rule 2.18

The circular issued by an issuer pursuant to the GEM Listing Rules is required to contain a statement of responsibility and confirmation on the part of the directors of the issuer in the following form:—

“This [document], for which the directors of the issuer collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the issuer. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this [document] is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.”

Rule 2.19

Must contain on its front cover or inside front cover, or as a heading, a prominent and legible disclaimer statement as follows:-

“Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.”

Rule 2.20

Must contain, at a prominent position, and in bold type, a statement in the following terms concerning the characteristics of GEM:-

“Characteristics of GEM of The Stock Exchange of Hong Kong Limited (the “Exchange”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a high investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM."			
<u>Rule 2.28</u>			
The issuer must, to the extent that it is aware having made all reasonable enquiries, include in the circular:			
(1) a statement as at the date by reference to which disclosure of the shareholding is made in the circular as to whether and to what extent any shareholder who is required to abstain from voting under the GEM Listing Rules controls or is entitled to exercise control over the voting right in respect of his shares in the issuer;			
(2) particulars of:			
(a) any voting trust or other agreement or arrangement or understanding (other than an outright sale) entered into by or binding upon any such shareholder; and			
(b) any obligation or entitlement of any such shareholder as at the date by reference to which disclosure of the shareholding of any such shareholder is made in the circular,			
whereby he has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his shares in the issuer to a third party, either generally or on a case-by-case basis;			
(3) a detailed explanation of any discrepancy between any such shareholder's beneficial shareholding interest in the issuer as disclosed in the circular and the number of shares in the issuer in respect of which he will control or will be entitled to exercise control over the voting right at the relevant meeting; and			
(4) steps undertaken by the shareholder (if any) to ensure shares being the subject of the discrepancy referred to in rule 2.28(3) are not voted.			

Rule 11.04

Full and accurate disclosure of any business or interest of each director, controlling shareholder and, in relation only to the initial listing document, substantial shareholder and the respective close associates of each that competes or may compete with the business of the group and any other conflict of interest which any such person has or may have with the group must be disclosed in each listing document and circular required pursuant to the GEM Listing Rules (excluding any Explanatory Statement issued pursuant to rule 13.08).

(See Notes 2 to 4 to rule 11.04)

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
<u>Rule 17.52A</u>			
The circular published by an issuer pursuant to the GEM Listing Rules must set out its stock code in a prominent position on the cover page or, where there is no cover page, the first page of the relevant circular.			
<u>Rule 17.56A</u>			
The circular issued by an issuer pursuant to the GEM Listing Rules must disclose the name of each director as at the date of the relevant circular.			
<u>Part II – Chapter 23</u>			
<u>Rule 23.01</u>			
(4)	In this Chapter 23, references to new shares or new securities include treasury shares, and references to the issue of shares or securities include the transfer of treasury shares.		
	<i>Note: For a PRC issuer, references to new shares or new securities of a PRC issuer include its treasury shares listed on GEM, and references to the issue of shares or securities include the transfer of treasury shares listed on GEM (See Rule 25.34E).</i>		
<u>Rule 23.02</u>			
(2)	The scheme document itself does not need to be circulated to shareholders of the listed issuer. However, if the scheme document is not so circulated, it must be published on the Exchange's website and the issuer's own website for a period of not less than 14 days before the date of the general meeting and made available for inspection at the general meeting and the terms of the shareholders' resolution must approve the scheme as described in the circular to the shareholders of the listed issuer.		
	The circular must include the following information:		
	(a) the provisions described in Rule 23.03 (<i>See below</i>);		
	(b) an explanation as to how the terms of the scheme, in particular, how the provisions described in Rules 23.03(2), (6), (7), (9) and (19), will align with the purpose of the scheme as set out in the scheme document;		
	(c) information relating to any directors of the listed issuer who are trustees of the scheme or have a direct or indirect interest in the trustees;		

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
(d) a directors' responsibility statement in the form set out in paragraph 2 of Appendix D1B:			
<p>"This document, for which the directors of the issuer collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the issuer. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading."</p>			
(e) a statement of the issuer's intention to use treasury shares for the scheme, where applicable; and			
(f) any additional information requested by the Exchange.			

Note: Where the scheme includes service providers and/or related entity participants as eligible participants, the Exchange may require the circular to include the views of the independent non-executive directors of the issuer on whether the inclusion of these participants aligns with the purpose of the scheme and the long term interests of the issuer and its shareholders. As general guidance, this will include the views of the independent non-executive directors as to whether the proposed categories of service providers/related entity participants are in line with the issuer's business needs or the industry norm and whether the criteria for the selection of eligible participants and the terms of the grants (such as vesting requirements and performance targets, if any) align with the purpose of the scheme. The Exchange may apply this requirement having regard to, for example, the nature of the operations of the issuer and its relationship with the service providers and related entity participants, the history of grants by the issuer to the service providers and related entity participants, or other circumstances that suggest the scheme may allow for substantial grants of options or awards to non-employee participants.

Rule 23.03

The scheme document must include the following provisions and/or provisions as to the following (as the case may be):—

- (1) the purpose of the scheme;

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		Page	Complied With? (Y/N/NA)	Comment (where applicable)
(2)	the participants of the scheme and the basis of determining the eligibility of participants; (See Notes to rule 23.03(2) and rule 23.03A)			
(3)	<ul style="list-style-type: none"> - the total number of shares which may be issued in respect of all options and awards to be granted under the scheme and any other schemes (the scheme mandate limit), together with the percentage of the issued shares (excluding treasury shares) that it represents at the date of approval of the scheme; and - where the participants of the scheme include service providers, the sublimit on the total number of shares that may be issued in respect of all options and awards to be granted to service providers within the scheme mandate limit (See rules 23.03B and 23.03C)			
(4)	the maximum entitlement of each participant under the scheme; (See rule 23.03D)			
(5)	the period within which an option may be exercised by the grantee under the scheme, which must not be more than 10 years from the date of grant of the option;			
(6)	the vesting period of options or awards to be granted under the scheme; (See rule 23.03F)			
(7)	a description (which may be qualitative) of the performance targets, if any, attached to options or awards to be granted under the scheme or, if none, a negative statement to that effect. Such description may include a general description of the target levels and performance related measures and the method for assessing how they are satisfied;			
(8)	the amount, if any, payable on application or acceptance of the option or awards and the period within which payments or calls must or may be made or loans for such purposes must be repaid;			
(9)	the basis of determination of the exercise price of options or the purchase price of shares awarded, if any; (See rule 23.03E)			
(10)	the voting, dividend, transfer and other rights, including those arising on a liquidation of the listed issuer, attaching to the shares and (if appropriate) any such rights attaching to the options or awards themselves;			

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		Page	Complied With? (Y/N/NA)	Comment (where applicable)
(11)	the life of the scheme, which must not be more than 10 years;			
(12)	the circumstances under which options or awards will automatically lapse;			
(13)	a provision for adjustment of the exercise or purchase price and/or the number of shares subject to options or awards granted under the scheme in the event of a capitalisation issue, rights issue, sub-division or consolidation of shares or reduction of capital; (See Note to rule 23.03(13))			
(14)	a provision for the cancellation of options or awards granted; (See Note to rule 23.03(14))			
(15)	the shares subject to the scheme must be separately designated unless they are identical with other shares of the issuer in issue;			
(16)	where there is a provision for termination of the operation of the scheme before the end of its life, a provision for the treatment of options or awards granted under the scheme but not yet exercised or in respect of which shares are not yet issued to the participants at the time of termination; (See Note to rule 23.03(16))			
(17)	transferability of options or awards; and (See Note to rule 23.03(17))			
(18)	the specific terms of the scheme that can be changed by directors or scheme administrators without the approval of shareholders of the listed issuer in general meeting; and (See Notes 1 to 4 to rule 23.03(18))			
(19)	where the listed issuer has established a clawback mechanism to recover or withhold the remuneration (which may include any options or awards granted) to any participants in the event of serious misconduct, a material misstatement in the issuer's financial statements or other circumstances, a description of the clawback mechanism or, if none, a negative statement to that effect.			

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		Page	Complied With? (Y/N/NA)	Comment (where applicable)
<u>Rule 23.04</u>				
Where the grant of options or awards to a director, chief executive or substantial shareholder of a listed issuer, or any of their respective associates is subject to shareholders' approval under rules 23.04(2) and 23.04(3):				
(4)	<ul style="list-style-type: none"> - the listed issuer must send a circular to the shareholders; - the grantee, his/her associates and all core connected persons of the listed issuer must abstain from voting in favour at such general meeting; and - the listed issuer must comply with the requirements set out in rule 17.47A: 			
	<u>Rule 17.47A</u>			
	Parties that are required to abstain from voting in favour at the general meeting pursuant to rule 23.04(1) may vote against the resolution at the general meeting of an issuer provided that their intention to do so has been stated in the relevant circular to shareholders.			
(5)	The circular must contain:			
	(a) details of the number and terms of the options or awards to be granted to each participant, which must be fixed before the shareholders' meeting. In respect of any options to be granted, the date of board meeting for proposing such further grant is to be taken as the date of grant for the purpose of calculating the exercise price under rule 23.03E;			
	<i>Note: The description of the terms of the options or awards must include the information required under rules 23.03(5) to 23.03(10) and rule 23.03(19).</i>			
	(b) the views of the independent non-executive directors of the listed issuer (excluding any independent non-executive director who is the grantee of the options or awards) as to whether the terms of the grant are fair and reasonable and whether such grant is in the interests of the issuer and its shareholders as a whole, and their recommendation to the independent shareholders as to voting;			
	(c) the information required under rules 23.02(2)(c); and			
	(d) the information required under rule 2.28 (See above) .			

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- This checklist is provided for reference only. In case of doubt, listed issuers are advised to refer to the Listing Rules for the specific requirements.
- Please make annotation in the margin of the draft document for the respective paragraph of the Listing Rules.
- When your answer to an item on the checklist is “No” or “Not applicable”, the reason for such response should be clearly disclosed in the “Comment” section.

Submitted by: _____ Date: _____
Signature

Name and Firm

THE STOCK EXCHANGE OF HONG KONG LIMITED
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**CHECKLIST
SUPPLEMENTAL INFORMATION FOR LISTING DOCUMENT OF PRC ISSUER
(GEM)**

Name of Issuer : _____
Case Number : _____
Description of Transaction : _____

Additional information required in the Listing Document:-

	Page	Complied With? (Y/N/NA)	Comment (where applicable)
<u>Rule 25.20</u>			

The following modifications and additional requirements apply to the contents of listing documents:

- (1) some of the items of information specified in Appendix D1B may be inappropriate. In such a case, the item should be appropriately adapted so that equivalent information is given;
- (2) the listing document must contain a summary of all provisions of the constitutional documents of the PRC issuer in so far as they may affect shareholders' rights and protection and directors' powers (using, and covering at the least, the same subject headings as required under the attachment to Appendix D1A;

(Rule 25.20(2)) does not apply to listing documents issued by listed issuers unless they are issued in connection with an introduction or a deemed new listing under the GEM Listing Rules.)(See rule 25.20A)

- (3) the listing document must contain a summary of the relevant PRC law; and

(Rule 25.20(3) does not apply to listing documents issued by listed issuers unless they are issued in connection with an introduction or a deemed new listing under the GEM Listing Rules.)(See rule 25.20A)

(See Note to rule 25.20(3))

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(4) the documents to be published on the Exchange's website and the issuer's own website will be the documents corresponding to those mentioned in paragraph 42 of Appendix D1B, and where any such documents are not in English or Chinese, a certified English or Chinese translation thereof must be available for inspection. In addition, where rule 25.20(3) applies, the PRC issuer must publish on the Exchange's website and the issuer's website a copy of any statutes or regulations which are relevant to the summary of relevant PRC law. In particular cases, the Exchange may require other additional documents to be published on the Exchange's website and the issuer's own website.			

Appendix D1B

44. Where a public or private issue or placing of securities of the PRC issuer other than H shares is being made simultaneously with the issue of H shares in Hong Kong or is proposed to be made prior to the end of 3 months after the issue of the listing document in Hong Kong:—
- (1) information concerning such securities and such issue or placing, including the information described in paragraphs 6, 10, 11, 12, 14 and 17;
 - (2) a statement of whether or not the issue in Hong Kong is conditional (in whole or in part) on such issue or placing of securities, and if not conditional, a description of the effect on the PRC issuer's future plans, prospects and financial condition (including profit forecast, if any) as a result of such issue or placing of securities not being completed in the manner described in the listing document;
 - (3) if such securities are not admitted for listing on any stock exchange, a statement of whether there is (or is proposed to be) trading or dealing in such securities on any other authorised trading facility in the PRC;
 - (4) a breakdown of the PRC issuer's shares issued or proposed to be issued; and
 - (5) information concerning each legal person or individual expected to hold shares other than H shares constituting 10 per cent or more of the issued share capital (excluding treasury shares) of the PRC issuer upon the completion of such issue or placing of shares other than H shares, and the number of shares other than H shares to be held by each such legal person or individual.

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- Please make annotation in the margin of the draft document for the respective paragraph of the Listing Rules.
- When your answer to an item on the checklist is “No” or “Not applicable”, the reason for such response should be clearly disclosed in the “Comment” section.

Submitted by: _____ Date: _____
Signature

Name and Firm

THE STOCK EXCHANGE OF HONG KONG LIMITED
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CHECKLIST
EXPLANATORY STATEMENTS RELATING TO SHARE REPURCHASE BY LISTED ISSUERS
(GEM)

Name of Issuer : _____
Case Number : _____
Description of Transaction : _____

Information required in the Explanatory Statement:-

	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
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Rule 2.18

The circular issued by an issuer pursuant to the GEM Listing Rules is required to contain a statement of responsibility and confirmation on the part of the directors of the issuer in the following form:—

“This [document], for which the directors of the issuer collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the issuer. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this [document] is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.”

Rule 2.19

Must contain on its front cover or inside front cover a prominent and legible disclaimer statement as follows:-

“Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.”

Rule 17.52A

The circular or other document published by an issuer pursuant to the GEM Listing Rules must set out its stock code in a prominent position on the cover page or, where there is no cover page, the first page of the relevant circular or other document.

Rule 17.56A

The listing document or circular issued by an issuer pursuant to the GEM Listing Rules must disclose the name of each director as at the date of the relevant listing document or circular.

Rule 13.08

- (1) a statement of the total number and description of the shares which the issuer proposes to purchase;
- (2) a statement by the directors of the reasons for the proposed purchase of shares;

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(3) a statement by the directors as to the proposed source of funds for making the proposed purchase, which shall be funds legally available for such purposes in accordance with the issuer's constitutive documents and the laws of the jurisdiction in which the issuer is incorporated or otherwise established;			
(4) a statement as to any material adverse impact on the working capital or gearing position of the issuer (as compared with the position disclosed in its most recent published audited accounts) in the event that the proposed purchases were to be carried out in full at any time during the proposed purchase period, or an appropriate negative statement;			
(5) a statement of the name of any directors, and to the best of the knowledge of the directors having made all reasonable enquiries, any close associates of the directors, who have a present intention, in the event that the proposal is approved by shareholders, to sell shares to the issuer, or an appropriate negative statement;			
(6) a statement that the directors will exercise the power of the issuer to make purchases pursuant to the proposed resolution in accordance with the GEM Listing Rules and the laws of the jurisdiction in which the issuer is incorporated or otherwise established;			
(7) a statement as to the consequences of any purchases which will arise under the Takeovers Code of which the directors are aware, if any;			
(8) a statement giving details of any purchases by the issuer of shares made in the previous 6 months (whether on GEM or otherwise), giving the date of each purchase and the purchase price per share or the highest and lowest prices paid for such purchases, where relevant;			
(9) a statement as to whether or not any core connected persons of the issuer have notified the issuer that they have a present intention to sell shares to the issuer or have undertaken not to sell any of the shares held by them to the issuer, in the event that the issuer is authorised to make purchases of shares;			
(10) a statement giving the highest and lowest prices at which the relevant shares have traded on GEM during each of the previous twelve months;			
(11) a statement that neither the Explanatory Statement nor the proposed share repurchase has any unusual features;			
(12) a statement of whether the issuer intends to cancel the repurchased shares following settlement of any such repurchase or hold them as treasury shares.			

Rule 13.09

The ordinary resolution proposed to shareholders to give the directors of the issuer a specific approval or general mandate to purchase shares must include the following :-

- (1) the total number and description of the shares which the issuer is authorised to purchase, provided that the number of shares which the issuer is authorised to purchase on GEM or on another stock exchange recognised for this purpose by the Commission and the Exchange under the Code on Share Buy-backs, may not exceed 10

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
per cent of the number of issued shares (excluding treasury shares) of the issuer and the total number of warrants to subscribe for or purchase shares (or other relevant class of securities) authorised to be so purchased may not exceed 10 per cent of the warrants of the issuer (or such other relevant class of securities, as the case may be), in each case as at the date of the resolution granting the general mandate; and			
(See Note to Rule 13.09(1))			
(2) the dates on which the authority conferred by the resolution will commence and determine. Such authority may only continue in force until:—			
(a) the conclusion of the first annual general meeting of the issuer following the passing of the resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or			
(b) revoked or varied by ordinary resolution of the shareholders in general meeting,			
whichever occurs first.			

GL119-24

Where an issuer is incorporated in a jurisdiction that requires treasury shares to be held in the issuer's own name and may hold treasury shares in CCASS for resale on the Exchange, the issuer should disclose in the Explanatory Statement its interim measures to ensure that it would not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws if those shares were registered in the issuer's own name as treasury shares.

Note: For PRC issuers, please refer to rule 25.19.

- | |
|---|
| <ul style="list-style-type: none"> This checklist is provided for reference only. In case of doubt, listed issuers are advised to refer to the relevant sections of the Listing Rules. |
|---|

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CHECKLIST
VALUATION OF PROPERTIES BEING ACQUIRED/ DISPOSED OF
(GEM)

Name of Issuer : _____
Case Number : _____
Description of Transaction : _____

Information required in the Valuation Report, Circular or Listing Document:-

	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
<u>General</u>			

(a) Circular for a major transaction or a very substantial acquisition

Rule 8.02B

Subject to rule 8.03, the circular must include:

- (a) for a property interest, the full text of valuation reports (***See Part I below***);
- (b) for an unlisted company whose assets consist solely or mainly of property:

- (i) the full text of valuation reports (***See Part I below***) of property interests that are required to be valued under rule 8.02 except where summary disclosure is allowed; and
- (ii) a summary disclosure if the value of a property interest as determined by the valuer is less than 5% of the total property interests that are required to be valued under rule 8.02. See Appendix 19 for the summary form of disclosure. The Exchange may accept variation of the summary form of disclosure based on the issuer's circumstances. The valuer's report setting out the information required by these Rules must be available for public inspection; and

Note: The summary form of disclosure may be varied based on the issuer's circumstances. An issuer must include additional information necessary for investors to make an informed decision.

- (iii) an overview of property interests not covered by a valuation report, including their number and approximate size range, uses, how they are held and the general description of the area where they are located. The overview may include property interests voluntarily valued and disclosed separately in the circular;
- (c) for a company listed on the Exchange whose assets consist solely or mainly of property, an overview of property interests, including their number and approximate size range, uses, how they are held and the general description of the area where they are located; and

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(d) the general information in rule 8.36 (<i>See Part II below</i>), if it applies.			

(b) Circular for a connected transaction

Rule 8.03

For a connected transaction involving an acquisition or a disposal of any property interest or of a company whose assets consist solely or mainly of property (including a company listed on the Exchange), a valuation of and information on the property must be included in any circular issued to shareholders in connection with the acquisition or disposal (see rule 20.68 (7) and (8)).

The circular must include full text of valuation reports (***See Part I below***) and the general information in rule 8.36 (***See Part II below***), if it applies.

Part I – Basic contents of valuation reports

Rule 8.04

All valuation reports must contain all material details of the basis of valuation which, in the case of properties situated in Hong Kong, must follow The Hong Kong Institute of Surveyors (“HKIS”) Valuation Standards on Properties published from time to time by the HKIS or the International Valuation Standards published from time to time by the International Valuation Standards Council.

Rule 8.05

All valuation reports should normally contain the following information:—

(1) a description of each property including:—

- (a) an address sufficient to identify the property, which should generally include postal address, lot number and such further designation as is registered with the appropriate government authorities in the jurisdiction in which the property is located;
- (b) a brief description (e.g. whether land or building, approximate area, etc.);
- (c) the existing use (e.g. shops, offices, factories, residential, etc.);
- (d) the Ground/Government Rent;
- (e) a summary of the terms of tenancies, leases or underleases (including repairing obligations, where material):-
 - (i) pursuant to which the issuer holds properties from the government or superior landlords; and/or
 - (ii) pursuant to which the issuer rents or leases properties to tenants or lessees;
- (f) the approximate age of buildings;

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(g) the terms of tenure;			
(h) the terms of any intra-group lease granted by a parent company to a subsidiary on property occupied by the group (identifying the properties) (if any);			
(i) the capital value in existing state at the effective date as at which the property was valued;			
(j) the current planning or zoning use;			
(k) the options or rights of pre-emption concerning or affecting the property (if any);			
(l) the basis of and approach to valuation for the property interest;			
(m) when the site was last inspected;			
(n) summary of investigation carried out, including details of inspection, such as building conditions, availability of building services, etc.;			
(o) nature and source of information relied on;			
(p) details of title and ownership;			
(q) details of encumbrances;			
(r) how the properties are grouped together for each valuation certificate;			
(s) names and qualifications of persons who carried out the site inspection; and			
(t) any other matters which may materially affect the value;			
(2) without prejudice to the generality of sub-clause 1(e) above, where the property is rented or leased by the issuer to tenants or lessees, details of the rentals, including:—			
(a) the existing monthly rental before tax if the property is wholly or partly let together with the amount and a description of any outgoings or disbursements from the rent, and, if materially different, the estimated current monthly market rental obtainable, on the basis that the property was available to let on the effective date as at which the property was valued;			
(b) a summary of any rent review provisions, where material; and			
(c) the amount of vacant space, where material;			
(3) where the property is in the process of being developed, the following details in addition to those specified in sub-paragraph 1 above, where available:—			
(a) details of development potential and whether building plans have been approved or planning consent has been obtained and any conditions imposed in respect of such approval;			

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(b) any material restrictions on development including building covenants and time limits for completion of the development;			
(c) existing stage of development;			
(d) estimated completion date;			
(e) estimated cost of carrying out the development or (where part of the development has already been carried out) the estimated cost of completing the development;			
(f) estimated capital value after completion;			
(g) any material special or general conditions affecting the development of the property;			
(h) any conditions imposed as to construction of roadways, pathways, drainage, sewage and other facilities or services for public use, if material;			
(i) any sales arrangements and/or letting arrangements existing at the effective date as at which the property was valued; and			
(j) any construction costs incurred up to the effective date as at which the property was valued;			
(4) where property is held for future development purposes, the following details in addition to those specified in sub-paragraph 1 above, where available:—			
(a) details of development potential and whether building plans have been approved or planning consent has been obtained and any conditions imposed in respect of such approval;			
(b) any material special or general conditions affecting the development of the property including building covenants and time limits for completion of the development; and			
(c) any conditions imposed as to construction of roadways, pathways, drainage, sewage and other facilities or services for public use, if material;			
(5) a classification of the property according to the purpose for which it is held. The acceptable categories are:—			
(a) property held for development;			
(b) property held for investment;			
(c) property held for owner occupation; and			
(d) property held for sale;			
(6) details of any agreement or proposals as to any proposed transaction regarding the property between the issuer and any other member of the group;			

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(7) the name of the valuer, his address and professional qualification;			
(8) the effective date as at which the property was valued and the date of the valuation; and			
(9) such other information as the Exchange may require.			

Rule 8.09

In all cases where a legal opinion is required under the GEM Listing Rules (or is otherwise obtained by the issuer) in connection with the title to a property,

- the valuer shall explain whether and if so how he has taken account of the content of such opinion in the valuation of the property.

Rule 8.30

The effective date as at which the property was valued must not be more than three months before the date on which the relative listing document or circular is issued and if such effective date is not the same as the end of the last period reported on by the reporting accountants (see Chapter 7), it will be necessary for the listing document or circular to include a statement reconciling the valuation figure with the figure included in the balance sheet as at the end of that period.

Rule 8.33

The professional qualifications of the valuer and, where properties situated outside Hong Kong have been valued, his experience in valuing properties within the relevant location (and, where the valuation is made on behalf of a valuation company, his experience with the company) should be disclosed in the valuation report.

Rule 8.34

If the issuer has obtained more than one valuation report regarding any of the issuer's properties referred to in the listing document or circular within three months before the issue of the listing document or circular, then all other such reports must be included.

Rule 8.35

Any figures or calculations included in the valuation report rely on exchange rates, the rate used and relevant date should be stated. Where there has been a fluctuation in exchange rates between the date of the valuation and the date of the listing document or circular to shareholders, this fact together with the effect of the fluctuation on the valuation in the valuation report should be set out.

Part II – General information on material properties

Rule 8.36

A listing document, or a circular issued under rules 8.02 and 8.03, must disclose relevant information on material properties (including leased properties).

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
Information may include the following:			
(a) a general description of where the property is located (rather than only its address) and some market analysis if the property relates to property activities. For example, whether the property is located in the central business district, supply and demand information, occupancy rates, trends in property yield, sales prices, rental rates etc.;			
(b) use and approximate area;			
(c) any restrictions on its use;			
(d) an indication of how the property is held. For example, owned or leased. If leased, the remaining term of the lease;			
(e) details of encumbrances, liens, pledges, mortgages against the property;			
(f) environmental issues, such as breach of environmental regulations;			
(g) details of investigations, notices, pending litigation, breaches of law or title defects;			
(h) plans for construction, renovation, improvement or development of the property and estimated associated costs;			
(i) plans to dispose of or change the use of the property; and			
(j) any other information considered material for investors.			

Part III – Specific provisions with respect to PRC properties

(a) For all PRC properties

Rule 8.12

The valuation report of property located in the PRC must clearly state the nature of the interest being valued. The report must also specify any material conditions or information regarding title and other relevant matters contained in the legal opinion relating to the property.

Note: In particular, the valuation report must clearly state whether the valuation is of a vested legal title or of a right to acquire a vested legal title to the relevant property or, for example, only right to occupy the property for a fixed period or to enjoy rent or other income arising from the property.

Rule 8.13

In the case of a property located in the PRC:

- (1) whether a long-term title certificate has been obtained by the relevant party in respect of the relevant property. The Exchange may require production of the title certificate and may require that it be made available for inspection.
- (2) a properly approved land grant or land transfer contract in writing accompanied by a PRC legal opinion (as described in

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
sub-paragraph (1) above) as to the validity of the approval may, in the case only of a listed issuer, be acceptable as evidence of a transferee's pending title to the land to be granted or transferred. The Exchange may require production of the approved contract and may require that it be made available for inspection.			

Rule 8.14

Where a property located in the PRC is held or being acquired for development and where the residual method is used as the primary basis for the valuation, the relevant party should obtain an acceptable PRC legal opinion (as described in rule 8.13(1)) which describes all consents, permits and regulations which need to be obtained or satisfied in respect of the development, or proposed development upon which any valuation is based. Such opinion should confirm whether and to what extent consent has been obtained for the proposed development and all such information should be included in the valuation report and in the relevant document.

Rule 8.15

In respect of PRC properties where long-term title certificates are not obtained by a new applicant or a listed issuer, any property revaluation surplus arising from those PRC properties must be excluded from the net tangible asset statement in any listing document or circular of the issuer.

Rule 8.16

Where the consideration for the grant of any long-term title certificate involves any obligation on the issuer to resettle or pay compensation to any occupier or former occupier of property forming the subject of the certificate or to any other persons or any obligation to construct or pay the costs of construction of public facilities, the valuation report must disclose details of any such obligation, to the extent that the same remains outstanding, and indicate, where relevant, its effect on the value of and title to the property.

(See Note to rule 8.16)

(b) Joint venture interests in PRC properties

Rule 8.18

The legal opinions referred to in rules 8.13 and 8.14 should include:

- a description of the significant terms of the joint venture including a description of the equity and profit sharing arrangements of the parties; and
- whether the joint venture entity has obtained all necessary licences to operate in the location where the property is situated.

A summary of the content of such opinion should be disclosed in any valuation report and in the relevant document.

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<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
<u>Rule 8.19</u>		
<p>Where a new applicant or listed issuer has or is proposing to acquire an interest in a joint venture entity, which, in turn, has or is proposing to acquire an interest in a property situated in the PRC, and where the property is beneficially owned or retained by one of the parties to the joint venture and does not vest in the joint venture entity itself, and where the new applicant or listed issuer has or is intending to acquire some right to occupy the property from the relevant party to the joint venture or to enjoy income or profit therefrom, then the legal opinions referred to in rules 8.13 and 8.14 should also confirm:-</p>		
<p>(1) the exact nature of the interest in the joint venture entity which the new applicant or the listed issuer has or is proposing to acquire;</p>		
<p>(2) whether the terms of any joint venture agreement provide for the transfer of the legal title to the property to the joint venture entity and the status of such transfer;</p>		
<p>(3) whether the right which the new applicant or the listed issuer has or is intending to acquire is capable, as a matter of PRC law, of being granted by the party in whom legal title to the property is vested;</p>		
<p>(4) whether and to what extent the right acquired or to be acquired is enforceable in the PRC and whether it will be freely transferable by the new applicant or the listed issuer to any third party; and</p>		
<p>(5) whether all relevant regulatory approvals have been obtained.</p>		

Part IV - Specific provisions with respect to properties situated outside Hong Kong (including those situated in the PRC)

(a) Contents of valuation report

Rule 8.20

Where the relevant property has been valued on an open market basis, but such valuation is not by reference to comparable market transactions, the valuer may be required to discuss and disclose in the valuation report the assumptions underlying the open market valuation method in the context of the market in which the property is situated. Valuers may be asked to justify the assumptions they have made in the valuation report particularly where local market conditions or legal circumstances may differ greatly from those in Hong Kong.

Rule 8.21

Where the property the subject of the valuation report has been valued on an open market basis and by reference to the residual method, the valuation report should:

- (1) state this fact;
- (2) describe the valuation method used together with a brief description of that method in simple language;
- (3) provide a statement showing:—

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(a) gross development value of the various components in the proposed development with an explanation of any comparables used and the adjustments made to arrive at the figure for gross development value;			
(b) construction costs based on the report of a properly qualified quantity surveyor as referred to in rule 8.23;			
(c) all fees charged or to be charged;			
(d) interest charges;			
(e) developer's profit; and			
(f) any other component or comparable figure used in the residual method; and			
(4) describe the assumed development potential for the relevant property, including relevant plot ratios. Any approval or any indication from any competent authority which differs from the development potential or plot ratios assumed by the valuer should be set out in the valuation report. If no relevant approval has been obtained from a competent authority the valuer should state the source of and the basis of the assumptions used.			

(b) Income or profit method of valuation

Rule 8.22

State the assumptions upon which this method is based and whether there is any comparable market evidence, for example, in the case of a hotel, of room rates and occupancy levels in the same or similar location to the relevant property.

(c) Valuation by residual method

Rule 8.23

The report of the quantity surveyor to verify the estimated costs of carrying out the development should be included together with the valuation report.

Rule 8.24

Where the valuations are required under Chapter 8 of the Rules, the Exchange may require the directors of the issuer or, in the case of a connected transaction, the independent directors, to include a statement in a prominent position in the relevant document with respect to the valuation of any property held for investment, development, future development and sale. In that statement the directors/ the independent directors, must:—

- (1) critically discuss and assess the assumptions made by the valuer as disclosed in the valuation report for the aforesaid categories of property and the material effect that any variation of those assumptions may have on the valuation figure;
- (2) critically discuss the effect of any material conditions affecting the status of the legal title to any such property as disclosed in any legal opinion obtained in respect of such property;

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
(3) where the valuation is based on the expected sale value of the completed development, the exact stage at which any proposed development has reached; and			
(4) describe all known relevant local taxes which may be charged in respect of any proposed property development project and explain how such taxes could affect the calculation of developer's profit contained in any calculation pursuant to the residual method, and the consequent effect on any valuation figure.			

Rule 8.25

A general warning statement in substantially the required form set out in rule 8.25.

Note: Where property assets represent or will represent substantially the whole or a majority of the assets of the new applicant or listed issuer and certain or all of those assets have been valued through use of the residual method, the warning statement set out in this rule must also appear or be referred to in the "Risk Factors" section of the relevant document.

(d) Accountancy treatment

Rule 8.26

In all cases where a valuation report is required, the Exchange may also require the directors to describe the accounting treatment to be adopted in respect of any property assets situated outside Hong Kong.

(e) Notifiable transactions

Rule 8.27

Where in any transaction which falls within rule 19.06, the relevant party intends to contribute capital or to contribute to or become liable for all or part of the cost of development of any property project or development, or to any company or venture involved in any development project, then the Exchange:

- (1) may require further disclosure of how such capital contribution or development costs have been derived;
- (2) may require an independent valuation report, even if such report is not expressly required under Chapter 8; and
- (3) may consider taking account of such capital or cost contributions when considering whether the transaction falls within any of the categories of notifiable transactions referred to in rule 19.06.

(f) Connected transactions

Rule 8.28

In the case of connected transactions, where the valuer has relied upon information supplied by a connected person this should be clearly stated in the valuation report and the extent to which the valuer has independently verified this information should be set out

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
prominently in the relevant document.			

(g) Date and cost of original acquisition

Rule 8.29

Where the property the subject of the valuation has been acquired within 5 years of the date of valuation, the new applicant or the listed issuer should supply to the valuer for inclusion in his report the relevant date and cost of acquisition and the total costs expended on the property, which should be included alongside the current valuation figure.

- | |
|---|
| <ul style="list-style-type: none"> • This checklist is provided for reference only. In case of doubt, listed issuers are advised to refer to the Listing Rules for the specific requirements. • Please make annotation in the margin of the draft document for the respective paragraph of the Listing Rules. • When your answer to an item on the checklist is “No” or “Not applicable”, the reason for such response should be clearly disclosed in the “Comment” section. |
|---|

Submitted by: _____ Date: _____

Signature

Name and Firm

THE STOCK EXCHANGE OF HONG KONG LIMITED
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CHECKLIST
DEFINITIVE DOCUMENT OF TITLE OF EQUITY SECURITIES
(GEM)

Name of Issuer: _____

Case Number: _____

Description of Transaction: _____

Information required:

	Complied with? (Y/N/NA)	Comment (where applicable)
1. The overall size of the certificate should be no larger than 25cm x 22cm (9 3/4 inches x 8 1/2 inches approximately).		
2. The paper for securities must contain a watermark in a form approved by the Federation of Share Registrars. The watermark should be repeated at staggered intervals of not more than 20cm (8 inches approximately).		
3. The following matters must appear on the face of the certificates:- (1) the authority under which the issuer is constituted; (2) preferably at the top right-hand corner, the number of securities or amount of stock the certificate represents and if applicable the number and denomination of units; (3) a footnote stating that no transfer of the securities represented by the certificate can be registered without production of the certificate; and (4) if applicable, the minimum amount and multiples thereof in which the security is transferable.		
4. Certificates must be dated and (in the absence of statutory authority for issue under statutory signature of appropriate officials) be issued under seal.		
5. If the certificate relates to shares and there is more than one class in issue:— (1) the certificates of the preferential classes must also bear (preferably on the face) a statement of the conditions conferred thereon as to capital and dividends; (2) if any such class (other than preference or preferred shares so described) is a class the holders of which are not entitled to vote at general meetings of the issuer, the words “non voting” must appear legibly on every certificate therefor issued by the issuer; and (3) every share certificate issued by the issuer shall contain in a prominent position a statement that its share capital is divided into different classes of shares which shall specify in respect of the shares of each class the nominal value (if any) thereof and the voting rights attached thereto.		
6. Certificates relating to shares may contain on the back a form of instrument of transfer relating to all (but not some only) of the shares comprised in the certificate in a form approved by the Exchange.		

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	Complied with? (Y/N/NA)	Comment (where applicable)
7. If the securities to which the certificates relate are not identical in all respects, but will become so in the future, such certificates issued before the date when they will become so must be enfaced with a note of such date.		

- | |
|--|
| <ul style="list-style-type: none"> This checklist is provided for reference only. In case of doubt, listed issuers are advised to refer to the Listing Rules for the specific requirements. |
|--|

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**DOCUMENT CHECKLIST
 CONNECTED TRANSACTIONS
 (GEM)**

Name of Issuer : _____
 Case Number : _____
 Description of Transaction : _____

	Documents to be submitted	GEM Rule ¹	Checklist Ref.	Submission Date
	<i>Before publication of the announcement:</i>			
1.	A completed checklist "Size Tests for Notifiable Transactions and Connected Transactions"	20.64	CF006	
2.	Where the agreement of the subject continuing connected transaction is of a duration longer than 3 years and the draft announcement contains an independent financial adviser's opinion as required under Rule 20.49 & 20.50, - the declaration and undertaking of the IFA as required in items 9 and 10 below	20.49 & 20.50	-	
3.	Where the announcement contains a profit forecast: (a) details of the principal assumptions, including commercial assumptions, upon which the forecast is based;	19.62, 20.66(7)	-	
	(b) a letter from the listed issuer's auditors or reporting accountants confirming that they have reviewed the accounting policies and calculations for the forecast and containing their report; and	19.62, 20.66(7)	-	
	(c) a report from the listed issuer's financial advisers confirming that they are satisfied that the forecast has been made by the directors after due and careful enquiry. If no financial advisers have been appointed in connection with the transaction, the listed issuer must provide a letter from the board of directors confirming they have made the forecast after due and careful enquiry	19.62, 20.66(7)	-	
4.	Where a waiver is granted from the shareholders' approval requirement under this rule, the Exchange may require the listed issuer's auditor or an acceptable financial adviser to give the opinion that the transaction is fair and reasonable to the shareholders as a whole.	20.101	-	

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	Documents to be submitted	GEM Rule ¹	Checklist Ref.	Submission Date
	<i>Before publication of the circular (if any):</i>			
5.	Draft circular	17.53(1)(d)	-	
6.	Draft letter from IFA	20.43	-	
7.	A completed checklist "Circular for Connected Transaction"	20.64	CF016G	
8.	Where a valuation report is required under Chapter 8: - a completed checklist "Valuation of Properties Being Acquired / Disposed of"	20.64	CF021G	
9.	A declaration submitted by the IFA in the prescribed form set out in Appendix 13 ²	17.97(1), Appendix 13	-	
10.	An undertaking from the IFA in the terms set out in Appendix 14 ²	17.97(2), Appendix 14	-	
	<i>Before granting of the listing approval for the issue of securities (if any) as consideration for the transaction:</i>			
	<u><i>At least 4 clear business days prior to the proposed date for issuing the securities:</i></u>			
11.	A formal application for listing in the form set out in Appendix 5B	12.16, Appendix 5B	FF201G	
12.	Where the listed issuer is required to have (or otherwise retains) a Compliance Adviser (or other adviser appointed pursuant to rule 6A.37), the adviser's declaration of interests in the form set out in Appendix 7H	12.17(2)	FF211G	
13.	Subsequent issue fee in the amount specified in Appendix 9	12.17(3)	-	
	<i>By no later than 4:00 p.m. on the business day immediately preceding the commencement of dealings in the securities (if any):</i>			
14.	The completed company information sheet submitted in the electronic format for publication on the GEM website	12.27(9), Appendix 5F	FF003G	
15.	Any fee not previously paid	12.27(8)	-	

Notes:-

1. Please refer to the applicable rule for full details of the documentary requirement where applicable.
2. These documents must be submitted no later than earlier of IFA agreeing terms of its engagement with the issuer and the IFA commencing work as IFA to the issuer (see Rule 17.97).

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**DOCUMENT CHECKLIST
NOTIFIABLE TRANSACTIONS
(GEM)**

Name of Issuer : _____

Case Number : _____

Description of Transaction : _____

	Documents to be submitted	GEM Rule ¹	Checklist Ref.	Submission Date
	<i>Before publication of the announcement:</i>			
1.	Draft announcement (For very substantial disposal, very substantial acquisition, extreme transaction or reverse takeover)	17.53(2)(a) 19.06C ²	-	
2.	A completed checklist "Announcement for Notifiable Transaction and Connected Transaction" ²	19.85	CF007G	
3.	A completed checklist "Size Tests for Notifiable Transactions and Connected Transactions" ²	19.85	CF006	
4.	Where the announcement contains a profit forecast:			
	(a) details of the principal assumptions, including commercial assumptions, upon which the forecast is based;	19.62	-	
	(b) a letter from the listed issuer's auditors or reporting accountants confirming that they have reviewed the accounting policies and calculations for the forecast and containing their report; and	19.62	-	
	(c) a report from the listed issuer's financial advisers confirming that they are satisfied that the forecast has been made by the directors after due and careful enquiry. If no financial advisers have been appointed in connection with the transaction, the listed issuer must provide a letter from the board of directors confirming they have made the forecast after due and careful enquiry	19.62	-	
	<i>Before publication of the circular:</i>			
5.	Draft circular	17.53(1)(c)	-	
6.	For a major acquisition, - a completed checklist "Circular for Major Acquisition"	19.85	CF014G	
7.	For a very substantial acquisition, extreme transaction or reverse takeover, - a completed checklist "(1) Circular for Very Substantial Acquisition/ Extreme Transaction; (2) Listing Document for Reverse Takeover"	19.85	CF008G	
8.	For a major disposal or very substantial disposal, - a completed checklist "Circular for Major Realisation/ Very Substantial Disposal"	19.85	CF015G	
9.	Where a valuation report is required under Chapter 8: - a completed checklist "Valuation of Properties Being Acquired / Disposed of"	19.85	CF021G	

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	Documents to be submitted	GEM Rule¹	Checklist Ref.	Submission Date
10.	A letter from the listed issuer's financial advisers or auditors confirming that (a) the statement as to sufficiency of working capital has been made by the directors after due and careful enquiry; and (b) the persons or institutions providing finance have confirmed in writing that such facilities exist	19.66(13)	-	
11.	For an extreme transaction, an undertaking submitted by the financial adviser in the prescribed form set out in Appendix 22 ³	17.99B	-	
12.	For an extreme transaction, a declaration submitted by the financial adviser in the prescribed form set out in Appendix 21 ⁴	19.53A(2)	-	
	<i>Before granting of the listing approval for the issue of securities (if any) as consideration for the transaction:</i>			
	<u><i>At least 4 clear business days prior to the proposed date for listing the securities:</i></u>			
13.	A formal application for listing in the form set out in Appendix 5B	12.16, Appendix 5B	FF201G	
14.	Where the listed issuer is required to have (or otherwise retains) a Compliance Adviser (or other adviser appointed pursuant to rule 6A.37), the adviser's declaration of interests in the form set out in Appendix 7H	12.17(2)	FF211G	
15.	Subsequent issue fee in the amount specified in Appendix 9	12.17(3)	-	
	<i>By no later than 4:00 p.m. on the business day immediately preceding the commencement of dealings in the securities (if any):</i>			
16.	The completed company information sheet submitted in the electronic format for publication on the GEM website	12.27(9), Appendix 5F	FF003G	
17.	Any fee not previously paid	12.27(8)	-	

Notes:-

- Please refer to the applicable rule for full details of the documentary requirement where applicable.
- For very substantial disposals, very substantial acquisitions, extreme transactions and reverse takeovers, a listed issuer must submit the completed announcement checklist and size test checklist to the Exchange at the same time when it submits the draft announcement to the Exchange for review under GEM Rule 17.53(2) or 19.06C. In the case of an extreme transaction, the issuer is also required to provide sufficient information to the Exchange to demonstrate that the acquisition target meets GEM Rule 11.06 and GEM Rule 11.12A (or GEM Rule 11.14) (see HKEX-GL-104-19 (section V)).

For major transactions, discloseable transactions and share transactions, a listed issuer must submit the completed size test checklist to the Exchange on or before the publication of the announcement. It need not submit the announcement checklist unless requested by the Exchange.
- This undertaking should be submitted no later than the earlier of the financial adviser agreeing to its terms of engagement with the issuer and the financial adviser commencing work as financial adviser to the issuer.
- This declaration should be submitted before the bulk-printing of the circular for the transaction.
- A reverse takeover must comply with the documentary requirements for new listing under Chapter 11.

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**DOCUMENT CHECKLIST
ADOPTION OF SHARE OPTION SCHEME /
REFRESHMENT OF SHARE OPTION SCHEME LIMIT
(GEM)**

Name of Issuer : _____
Case Number : _____
Description of Transaction : _____

	Documents to be submitted	GEM Rule ¹	Checklist Ref.	Submission Date
	<i>Before publication of the circular:</i>			
1.	Draft circular	17.53(1)(e)(ii)	-	
2.	A completed checklist "Circular for Share Option Scheme" (<i>not applicable to refreshment of share option scheme limit</i>)	23.03	CF019G	
	<i>Before granting of the listing approval:</i>			
3.	A formal application for listing in the form set out in Appendix 5B	12.16, Appendix 5B	FF201G	
4.	A letter from the listed issuer or its share registrar confirming the number of shares in issue as at the date of general meeting	-	-	
	<i>As soon as when the documents are available:</i>			
5.	Where applicable, the completed company information sheet submitted in the electronic format for publication on the GEM website	12.27(9), Appendix 5F	FF003G	

Note:-

- Please refer to the applicable rule for full details of the documentary requirement where applicable.

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DOCUMENT CHECKLIST CAPITAL REDUCTION / SHARE CONSOLIDATION / SHARE SUBDIVISION (GEM)

Name of Issuer : _____
Case Number : _____
Description of Transaction : _____

	Documents to be submitted	GEM Rule ¹	Checklist Ref.	Submission Date
	<i>Before publication of the announcement:</i>			
1.	A completed form "Trading Arrangement Form for Change of Board Lot Size, Share Consolidation or Share Subdivision"	17.53B	CF090	
	<i>Before publication of the listing document:</i>			
	<u><i>At least 10 clear business days prior to bulk printing of the listing document:</i></u>			
2.	A formal application for listing in the form set out in Appendix 5B	12.16, Appendix 5B	FF201G	
3.	Where the listed issuer is required to have (or otherwise retains) a Compliance Adviser (or other adviser appointed pursuant to rule 6A.37), the adviser's declaration of interests in the form set out in Appendix 7H	12.17(2)	FF211G	
4.	2 copies of draft listing document marked in the margin to indicate where compliance has been made with the relevant provisions of the GEM Listing Rules and/or Companies (Winding Up and Miscellaneous Provisions) Ordinance	12.26B(1), 17.53(1)(a)	-	
5.	A completed checklist "Listing Document for Capitalisation Issue/ Bonus Issue of Warrants/ Exchange or Substitution of Securities"	14.09 to 14.11	CF017G	
6.	For PRC incorporated issuers: - a completed checklist "Supplemental Information for Listing Document of PRC Issuer"	14.10	CF005G	
7.	Where the listing document contains a profit forecast: - draft profit forecast memorandum with principal assumptions, accounting policies and calculation for the forecast	12.26B(3)	-	
	<i>On or before the date of issue of the listing document:</i>			
8.	Every written undertaking from the listed issuer, its shareholders and/or other relevant parties to the Exchange referred to in the listing document	12.26D(1)	-	

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	Documents to be submitted	GEM Rule¹	Checklist Ref.	Submission Date
	<i>By no later than 4:00 p.m. on the business day immediately preceding the commencement of dealings in the securities:</i>			
9.	The completed company information sheet submitted in the electronic format for publication on the GEM website	12.27(9), Appendix 5F	FF003G	
10.	Any fee not previously paid	12.27(8)	-	
11.	International Securities Identification Number (“ISIN”) for the new/ consolidated/ subdivided shares ²	-	CF090	

Note:-

1. Please refer to the applicable rule for full details of the documentary requirement where applicable.
2. ISIN is extensively used by international brokerage houses/ investors for settlement/ clearing as well as trading. Please contact corresponding numbering agency according to the issuer's place of incorporation to obtain an ISIN for the new securities to be created as a result of the corporate action.

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DOCUMENT CHECKLIST CAPITALISATION ISSUE (BONUS ISSUE / SCRIP DIVIDEND SCHEME) (GEM)

Name of Issuer : _____
Case Number : _____
Description of Transaction : _____

	Documents to be submitted	GEM Rule ¹	Checklist Ref.	Submission Date
	<i>Before publication of the announcement:</i>			
1.	Where securities of a class new to listing is to be issued:- – a completed checklist “Basic Qualifications for Listing of a New Class of Equity Securities”	Chapters 10, 11	CF025G	
	<i>At least 10 clear business days before the proposed date of registration of the prospectus (where applicable):</i>			
2.	Notice of the proposed date of registration of the prospectus	12.26E(1), 15.09	-	
	<i>Before publication of the listing document:</i>			
	<i>At least 10 clear business days prior to bulk printing of the listing document:</i>			
3.	A formal application for listing in the form set out in Appendix 5B	12.16, Appendix 5B	FF201G	
4.	Where the listed issuer is required to have (or otherwise retains) a Compliance Adviser (or other adviser appointed pursuant to rule 6A.37), the adviser’s declaration of interests in the form set out in Appendix 7H	12.17(2)	FF211G	
5.	2 copies of draft listing document marked in the margin to indicate where compliance has been made with the relevant provisions of the GEM Listing Rules and/or Companies (Winding Up and Miscellaneous Provisions) Ordinance	12.26B(1), 17.53(1)(a)	-	
6.	A completed checklist “Listing Document for Capitalisation Issue/ Bonus Issue of Warrants/ Exchange or Substitution of Securities”	14.09 to 14.11	CF017G	
7.	For PRC incorporated issuers: - a completed checklist “Supplemental Information for Listing Document of PRC Issuer”	14.10	CF005G	
8.	Where the listing document contains a profit forecast: - draft profit forecast memorandum with principal assumptions, accounting policies and calculation for the forecast	12.26B(3)	-	
	<i>On or before the date of issue of the listing document:</i>			
9.	Where the listed issuer proposing to issue a listing document of the type referred to in Rule 6A.36 within the minimum period referred to in Rule 6A.19 or any period fixed for the purposes of Rule 6A.20, the signed declaration by the Compliance Adviser in the form set out in Appendix 7J as referred to in Rule 6A.35	12.26D(3)	FF212G	

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	Documents to be submitted	GEM Rule¹	Checklist Ref.	Submission Date
10.	Every written undertaking from the listed issuer, its shareholders and/or other relevant parties to the Exchange referred to in the listing document	12.26D(1)	-	
	<i><u>By no later than 11 a.m. on the intended date of authorisation for registration of the prospectus (where applicable):</u></i>			
11.	An application for authorisation for registration of the prospectus pursuant to section 38D(3) or section 342C(3) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance	12.26E(2)(a)	-	
12.	2 printed copies of the prospectus, duly signed in accordance with section 38D(3) or section 342C(3) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (as the case may be) and having endorsed thereon or annexed thereto the documents stipulated by the relevant section	12.26E(2)(b)	-	
13.	(a) For every Chinese translation of the prospectus, a certificate issued by the translator certifying that the Chinese translation of the English version of the prospectus is true and accurate or in respect of an English translation of the prospectus, a certificate issued by the translator certifying that the English translation of the Chinese version of the prospectus is true and accurate; and	12.26E(2)(c)	-	
	(b) a certificate issued by the listed issuer certifying that the translator is competent to have given the certificate as to translations in respect of the prospectus documents	12.26E(2)(c)	-	
14.	Powers of attorney or other authority pursuant to which the prospectus is signed, together with a certified copy of each such power or authority	12.26E(2)(d)	-	
	<i>By no later than 4:00 p.m. on the business day immediately preceding the commencement of dealings in the securities:</i>			
15.	The completed company information sheet submitted in the electronic format for publication on the GEM website	12.27(9), Appendix 5F	FF003G	
16.	Any fee not previously paid	12.27(8)	-	
17.	In the case of issuance of a class of securities new to listing, the International Securities Identification Number (“ ISIN ”) for the new class of securities ²	-	CF025G	

Note:-

1. Please refer to the applicable rule for full details of the documentary requirement where applicable.
2. ISIN is extensively used by international brokerage houses/ investors for settlement/ clearing as well as trading. Please contact corresponding numbering agency according to the issuer's place of incorporation to obtain an ISIN for the new class of securities to be issued.

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

**DOCUMENT CHECKLIST
ISSUE OF UNLISTED CONVERTIBLE DEBT SECURITIES
(GEM)**

Name of Issuer : _____
Case Number : _____
Description of Transaction : _____

	Documents to be submitted	GEM Rule ¹	Checklist Ref.	Submission Date
	<i>Before publication of the circular (if any):</i>			
1.	Draft circular	17.53(1)(e)(i)	-	
	<i>Before granting of the listing approval for equity securities that may be issued upon conversion of the convertible debt securities:</i>			
	<u><i>At least 4 clear business days prior to the proposed date for issuing the securities:</i></u>			
2.	A formal application for listing in the form set out in Appendix 5B	12.16, Appendix 5B	FF201G	
3.	Where the listed issuer is required to have (or otherwise retains) a Compliance Adviser (or other adviser appointed pursuant to rule 6A.37), the adviser's declaration of interests in the form set out in Appendix 7H	12.17(2)	FF211G	
	<i>By no later than 4:00 p.m. on the business day immediately preceding the commencement of dealings in the securities:</i>			
4.	The completed company information sheet submitted in the electronic format for publication on the GEM website	12.27(9), Appendix 5F	FF003G	
5.	Any fee not previously paid	12.27(8)	-	

Note:-

- Please refer to the applicable rule for full details of the documentary requirement where applicable.

THE STOCK EXCHANGE OF HONG KONG LIMITED
 (A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

DOCUMENT CHECKLIST
ISSUE OF WARRANTS / CONVERTIBLE EQUITY SECURITIES
(GEM)

Name of Issuer : _____

Case Number : _____

Description of Transaction : _____

	Documents to be submitted	GEM Rule ¹	Checklist Ref.	Submission Date
	<i>Before publication of the circular (if any):</i>			
1.	A completed checklist "Circular for Issue of Warrants, Options or Similar Rights under Chapter 21"	21.03	CF026G	
2.	Draft circular	17.53(1)(e)(i), 17.53(1)(e)(iii)	-	
3.	For issue of new warrants to existing warrant holders:			
	(a) draft letter from the IFA;	21.07(6)	-	
	(b) a declaration submitted by the IFA in the prescribed form set out in Appendix 13 ² ;	17.97(1), Appendix 13	-	
	(c) an undertaking from the IFA in the terms set out in Appendix 14 ² ; and	17.97(2), Appendix 14	-	
	<i>Before granting of the listing approval:</i>			
	<u><i>At least 4 clear business days prior to the proposed date for issuing the securities:</i></u>			
4.	A formal application for listing in the form set out in Appendix 5B	12.16, Appendix 5B	FF201G	
5.	Where the listed issuer is required to have (or otherwise retains) a Compliance Adviser (or other adviser appointed pursuant to rule 6A.37), the adviser's declaration of interests in the form set out in Appendix 7H	12.17(2)	FF211G	
6.	For issue of new warrants to existing warrant holders: - a legal opinion, from a lawyer of the relevant jurisdiction, confirming that the warrant proposal complies with the relevant provisions of the issuer's constitutive documents and the terms of the existing warrant instrument	12.26B(4), 21.07(7)	-	
	<i>By no later than 4:00 p.m. on the business day immediately preceding the commencement of dealings in the securities:</i>			
7.	The completed company information sheet submitted in the electronic format for publication on the GEM website	12.27(9), Appendix 5F	FF003G	

THE STOCK EXCHANGE OF HONG KONG LIMITED
 (A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

	Documents to be submitted	GEM Rule¹	Checklist Ref.	Submission Date
8.	Any fee not previously paid	12.27(8)	-	

Notes:-

1. Please refer to the applicable rule for full details of the documentary requirement where applicable.
2. These documents must be submitted no later than earlier of IFA agreeing terms of its engagement with the issuer and the IFA commencing work as IFA to the issuer (see Rule 17.97).

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

**DOCUMENT CHECKLIST
PLACING
(GEM)**

Name of Issuer : _____
Case Number : _____
Description of Transaction : _____

	Documents to be submitted	GEM Rule ¹	Checklist Ref.	Submission Date
	<i>Before publication of the announcement:</i>			
1.	Where securities of a class new to listing is to be issued:- – a completed checklist “Basic Qualifications for Listing of a New Class of Equity Securities”	Chapters 10, 11	CF025G	
	<i>Before publication of the circular (if any):</i>			
2.	Draft circular	17.53(1)(e)(i)	-	
	<i>At least 10 clear business days before the proposed date of registration of the prospectus (where applicable):</i>			
3.	Notice of the proposed date of registration of the prospectus	12.26E(1), 15.09	-	
	<i>Before publication of the listing document (if any):</i>			
	<u><i>At least 10 clear business days prior to finalisation of the listing document (if any):</i></u>			
4.	A formal application for listing in the form set out in Form B (published in Regulatory Forms) signed by a duly authorised officer of the issuer ⁴	12.16, Regulatory Forms – Form B	FF201G	
5.	A proof of the draft listing document marked in the margin to indicate where compliance has been made with the relevant provisions of the GEM Listing Rules and/or Companies (Winding Up and Miscellaneous Provisions) Ordinance	12.26B(1), 17.53(1)(a)	-	
6.	A completed checklist “Listing Document for Issue of Securities, or Sale or Transfer of Treasury Shares (Other than Capitalisation Issue/ Bonus Issue of Warrants/ Exchange or Substitution of Securities/ Rights Issue/ Open Offer)”	14.09 to 14.11, 14.22	CF214G	
7.	For PRC incorporated issuers: – a completed checklist “Supplemental Information for Listing Document of PRC Issuer”	14.10	CF005G	
8.	Where the listing document contains an accountants’ report: – draft statement of adjustments relating to the accountants’ report (if any)	12.26B(2)	-	

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

	Documents to be submitted	GEM Rule¹	Checklist Ref.	Submission Date
9.	Draft letter from financial advisers or auditors confirming that they are satisfied that the statement in the listing document as to the sufficiency of working capital has been made by the directors after due and careful enquiry and that persons or institutions providing finance have stated in writing that such facilities exist	12.26C	-	
10.	Where the listing document contains a profit forecast: - draft profit forecast memorandum with principal assumptions, accounting policies and calculation for the forecast	12.26B(3)	-	
	<i>On or before the date of issue of the listing document (if any):</i>			
11.	Every written undertaking from the listed issuer, its shareholders and/or other relevant parties to the Exchange referred to in the listing document	12.26D(1)	-	
	<i>By no later than 11 a.m. on the intended date of authorisation of the prospectus (where applicable):</i>			
12.	An application for authorisation for registration of the prospectus pursuant to section 38D(3) or section 342C(3) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance	12.26E(2)(a)	-	
13.	2 copies of the prospectus, duly signed in accordance with section 38D(3) or section 342C(3) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (as the case may be) and having endorsed thereon or annexed thereto the documents required under the relevant section	12.26E(2)(b)	-	
14.	(a) For every Chinese translation of the prospectus, a certificate issued by the translator certifying that the Chinese translation of the English version of the prospectus is true and accurate or in respect of an English translation of the prospectus, a certificate issued by the translator certifying that the English translation of the Chinese version of the prospectus is true and accurate; and	12.26E(2)(c)	-	
	(b) a certificate issued by a competent officer of the listed issuer or underwriter certifying that the translator is competent to have given the certificate as to translations in respect of the prospectus documents	12.26E(2)(c)	-	
15.	Powers of attorney or other authority pursuant to which the prospectus is signed, together with a certified copy of each such power or authority	12.26E(2)(d)	-	
	<i>Before granting of the listing approval:</i>			
	<i>At least 4 clear business days prior to the proposed date for issuing the securities:</i>			
16.	A formal application set out in Form B (published in Regulatory Forms) (where the application is not required to be supported by a listing document)	12.16, Regulatory Forms – Form B	FF201G	

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

	Documents to be submitted	GEM Rule¹	Checklist Ref.	Submission Date
17.	Placee Information Summary from each placing agent setting out details of all its placees (and where applicable, the beneficial owners) and the number of shares taken up by each of the placees ²	10.12(5), 12.27(6)(b), 17.30(7)	CI205G	
18.	In the case of placing of securities of a class new to listing, separate Marketing and Independence Statements in the form set out in Form D (published in Regulatory Forms) signed by each of: (i) the lead broker; (ii) any distributors; and (iii) any Exchange Participant referred to in that Form D	10.12(6), 12.27(6)(a)	FF017G	
19.	In the case of placing of securities of a class already listed and/or treasury shares by a listed issuer (other than a sale of treasury shares on the Exchange or any other stock exchange on which the issuer is listed), a letter from each placing agent confirming that all placees and their beneficial owners (where applicable) are not connected persons of the listed issuer as defined in the Listing Rules	12.27(6), 17.30(7)	-	
	<i>By no later than 4:00 p.m. on the business day immediately preceding the commencement of dealings in the securities:</i>			
20.	The completed company information sheet submitted in the electronic format for publication on the GEM website	12.27(9), Regulatory Forms – Form G	FF003G	
21.	Any fee not previously paid	12.27(8)	-	
22.	In the case of placing of a class of securities new to listing, the International Securities Identification Number (“ ISIN ”) for the new class of securities ³	-	CF025G	

Notes:-

1. Please refer to the applicable rule for full details of the documentary requirement where applicable.
2. The Placee Information Summary should be provided to the Exchange in electronic format.
3. ISIN is extensively used by international brokerage houses/ investors for settlement/ clearing as well as trading. Please contact corresponding numbering agency according to the issuer's place of incorporation to obtain an ISIN for the new class of securities to be issued.
4. Please submit the Listing e-Form through the Exchange's e-Submission System.

THE STOCK EXCHANGE OF HONG KONG LIMITED
 (A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

**DOCUMENT CHECKLIST
RIGHTS ISSUE / OPEN OFFER
(GEM)**

Name of Issuer : _____

Case Number : _____

Description of Transaction : _____

	Documents to be submitted	GEM Rule ¹	Checklist Ref.	Submission Date
	<i>Before publication of the announcement:</i>			
1.	A completed form "Trading Arrangement Form for Rights Issue or Open Offer"	17.53B(1)	CF091	
2.	Where securities of a class new to listing is to be issued:- – a completed checklist "Basic Qualifications for Listing of a New Class of Equity Securities"	Chapters 10, 11	CF025G	
	<i>Before publication of the circular (if any):</i>			
3.	A declaration submitted by the IFA in the prescribed form set out in Appendix 13 ²	17.97(1), Appendix 13	-	
4.	An undertaking from the IFA in the terms set out in Appendix 14 ²	17.97(2), Appendix 14	-	
5.	Draft circular	17.53(1)(e)(i)	-	
6.	Where a valuation report is required under Chapter 8: - a completed checklist "Valuation of Properties Being Acquired / Disposed of"	8.02	CF021G	
7.	Draft letter from the IFA	17.47(6)	-	
	<i>At least 10 clear business days before the proposed date of registration of the prospectus:</i>			
8.	Notice of the proposed date of registration of the prospectus	12.26E(1), 15.09	-	
	<i>Before publication of the listing document:</i>			
	<u><i>At least 10 clear business days prior to bulk printing of the listing document:</i></u>			
9.	A formal application for listing in the form set out in Appendix 5B	12.16, Appendix 5B	FF201G	
10.	Where the listed issuer is required to have (or otherwise retains) a Compliance Adviser (or other adviser appointed pursuant to rule 6A.37), the adviser's declaration of interests in the form set out in Appendix 7H	12.17(2)	FF211G	
11.	Subsequent issue fee in the amount specified in Appendix 9	12.17(3)	-	
12.	2 copies of draft listing document marked in the margin to indicate where compliance has been made with the relevant provisions of the GEM Listing Rules and/or Companies (Winding Up and Miscellaneous Provisions) Ordinance	12.26B(1), 17.53(1)(a)	-	
13.	A completed checklist "Listing Document for Rights Issue/ Open Offer"	14.09 to 14.11, 14.22	CF011G	
14.	For PRC incorporated issuers: - A completed checklist "Supplemental Information for Listing Document of PRC Issuer"	14.10	CF005G	

THE STOCK EXCHANGE OF HONG KONG LIMITED
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	Documents to be submitted	GEM Rule ¹	Checklist Ref.	Submission Date
15.	Draft letter from financial advisers or auditors confirming that they are satisfied that the statement in the listing document as to the sufficiency of working capital has been made by the directors after due and careful enquiry and that persons or institutions providing finance have stated in writing that such facilities exist	12.26C	-	
16.	Where the listing document contains a profit forecast: - draft profit forecast memorandum with principal assumptions, accounting policies and calculation for the forecast	12.26B(3)	-	
<i>On or before the date of issue of the listing document:</i>				
17.	Where the listed issuer proposing to issue a listing document of the type referred to in Rule 6A.36 within the minimum period referred to in Rule 6A.19 or any period fixed for the purposes of Rule 6A.20, the signed declaration by the Compliance Adviser in the form set out in Appendix 7J as referred to in Rule 6A.35	12.26D(3)	FF212G	
18.	Every written undertaking from the listed issuer, its shareholders and/or other relevant parties to the Exchange referred to in the listing document	12.26D(1)	-	
	<i>By no later than 11 a.m. on the intended date of authorisation of the prospectus:</i>			
19.	An application for authorisation for registration of the prospectus pursuant to section 38D(3) or section 342C(3) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance	12.26E(2)(a)	-	
20.	2 printed copies of the prospectus, duly signed in accordance with section 38D(3) or section 342C(3) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (as the case may be) and having endorsed thereon or annexed thereto the documents stipulated by the relevant section	12.26E(2)(b)	-	
21.	(a) For every Chinese translation of the prospectus, a certificate issued by the translator certifying that the Chinese translation of the English version of the prospectus is true and accurate or in respect of an English translation of the prospectus, a certificate issued by the translator certifying that the English translation of the Chinese version of the prospectus is true and accurate; and	12.26E(2)(c)	-	
	(b) a certificate issued by a competent officer of the listed issuer or underwriter certifying that the translator is competent to have given the certificate as to translations in respect of the prospectus documents	12.26E(2)(c)	-	
22.	Powers of attorney or other authority pursuant to which the prospectus is signed, together with a certified copy of each such power or authority	12.26E(2)(d)	-	
<i>By no later than 4:00 p.m. on the business day immediately preceding the commencement of dealings in the securities (for rights issue, the nil-paid rights shares):</i>				
23.	The completed company information sheet submitted in the electronic format for publication on the GEM website	12.27(9), Appendix 5F	FF003G	
24.	Any fee not previously paid	12.27(8)	-	
25.	For rights issue, the International Securities Identification Number ("ISIN") for the nil paid rights shares ³	-	CF091	

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

Notes:-

1. Please refer to the applicable rule for full details of the documentary requirement where applicable.
2. These documents must be submitted no later than earlier of IFA agreeing its terms of engagement with the issuer and the IFA commencing work as IFA to the issuer (see Rule 17.97).
3. ISIN is extensively used by international brokerage houses/ investors for settlement/ clearing as well as trading. Please contact corresponding numbering agency according to the issuer's place of incorporation to obtain an ISIN for the nil paid rights shares to be issued.

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

**DOCUMENT CHECKLIST
CHANGE OF COMPANY NAME/ ADDITION OF CHINESE NAME
(MAIN BOARD AND GEM)**

Name of Issuer : _____
Case Number : _____
Description of Transaction : _____

	Documents to be submitted	Rule	Checklist Ref.	Submission Date
	<i>As soon as when the documents are available and before the new stock short name becoming effective¹:</i>			
1.	For Hong Kong incorporated listed issuers: - the Certificate of Change of Name issued by Company Registrar in Hong Kong	-	-	
2.	For overseas incorporated listed issuers: - (a) the Certificate of Incorporation (“C.I.”) issued by Company Registrar in place of incorporation; (b) the Certificate of Registration of Change of Corporate Name of non-Hong Kong Company issued by Company Registrar in Hong Kong; and (c) a legal opinion allowing the use of Chinese name if the Chinese name has not been registered in place of incorporation	- - -	- - -	
3.	Where exchange of share certificates is required: - new International Securities Identification Number (“ISIN”) for the issuer’s shares ²	-	-	

Notes:-

1. The Exchange will normally notify or confirm to the listed issuer of the changes to trading arrangements, including the new stock short name within three business days after the receipt of the required supporting materials of adoption of new company name.
2. ISIN is extensively used by international brokerage houses/ investors for settlement/ clearing as well as trading. Please contact corresponding numbering agency according to the issuer’s place of incorporation to obtain a new ISIN for its shares. In case no exchange of share certificates is arranged, issuer is also required to update the corresponding numbering agency with its latest company name and inform the Exchange if new ISIN is obtained according to the decision/ operation procedure of the corresponding numbering agency.

THE STOCK EXCHANGE OF HONG KONG LIMITED
 (A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

**DOCUMENT CHECKLIST
CHANGE OF DIRECTORS / SUPERVISORS
(GEM)**

Name of Issuer : _____

Case Number : _____

Description of Transaction : _____

	Documents to be submitted	GEM Rule ¹	Checklist Ref.	Submission Date
A.	APPOINTMENT OF DIRECTORS / SUPERVISORS:			
	<i>As soon as practicable after the appointment:</i>			
1.	A declaration, undertaking and acknowledgement in the form set out in Form A, B or C (where applicable) in Appendix 6 duly signed by the director or supervisor	17.50(2), Appendix 6	DU003G DU004G DU005G	
2.	Contact details of the appointed director/ supervisor (including telephone number, mobile phone number, facsimile number (if available), email address (if available), residential address and contact address (if different from the residential address) for correspondence from and service of notices and other documents by the Exchange)	5.13A(1), 25.04A	FF002	
3.	For the appointment of an independent non-executive director, a written confirmation from the independent non-executive director, stating: (a) his independence as regards each of the factors referred to in rule 5.09(1) to (8); (b) his past or present financial or other interest in the business of the issuer or its subsidiaries or any connection with any core connected person (as such term is defined in the GEM Listing Rules) of the issuer, if any; and (c) that there are no other factors that may affect his independence at the same time as the submission of his declaration, undertaking and acknowledgement in the relevant form set out in Appendix 6	5.09	-	
4.	Where the newly appointed director is also an authorised representative of the listed issuer: - a completed form "Authorised Representatives/ Company Secretary/ Compliance Officer"	5.25(1)	FF001G	
B.	RESIGNATION OF DIRECTORS / SUPERVISORS CHANGES OF DIRECTORS / SUPERVISORS' CONTACT INFORMATION			
	<i>As soon as practicable and in any event within 28 days of the change:</i>			
5.	Up-to-date contact details of the director/ supervisor (including telephone number, mobile phone number, facsimile number (if available), email address (if available), residential address and/or contact address (if different from the residential address) for correspondence from and service of notices and other documents by the Exchange)	5.13A(2), 25.04A	FF002	

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

Note:-

1. Please refer to the applicable rule for full details of the documentary requirement where applicable.



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 October 2024

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer:

Date Submitted:

I. Movements in Authorised / Registered Share Capital ☐ Not applicable

1. Class of shares	Ordinary shares	Type of shares		Listed on the Exchange (Note 1)			+
Stock code (if listed)		Description					
Add multi-counter stock code							
<input type="checkbox"/> Manual input	Number of authorised/registered shares		Par value		Authorised/registered share capital		
Balance at close of preceding month						Auto-fill	
Increase / decrease (-)							
Balance at close of the month		Auto-fill		Auto-fill		Auto-fill	

Total authorised/registered share capital at the end of the month: Auto-fill

Add remarks

II. Movements in Issued Shares and/or Treasury Shares

1. Class of shares	Ordinary shares	Type of shares		Listed on the Exchange (Note 1)			+	
Stock code (if listed)		Description						
Add multi-counter stock code								
	Number of issued shares (excluding treasury shares)		Number of treasury shares		Total number of issued shares			
Balance at close of preceding month					Auto-fill			
Increase / decrease (-)								
Balance at close of the month	Auto-fill		Auto-fill		Auto-fill			

Add remarks

III. Details of Movements in Issued Shares and/or Treasury Shares

(A). Share Options (under Share Option Schemes of the Issuer) ☐ Not applicable

1. Class of shares		Ordinary shares		Type of shares				Listed on the Exchange (Note 1)						+	
Stock code (if listed)				Description											
Add multi-counter stock code															
Particulars of share option scheme		Number of share options outstanding at close of preceding month		Movement during the month		Number of share options outstanding at close of the month		Number of new shares issued during the month pursuant thereto (A1)		Number of treasury shares transferred out of treasury during the month pursuant thereto (A2)		Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month		The total number of shares which may be issued or transferred out of treasury upon exercise of all share options to be granted under the scheme at close of the month	
1).						+		Auto-fill		Auto-fill		Auto-fill			
General Meeting approval date (if applicable) _____															

Total funds raised during the month from exercise of options: _____

Add remarks

(B). Warrants to Issue Shares of the Issuer

☐ Not applicable

1. Class of shares		Ordinary shares		Type of shares				Listed on the Exchange (Note 1)						<div>+</div>	
Stock code (if listed)				Description											
<div>Add multi-counter stock code</div>															
Description of Warrants		Currency	Nominal value at close of preceding month	Movement during the month		Nominal value at close of the month	Number of new shares issued during the month pursuant thereto (B1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (B2)	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month						
1).						<div>+</div>	Auto-fill								<div>+</div>
Stock code of the Warrant (if listed on the Exchange) (Note 1)															
Subscription price															
Date of expiry															
General Meeting approval date (if applicable)															

Add remarks

(C). Convertibles (i.e. Convertible into Shares of the Issuer)

☐ Not applicable

1. Class of shares		Ordinary shares		Type of shares				Listed on the Exchange (Note 1)						<div>+</div>	
Stock code (if listed)				Description											
<div>Add multi-counter stock code</div>															
Description of the Convertibles		Currency	Amount at close of preceding month	Movement during the month		Amount at close of the month	Number of new shares issued during the month pursuant thereto (C1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (C2)	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month						
1).						<div>+</div>	Auto-fill				<div>+</div>				
Type of the Convertibles															
Stock code of the Convertibles (if listed on the Exchange) (Note 1)															
Subscription/Conversion price															
General Meeting approval date (if applicable)															

Add remarks

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer, including Options (other than Share Option Schemes)

☐ Not applicable

1. Class of shares	Ordinary shares	Type of shares		Listed on the Exchange (Note 1)			+
Stock code (if listed)		Description					
<div>Add multi-counter stock code</div>							
Description of other agreements or arrangements			General Meeting approval date (if applicable)	Number of new shares issued during the month pursuant thereto (D1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (D2)	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month	
1).							+

Add remarks

(E). Other Movements in Issued Shares and/or Treasury Shares

☐ Not applicable

1. Class of shares	Ordinary shares	Type of shares		Listed on the Exchange (Note 1)						+
Stock code (if listed)		Description								
Add multi-counter stock code										
Events		At price (if applicable)		Date of event (Note 2)	General Meeting approval date (if applicable)	Increase/ decrease (-) in issued shares (excluding treasury shares) during the month pursuant thereto (E1)	Increase/ decrease (-) in treasury shares during the month pursuant thereto (E2)	Number of shares redeemed or repurchased for cancellation but not yet cancelled as at close of the month (Note 3)		+
		Currency	Amount							
1).	Type of event									

Add remarks

IV. Information about Hong Kong Depositary Receipt (HDR) ☐ Not applicable

1. Stock code		Description			+
HDR ratio	HDR(s) to	share(s)			
	Approved for Listing		Issued HDR		
	No. of HDR (F)	No. of shares represented by HDR	No. of HDR (G)	No. of shares represented by HDR	
Balance at close of preceding month					
Increase / decrease (-)					
Balance at close of the month	Auto-fill	Auto-fill	Auto-fill	Auto-fill	
Headroom (F) – (G)	Auto-fill				

Add remarks

V. Confirmations ☐ Not applicable

Pursuant to Main Board Rule 13.25C / GEM Rule 17.27C, we hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued, or the treasury shares sold or transferred by the issuer during the month as set out in Parts III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and carried out in compliance with all applicable listing rules, laws and other regulatory requirements and, insofar as applicable:

(Note 4)

- (i) all money due to the listed issuer in respect of the issue of securities, or sale or transfer of treasury shares has been received by it;

(ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;

(iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;

(iv) all the securities of each class are in all respects identical (Note 5);

(v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with all other legal requirements;

(vi) all 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 issue, sale or transfer;

(vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and

(viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Add remarks

Submitted by:

Title:

(Director, Secretary or other Duly Authorised Officer)

Notes

1. The Exchange refers to The Stock Exchange of Hong Kong Limited.
2. In the case of repurchase of shares (shares repurchased and cancelled) and redemption of shares (shares redeemed and cancelled), "date of event" should be construed as "cancellation date".
In the case of repurchase of shares (shares held as treasury shares), "date of event" should be construed as "date on which shares were repurchased and held by the issuer in treasury".
3. The information is required in the case of repurchase of shares (shares repurchased for cancellation but not yet cancelled) and redemption of shares (shares redeemed but not yet cancelled). Please state the number of shares repurchased or redeemed during the month or in preceding month(s) but pending cancellation as at close of the month as a negative number.
4. Items (i) to (viii) are suggested forms of confirmation. The listed issuer may amend the item(s) that is/are not applicable to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, or the treasury shares sold or transferred, no further confirmation is required to be made in this return.
5. "Identical" means in this context:
 - the securities are of the same nominal value with the same amount called up or paid up;
 - 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
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.



股份發行人及根據《上市規則》第十九B章上市的香港預託證券發行人的證券變動月報表

截至月份: 2024年10月31日

狀態: 新提交

致: 香港交易及結算所有限公司

公司名稱:

呈交日期:

I. 法定/註冊股本變動 ☐ 不適用

1. 股份分類	普通股	股份類別		於香港聯交所上市 (註1)			+	
證券代號 (如上市)		說明						
增加多櫃檯證券代號								
<input type="checkbox"/> 手動填寫		法定/註冊股份數目	面值		法定/註冊股本			
上月底結存						Auto-fill		
增加 / 減少 (-)								
本月底結存		Auto-fill		Auto-fill		Auto-fill		

本月底法定/註冊股本總額: Auto-fill

增加備註

II. 已發行股份及/或庫存股份變動

1. 股份分類	普通股	股份類別		於香港聯交所上市 (註1)			+	
證券代號 (如上市)		說明						
增加多櫃檯證券代號								
	已發行股份（不包括庫存股份）數目		庫存股份數目		已發行股份總數			
上月底結存					Auto-fill			
增加 / 減少 (-)								
本月底結存	Auto-fill		Auto-fill		Auto-fill			

增加備註

III.已發行股份及/或庫存股份變動詳情

(A). 股份期權（根據發行人的股份期權計劃） ☐ 不適用

1. 股份分類		普通股		股份類別				於香港聯交所上市 (註1)						+	
證券代號(如上市)				說明											
增加多櫃檯證券代號															
股份期權計劃詳情		上月底結存的股份期權數目		本月內變動		本月底結存的股份期權數目		本月內因此發行的新股數目 (A1)		本月內因此自庫存轉讓的庫存股份數目 (A2)		本月底因此可能發行或自庫存轉讓的股份數目		本月底可於所有根據計劃授出的股份期權予以行使時發行或自庫存轉讓的股份總數	
1).						Auto-fill		Auto-fill		Auto-fill				+	
股東大會通過日期 (如適用) _____															

本月內因行使期權所得資金總額： _____

增加備註

(B). 承諾發行發行人股份的權證 ☐ 不適用

1. 股份分類		普通股		股份類別		於香港聯交所上市 (註1)							+			
證券代號(如上市)				說明												
增加多櫃檯證券代號																
權證說明		面值貨幣	上月底面值		本月內變動			本月底面值		本月內因此發行的新股數目 (B1)		本月內因此自庫存轉讓的庫存股份數目 (B2)		本月底因此可能發行或自庫存轉讓的股份數目		
1).							+	Auto-fill								+
權證的證券代號 (如已於香港聯交所上市) (註1)																
認購價																
到期日																
股東大會通過日期 (如適用)																

增加備註

(C). 可換股票據（即可轉換為發行人股份）☐ 不適用

1. 股份分類		普通股		股份類別				於香港聯交所上市 (註1)						<div>+</div>	
證券代號(如上市)				說明											
<div>增加多櫃檯證券代號</div>															
可換股票據的說明		發行貨幣	上月底已發行總額	本月內變動		本月底已發行總額		本月內因此發行的新股數目 (C1)	本月內因此自庫存轉讓的庫存股份數目 (C2)	本月底因此可能發行或自庫存轉讓的股份數目					
1).						<div>+</div>	Auto-fill					<div>+</div>			
<div>可換股票據類別</div> <div>可換股票據的證券代號 (如已於香港聯交所上市) (註1)</div> <div>認購價/轉換價</div> <div>股東大會通過日期 (如適用)</div>															

增加備註

(D). 為發行發行人股份所訂立的任何其他協議或安排，包括期權(但不包括根據股份期權計劃發行的期權) ☐ 不適用

1. 股份分類		普通股	股份類別	於香港聯交所上市 (註1)			+
證券代號(如上市)			說明				
增加多櫃檯證券代號							
其他協議或安排的說明			股東大會通過日期 (如適用)	本月內因此發行的新股數目 (D1)	本月內因此自庫存轉讓的庫存股份數目 (D2)	本月底因此可能發行或自庫存轉讓的股份數目	
1).							+

增加備註

(E). 已發行股份及/或庫存股份的其他變動 ☐ 不適用

1. 股份分類		普通股	股份類別	於香港聯交所上市 (註1)								+	
證券代號(如上市)			說明										
增加多櫃檯證券代號													
事件			價格 (如適用)		事件發生日期 (註2)	股東大會通過日期 (如適用)	本月內因此而增加/減少(-)已 發行股份 (不包括庫存股 份) (E1)	本月內因此而增加/減少(-)庫 存股份 (E2)	贖回/購回股份 (擬註銷但截 至本月底尚未註銷) 的數目 (註3)				
			貨幣	價格									
1).	事件類別											+	

增加備註

IV. 有關香港預託證券(預託證券)的資料 ☐ 不適用

1. 證券代號		說明			+
預託證券比率:	香港預託證券 對 股				
	已獲批上市		已發行預託證券		
	預託證券數目 (F)	預託證券所代表股數	預託證券數目 (G)	預託證券所代表股數	
上月底結存					
增加 / 減少 (-)					
本月底結存	Auto-fill	Auto-fill	Auto-fill	Auto-fill	
可額外增發的預託證券數目 (F) – (G)	Auto-fill				

增加備註

V. 確認 ☐ 不適用

根據《主板上市規則》第13.25C條 / 《GEM上市規則》第17.27C條，我們在此確認，據我們所知所信，發行人在本月的每項證券發行或庫存股份出售或轉讓（如第III部及第IV部所述但未曾於根據《主板上市規則》第13.25A條 / 《GEM上市規則》第17.27A條所刊發的報表中披露）已獲發行人董事會正式授權批准，並遵照所有適用上市規則、法律及其他監管規定進行，並在適用的情況下：

（註4）

- (i)

上市發行人已收取其在是次證券發行或庫存股份出售或轉讓應得的全部款項；
- (ii)

《香港聯合交易所有限公司證券上市規則》「上市資格」項下所規定有關上市的一切先決條件已全部履行；
- (iii)

批准證券上市買賣的正式函件內所載的所有條件（如有）已予履行；
- (iv)

每類證券在各方面均屬相同（註5）；
- (v)

《公司（清盤及雜項條文）條例》規定送呈公司註冊處處長存檔的全部文件已經正式存檔，而一切其他法律規定亦已全部遵行；
- (vi)

確實所有權文件按照發行、出售或轉讓條款的規定經已發送/現正準備發送/正在準備中並將會發送；
- (vii)

發行人的上市文件所示已由其購買或同意購買的全部物業的交易已完成；全部該等物業的購買代價已予繳付；及
- (viii)

有關債券、借貸股份、票據或公司債券的信託契約/平邊契據經已製備及簽署，有關詳情已送呈公司註冊處處長存檔（如法律如此規定）。

增加備註

呈交者： _____

職銜： _____

(董事、秘書或其他獲正式授權的人員)

註

1. 香港聯交所指香港聯合交易所有限公司。
2. 在購回股份（股份購回並註銷）及贖回股份（股份贖回並註銷）的情況下，「事件發生日期」應理解為「註銷日期」。
在購回股份（股份被持作庫存股份）的情況下，「事件發生日期」應理解為「發行人購回並以庫存方式持有股份的日期」。
3. 在購回股份（股份購回擬註銷但尚未註銷）及贖回股份（股份贖回但尚未註銷）的情況下須提供相關資料。請用負數來註明於本月或早前月份購回或贖回但截至本月底尚待註銷的股份數目。
4. (i) 至 (viii) 項為確認內容的建議格式。上市發行人可按個別情況就不適用的項目予以修訂。如發行人早前已就某證券發行或庫存股份出售或轉讓於根據《主板上市規則》第13.25A條 / 《GEM上市規則》第17.27A條所刊發的報表中作出有關確認，則不需要於此報表再作確認。
5. 在此「相同」指：
 - 證券的面值相同，須繳或繳足的股款亦相同；
 - 證券有權領取同一期間內按同一息率計算的股息/利息，下次派息時每單位應獲派發的股息/利息額亦完全相同（總額及淨額）；及
 - 證券附有相同權益，如不受限制的轉讓、出席會議及於會上投票，並在所有其他方面享有同等權益。

Next Day Disclosure Return
(Collective Investment Scheme listed under Chapter 20 of the Exchange Listing Rules (other than listed open-ended Collective Investment Scheme)
– changes in issued units or treasury units, unit buybacks and/or on-market sales of treasury units)

Instrument: Collective Investment Scheme (other than listed open-ended Collective Investment Scheme) Status: New Submission

Name of Scheme: _____

Date Submitted: _____

*Section I must be completed by a Scheme where there has been a change in its issued units or treasury units which is discloseable pursuant to Paragraph 7 of Appendix E3 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Exchange**") (the "**Main Board Rules**").*

Section I					
1. Class of units	Not applicable	Type of units	Not applicable	Listed on the Exchange	
Stock code (if listed)		Description			
A. Changes in issued units or treasury units					
Events	Changes in issued units (excluding treasury units)		Changes in treasury units	Issue/ selling price per unit (Note 4)	Total number of issued units
	Number of issued units (excluding treasury units)	As a % of existing number of issued units (excluding treasury units) before the relevant event (Note 3)	Number of treasury units		
Opening balance as at (Note 1)					Auto-fill
1). Type of changes to issued units (excluding treasury units) and/or treasury ur Description (Note 2) Date of changes		%			
Closing balance as at (Notes 5 and 6)	Auto-fill		Auto-fill		Auto-fill

B. Units redeemed or repurchased for cancellation but not yet cancelled as at the closing balance date (Notes 5 and 6)						<input type="checkbox"/> Not applicable	
1).	Description			%			
	Date of changes						

+

Confirmation☐ Not applicable

Pursuant to the SFC's *Circular to Management Companies of SFC-authorised Real Estate Investment Trusts - On-market Unit Repurchases by SFC-authorised REITs* dated 31 January 2008 and *Circular to Management Companies of SFC-authorised Real Estate Investment Trusts - Treasury units of SFC-authorised REITs* dated 24 May 2024 (as amended from time to time) (the "**SFC Circulars**"), we hereby confirm to the best knowledge, information and belief that, in relation to each issue of units or sale or transfer of treasury units as set out in Section I, it has been duly authorised by the board of directors of the management company of the Scheme and carried out in compliance with all applicable listing rules, laws and other regulatory requirements and, insofar as applicable:

(Note 7)

- (i) all money due to the Scheme in respect of the issue of units, or sale or transfer of treasury units has been received by it;
- (ii) all (if any) relevant authorisation conditions imposed by the Commission in relation to listing have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 8);
- (v) all 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 issue, sale or transfer;
- (vi) completion has taken place of the purchase by the Scheme of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (vii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Notes to Section I:

1. *Please insert the closing balance date of the last Next Day Disclosure Return published pursuant to Paragraph 7 of Appendix E3 to the Main Board Rules or Monthly Return pursuant to Paragraph 8 of Appendix E3 to the Main Board Rules, whichever is the later.*
2. *Please set out all changes in issued units or treasury units requiring disclosure pursuant to Paragraph 7 of Appendix E3 to the Main Board Rules together with the relevant dates of changes. Each category will need to be disclosed individually with sufficient information to enable the user to identify the relevant category in the Scheme's Monthly Return. For example, multiple issues of units as a result of multiple exercises of unit options under the same unit option scheme or of multiple conversions under the same convertible note must be aggregated and disclosed as one category. However, if the issues resulted from exercises of unit options under 2 unit option schemes or conversions of 2 convertible notes, these must be disclosed as 2 separate categories.*
3. *The percentage change in the number of issued units (excluding treasury units) of the Scheme is to be calculated by reference to the opening balance of the number of issued units (excluding treasury units) being disclosed in this Next Day Disclosure Return.*

4. *In the case of a unit repurchase or redemption, the "issue/ selling price per unit" shall be construed as "repurchase price per unit" or "redemption price per unit".*

Where units have been issued/ sold/ repurchased/ redeemed at more than one price per unit, a volume-weighted average price per unit should be given.

5. *The closing balance date is the date of the last relevant event being disclosed.*

6. *For repurchase or redemption of units, disclosure is required when the relevant event has occurred (subject to Paragraph 7 of Appendix E3 to the Main Board Rules and the SFC Circulars), even if the repurchased or redeemed units have not yet been cancelled.*

If repurchased or redeemed units are to be cancelled upon settlement of such repurchase or redemption after the closing balance date, they shall remain part of the issued units as at the closing balance date in Part A. Details of these repurchased or redeemed units shall be disclosed in Part B.

7. *Items (i) to (vii) are suggested forms of confirmation. The Scheme may amend the item(s) that is/are not applicable to meet individual cases.*

8. *"Identical" means in this context:*

- *the securities are of the same nominal value with the same amount called up or paid up;*
- *they are entitled to distribution at the same rate and for the same period, so that at the next ensuing distribution, the distribution payable per unit will amount to exactly the same sum (gross and net); and*
- *they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.*

Section II must also be completed by a Scheme where it has made a repurchase of units which is discloseable pursuant to the SFC Circulars.

Repurchase report

☐ Not applicable

Section II					
1. Class of units	Not applicable	Type of units	Not applicable	Listed on the Exchange	
Stock code (if listed)		Description			
A. Repurchase report					
Trading date	Number of units repurchased	Method of repurchase (Note 1)	Repurchase price per unit or highest repurchase price per unit \$	Lowest repurchase price per unit \$	Aggregate price paid \$
1).					
Total number of units repurchased		Auto-fill		Aggregate price paid \$	
Number of units repurchased for cancellation					
Number of units repurchased for holding as treasury units					
B. Additional information for a Scheme who has a primary listing on the Exchange					
1).	Date of the resolution granting the repurchase mandate				
2).	Total number of units which the Scheme is authorised to repurchase under the repurchase mandate				
3).	Number of units repurchased on the Exchange or another stock exchange under the repurchase mandate				(a)
4).	As a % of number of issued units (excluding treasury units) as at the date of the resolution granting the repurchase mandate (a) x 100 / number of issued units (excluding treasury units) as at the date of the resolution granting the repurchase mandate				%
5).	Moratorium period for any issue of new units, or sale or transfer of treasury units after the unit repurchase(s) set out in Part A (Note 2)				Up to

We hereby confirm that the repurchases made on the Exchange set out in Part A above were made in accordance with the Main Board Rules and that there have been no material changes to the particulars contained in the Explanatory Statement dated which has been filed with the Commission. We also confirm that any repurchases made on another stock exchange set out in Part A above were made in accordance with the domestic rules applying to repurchases on that other stock exchange.

Add remarks

Notes to Section II:

1. *Please state whether the repurchase was made on the Exchange, on another stock exchange (stating the name of the exchange), by private arrangement or by general offer.*
2. *Pursuant to the SFC Circulars, a Scheme may not (i) make a new issue of units, or a sale or transfer of any treasury units; or (ii) announce a proposed new issue of units, or a sale or transfer of any treasury units, for a period of 30 days after any purchase by it of units, whether on the Exchange or otherwise, without the prior approval of the Commission.*

Section III must also be completed by a Scheme where it has made a sale of treasury units on the Exchange or any other stock exchange on which the Scheme is listed which is discloseable pursuant to the SFC Circulars.

Report of on-market sale of treasury units

☐ Not applicable

Section III					
1. Class of units	Not applicable	Type of units	Not applicable	Listed on the Exchange	
Stock code (if listed)		Description			
A. Report of on-market sale of treasury units					
Trading date	Number of treasury units sold	Name of the exchange	Selling price per unit or highest selling price per unit \$	Lowest selling price per unit \$	Aggregate proceeds received \$
1).					
Total number of treasury units sold		Auto-fill		Aggregate proceeds received \$	
				Auto-fill	
B. Additional information for a Scheme who has a primary listing on the Exchange (Note 1)					
1).	Reference date for the general mandate contemplated under 12.2 of the Code on Real Estate Investment Trusts (the "General Mandate")				
2).	Total number of units which the Scheme is authorised to issue, or sell or transfer out of treasury under the General Mandate				
3).	Number of treasury units sold on the Exchange or any other stock exchange on which the Scheme is listed under the General Mandate (including the sale(s) as set out in Part A above)				
4).	Number of units issued, or sold or transferred out of treasury (other than item 3) under the General Mandate				
5).	Available General Mandate limit after the sale(s) as set out in Part A above				Auto-fill (item 2 - item 3 - item 4)
6).	Sale(s) of treasury units on the Exchange within the 30 days prior to (and including) the trading date as set out in Part A above				<input type="checkbox"/> Not applicable
	(i) Date of the last sale of treasury units on the Exchange				
	(ii) Moratorium period for any unit repurchase on the Exchange after the sale of treasury units on the Exchange set out in (i) above (Note 2)				Up to

Notes to Section III:

1. *Part B is not applicable to any sale of treasury units that are not listed on the Exchange.*
2. *Under the SFC Circulars, a Scheme may not repurchase any of its own units on the Exchange for a period of 30 days after any sale or transfer of any treasury units on the Exchange, without the prior approval of the Commission.*

Submitted by: _____
(Name)

Title: _____
(Director, Secretary or other Duly Authorised Officer)

翌日披露報表
(根據《上市規則》第二十章上市的集體投資計劃(不包括已上市的開放式集體投資計劃)
— 已發行單位或庫存單位變動、單位購回及/或在場內出售庫存單位)

表格類別：

集體投資計劃(不包括已上市的開放式集體投資計劃)

狀態：

新提交

計劃名稱：

呈交日期：

如計劃的已發行單位或庫存單位出現變動而須根據《香港聯合交易所有限公司（「香港聯交所」）證券上市規則》（「《主板上市規則》」）附錄E3第7段作出披露, 必須填妥第一章節。

第一章節

1. 單位分類	不適用	單位類別	不適用	於香港聯交所上市		+
證券代號 (如上市)		說明				
A. 已發行單位或庫存單位變動						
事件	已發行單位（不包括庫存單位）變動		庫存單位變動	每個單位的發行/出售價 (註4)	已發行單位總數	
	已發行單位（不包括庫存單位）數目	佔有關事件前的現有已發行單位（不包括庫存單位）數目百分比 (註3)	庫存單位數目			
於下列日期開始時的結存(註1)					Auto-fill	
1). 已發行單位（不包括庫存單位）及/或庫存單位的變動類別 說明(註2) 變動日期		%				+
於下列日期結束時的結存(註5及6)	Auto-fill		Auto-fill		Auto-fill	

B. 贖回/購回單位（擬註銷但截至期終結存日期尚未註銷）（註5及6）					<input type="checkbox"/> 不適用
1). 說明		%			
變動日期					

+

確認

☐ 不適用

根據證監會於2008年1月31日刊發的致證監會認可房地產基金管理公司的通函 - 證監會認可的房地產基金於香港聯合交易所之單位購回及於2024年5月24日刊發的致證監會認可房地產基金管理公司的通函 - 證監會認可的房地產基金之庫存單位 (不時予以修訂) (「證監會通函」), 我們在此確認, 據我們所知所信, 第一章節所述的每項單位發行或庫存單位出售或轉讓已獲計劃管理公司的董事會正式授權批准, 並遵照所有適用上市規則、法律及其他監管規定進行, 並在適用的情況下:
(註7)

- (i) 計劃已收取其在是次單位發行或庫存單位出售或轉讓應得的全部款項;
- (ii) 證監會規定的有關上市的所有相關認可條件 (如有) 已全部履行;
- (iii) 批准證券上市買賣的正式函件內所載的所有條件 (如有) 已予履行;
- (iv) 每類證券在各方面均屬相同 (註8);
- (v) 確實所有權文件按照發行、出售或轉讓條款的規定經已發送/現正準備發送/正在準備中並將會發送;
- (vi) 計劃的上市文件所示已由其購買或同意購買的全部物業的交易已完成; 全部該等物業的購買代價已予繳付; 及
- (vii) 有關債券、借貸股份、票據或公司債券的信託契約/平邊契據經已製備及簽署, 有關詳情已送呈公司註冊處處長存檔 (如法律如此規定)。

第一章節註釋:

1. 請填上根據《主板上市規則》附錄E3第7段刊發的上份「翌日披露報表」或根據《主板上市規則》附錄E3第8段刊發的上份「月報表」(以較後者為準)的期終結存日期。
2. 請列出所有根據《主板上市規則》附錄E3第7段須披露的已發行單位或庫存單位變動, 連同有關的變動日期。每個類別須獨立披露, 並提供充足資料, 以便使用者可在計劃的「月報表」內識別有關類別。例如: 因多次根據同一單位期權計劃行使單位期權或多次根據同一可轉換票據進行轉換而多次發行的單位, 必須綜合計算, 在同一類別下披露。然而, 若因根據兩項單位期權計劃行使單位期權或根據兩項可轉換票據進行轉換而進行的發行, 則必須分開兩個類別披露。
3. 計劃的已發行單位 (不包括庫存單位) 數目變動的百分比將參照該份「翌日披露報表」所披露的已發行單位 (不包括庫存單位) 的期初結存計算。
4. 在購回/贖回單位的情況下, 「每個單位的發行/出售價」應理解為「每個單位的購回價」或「每個單位的贖回價」。

若單位曾以超過一個單位價格發行/出售/購回/贖回, 則須提供每個單位的成交量加權平均價格。
5. 期終結存日期為最後一宗披露的相關事件的日期。
6. 就購回/贖回單位而言, 若有關事件已經發生, 則須作出相關披露 (受《主板上市規則》附錄E3第7段及證監會通函的規定所規限), 即使該等購回/贖回單位尚未被註銷。

若購回/贖回單位將於期終結存日期之後購回/贖回結算完成之時予以註銷, 則該等購回/贖回單位仍屬A部所述期終結存當日的已發行單位的一部分。該等購回/贖回單位的詳情應在B部作出披露。

7. (i) 至 (vii) 項為確認內容的建議格式。計劃可按個別情況就不適用的項目予以修訂。

8. 在此「相同」指：

- 證券的面值相同，須繳或繳足的股款亦相同；
- 證券有權領取同一期間內按同一息率計算的分派，下次分派時每單位應獲派發的分派額亦完全相同(總額及淨額)；及
- 證券附有相同權益，如不受限制的轉讓、出席會議及於會上投票，並在所有其他方面享有同等權益。

如計劃購回單位而須根據證監會通函作出披露, 則亦須填妥第二章節。

購回報告 ☐ 不適用

第二章節					
1. 單位分類	不適用	單位類別	不適用	於香港聯交所上市	
證券代號 (如上市)		說明			
A. 購回報告					
交易日	購回單位數目	購回方式 (註1)	每個單位的購回價或每個單位的最高購回價 (元)	每個單位的最低購回價 (元)	付出的價格總額 (元)
1).					
合共購回單位總數		Auto-fill		合共付出的價格總額 (元)	
				Auto-fill	
購回單位 (擬註銷) 數目					
購回單位 (擬持作庫存單位) 數目					
B. 在本交易所作主要上市的計劃的其他資料					
1). 購回授權的決議獲通過的日期					
2). 計劃可根據購回授權購回單位的總數					
3). 根據購回授權在本交易所或其他證券交易所購回單位的數目					
(a)					
4). 佔購回授權的決議獲通過當日的已發行單位 (不包括庫存單位) 數目的百分比					
(a) x 100 / 購回授權的決議獲通過當日的已發行單位 (不包括庫存單位) 數目					
5). 在A部所述的單位購回後再進行任何新單位的發行或庫存單位的出售或轉讓所適用的暫止期 (註 2)					
截至					

我們確認, 上文A部所述於貴交易所進行的購回是根據《主板上市規則》的規定進行, 而已呈交證監會日期為 的說明函件所載資料並無任何重大變動。我們亦確認, 上文A部所述於另一家證券交易所進行的購回活動, 是根據當地有關在該證券交易所購回單位的適用規則進行。

第二章節註釋：

1. 請註明該次購回是於本交易所、另一家證券交易所 (列明交易所名稱)、以私人安排方式或以全面收購方式進行。
2. 根據證監會通函, 未經證監會批准, 計劃於任何一次購回單位後的30天內, 不論該次購回是否在本交易所進行, 均不得 (i) 發行新單位, 或出售或轉讓任何庫存單位; 或 (ii) 公布發行新單位, 或出售或轉讓任何庫存單位的計劃。

如計劃在本交易所或其上市所在的任何其他證券交易所出售庫存單位而須根據證監會通函作出披露, 則亦須填妥第三章節。

在場內出售庫存單位報告

☐ 不適用

第三章節					
1. 單位分類	不適用	單位類別	不適用	於香港聯交所上市	
證券代號 (如上市)		說明			
A. 在場內出售庫存單位報告					
交易日	出售庫存單位數目	交易所名稱	每個單位的出售價或每個單位的最高出售價 (元)	每個單位的最低出售價 (元)	收取的款項總額 (元)
1).					
合共出售庫存單位總數		Auto-fill		合共收取的款項總額 (元)	
				Auto-fill	
B. 在本交易所作主要上市的計劃的其他資料 (註 1)					
1). 《房地產投資信託基金守則》第12.2條所述的一般性授權 (「一般性授權」) 的參考日期					
2). 計劃可根據一般性授權發行, 或自庫存出售或轉讓的單位的總數					
3). 根據一般性授權在本交易所或其上市所在的任何其他證券交易所出售庫存單位 (包括A部所述的出售) 的數目					
4). 根據一般性授權發行, 或自庫存出售或轉讓的單位 (第3項除外) 的數目					
5). 在A部所述的出售後可供使用的一般性授權限額			Auto-fill (第2項 – 第3項 – 第4項)		
6). 於A部所述的交易日當日或之前30日內在本交易所出售庫存單位			<input type="checkbox"/> 不適用		
(i) 最後一次在本交易所出售庫存單位的日期					
(ii) 在第(ii)項所述的在本交易所出售庫存單位後再在本交易所進行任何單位購回所適用的暫止期 (註 2)			截至		

第三章節註釋：

1. B部不適用於並非在本交易所上市的庫存單位的出售。
2. 根據證監會通函, 未經證監會批准, 計劃於任何一次在本交易所出售或轉讓任何庫存單位後的30天內, 不得在本交易所購回任何本身單位。

呈交者：_____

(姓名)

職銜：_____

(董事、秘書或其他獲正式授權的人員)

Next Day Disclosure Return
(Equity issuer - changes in issued shares or treasury shares, share buybacks and/or on-market sales of treasury shares)

Instrument: Equity issuer Status: New Submission

Name of Issuer: _____

Date Submitted: _____

Section I must be completed by a listed issuer where there has been a change in its issued shares or treasury shares which is discloseable pursuant to rule 13.25A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Exchange”) (the “Main Board Rules”) or rule 17.27A of the Rules Governing the Listing of Securities on GEM of the Exchange (the “GEM Rules”).

Section I					
1. Class of shares	Ordinary shares	Type of shares		Listed on the Exchange	
Stock code (if listed)		Description			
A. Changes in issued shares or treasury shares					
Events	Changes in issued shares (excluding treasury shares)		Changes in treasury shares	Issue/ selling price per share (Note 4)	Total number of issued shares
	Number of issued shares (excluding treasury shares)	As a % of existing number of issued shares (excluding treasury shares) before the relevant event (Note 3)	Number of treasury shares		
Opening balance as at (Note 1)					Auto-fill
1). Type of changes to issued shares (excluding treasury shares) and/or treasury shares Description (Note 2) Date of changes		%			
Closing balance as at (Notes 5 and 6)	Auto-fill		Auto-fill		Auto-fill

B. Shares redeemed or repurchased for cancellation but not yet cancelled as at the closing balance date (Notes 5 and 6) <input type="checkbox"/> Not applicable					
1). Description		%			
Date of changes					

+

Confirmation☐ Not applicable

Pursuant to Main Board Rule 13.25C / GEM Rule 17.27C, we hereby confirm to the best knowledge, information and belief that, in relation to each issue of shares or sale or transfer of treasury shares as set out in Section I, it has been duly authorised by the board of directors of the listed issuer and carried out in compliance with all applicable listing rules, laws and other regulatory requirements and, insofar as applicable:

(Note 7)

- (i) all money due to the listed issuer in respect of the issue of shares, or sale or transfer of treasury shares has been received by it;
- (ii) all pre-conditions for the listing imposed by the Main Board Rules / GEM Rules under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 8);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with all other legal requirements;
- (vi) all 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 issue, sale or transfer;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Notes to Section I:

1. *Please insert the closing balance date of the last Next Day Disclosure Return published pursuant to Main Board Rule 13.25A / GEM Rule 17.27A or Monthly Return pursuant to Main Board Rule 13.25B / GEM Rule 17.27B, whichever is the later.*
2. *Please set out all changes in issued shares or treasury shares requiring disclosure pursuant to Main Board Rule 13.25A / GEM Rule 17.27A together with the relevant dates of changes. Each category will need to be disclosed individually with sufficient information to enable the user to identify the relevant category in the listed issuer's Monthly Return. For example, multiple issues of shares as a result of multiple exercises of share options under the same share option scheme or of multiple conversions under the same convertible note must be aggregated and disclosed as one category. However, if the issues resulted from exercises of share options under 2 share option schemes or conversions of 2 convertible notes, these must be disclosed as 2 separate categories.*
3. *The percentage change in the number of issued shares (excluding treasury shares) of the listed issuer is to be calculated by reference to the opening balance of the number of issued shares (excluding treasury shares) being disclosed in this Next Day Disclosure Return.*

4. *In the case of a share repurchase or redemption, the “issue/ selling price per share” shall be construed as “repurchase price per share” or “redemption price per share”.*

Where shares have been issued/ sold/ repurchased/ redeemed at more than one price per share, a volume-weighted average price per share should be given.

5. *The closing balance date is the date of the last relevant event being disclosed.*

6. *For repurchase or redemption of shares, disclosure is required when the relevant event has occurred (subject to the provisions of Main Board Rules 10.06(4)(a), 13.25A and 13.31 / GEM Rules 13.13(1), 17.27A and 17.35), even if the repurchased or redeemed shares have not yet been cancelled.*

If repurchased or redeemed shares are to be cancelled upon settlement of such repurchase or redemption after the closing balance date, they shall remain part of the issued shares as at the closing balance date in Part A. Details of these repurchased or redeemed shares shall be disclosed in Part B.

7. *Items (i) to (viii) are suggested forms of confirmation. The listed issuer may amend the item(s) that is/are not applicable to meet individual cases.*

8. *“Identical” means in this context:*

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

Section II must also be completed by a listed issuer where it has made a repurchase of shares which is discloseable under Main Board Rule 10.06(4)(a) / GEM Rule 13.13(1).

Repurchase report

☐ Not applicable

Section II					
1. Class of shares	Ordinary shares	Type of shares		Listed on the Exchange	
Stock code (if listed)		Description			
A. Repurchase report					
Trading date	Number of shares repurchased	Method of repurchase (Note 1)	Repurchase price per share or highest repurchase price per share \$	Lowest repurchase price per share \$	Aggregate price paid \$
1).					
Total number of shares repurchased		Auto-fill		Aggregate price paid \$	
Number of shares repurchased for cancellation					
Number of shares repurchased for holding as treasury shares					
B. Additional information for issuer who has a primary listing on the Exchange					
1).	Date of the resolution granting the repurchase mandate				
2).	Total number of shares which the issuer is authorised to repurchase under the repurchase mandate				
3).	Number of shares repurchased on the Exchange or another stock exchange under the repurchase mandate				(a)
4).	As a % of number of issued shares (excluding treasury shares) as at the date of the resolution granting the repurchase mandate (a) x 100 / number of issued shares (excluding treasury shares) as at the date of the resolution granting the repurchase mandate				%
5).	Moratorium period for any issue of new shares, or sale or transfer of treasury shares after the share repurchase(s) set out in Part A (Note 2)				Up to

We hereby confirm that the repurchases made on the Exchange set out in Part A above were made in accordance with the Main Board Rules / GEM Rules and that there have been no material changes to the particulars contained in the Explanatory Statement dated which has been filed with the Exchange. We also confirm that any repurchases made on another stock exchange set out in Part A above were made in accordance with the domestic rules applying to repurchases on that other stock exchange.

Add remarks

Notes to Section II:

1. *Please state whether the repurchase was made on the Exchange, on another stock exchange (stating the name of the exchange), by private arrangement or by general offer.*
2. *Subject to the carve-out set out in Main Board Rule 10.06(3)(a)/ GEM Rule 13.12, an issuer may not (i) make a new issue of shares, or a sale or transfer of any treasury shares; or (ii) announce a proposed new issue of shares, or a sale or transfer of any treasury shares, for a period of 30 days after any purchase by it of shares, whether on the Exchange or otherwise, without the prior approval of the Exchange.*

Section III must also be completed by a listed issuer where it has made a sale of treasury shares on the Exchange or any other stock exchange on which the issuer is listed which is discloseable under Main Board Rule 10.06B / GEM Rule 13.14B.

Report of on-market sale of treasury shares

☐ Not applicable

Section III					
1. Class of shares	Ordinary shares	Type of shares		Listed on the Exchange	
Stock code (if listed)		Description			
A. Report of on-market sale of treasury shares					
Trading date	Number of treasury shares sold	Name of the exchange	Selling price per share or highest selling price per share \$	Lowest selling price per share \$	Aggregate proceeds received \$
1).					
Total number of treasury shares sold		Auto-fill		Aggregate proceeds received \$	
				Auto-fill	
B. Additional information for issuer who has a primary listing on the Exchange (Note 1)					
1).	Date of the resolution granting the general mandate				
2).	Total number of shares which the issuer is authorised to issue, or sell or transfer out of treasury under the general mandate				
3).	Number of treasury shares sold on the Exchange or another stock exchange under the general mandate (including the sale(s) as set out in Part A above)				
4).	Number of shares issued, or sold or transferred out of treasury (other than item 3) under the general mandate				
5).	Available general mandate limit after the sale(s) as set out in Part A above				
6).	Sale(s) of treasury shares on the Exchange within the 30 days prior to (and including) the trading date as set out in Part A above				
	<input type="checkbox"/> Not applicable				
	(i) Date of the last sale of treasury shares on the Exchange				
	(ii) Moratorium period for any share repurchase on the Exchange after the sale of treasury shares on the Exchange set out in (i) above (Note 2)				
	Up to				

Notes to Section III:

1. *Part B is not applicable to any sale of treasury shares that are not listed on the Exchange (e.g. treasury A shares in the case of an A+H issuer).*
2. *Under Main Board Rule 10.06(3)(b) / GEM Rule 13.12A, an issuer may not repurchase any of its own shares on the Exchange for a period of 30 days after any sale or transfer of any treasury shares on the Exchange, without the prior approval of the Exchange.*

Submitted by: _____
(Name)

Title: _____
(Director, Secretary or other Duly Authorised Officer)

翌日披露報表
(股份發行人 —— 已發行股份或庫存股份變動、股份購回及/或在場內出售庫存股份)

表格類別：

股票

狀態：

新提交

公司名稱：

呈交日期：

如上市發行人的已發行股份或庫存股份出現變動而須根據《香港聯合交易所有限公司（「香港聯交所」）證券上市規則》（「《主板上市規則》」）第13.25A條 / 《香港聯合交易所有限公司GEM證券上市規則》（「《GEM上市規則》」）第17.27A條作出披露，必須填妥第一章節。

第一章節						+
1. 股份分類	普通股	股份類別		於香港聯交所上市		
證券代號 (如上市)		說明				
A. 已發行股份或庫存股份變動						+
事件	已發行股份（不包括庫存股份）變動		庫存股份變動	每股發行/出售價 (註4)	已發行股份總數	
	已發行股份（不包括庫存股份）數目	佔有關事件前的現有已發行股份（不包括庫存股份）數目百分比 (註3)	庫存股份數目			
於下列日期開始時的結存(註1)					Auto-fill	
1). 已發行股份（不包括庫存股份）及/或庫存股份的變動類別		%				
說明(註2)						
變動日期						
於下列日期結束時的結存 (註5及6)	Auto-fill		Auto-fill		Auto-fill	

B. 贖回/購回股份 (擬註銷但截至期終結存日期尚未註銷) (註5及6)						<input type="checkbox"/> 不適用
1). 說明			%			
變動日期						

+

確認

☐ 不適用

根據《主板上市規則》第13.25C條 / 《GEM上市規則》第17.27C條，我們在此確認，據我們所知所信，第一章節所述的每項股份發行或庫存股份出售或轉讓已獲發行人董事會正式授權批准，並遵照所有適用上市規則、法律及其他監管規定進行，並在適用的情況下：

(註7)

- (i) 上市發行人已收取其在是次股份發行或庫存股份出售或轉讓應得的全部款項；
- (ii) 已履行《主板上市規則》 / 《GEM上市規則》「上市資格」項下所規定有關上市的一切先決條件；
- (iii) 批准證券上市買賣的正式函件內所載的所有條件（如有）已予履行；
- (iv) 每類證券在各方面均屬相同(註8)；
- (v) 《公司（清盤及雜項條文）條例》規定送呈公司註冊處處長存檔的全部文件已經正式存檔，而一切其他法律規定亦已全部遵行；
- (vi) 確實所有權文件按照發行、出售或轉讓條款的規定經已發送/現正準備發送/正在準備中並將會發送；
- (vii) 發行人的上市文件所示已由其購買或同意購買的全部物業的交易已完成；全部該等物業的購買代價已予繳付；及
- (viii) 有關債券、借貸股份、票據或公司債券的信託契約/平邊契據經已製備及簽署，有關詳情已送呈公司註冊處處長存檔（如法律如此規定）。

第一章節註釋：

1. 請填上根據《主板上市規則》第13.25A條 / 《GEM上市規則》第17.27A條刊發的上份「翌日披露報表」或根據《主板上市規則》第13.25B條 / 《GEM上市規則》第17.27B條刊發的上份「月報表」（以較後者為準）的期終結存日期。
2. 請列出所有根據《主板上市規則》第13.25A條 / 《GEM上市規則》第17.27A條須披露的已發行股份或庫存股份變動，連同有關的變動日期。每個類別須獨立披露，並提供充足資料，以便使用者可在上市發行人的「月報表」內識別有關類別。例如：因多次根據同一股份期權計劃行使股份期權或多次根據同一可換股票據進行換股而多次發行的股份，必須綜合計算，在同一類別下披露。然而，若因根據兩項股份期權計劃行使股份期權或根據兩項可換股票據進行換股而進行的發行，則必須分開兩個類別披露。
3. 上市發行人已發行股份（不包括庫存股份）數目變動的百分比將參照該份「翌日披露報表」所披露的已發行股份（不包括庫存股份）的期初結存計算。
4. 在購回/贖回股份的情況下，「每股發行/出售價」應理解為「每股購回價」或「每股贖回價」。

若股份曾以超過一個每股價格發行/出售/購回/贖回，則須提供每股成交量加權平均價格。
5. 期終結存日期為最後一宗披露的相關事件的日期。

6. 就購回/贖回股份而言，若有關事件經已發生，則須作出相關披露（受《主板上市規則》第10.06(4)(a)，13.25A及13.31條 / 《GEM上市規則》第13.13(1)，17.27A及17.35條的規定所限制），即使該等購回/贖回股份尚未被註銷。

若購回/贖回股份將於期終結存日期之後購回/贖回結算完成之時予以註銷，則該等購回/贖回股份仍屬A部所述期終結存當日的已發行股份的一部分。該等購回/贖回股份的詳情應在B部作出披露。

7. (i) 至 (viii) 項為確認內容的建議格式。上市發行人可按個別情況就不適用的項目予以修訂。

8. 在此「相同」指：

- 證券的面值相同，須繳或繳足的股款亦相同；
- 證券有權領取同一期間內按同一息率計算的股息／利息，下次派息時每單位應獲派發的股息／利息額亦完全相同（總額及淨額）；及
- 證券附有相同權益，如不受限制的轉讓、出席會議及於會上投票，並在所有其他方面享有同等權益。

如上市發行人購回股份而須根據《主板上市規則》第10.06(4)(a)條 / 《GEM上市規則》第13.13(1) 條作出披露，則亦須填妥第二章節。

購回報告 ☐ 不適用

第二章節					
1. 股份分類	普通股	股份類別		於香港聯交所上市	
證券代號 (如上市)		說明			
A. 購回報告					
交易日	購回股份數目	購回方式 (註1)	每股購回價或每股最高購回價 (元)	每股最低購回價 (元)	付出的價格總額 (元)
1).					
合共購回股份總數		Auto-fill	合共付出的價格總額 (元)		Auto-fill
購回股份 (擬註銷) 數目					
購回股份 (擬持作庫存股份) 數目					
B. 在本交易所作主要上市的發行人的其他資料					
1). 購回授權的決議獲通過的日期					
2). 發行人可根據購回授權購回股份的總數					
3). 根據購回授權在本交易所或其他證券交易所購回股份的數目					
4). 佔購回授權的決議獲通過當日的已發行股份 (不包括庫存股份) 數目的百分比					
(a) x 100 / 購回授權的決議獲通過當日的已發行股份 (不包括庫存股份) 數目					
5). 在A部所述的股份購回後再進行任何新股發行或庫存股份再出售或轉讓所適用的暫止期 (註 2)					

我們確認，上文A部所述於貴交易所進行的購回是根據《主板上市規則》 / 《GEM上市規則》的規定進行，而已呈交貴交易所日期為 的說明函件所載資料並無任何重大變動。我們亦確認，上文A部所述於另一家證券交易所進行的購股活動，是根據當地有關在該證券交易所購回股份的適用規則進行。

第二章節註釋：

1. 請註明該次購回是於本交易所、另一家證券交易所 (列明交易所名稱)、以私人安排方式或以全面收購方式進行。
2. 除《主板上市規則》第10.06(3)(a)條 / 《GEM上市規則》第13.12條所述的豁免外，未經本交易所批准，發行人於任何一次購回股份後的30天內，不論該次購回是否在本交易所進行，均不得(i) 發行新股，或出售或轉讓任何庫存股份；或(ii)公布發行新股，或出售或轉讓任何庫存股份的計劃。

如上市發行人在本交易所或其上市所在的其他證券交易所出售庫存股份而須根據《主板上市規則》第10.06B條 / 《GEM上市規則》第13.14B條作出披露，則亦須填妥第三章節。

在場內出售庫存股份報告

☐ 不適用

第三章節					
1. 股份分類	普通股	股份類別		於香港聯交所上市	
證券代號 (如上市)		說明			
A. 在場內出售庫存股份報告					
交易日	出售庫存股份數目	交易所名稱	每股出售價或每股最高出售價 (元)	每股最低出售價 (元)	收取的款項總額 (元)
1).					
合共出售庫存股份總數			Auto-fill		
			合共收取的款項總額 (元)		
			Auto-fill		
B. 在本交易所作主要上市的其他資料 (註 1)					
1). 一般性授權的決議獲通過的日期					
2). 發行人可根據一般性授權發行，或自庫存出售或轉讓的股份的總數					
3). 根據一般性授權在本交易所或其他證券交易所出售庫存股份（包括A部所述的出售）的數目					
4). 根據一般性授權發行，或自庫存出售或轉讓的股份（第3項除外）的數目					
5). 在A部所述的出售後可供使用的一般性授權限額			Auto-fill (第2項 – 第3項 – 第4項)		
6). 於A部所述的交易日當日或之前30日內在本交易所出售庫存股份			<input type="checkbox"/> 不適用		
(i) 最後一次在本交易所出售庫存股份的日期					
(ii) 在第 (i) 項所述的在本交易所出售庫存股份後再在本交易所進行任何股份購回所適用的暫止期 (註 2)			截至		

第三章節註釋：

1. B部不適用於並非在本交易所上市的庫存股份的出售（例如，A+H發行人的庫存A股）。
2. 根據《主板上市規則》第10.06(3)(b)條 / 《GEM上市規則》第13.12A條，未經本交易所批准，發行人於任何一次在本交易所出售或轉讓任何庫存股份後的30天內，不得在本交易所購回任何本身股份。

呈交者：_____

(姓名)

職銜：_____

(董事、秘書或其他獲正式授權的人員)

DIRECTOR'S AND SUPERVISOR'S FORMS

董事及監事的表格

Form A

A 表格

Director's Declaration, Undertaking and Acknowledgement

董事的聲明、承諾及確認

Part 1

第一部分

DECLARATION

聲明

1.	State:- 請填報：	in English 英文	in Chinese 中文
(a)	present surname and any former surname(s)* 現時姓氏及任何前度姓氏*	.....	.....
(b)	alias, if any * 別名，如有*	.....	.....
(c)	present forename(s) and any former forename(s) * 現時名字及任何前度名字*	.....	.....
(d)	date of birth 出生日期	.....	.....
(e)	residential address 住址	.....	.....
(f)	nationality and former nationality, if any 國籍及前度國籍，如有	.....	.....
(g)	(i) Hong Kong ID card number 香港身份證號碼	.....	.....
	(ii) in the case of a non-Hong Kong ID cardholder, passport number or any identification document number and name of issuing authority 如為非香港身份證持有人，請列明護照號碼或 任何身份識別文件號碼，以及簽發機構名稱	.....	.....
(h)	name of issuer (i.e. the new applicant / listed issuer) 發行人（新申請人／上市發行人）名稱	.....	.....

* As set out in the Hong Kong ID card, or any relevant identification document referred to in 1(g) above.

* 香港身份證或上文 1(g)所述的任何有關身份識別文件上所示者。

2. The relevant document that sets out my personal details in the manner described in paragraph 41 of Appendix 1A or rule 17.50(2), as the case may be, of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited from time to time in force (the “GEM Listing Rules”) is:

按不時生效的《香港聯合交易所有限公司 GEM 證券上市規則》（《GEM 上市規則》）附錄一 A 第 41 段或第 17.50(2)條所述方式（視屬何情況而定）載有本人的個人資料的有關文件為：

(Tick as appropriate)

（請在適當方格內加上 ✓ 號）

In the case of new applicant:

如屬新申請人：

- ☐ the listing document dated which has been duly registered with the Companies Registry.

日期為.....年.....月.....日並已正式在公司註冊處登記的上市文件。

In the case of listed issuer:

如屬上市發行人：

- ☐ the announcement dated by the issuer as required under GEM Listing Rule 17.50(2) with regard to my appointment as a director of the issuer.

發行人按《GEM 上市規則》第 17.50(2)條的規定，就委任本人為發行人董事的公告。公告日期為.....年.....月.....日。

Part 2
第二部分

UNDERTAKING AND ACKNOWLEDGEMENT

承諾及確認

The particulars referred to in this Part 2 are:-

此第二部分所述的資料為：

- (a) in the exercise of my powers and duties as a director of(Insert the name of the issuer) I, the undersigned, shall:-
在行使(填入發行人名字) 董事的權力及職責時，本人（簽署人）須：
- (i) comply to the best of my ability with the GEM Listing Rules;
盡力遵守《GEM上市規則》；
 - (ii) use my best endeavours to procure the issuer to comply with the GEM Listing Rules;
盡力促使發行人遵守《GEM上市規則》；
 - (iii) use my best endeavours to procure any alternate of mine to comply with the GEM Listing Rules; and
盡力促使本人的任何替任人遵守《GEM上市規則》；及
 - (iv) comply to the best of my ability, and use my best endeavours to procure the issuer to comply, with the Companies Ordinance, the Companies (Winding Up and miscellaneous Provisions) Ordinance, the Securities and Futures Ordinance, the Code on Takeovers and Mergers, the Code on Share Buy-backs and all other securities laws and regulations from time to time in force in Hong Kong;
盡力遵守並盡力促使發行人遵守《公司條例》、《公司(清盤及雜項條文)條例》、《證券及期貨條例》、《公司收購及合併守則》、《公司股份回購守則》及香港所有其他不時生效的有關證券的法例及規例；

(b) I shall, when I am a director of the issuer and after I cease to be so:

本人出任發行人董事時以及停止擔任發行人董事後均須：

(i) provide to The Stock Exchange of Hong Kong Limited (the “Exchange”) as soon as possible, or otherwise in accordance with time limits imposed by the Exchange:

盡快或根據香港聯合交易所有限公司（聯交所或本交易所）設定的時限向聯交所提供以下資料及文件：

(1) any information and documents that the Exchange reasonably considers appropriate to protect investors or ensure the smooth operation of the market; and

聯交所合理地認為可保障投資者或確保市場運作暢順的任何資料及文件；及

(2) any other information and documents or explanation that the Exchange may reasonably require for the purpose of verifying compliance with the GEM Listing Rules; and

聯交所可為核實是否有遵守《GEM上市規則》事宜而合理地要求的任何其他資料及文件或解釋；及

(ii) cooperate in any investigation conducted by the Listing Division (as such term is defined in rule 1.01 of the GEM Listing Rules) and/or the Listing Committee (as such term is defined in rule 1.01 of the GEM Listing Rules), including answering promptly and openly any questions addressed to me, promptly producing the originals or copies of any relevant documents and attending before any meeting or hearing at which I am requested to appear;

在聯交所上市科(按《GEM上市規則》第1.01條界定)及／或上市委員會(按《GEM上市規則》第1.01條界定)所進行的任何調查中給予合作，包括及時及坦白地答覆向本人提出的任何問題，及時地提供任何有關文件的正本或副本，並出席本人被要求出席的任何會議或聽證會；

- (c) I shall inform the Exchange (in the manner prescribed by the Exchange from time to time):

本人須在下列情況下（以聯交所不時規定的方式）將下述資料通知聯交所：

- (i) as soon as reasonably practicable after my appointment, my telephone number, mobile phone number, facsimile number (if available), email address (if available), residential address and contact address (if different from the residential address) for correspondence from and service of notices and other documents by the Exchange;

於獲委任後在合理可行情況下盡快提供本人的電話號碼、手機號碼、傳真號碼（如有）、電郵地址（如有）、住址及用以接收聯交所發出的信函及送達的通知書和其他文件的聯絡地址（如與住址不同）；

- (ii) for so long as I remain as a director of the issuer, any change to the contact information as described in paragraph (i) as soon as reasonably practicable and in any event within 28 days of such change; and

在出任發行人董事期間，如第(i)段所述聯絡資料有變，須在合理可行的情況下盡快（無論如何於有關變動出現後 28 日內）通知聯交所；及

- (iii) for a period of 3 years from the date on which I cease to be a director of the issuer, any change to the contact information as described in paragraph (i) as soon as reasonably practicable and in any event within 28 days of such change.

在本人不再出任發行人董事的日期起計三年內，如第(i)段所述聯絡資料有變，須在合理可行的情況下盡快（無論如何須於有關變動出現後28日內）通知聯交所。

I acknowledge and agree that any correspondence from and/or service of notices and other documents by the Exchange to me when I am a director of the issuer or after I cease to be so, for whatever purposes (including but not limited to the service of notice of disciplinary proceedings) shall be deemed to have been validly and adequately served on me when the document or notice is served personally or is sent by post, facsimile or email to the address or number I provide to the Exchange. I agree and acknowledge that I am responsible for keeping the Exchange informed of my up-to-date contact details. I acknowledge that, if I, as the director or former director of the issuer, fail to provide the Exchange with my up-to-date contact details or arrange for notices, documents or correspondence to be forwarded to me, I may not be alerted to any proceedings commenced against me by the Exchange;

本人確認及同意，在本人出任發行人董事期間或不再出任發行人董事之後，但凡聯交所就任何目的向本人發出的信函及／或送達的通知書及其他文件（包括但不限於送達紀律程序的通知）若以面交本人的方式，或以郵寄、傳真或電郵的方式送達本人向聯交所提供的地址或號碼，即被視為已有效及充分地送達本人。本人同意及確認，本人有責任向聯交所提供本人最新的聯絡資料。本人確認，若本人（作為發行人的董事或前董事）未能向聯交所提供本人最新的聯絡資料，或未有為送呈本人的通知、文件或書信提供轉送安排，本人可能會不知悉聯交所向本人展開的任何程序；

- (d) I, in accepting to be a director of the issuer, hereby (i) irrevocably appoint the issuer as my agent, for so long as I remain as a director of the issuer, for receiving on my behalf any correspondence from and/or service of notices and other documents by the Exchange; and (ii) authorise the Executive Director – Listing Division, or any person authorised by the Executive Director – Listing Division, to disclose any of my personal particulars given by me to members of the Listing Committee and, with the approval of the Chairman or a Deputy Chairman of the Exchange, to such other persons, as the Executive Director – Listing Division may from time to time think fit; and

本人接受出任發行人的董事，即(i)不可撤回地委任發行人為本人的代理人，在本人出任發行人董事期間，代表本人接收任何聯交所發出的信函及／或送達的通知書及其他文件；及(ii)授權上市科執行總監（或獲其授權的任何人士）將本人提供的個人資料向上市委員會委員披露；並在聯交所主席或一位副主席批准的情況下，向上市科執行總監不時認為適當的其他人士披露；及

- (e) I hereby submit to the jurisdiction of the Exchange in respect of all matters relevant to the GEM Listing Rules.

本人在此接受聯交所就有關《GEM上市規則》各方面的管轄。

I, [Insert Chinese name, if any]:

本人 [請填上中文姓名（如有）]:

- (i) solemnly and sincerely declare that all particulars about me that appear in Part 1(1) of this Form A and in the document referred to in Part 1(2) of this Form A are true, complete and accurate, that I accept responsibility for the truthfulness, accuracy and completeness of the foregoing particulars, that I have not made any statements or omissions which would render such particulars untrue or misleading, that I understand the possible consequences of giving information which is false or misleading in a material particular including those as set forth in Note (1) hereto, and that I understand that the Exchange may rely upon the foregoing particulars in assessing my suitability to act as a director of the issuer; and

謹以至誠鄭重聲明，在本A表格第一部分(1)及本A表格第一部分(2)所述文件所示有關本人的所有詳細資料均為真實、完整及準確，且本人對上述資料的真實性、準確性及完整性承擔責任，而本人亦無作出任何聲明或遺漏，致使有關資料不真實或具誤導性，本人亦明白在要項上提供虛假或具誤導性的資料可能引致的後果（包括本表格附註1所載內容）；本人並明白，聯交所或會倚賴上述資料來評估本人是否適合出任發行人董事；及

- (ii) undertake and acknowledge with the Exchange in the terms set out in Part 2 of this Form A.

按本A表格第二部分所載的條款向聯交所作出承諾及確認。

Signature 簽署： _____

Name of director 董事姓名： _____

Hong Kong ID Card Number*

香港身份證號碼*： _____

Dated 日期： _____

Certified as the true signature of _____

由以下人士證明上述簽署為 _____ 的真實簽署

By :

Signature (Secretary / Director)

簽署（秘書／董事）： _____

Name (Secretary / Director)

姓名（秘書／董事）： _____

* *In the case of a non-Hong Kong ID cardholder, state the passport number or any identification document number and name of issuing authority.*

* 如為非香港身份證持有人，請列明護照號碼或任何身份識別文件號碼，以及簽發機構名稱。

Part 3

第三部分

- (A) *If the issuer is a new applicant, the following sponsor's certification must be completed:-*
如發行人為新申請人，下列的保薦人證明亦須填報：

SPONSOR'S CERTIFICATION

保薦人證明

We,, are the sponsor for the issuer appointed on..... [Date] for the purpose referred to in GEM Listing Rule 6A.02 and have offices located at..... We hereby certify that we have read the particulars provided by [Insert name of director] in and any document referred to in Part 1 (1) and (2) of this Form A and we are not aware of any information that would lead a reasonable person to inquire further concerning the truthfulness, completeness or accuracy of any of the particulars so provided.

我們, 乃在 [日期] 為《GEM 上市規則》第 6A.02 條所提及的目的而委任的發行人的保薦人，辦事處設於。我們茲證明，我們已閱讀 [填入董事的姓名] 在 A 表格第一部份(1)及(2)所作及所述任何文件內作出的回答，我們並不知悉任何資料，足以使一名合理的人士，就如此填報的資料的真實性、完整性及準確性作進一步的查詢。

Executed this day of, 20, in
本證明於 20..... 年..... 月..... 日在 簽立。

(Signed 簽署)

- (B) *The following solicitor's certification must be completed whenever this Form A is required to be lodged with The Stock Exchange of Hong Kong Limited:-*

按規定須向香港聯合交易所有限公司呈報本 A 表格的，均須填報下列律師證明：

SOLICITOR'S CERTIFICATION

律師證明

We,, are a firm of solicitors qualified to advise on Hong Kong law with offices located at.....

.....We hereby certify that we have explained all applicable requirements and procedures for completing and executing this Form A and the documents referred to in this Form A, and the possible consequences of making any false declaration or giving false information, to [Insert name of director].

Further, we hereby certify that.....[Insert name of director] has acknowledged to us that he / she understands the foregoing.

我們，.....，為一家有資格就香港法律提供意見的律師行，辦事處設於.....。
我們茲證明，我們已向.....〔填入董事的姓名〕解釋填報及簽立本 A 表格及本 A 表格所指的文件的所有適用規定和程序，以及作出任何虛假聲明或提供虛假信息所可能引致的後果。此外，我們茲證明.....〔填入董事的姓名〕已向我們承認其了解上述各項。

Executed thisday of....., 20....., in.....

本證明於 20..... 年..... 月..... 日在.....簽立。

(Signed 簽署)

Notes 附註：

- (1) *The failure of any person required to lodge this Form A to complete Part 1 of this Form A truthfully, completely and accurately, or the failure to execute Part 2 of this Form A or to observe any of the undertakings made under that Part, constitutes a breach of the GEM Listing Rules. In addition, every director of the issuer supplying information sought or referred to in this Form A, should note that such information constitutes information which is provided to the Exchange in purported compliance with a requirement to provide information under the “relevant provisions” (as defined in Part 1 of Schedule 1 to the Securities and Futures Ordinance, Cap. 571) and is likely to be relied upon by the Exchange. In relation to this, you should be aware that giving to the Exchange any information which is false or misleading in a material particular will render the relevant person liable for prosecution for an offence under section 384 of the Securities and Futures Ordinance. If you have any queries you should consult the Exchange or your professional adviser immediately.*

按規定須呈交本 A 表格的任何人士，若未能真實、完整及準確地填妥 A 表格第一部分，或未能簽立本表格第二部分又或未能遵守該部分所作的任何承諾，均構成違反《GEM 上市規則》。此外，凡提供本 A 表格所要求或所述資料的發行人董事均應注意，該等資料構成本意是為遵守「有關條文」（定義見香港法例第 571 章《證券及期貨條例》附表 1 第 1 部）項下關於提供資料的規定而向本交易所提供的資料，本交易所或會依賴該等資料。就此，閣下應注意，根據《證券及期貨條例》第 384 條，在要項上向本交易所提供虛假或具誤導性的資料，有關人士即屬犯法，會遭檢控。若閣下有任何疑問，應立即諮詢本交易所或閣下的專業顧問。

- (2) *To the extent that this form is required to be signed by 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.*

只要此表格是規定須由保薦人簽署，本交易所認為，此表格須由承擔有關上市工作的交易小組(定義見「證監會保薦人條文」)的監督的主事人簽署。不過，無論是誰代表保薦人簽署此表格，保薦人的管理層（定義見「證監會保薦人條文」）將須就保薦人公司作的監督及質素保證負有最終責任。本交易所提醒保薦人：其有責任設置立有效的內部系統及監控，並作出妥善的監督及監管；有關責任包括但不限於「證監會保薦人條文」所載的責任。

THIS PRIVACY POLICY STATEMENT IS NOT TO BE REGARDED AS A PART OF THE GEM LISTING RULES OR FORM C OF APPENDIX 6 OF THE GEM LISTING RULES, BUT IS INCLUDED SOLELY FOR THE PURPOSE OF COMPLIANCE WITH THE HKEX'S OBLIGATIONS UNDER THE PERSONAL DATA (PRIVACY) ORDINANCE.

Privacy Policy Statement

Hong Kong Exchanges and Clearing Limited, and from time to time, its subsidiaries (together the "Group") (and each being "HKEX", "we", "us" or "member of the Group" for the purposes of this Privacy Policy Statement as appropriate) recognise their responsibilities in relation to the collection, holding, processing, use and/or transfer of personal data under the Personal Data (Privacy) Ordinance (Cap. 486) ("PDPO"). Personal data will be collected only for lawful and relevant purposes and all practicable steps will be taken to ensure that personal data held by us is accurate. We will use your personal data which we may from time to time collect in accordance with this Privacy Policy Statement.

We regularly review this Privacy Policy Statement and may from time to time revise it or add specific instructions, policies and terms. Where any changes to this Privacy Policy Statement are material, we will notify you using the contact details you have provided us with and, where required by the PDPO, give you the opportunity to opt out of these changes by means notified to you at that time. Otherwise, in relation to personal data supplied to us through the HKEX website or otherwise, continued use by you of the HKEX website or your continued relationship with us shall be deemed to be your acceptance of and consent to this Privacy Policy Statement, as amended from time to time.

If you have any questions about this Privacy Policy Statement or how we use your personal data, please contact us through one of the communication channels set out in the "Contact Us" section below.

We will take all practicable steps to ensure the security of the personal data and to avoid unauthorised or accidental access, erasure or other use. This includes physical, technical and procedural security methods, where appropriate, to ensure that the personal data may only be accessed by authorised personnel.

Please note that if you do not provide us with your personal data (or relevant personal data relating to

本私隱政策聲明不應視為《GEM上市規則》條文或《GEM上市規則》附錄六 C 表格的一部分，載入有關內容純為香港交易所遵守《個人資料（私隱）條例》下的責任。

私隱政策聲明

香港交易及結算所有限公司以及其不時的附屬公司（統稱「本集團」）（在本私隱政策聲明中，各自稱為「香港交易所」、「我們」或「本集團成員公司」，視適用情況而定）明白根據香港法例第486章《個人資料（私隱）條例》（該「《條例》」）其在收集、持有、處理、使用及／或轉移個人資料方面的責任。個人資料的收集只限作合法且相關的用途，並會採取一切實際可行方法去確保我們持有的個人資料準確無誤。我們將會根據本私隱政策聲明使用我們不時所收集閣下的個人資料。

我們定期檢討這項私隱政策聲明，並可能不時加以修訂或加入具體指示、政策及條款。本私隱政策聲明如有任何重要修訂，我們會通過閣下提供給我們的聯絡方式通知閣下，也會按該《條例》的規定，讓閣下可以透過屆時通知閣下的途徑選擇拒絕接收此類修訂通知。否則，關於通過香港交易所網站或其他方式而提供給我們的個人資料，閣下繼續使用香港交易所網站或繼續維持與我們的關係即被視為同意並接受此項私隱政策聲明（不時修訂）。

如對這項私隱政策聲明或我們如何使用閣下的個人資料有任何疑問，請通過下文「聯繫我們」所載的任何一個通訊渠道與我們聯繫。

我們會採取一切實際可行方法確保個人資料的安全，以及避免個人資料在未經授權或意外的情況下被取用、刪除或作其他用途。這包括在實物具體上、技術上及程序上的適當安全措施，確保只有經授權人士才能取用個人資料。

請注意：如閣下沒有向我們提供個人資料（或有關閣下代理人的個人資料），我們可能無法提供閣下要

may not be able to provide the information, products or services you have asked for or process your requests, applications, subscriptions or registrations, and may not be able to perform or discharge the Regulatory Functions (defined below).

Purpose

From time to time we may collect your personal data including but not limited to your name, mailing address, telephone number, email address, date of birth and login name for the following purposes:

1. to process your applications, subscriptions and registration for our products and services;
2. to perform or discharge the functions of HKEX and any company of which HKEX is the recognised exchange controller (as defined in the Securities and Futures Ordinance (Cap. 571)) ("Regulatory Functions");
3. to provide you with our products and services and administer your account in relation to such products and services;
4. to conduct research and statistical analysis;
5. to process your application for employment or engagement within HKEX to assess your suitability as a candidate for such position and to conduct reference checks with your previous employers; and
6. other purposes directly relating to any of the above.

Direct marketing

Where you have given your consent and have not subsequently opted out, we may also use your name, mailing address, telephone number and email address to send promotional materials to you and conduct direct marketing activities in relation to HKEX financial services and information services, and financial services and information services offered by other members of the Group.

If you do not wish to receive any promotional and direct marketing materials from us or do not wish to receive particular types of promotional and direct marketing materials or do not wish to receive such materials through any particular means of communication, please contact us through one of the communication channels set out in the "Contact Us" section below. To ensure that your request can be processed quickly please provide your full name, email address, log in name and details of the product and/or service you have subscribed.

Identity Card Number

We may also collect your identity card number and process this as required under applicable law or regulation, as required by any regulator having authority over us and, subject to the PDPO, for the purpose of identifying you where it is reasonable for your identity card number to be used for this purpose.

求的資訊、產品或服務又或無法處理閣下的要求、申請、訂購或登記，亦可能無法執行或履行監管職能（定義見下文）。

目的

我們或會為了以下目的而不時收集閣下的個人資料（包括但不限於閣下的姓名、郵寄地址、電話號碼、電郵地址、出生日期和登入名稱）：

1. 處理閣下的申請、訂購及登記使用我們的產品及服務；
2. 執行或履行香港交易所以及任何由其作為認可控制人的公司（定義見香港法例第 571 章《證券及期貨條例》）的職能（「監管職能」）；
3. 向閣下提供我們的產品和服務，以及與此相關的賬戶管理；
4. 進行研究和統計分析；
5. 處理閣下應聘香港交易所職位或工作的申請，以評估閣下是否為適合人選，並向閣下的前僱主進行相關的背景查證；及
6. 與上列任何一項有直接關聯的其他目的。

直接營銷

如閣下已經給予同意而其後並無撤回，我們也可能會使用閣下的姓名、郵寄地址、電話號碼和電郵地址，用以寄送宣傳資料，就香港交易所以及本集團其他成員公司的金融和資訊服務進行直接營銷活動。

如不希望收到我們的宣傳和直接營銷資料，或不希望收到某類宣傳和直接營銷資料，又或不希望在某種途徑收到此類材料，請通過下文「聯繫我們」所載的其中一種通訊渠道聯絡我們。為確保可以迅速處理閣下的要求，請提供閣下的全名、電郵地址、登入名稱及所訂閱產品及 / 或服務的詳情。

身份證號碼

我們也可能會根據適用法律或規例又或任何對我們有管轄權限的監管者的要求而收集並處理閣下的身份證號碼，另外亦可能因為需要識別閣下的身份而（在不抵觸該《條例》的前提下）收集並處理閣下的身份證號碼。

Transfers of personal data for direct marketing purposes

Except to the extent you have already opted out we may transfer your name, mailing address, telephone number and email address to other members of the Group for the purpose of enabling those members of the Group to send promotional materials to you and conduct direct marketing activities in relation to their financial services and information services.

Other transfers of your personal data

For one or more of the purposes specified above, your personal data may be:

1. transferred to other members of the Group and made available to appropriate persons in the Group, in Hong Kong or elsewhere and in this regard you consent to the transfer of your data outside of Hong Kong;
2. supplied to any agent, contractor or third party who provides administrative, telecommunications, computer, payment, debt collection, data processing or other services to HKEX and/or any of other member of the Group in Hong Kong or elsewhere; and
3. other parties as notified to you at the time of collection.

How we use cookies

If you access our information or services through the HKEX website, you should be aware that cookies are used. Cookies are data files stored on your browser. The HKEX website automatically installs and uses cookies on your browser when you access it. Two kinds of cookies are used on the HKEX website:

Session Cookies: temporary cookies that only remain in your browser until the time you leave the HKEX website, which are used to obtain and store configuration information and administer the HKEX website, including carrying information from one page to another as you browse the site so as to, for example, avoid you having to re-enter information on each page that you visit. Session cookies are also used to compile anonymous statistics about the use of the HKEX website.

Persistent Cookies: cookies that remain in your browser for a longer period of time for the purpose of compiling anonymous statistics about the use of the HKEX website or to track and record user preferences.

The cookies used in connection with the HKEX website do not contain personal data. You may refuse to accept cookies on your browser by modifying the settings in your browser or internet security software. However, if you do so you may not be able to utilise or activate certain functions available on the HKEX website.

轉移閣下的個人資料作直接營銷

除非閣下已經拒絕，否則我們可能會將閣下的姓名、郵寄地址、電話號碼和電郵地址轉交本集團其他成員公司，使其可向閣下寄送宣傳資料，就其金融和資訊服務進行直接營銷活動。

其他轉移個人資料的情況 為了以上一個或多於一個目的，閣下的個人資料可能會被：

1. 轉交予本集團其他成員公司，而使本集團（在香港或其他地方）的相關人員獲得閣下的個人資料；就此，閣下同意將閣下的個人資料轉離香港；
2. 提供予任何向香港交易所及/或本集團在香港或其他地方的其他成員提供行政、電訊、電腦、付款、追收欠款、資料處理或其他服務的代理、承判商或第三方；及
3. 轉交予其他人士（收集資料時會通知閣下）。

我們如何使用 cookies

閣下通過香港交易所網站查閱我們的資訊或服務時，應當留意到網站有使用 cookies。Cookies 是指儲存在閣下瀏覽器內的資料檔。閣下進入香港交易所網站時，網站即在閣下瀏覽器內自動安裝並使用 cookies。香港交易所網站使用兩種 cookies。

Session Cookies：一種只在閣下瀏覽香港交易所網站期間留存於瀏覽器內的短暫性質 cookies，用處在於取得並儲存配置資訊及管理網站，包括「攜帶」資訊以隨閣下瀏覽網站的不同版頁，譬如以免閣下每到一個版頁也要重新輸入資訊。Session cookies 也會用來編備關於香港交易所網站使用的匿名統計資料。

Persistent Cookies：一種留存於瀏覽器內較長時間的 cookies，用以編備關於香港交易所網站使用的匿名統計資料，或追蹤和記錄使用者的習慣偏好。

香港交易所網站所用的 cookies 不包含個人資料。閣下可以更改瀏覽器或網路安全軟件中的設定，拒絕接受瀏覽器內的 cookies。不過，這樣或會令閣下不能使用或啟動香港交易所網站中的某些功能。

Compliance with laws and regulations

HKEX and other members of the Group may be required to retain, process and/or disclose your personal data in order to comply with applicable laws and regulations or in order to comply with a court order, subpoena or other legal process (whether in Hong Kong or elsewhere), or to comply with a request by a government authority, law enforcement agency or similar body (whether situated in Hong Kong or elsewhere) or to perform or discharge the Regulatory Functions. HKEX and other members of the Group may need to disclose your personal data in order to enforce any agreement with you, protect our rights, property or safety, or the rights, property or safety of our employees, or to perform or discharge the Regulatory Functions.

Corporate reorganization

As we continue to develop our business, we may reorganise our group structure, undergo a change of control or business combination. In these circumstances it may be the case that your personal data is transferred to a third party who will continue to operate our business or a similar service under either this Privacy Policy Statement or a different privacy policy statement which will be notified to you. Such a third party may be located, and use of your personal data may be made, outside of Hong Kong in connection with such acquisition or reorganisation.

Access and correction of personal data

Under the PDPO, you have the right to ascertain whether we hold your personal data, to obtain a copy of the data, and to correct any data that is inaccurate. You may also request us to inform you of the type of personal data held by us. All data access requests shall be made using the form prescribed by the Privacy Commissioner for Personal Data ("**Privacy Commissioner**") which may be found on the official website of the Office of the Privacy Commissioner or via this link <https://www.pcpd.org.hk/english/publications/files/Dform.pdf>

Requests for access and correction of personal data or for information regarding policies and practices and kinds of data held by us should be addressed in writing and sent by post to us (see the "Contact Us" section below).

A reasonable fee may be charged to offset our administrative and actual costs incurred in complying with your data access requests.

Termination or cancellation

Should your account or relationship with us be cancelled or terminated at any time, we shall cease processing your personal data as soon as reasonably practicable following such cancellation or termination, provided that we may keep copies of your data as is reasonably required for archival purposes, for use in relation to any actual or potential

法律與法規的遵守

香港交易所及本集團其他成員公司或要為了遵守適用法律及規例，或遵守法院指令、傳票或其他法定程序（無論於香港或其他地方），或遵從政府機關、執法機構或類似機構（無論位於香港或其他地方）提出的要求，又或執行或履行監管職能，而必須保留、處理及/或披露閣下的個人資料。香港交易所及本集團其他成員公司或須披露閣下的個人資料，以履行與閣下的協議，或保護我們或我們僱員的權利、財產或安全，又或執行或履行監管職能。

公司重組

隨著我們持續發展業務，我們可能會重組集團架構或出現控制權易手或業務合併。在這些情況下，閣下的個人資料或會按這份私隱政策聲明或另一份將會通知閣下的私隱政策聲明而移交繼續運營我們業務或類似服務的第三方。此等第三方或在香港以外的地方，就此等收購或重組而使用閣下個人資料的地點也可能不在香港。

查閱及更正個人資料 根據該《條例》，閣下有權查明我們是否持有閣下的個人資料、取得資料的備份及更正任何不準確資料，也可以要求我們通知閣下其持有資料的種類。

如欲查閱有關資料，須使用個人資料私隱專員（「**私隱專員**」）指定的表格（可於私隱專員公署的官方網站下載）或經此連接

<https://www.pcpd.org.hk/english/publications/files/Dform.pdf> 提出。

如欲查閱和更正個人資料，或查閱有關政策與常規以及我們所持有資料種類，應以書面及郵遞形式提出要求（見以下「聯繫我們」）。

我們或會因應閣下查閱資料要求而產生的行政及實際成本而收取合理的費用。

終止或取消

任何時候如果閣下在我們的賬戶或與我們的關係被取消或終止，我們會隨即在合理情況下盡快終止處理閣下的個人資料，但也可按合理需要而保留有關資料，合理的需要包括：資料歸檔；解決實際或潛

purposes, for use in relation to any actual or potential dispute, for the purpose of compliance with applicable laws and regulations and for the purpose of enforcing any agreement we have with you, for protecting our rights, property or safety, or the rights, property or safety of our employees, and for performing or discharging our functions, obligations and responsibilities.

General

If there is any inconsistency or conflict between the English and Chinese versions of this Privacy Policy Statement, the English version shall prevail.

Contact us

By Post:

Personal Data Privacy Officer
Hong Kong Exchanges and Clearing Limited
8/F., Two Exchange Square
8 Connaught Place
Central
Hong Kong

By Email:

DataPrivacy@HKEX.COM.HK

資料，合理的需要包括：資料歸檔；解決實際或潛在的爭議；遵守適用法律及規例；履行與閣下的任何協議；保障我們及我們僱員的權利、財產或安全；以及執行或履行我們的職能、義務及責任等。

一般資料

本私隱政策聲明的中英文本如有差異，概以英文版為準。

聯繫我們

郵寄：

香港中環康樂廣場 8號
交易廣場二期 8樓
香港交易及結算所有限公司
個人資料私隱主任

電郵：

DataPrivacy@HKEX.COM.HK

DIRECTOR'S AND SUPERVISOR'S FORMS

董事及監事的表格

FORM B
B 表格**Director's Declaration, Undertaking and Acknowledgement (PRC Issuer)**

董事的聲明、承諾及確認（適用於中國發行人）

Part 1

第一部分

DECLARATION

聲明

1. State:- 請填報：	in English 英文	in Chinese 中文
(a) present surname and any former surname(s)* 現時姓氏及任何前度姓氏*	.....	.....
(b) alias, if any * 別名，如有*	.....	.....
(c) present forename(s) and any former forename(s) * 現時名字及任何前度名字*	.....	.....
(d) date of birth 出生日期	.....	.....
(e) residential address 住址	...............	...............
(f) nationality and former nationality, if any 國籍及前度國籍，如有	.....	.....
(g) (i) Hong Kong ID card number 香港身份證號碼		
(ii) in the case of a non-Hong Kong ID cardholder, passport number or any identification document number and name of issuing authority 如為非香港身份證持有人，請列明護照號碼或 任何身份識別文件號碼，以及簽發機構名稱	.....	.....
(h) name of issuer (i.e. the new applicant / listed issuer) 發行人（新申請人／上市發行人）名稱	.....	.....

* As set out in the Hong Kong ID card, or any relevant identification document referred to in 1(g) above.

* 香港身份證或上文 1(g)所述的任何有關身份識別文件上所示者。

2. The relevant document that sets out my personal details in the manner described in paragraph 41 of Appendix 1A or rule 17.50(2), as the case may be, of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited from time to time in force (the “GEM Listing Rules”) is:

按不時生效的《香港聯合交易所有限公司 GEM 證券上市規則》（《GEM 上市規則》）附錄一 A 第 41 段或第 17.50(2)條所述方式（視屬何情況而定）載有本人的個人資料的有關文件 為：

(Tick as appropriate)

（請在適當方格內加上√號）

In the case of new applicant:

如屬新申請人：

- ☐ the listing document datedwhich has been duly registered with the Companies Registry.

日期為年月日 並已正式在公司註冊處登記的上市文件。

In the case of listed issuer:

如屬上市發行人：

- ☐ the announcement dated by the issuer as required under GEM Listing Rule 17.50(2) with regard to my appointment as a director of the issuer.

發行人按《GEM 上市規則》第 17.50(2)條的規定，就委任本人為發行人董事的公告。

公告日期為.....年月日。

Part 2
第二部分

UNDERTAKING AND ACKNOWLEDGEMENT

承諾及確認

The particulars referred to in this Part 2 are:-

此第二部分所述的資料為：

- (a) in the exercise of my powers and duties as a director of(Insert the name of the issuer) I, the undersigned, shall:-
在行使(填入發行人名字)董事的權力及職責時，本人（簽署人）須：
- (i) comply to the best of my ability with the GEM Listing Rules, and all applicable laws, rules, regulations and normative statements from time to time in force in the PRC relating to the governing, operation, conduct or regulation of public companies in the PRC or elsewhere;
盡力遵守《GEM上市規則》，及不時生效的所有關於中國或其他地方的公眾公司的管轄、運作、行為或監管事宜的適用中國法律、規則、規例及規範聲明；
 - (ii) comply to the best of my ability with the provisions of the issuer's articles of association (including all provisions regarding the duties of directors) and use my best endeavours to procure the issuer to act at all times in accordance with its articles of association;
盡力遵守發行人的公司章程的規定（包括有關董事職責的一切規定），並盡力促使發行人在任何時候均按照其公司章程而行事；
 - (iii) use my best endeavours to procure the issuer to comply with the GEM Listing Rules;
盡力促使發行人遵守《GEM上市規則》；
 - (iv) inform The Stock Exchange of Hong Kong Limited (the “Exchange”) forthwith and in writing, at any time while I am a director of the issuer (or within 12 months of my ceasing to be a director of the issuer), of any administrative or governmental notice or proceeding alleging a breach by the issuer or any of its subsidiaries or directors of any applicable laws, rules, regulations or normative statements in force in the PRC relating to the governing, operation, conduct or regulation of public companies;
在本人擔任發行人的董事的任何期間（或本人停止擔任發行人的董事後的十二個月內），如有行政或政府部門的通知或涉及任何程序，指稱發行人或其任何附屬公司或董事，違反有關公眾公司的管轄、運作、行為或監管事宜而不時生效的任何適用的中國法律、規則、規例或規範聲明，立即通知並以書面通知香港聯合交易所有限公司（聯交所或本交易所）；

- (v) comply to the best of my ability, and use my best endeavours to procure the issuer to comply, with the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Securities and Futures Ordinance, the Code on Takeovers and Mergers, the Code on Share Buy-backs and all other relevant securities laws and regulations from time to time in force in Hong Kong; and
盡力遵守及盡力促使發行人遵守《公司條例》、《公司(清盤及雜項條文)條例》、《證券及期貨條例》、《公司收購及合併守則》、《公司股份回購守則》及香港所有其他不時生效的有關證券的法例與規例；及
- (vi) use my best endeavours to procure any alternate of mine to comply with the GEM Listing Rules including the provisions as set out above;
盡力促使本人的任何替任人遵守《GEM上市規則》（包括上述各項條文）；
- (b) I shall, when I am a director of the issuer and after I cease to be so:
本人出任發行人董事時以及停止擔任發行人董事後均須：
- (i) provide to the Exchange as soon as possible, or otherwise in accordance with time limits imposed by the Exchange:
盡快或根據聯交所設定的時限向聯交所提供以下資料及文件：
- (1) any information and documents that the Exchange reasonably considers appropriate to protect investors or ensure the smooth operation of the market; and
聯交所合理地認為可保障投資者或確保市場運作暢順的任何資料及文件；及
- (2) any other information and documents or explanation that the Exchange may reasonably require for the purpose of verifying compliance with the GEM Listing Rules; and
聯交所可為核實是否有遵守《GEM上市規則》事宜而合理地要求的任何其他資料及文件或解釋；及

- (ii) cooperate in any investigation conducted by the Listing Division (as such term is defined in rule 1.01 of the GEM Listing Rules) and/or the Listing Committee (as such term is defined in rule 1.01 of the GEM Listing Rules), including answering promptly and openly any questions addressed to me, promptly producing the originals or copies of any relevant documents and attending before any meeting or hearing at which I am requested to appear;

在上市科（按《GEM上市規則》第1.01條界定）及／或上市委員會（按《GEM上市規則》第1.01條界定）所進行的任何調查中給予合作，包括及時及坦白地答覆向本人提出的任何問題，及時地提供任何有關文件的正本或副本，並出席本人被要求出席的任何會議或聽證會；

- (c) I, in accepting to be a director of the issuer, hereby (i) irrevocably appoint the issuer as my agent, for so long as I remain as a director of the issuer, for receiving on my behalf any correspondence from and/or service of notices and other documents by the Exchange; and (ii) authorise the Executive Director – Listing Division, or any person authorised by the Executive Director – Listing Division, to disclose any of my personal particulars given by me to members of the Listing Committee and, with the approval of the Chairman or a Deputy Chairman of the Exchange, to such other persons, as the Executive Director – Listing Division may from time to time think fit;

本人接受出任發行人的董事，即(i)不可撤回地委任發行人為本人的代理人，在本人出任發行人董事期間，代表本人接收任何聯交所發出的信函及／或送達的通知書及其他文件；及(ii)授權上市科執行總監（或獲其授權的任何人士）將本人提供的個人資料向上市委員會委員披露；並在聯交所主席或一位副主席批准的情況下，向上市科執行總監不時認為適當的其他人士披露；

(d) I shall inform the Exchange (in the manner prescribed by the Exchange from time to time):

在本人須在下列情況下（以聯交所不時規定的方式）將下述資料通知聯交所：

(i) as soon as reasonably practicable after my appointment, my telephone number, mobile phone number, facsimile number (if available), email address (if available), residential address and contact address (if different from the residential address) for correspondence from and service of notices and other documents by the Exchange;

於獲委任後在合理可行情況下盡快提供本人的電話號碼、手機號碼、傳真號碼（如有）、電郵地址（如有）、住址及用以接收聯交所發出的信函及送達的通知書和其他文件的聯絡地址（如與住址不同）；

(ii) for so long as I remain as a director of the issuer, any change to the contact information as described in paragraph (i) as soon as reasonably practicable and in any event within 28 days of such change; and

在出任發行人董事期間，如第(i)段所述聯絡資料有變，須在合理可行的情況下盡快（無論如何於有關變動出現後 28 日內）通知會聯交所；及

(iii) for a period of 3 years from the date on which I cease to be a director of the issuer, any change to the contact information as described in paragraph (i) as soon as reasonably practicable and in any event within 28 days of such change.

在本人不再出任發行人董事的日期起計三年內，如第(i)段所述聯絡資料有變，須在合理可行的情況下盡快（無論如何須於有關變動出現後28日內）通知聯交所。

I acknowledge and agree that any correspondence from and/or service of notices and other documents by the Exchange to me when I am a director of the issuer or after I cease to be so, for whatever purposes (including but not limited to the service of notice of disciplinary proceedings) shall be deemed to have been validly and adequately served on me when the document or notice is served personally or is sent by post, facsimile or email to the address or number I provide to the Exchange. I agree and acknowledge that I am responsible for keeping the Exchange informed of my up-to-date contact details. I acknowledge that, if I, as the director or former director of the issuer, fail to provide the Exchange with my up-to-date contact details or arrange for notices, documents or correspondence to be forwarded to me, I may not be alerted to any proceedings commenced against me by the Exchange; and

本人確認及同意，在本人出任發行人董事期間或不再出任發行人董事之後，但凡聯交所就任何目的向本人發出的信函及／或送達的通知書及其他文件（包括但不限於送達紀律程序的通知）若以面交本人的方式，或以郵寄、傳真或電郵的方式送達本人向聯交所提供的地址或號碼，即被視為已有效及充分地送達本人。本人同意及確認，本人有責任向聯交所提供本人最新的聯絡資料。本人確認，若本人（作為發行人的董事或前董事）未能向聯交所提供本人最新的聯絡資料，或未有為送呈本人的通知、文件或書信提供轉送安排，本人可能會不知悉有關聯交所向本人展開的任何程序；及

- (e) I hereby submit to the jurisdiction of the Exchange in respect of all matters relevant to the GEM Listing Rules.

本人在此接受聯交所就有關《GEM上市規則》各方面的管轄。

I, [Insert Chinese name, if any]:
本人 [請填上中文姓名（如有）]:

- (i) solemnly and sincerely declare that all particulars about me that appear in Part 1(1) of this Form B and in the document referred to in Part 1(2) of this Form B are true, complete and accurate, that I accept responsibility for the truthfulness, accuracy and completeness of the foregoing particulars, that I have not made any statements or omissions which would render such particulars untrue or misleading, that I understand the possible consequences of giving information which is false or misleading in a material particular including those as set forth in Note (1) hereto, and that I understand that the Exchange may rely upon the foregoing particulars in assessing my suitability to act as a director of the issuer; and

謹以至誠鄭重聲明，在本B表格第一部分(1)及本B表格第一部分(2)所述文件所示有關本人的所有詳細資料均為真實、完整及準確，且本人對上述資料的真實性、準確性及完整性承擔責任，而本人亦無作出任何聲明或遺漏，致使有關資料不真實或具誤導性，本人亦明白在要項上提供虛假或具誤導性的資料可能引致的後果（包括本表格附註1所載內容）；本人並明白，聯交所或會倚賴上述資料來評估本人是否適合出任發行人董事；及

- (ii) undertake and acknowledge with the Exchange in the terms set out in Part 2 of this Form B.
按本B表格第二部分所載的條款向聯交所作出承諾及確認。

Signature 簽署：_____

Name of director 董事姓名：_____

Hong Kong ID Card Number*

香港身份證號碼*：_____

Dated 日期：_____

Certified as the true signature of _____

由以下人士證明上述簽署為_____的真實簽署

By :

Signature (Secretary / Director)

簽署（秘書／董事）：_____

Name (Secretary / Director)

姓名（秘書／董事）：_____

* *In the case of a non-Hong Kong ID cardholder, state the passport number or any identification document number and name of issuing authority.*

如為非香港身份證持有人，請列明護照號碼或任何身份識別文件號碼，以及簽發機構名稱。

Part 3
第三部分

- (A) *If the issuer is a new applicant, the following sponsor's certification must be completed:* -
如發行人為新申請人，下列的保薦人證明亦須填報：

SPONSOR'S CERTIFICATION

保薦人證明

We,, are the sponsor for the issuer appointed on..... [Date] for the purpose referred to in GEM Listing Rule 6A.02 and have offices located at

We hereby certify that we have read the particulars provided by..... [Insert name of director] in and any document referred to in Part 1 (1) and (2) of this Form B and we are not aware of any information that would lead a reasonable person to inquire further concerning the truthfulness, completeness or accuracy of any of the particulars so provided.

我們, 乃在 [日期] 為《GEM 上市規則》第 6A.02 條所提及的目的而委任的發行人的保薦人，辦事處設於。我們茲證明，我們已閱讀 [填入董事的姓名] 在 B 表格第一部份(1)及(2)所作及所述任何文件內作出的回答，我們並不知悉任何資料，足以使一名合理的人士，就如此填報的資料的真實性、完整性及準確性作進一步的查詢。

Executed this day of, 20....., in
本證明於 20 年 月 日在 簽立。

(Signed 簽署) _____

- (B) *The following solicitor's certification must be completed whenever this Form B is required to be lodged with The Stock Exchange of Hong Kong Limited:-*

按規定須向香港聯合交易所有限公司呈報本 B 表格的，均須填報下列律師證明：

SOLICITOR'S CERTIFICATION

律師證明

We,, are a firm of solicitors qualified to advise on Hong Kong law with offices located at
We hereby certify that we have explained all applicable requirements and procedures for completing and executing this Form B or the documents referred to in this Form B, and the possible consequences of making a false declaration or giving false information, to [Insert name of director]. Further, we hereby certify that [Insert name of director] has acknowledged to us that he / she understands the foregoing.

我們，.....，為一家有資格就香港法律提供意見的律師行，辦事處設於.....。
 我們茲證明，我們已向.....〔填入董事的姓名〕解釋填報及簽立本 B 表格及本 B 表格所指的文件的所有適用規定和程序，以及作出虛假聲明或提供虛假信息所可能引致的後果。此外，我們茲證明.....〔填入董事的姓名〕已向我們承認其了解上述各項。

Executed thisday of....., 20, in
 本證明於 20 年 月 日在 簽立。

(Signed 簽署) _____

Notes 附註：

- (1) *The failure of any person required to lodge this Form B to complete Part 1 of this Form B truthfully, completely and accurately, or the failure to execute Part 2 of this Form B or to observe any of the undertakings made under that Part, constitutes a breach of the GEM Listing Rules. In addition, every director of the issuer supplying information sought or referred to in this Form B, should note that such information constitutes information which is provided to the Exchange in purported compliance with a requirement to provide information under the “relevant provisions” (as defined in Part 1 of Schedule 1 to the Securities and Futures Ordinance, Cap. 571) and is likely to be relied upon by the Exchange. In relation to this, you should be aware that giving to the Exchange any information which is false or misleading in a material particular will render the relevant person liable for prosecution for an offence under section 384 of the Securities and Futures Ordinance. If you have any queries you should consult the Exchange or your professional adviser immediately.*

按規定須呈交本 B 表格的任何人士，若未能真實、完整及準確地填妥本 B 表格第一部分，或未能簽立本 B 表格第二部分又或未能遵守該部分所作的任何承諾，均構成違反《GEM 上市規則》。此外，凡提供本 B 表格所要求或所述資料的發行人董事均應注意，該等資料構成本意是為遵守「有關條文」（定義見香港法例第 571 章《證券及期貨條例》附表 1 第 1 部）項下關於提供資料的規定而向本交易所提供的資料，本交易所或會依賴該等資料。就此，閣下應注意，根據《證券及期貨條例》第 384 條，在要項上向本交易所提供虛假或具誤導性的資料，有關人士即屬犯法，會遭檢控。若閣下有任何疑問，應立即諮詢本交易所或閣下的專業顧問。

- (2) *To the extent that this form is required to be signed by 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.*

只要此表格是規定須由保薦人簽署，本交易所認為，此表格須由承擔有關上市工作的交易小組(定義見「證監會保薦人條文」)的監督的主事人簽署。不過，無論是誰代表保薦人簽署此表格，保薦人的管理層(定義見「證監會保薦人條文」)須就保薦人公司工作的監督及質素保證負有最終責任。本交易所提醒保薦人：其有責任設立有效的內部系統及監控，並作出妥善的監督及監管；有關責任包括但不限於「證監會保薦人條文」所載的責任。

THIS PRIVACY POLICY STATEMENT IS NOT TO BE REGARDED AS A PART OF THE GEM LISTING RULES OR FORM C OF APPENDIX 6 OF THE GEM LISTING RULES, BUT IS INCLUDED SOLELY FOR THE PURPOSE OF COMPLIANCE WITH THE HKEX'S OBLIGATIONS UNDER THE PERSONAL DATA (PRIVACY) ORDINANCE.

Privacy Policy Statement

Hong Kong Exchanges and Clearing Limited, and from time to time, its subsidiaries (together the "Group") (and each being "HKEX", "we", "us" or "member of the Group" for the purposes of this Privacy Policy Statement as appropriate) recognise their responsibilities in relation to the collection, holding, processing, use and/or transfer of personal data under the Personal Data (Privacy) Ordinance (Cap. 486) ("PDPO"). Personal data will be collected only for lawful and relevant purposes and all practicable steps will be taken to ensure that personal data held by us is accurate. We will use your personal data which we may from time to time collect in accordance with this Privacy Policy Statement.

We regularly review this Privacy Policy Statement and may from time to time revise it or add specific instructions, policies and terms. Where any changes to this Privacy Policy Statement are material, we will notify you using the contact details you have provided us with and, where required by the PDPO, give you the opportunity to opt out of these changes by means notified to you at that time. Otherwise, in relation to personal data supplied to us through the HKEX website or otherwise, continued use by you of the HKEX website or your continued relationship with us shall be deemed to be your acceptance of and consent to this Privacy Policy Statement, as amended from time to time.

If you have any questions about this Privacy Policy Statement or how we use your personal data, please contact us through one of the communication channels set out in the "Contact Us" section below.

We will take all practicable steps to ensure the security of the personal data and to avoid unauthorised or accidental access, erasure or other use. This includes physical, technical and procedural security methods, where appropriate, to ensure that the personal data may only be accessed by authorised personnel.

Please note that if you do not provide us with your personal data (or relevant personal data relating to

本私隱政策聲明不應視為《GEM上市規則》條文或《GEM上市規則》附錄六 C 表格的一部分，載入有關內容純為香港交易所遵守《個人資料（私隱）條例》下的責任。

私隱政策聲明

香港交易及結算所有限公司以及其不時的附屬公司（統稱「本集團」）（在本私隱政策聲明中，各自稱為「香港交易所」、「我們」或「本集團成員公司」，視適用情況而定）明白根據香港法例第486章《個人資料（私隱）條例》（該「《條例》」）其在收集、持有、處理、使用及／或轉移個人資料方面的責任。個人資料的收集只限作合法且相關的用途，並會採取一切實際可行方法去確保我們持有的個人資料準確無誤。我們將會根據本私隱政策聲明使用我們不時所收集閣下的個人資料。

我們定期檢討這項私隱政策聲明，並可能不時加以修訂或加入具體指示、政策及條款。本私隱政策聲明如有任何重要修訂，我們會通過閣下提供給我們的聯絡方式通知閣下，也會按該《條例》的規定，讓閣下可以透過屆時通知閣下的途徑選擇拒絕接收此類修訂通知。否則，關於通過香港交易所網站或其他方式而提供給我們的個人資料，閣下繼續使用香港交易所網站或繼續維持與我們的關係即被視為同意並接受此項私隱政策聲明（不時修訂）。

如對這項私隱政策聲明或我們如何使用閣下的個人資料有任何疑問，請通過下文「聯繫我們」所載的任何一個通訊渠道與我們聯繫。

我們會採取一切實際可行方法確保個人資料的安全，以及避免個人資料在未經授權或意外的情況下被取用、刪除或作其他用途。這包括在實物具體上、技術上及程序上的適當安全措施，確保只有經授權人士才能取用個人資料。

請注意：如閣下沒有向我們提供個人資料（或有關閣下代理人的個人資料），我們可能無法提供閣下要

persons appointed by you to act on your behalf) we may not be able to provide the information, products or services you have asked for or process your requests, applications, subscriptions or registrations, and may not be able to perform or discharge the Regulatory Functions (defined below).

Purpose

From time to time we may collect your personal data including but not limited to your name, mailing address, telephone number, email address, date of birth and login name for the following purposes:

1. to process your applications, subscriptions and registration for our products and services;
2. to perform or discharge the functions of HKEX and any company of which HKEX is the recognised exchange controller (as defined in the Securities and Futures Ordinance (Cap. 571)) ("Regulatory Functions");
3. to provide you with our products and services and administer your account in relation to such products and services;
4. to conduct research and statistical analysis;
5. to process your application for employment or engagement within HKEX to assess your suitability as a candidate for such position and to conduct reference checks with your previous employers; and
6. other purposes directly relating to any of the above.

Direct marketing

Where you have given your consent and have not subsequently opted out, we may also use your name, mailing address, telephone number and email address to send promotional materials to you and conduct direct marketing activities in relation to HKEX financial services and information services, and financial services and information services offered by other members of the Group.

If you do not wish to receive any promotional and direct marketing materials from us or do not wish to receive particular types of promotional and direct marketing materials or do not wish to receive such materials through any particular means of communication, please contact us through one of the communication channels set out in the "Contact Us" section below. To ensure that your request can be processed quickly please provide your full name, email address, log in name and details of the product and/or service you have subscribed.

Identity Card Number

We may also collect your identity card number and process this as required under applicable law or regulation, as required by any regulator having authority over us and, subject to the PDPO, for the purpose of identifying you where it is reasonable for your identity card number to be used for this purpose.

求的資訊、產品或服務又或無法處理閣下的要求、申請、訂購或登記，亦可能無法執行或履行監管職能（定義見下文）。

目的

我們或會為了以下目的而不時收集閣下的個人資料（包括但不限於閣下的姓名、郵寄地址、電話號碼、電郵地址、出生日期和登入名稱）：

1. 處理閣下的申請、訂購及登記使用我們的產品及服務；
2. 執行或履行香港交易所以及任何由其作為認可控制人的公司（定義見香港法例第 571 章《證券及期貨條例》）的職能（「監管職能」）；
3. 向閣下提供我們的產品和服務，以及與此相關的賬戶管理；4. 進行研究和統計分析；
5. 處理閣下應聘香港交易所職位或工作的申請，以評估閣下是否為適合人選，並向閣下的前僱主進行相關的背景查證；及
6. 與上列任何一項有直接關聯的其他目的。

直接營銷

如閣下已經給予同意而其後並無撤回，我們也可能會使用閣下的姓名、郵寄地址、電話號碼和電郵地址，用以寄送宣傳資料，就香港交易所以及本集團其他成員公司的金融和資訊服務進行直接營銷活動。

如不希望收到我們的宣傳和直接營銷資料，或不希望收到某類宣傳和直接營銷資料，又或不希望在某種途徑收到此類材料，請通過下文「聯繫我們」所載的其中一種通訊渠道聯絡我們。為確保可以迅速處理閣下的要求，請提供閣下的全名、電郵地址、登入名稱及所訂閱產品及 / 或服務的詳情。

身份證號碼

我們也可能會根據適用法律或規例又或任何對我們有管轄權限的監管者的要求而收集並處理閣下的身份證號碼，另外亦可能因為需要識別閣下的身份而（在不抵觸該《條例》的前提下）收集並處理閣下的身份證號碼。

Transfers of personal data for direct marketing purposes

Except to the extent you have already opted out we may transfer your name, mailing address, telephone number and email address to other members of the Group for the purpose of enabling those members of the Group to send promotional materials to you and conduct direct marketing activities in relation to their financial services and information services.

Other transfers of your personal data

For one or more of the purposes specified above, your personal data may be:

1. transferred to other members of the Group and made available to appropriate persons in the Group, in Hong Kong or elsewhere and in this regard you consent to the transfer of your data outside of Hong Kong;
2. supplied to any agent, contractor or third party who provides administrative, telecommunications, computer, payment, debt collection, data processing or other services to HKEX and/or any of other member of the Group in Hong Kong or elsewhere; and
3. other parties as notified to you at the time of collection.

How we use cookies

If you access our information or services through the HKEX website, you should be aware that cookies are used. Cookies are data files stored on your browser. The HKEX website automatically installs and uses cookies on your browser when you access it. Two kinds of cookies are used on the HKEX website:

Session Cookies: temporary cookies that only remain in your browser until the time you leave the HKEX website, which are used to obtain and store configuration information and administer the HKEX website, including carrying information from one page to another as you browse the site so as to, for example, avoid you having to re-enter information on each page that you visit. Session cookies are also used to compile anonymous statistics about the use of the HKEX website.

Persistent Cookies: cookies that remain in your browser for a longer period of time for the purpose of compiling anonymous statistics about the use of the HKEX website or to track and record user preferences.

The cookies used in connection with the HKEX website do not contain personal data. You may refuse to accept cookies on your browser by modifying the settings in your browser or internet security software. However, if you do so you may not be able to utilise or activate certain functions available on the HKEX website.

轉移閣下的個人資料作直接營銷

除非閣下已經拒絕，否則我們可能會將閣下的姓名、郵寄地址、電話號碼和電郵地址轉交本集團其他成員公司，使其可向閣下寄送宣傳資料，就其金融和資訊服務進行直接營銷活動。

其他轉移個人資料的情況

為了以上一個或多於一個目的，閣下的個人資料可能會被：

1. 轉交予本集團其他成員公司，而使本集團（在香港或其他地方）的相關人員獲得閣下的個人資料；就此，閣下同意將閣下的個人資料轉離香港；
2. 提供予任何向香港交易所及/或本集團在香港或其他地方的其他成員提供行政、電訊、電腦、付款、追收欠款、資料處理或其他服務的代理、承判商或第三方；及
3. 轉交予其他人士（收集資料時會通知閣下）。

我們如何使用 cookies

閣下通過香港交易所網站查閱我們的資訊或服務時，應當留意到網站有使用 cookies。Cookies 是指儲存在閣下瀏覽器內的資料檔。閣下進入香港交易所網站時，網站即在閣下瀏覽器內自動安裝並使用 cookies。香港交易所網站使用兩種 cookies。

Session Cookies：一種只在閣下瀏覽香港交易所網站期間留存於瀏覽器內的短暫性質 cookies，用處在於取得並儲存配置資訊及管理網站，包括「攜帶」資訊以隨閣下瀏覽網站的不同版頁，譬如以免閣下每到一個版頁也要重新輸入資訊。Session cookies 也會用來編備關於香港交易所網站使用的匿名統計資料。

Persistent Cookies：一種留存於瀏覽器內較長時間的 cookies，用以編備關於香港交易所網站使用的匿名統計資料，或追蹤和記錄使用者的習慣偏好。

香港交易所網站所用的 cookies 不包含個人資料。閣下可以更改瀏覽器或網路安全軟件中的設定，拒絕接受瀏覽器內的 cookies。不過，這樣或會令閣下不能使用或啟動香港交易所網站中的某些功能。

Compliance with laws and regulations

HKEX and other members of the Group may be required to retain, process and/or disclose your personal data in order to comply with applicable laws and regulations or in order to comply with a court order, subpoena or other legal process (whether in Hong Kong or elsewhere), or to comply with a request by a government authority, law enforcement agency or similar body (whether situated in Hong Kong or elsewhere) or to perform or discharge the Regulatory Functions. HKEX and other members of the Group may need to disclose your personal data in order to enforce any agreement with you, protect our rights, property or safety, or the rights, property or safety of our employees, or to perform or discharge the Regulatory Functions.

Corporate reorganization

As we continue to develop our business, we may reorganise our group structure, undergo a change of control or business combination. In these circumstances it may be the case that your personal data is transferred to a third party who will continue to operate our business or a similar service under either this Privacy Policy Statement or a different privacy policy statement which will be notified to you. Such a third party may be located, and use of your personal data may be made, outside of Hong Kong in connection with such acquisition or reorganisation.

Access and correction of personal data

Under the PDPO, you have the right to ascertain whether we hold your personal data, to obtain a copy of the data, and to correct any data that is inaccurate. You may also request us to inform you of the type of personal data held by us. All data access requests shall be made using the form prescribed by the Privacy Commissioner for Personal Data ("Privacy Commissioner") which may be found on the official website of the Office of the Privacy Commissioner or via this link <https://www.pcpd.org.hk/english/publications/files/Dform.pdf>

Requests for access and correction of personal data or for information regarding policies and practices and kinds of data held by us should be addressed in writing and sent by post to us (see the "Contact Us" section below).

A reasonable fee may be charged to offset our administrative and actual costs incurred in complying with your data access requests.

Termination or cancellation

Should your account or relationship with us be cancelled or terminated at any time, we shall cease processing your personal data as soon as reasonably practicable following such cancellation or termination, provided that we may keep copies of your data as is reasonably required for archival

法律與法規的遵守

香港交易所及本集團其他成員公司或要為了遵守適用法律及規例，或遵守法院指令、傳票或其他法定程序（無論於香港或其他地方），或遵從政府機關、執法機構或類似機構（無論位於香港或其他地方）提出的要求，又或執行或履行監管職能，而必須保留、處理及/或披露閣下的個人資料。香港交易所及本集團其他成員公司或須披露閣下的個人資料，以履行與閣下的協議，或保護我們或我們僱員的權利、財產或安全，又或執行或履行監管職能。

公司重組

隨著我們持續發展業務，我們可能會重組集團架構或出現控制權易手或業務合併。在這些情況下，閣下的個人資料或會按這份私隱政策聲明或另一份將會通知閣下的私隱政策聲明而移交繼續運營我們業務或類似服務的第三方。此等第三方或在香港以外的地方，就此等收購或重組而使用閣下個人資料的地點也可能不在香港。

查閱及更正個人資料

根據該《條例》，閣下有權查明我們是否持有閣下的個人資料、取得資料的備份及更正任何不準確資料，也可以要求我們通知閣下其持有資料的種類。如欲查閱有關資料，須使用個人資料私隱專員（「私隱專員」）指定的表格（可於私隱專員公署的官方網站下載）或經此連接

<https://www.pcpd.org.hk/english/publications/files/Dform.pdf> 提出。

如欲查閱和更正個人資料，或查閱有關政策與常規以及我們所持有資料種類，應以書面及郵遞形式提出要求（見以下「聯繫我們」）。

我們或會因應閣下查閱資料要求而產生的行政及實際成本而收取合理的費用。

終止或取消

任何時候如果閣下在我們的賬戶或與我們的關係被取消或終止，我們會隨即在合理情況下盡快終止處理閣下的個人資料，但也可按合理需要而保留有關

purposes, for use in relation to any actual or potential dispute, for the purpose of compliance with applicable laws and regulations and for the purpose of enforcing any agreement we have with you, for protecting our rights, property or safety, or the rights, property or safety of our employees, and for performing or discharging our functions, obligations and responsibilities.

General

If there is any inconsistency or conflict between the English and Chinese versions of this Privacy Policy Statement, the English version shall prevail.

Contact us

By Post:

Personal Data Privacy Officer
Hong Kong Exchanges and Clearing Limited
8/F., Two Exchange Square
8 Connaught Place
Central
Hong Kong

By Email:

DataPrivacy@HKEX.COM.HK

資料，合理的需要包括：資料歸檔；解決實際或潛在的爭議；遵守適用法律及規例；履行與閣下的任何協議；保障我們及我們僱員的權利、財產或安全；以及執行或履行我們的職能、義務及責任等。

一般資料

本私隱政策聲明的中英文本如有差異，概以英文版為準。

聯繫我們

郵寄：

香港中環康樂廣場 8號
交易廣場二期 8樓
香港交易及結算所有限公司
個人資料私隱主任

電郵：

DataPrivacy@HKEX.COM.HK

DIRECTOR'S AND SUPERVISOR'S FORMS

董事及監事的表格

FORM C

C 表格

Supervisor's declaration and undertaking and acknowledgement in respect of an issuer incorporated in the People's Republic of China ("PRC")

監事的聲明、承諾及確認

(適用於在中華人民共和國(「中國」)註冊成立的發行人)

Part 1

第一部分

DECLARATION

聲明

1. State:- 請填報：	in English 英文	in Chinese 中文
(a) present surname and any former surname(s)* 現時姓氏及任何前度姓氏*	.....	.....
(b) alias, if any * 別名，如有*	.....	.....
(c) present forename(s) and any former forename(s) * 現時名字及任何前度名字*	.....	.....
(d) date of birth 出生日期	.....	.....
(e) residential address 住址	...............	...............
(f) nationality and former nationality, if any 國籍及前度國籍，如有	.....	.....
(g) (i) Hong Kong ID card number 香港身份證號碼	.....	.....
(ii) in the case of a non-Hong Kong ID cardholder, passport number or any identification document number and name of issuing authority 如為非香港身份證持有人，請列明護照號碼或 任何身份識別文件號碼，以及簽發機構名稱	.....	.....
(h) name of issuer (i.e. the new applicant / listed issuer) 發行人（新申請人／上市發行人）名稱	.....	.....

* As set out in the Hong Kong ID card, or any relevant identification document referred to in 1(g) above.

* 香港身份證或上文 1(g)所述的任何有關身份識別文件上所示者。

2. The relevant document that sets out my personal details in the manner described in paragraph 41 of Appendix 1A or rule 17.50(2), as the case may be, of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited from time to time in force (the “GEM Listing Rules”) is:

按不時生效的《香港聯合交易所有限公司 GEM 證券上市規則》（《GEM 上市規則》）附錄一 A 第 41 段或第 17.50(2)條所述方式（視屬何情況而定）載有本人個人資料的有關文件：

(Tick as appropriate)

(請在適當方格內加上✓號)

In the case of new applicant:

如屬新申請人：

- ☐ the listing document dated which has been duly registered with the Companies Registry.

日期為年.....月.....日並已正式在公司註冊處登記的上市文件。

In the case of listed issuer:

如屬上市發行人：

- ☐ the announcement dated by the issuer as required under GEM Listing Rule 17.50(2) with regard to my appointment as a supervisor of the issuer.

發行人按《GEM 上市規則》第 17.50(2)條的規定，就委任本人為發行人 監事的公告。
公告日期為.....年.....月.....日。

Part 2

第二部分

UNDERTAKING AND ACKNOWLEDGEMENT

承諾及確認

The particulars referred to in this Part 2 are:-

此第二部分所述的資料為：

1. in the exercise of my powers and duties as a supervisor of
(Insert the name of the issuer) I, the undersigned, shall:
在行使 (填入發行人名字) 監事的權力及職責時，本人
(簽署人) 須：
 - (a) comply to the best of my ability with all applicable laws, rules, regulations and normative statements from time to time in force in the PRC relating to the responsibilities, duties and obligations of a supervisor in connection with the governing, operation, conduct or regulation of public companies in the PRC or elsewhere;
盡力遵守不時生效的所有關於監事對中國或其他地方的公眾公司的管轄、運作、行為或監管的責任、職責及義務的適用中國法律、規則、規例及規範聲明；
 - (b) comply to the best of my ability with the provisions of the issuer's articles of association (including all provisions regarding the duties of supervisors) and use my best endeavours to procure the issuer and its directors to act at all times in accordance with the issuer's articles of association;
盡力遵守發行人的公司章程的規定（包括有關監事職責的一切規定），並盡力促使發行人及其董事在任何時候均按照發行人的公司章程而行事；
 - (c) use my best endeavours to procure the issuer and its directors to comply with the GEM Listing Rules, the Code on Takeovers and Mergers, the Code on Share Buy-backs and all other relevant securities laws and regulations from time to time in force in Hong Kong;
盡力促使發行人及其董事遵守《GEM上市規則》、《公司收購及合併守則》、《公司股份回購守則》及香港所有其他不時生效的有關證券的法例及規例；

- (d) inform The Stock Exchange of Hong Kong Limited (the “Exchange”) forthwith and in writing, at any time while I am a supervisor of the issuer, of the initiation by the issuer’s supervisory committee of legal proceedings against any director of the issuer;
在本人擔任發行人的監事的任何期間，如發行人的監事會對發行人的任何董事提出法律程序，立即通知及以書面通知香港聯合交易所有限公司（聯交所或本交易所）；
- (e) comply to the best of my ability, as if the same applied to me to the same extent as it does to directors, with: (a) Parts XIVA and XV of the Securities and Futures Ordinance; (b) rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by directors; (c) the Code on Takeovers and Mergers; (d) the Code on Share Buy-backs; and (e) all other relevant securities laws and regulations from time to time in force in Hong Kong;
盡力遵守下列條例及規則，猶如該條例適用於本人，程度上如同其適用於董事般：(a) 《證券及期貨條例》第XIVA及XV部；(b)《GEM上市規則》第5.46至5.67條有關董事進行證券交易的規定；(c)《公司收購及合併守則》；(d)《公司股份回購守則》；以及(e)香港所有其他不時生效的有關證券法例與規例；
- (f) use my best endeavours to procure that any alternate of mine to comply with the provisions set out above;
盡力促使本人的任何替任人遵守上列條文；
- (g) I, in accepting to be a supervisor of the issuer, hereby (i) irrevocably appoint the issuer as my agent, for so long as I remain a supervisor of the issuer, for receiving on my behalf any correspondence from and/or service of notices and other documents by the Exchange; and (ii) authorise the Executive Director – Listing Division (as such term is defined in rule 1.01 of the GEM Listing Rules), or any person authorised by the Executive Director – Listing Division, to disclose any of my personal particulars given by me to members of the Listing Committee (as such term is defined in rule 1.01 of the GEM Listing Rules) and, with the approval of the Chairman or a Deputy Chairman of the Exchange, to such other persons, as the Executive Director – Listing Division may from time to time think fit; and
本人接受出任發行人的監事，即(i)不可撤回地委任發行人為本人的代理人，在本人出任發行人監事期間，代表本人接收任何聯交所發出的信函及／或送達的通知書及其他文件，及(ii)授權上市科執行總監（按《GEM上市規則》第1.01條界定）（或獲其授權的任何人士）將本人提供的個人資料向上市委員會（按《GEM上市規則》第1.01條界定）委員披露；並在聯交所主席或一位副主席批准的情況下，向上市科執行總監不時認為適當的其他人士披露；及
- (h) I shall inform the Exchange (in the manner prescribed by the Exchange from time to time):
本人須在下列情況下（以聯交所不時規定的方式）將下述資料通知聯交所：

- (i) as soon as reasonably practicable after my appointment, my telephone number, mobile phone number, facsimile number (if available), email address (if available), residential address and contact address (if different from the residential address) for correspondence from and service of notices and other documents by the Exchange;
於獲委任後在合理可行情況下盡快提供本人的電話號碼、手機號碼、傳真號碼（如有）、電郵地址（如有）、住址及用以接收聯交所發出的信函及送達的通知書和其他文件的聯絡地址（如與住址不同）；
- (ii) for so long as I remain a supervisor of the issuer, any change to the contact information as described in paragraph (i) as soon as reasonably practicable and in any event within 28 days of such change; and
在擔任發行人監事期間，如第(i)段所述聯絡資料有變，須在合理可行的情況下盡快（無論如何於有關變動出現後 28 日內）通知聯交所；及
- (iii) for a period of 3 years from the date on which I cease to be a supervisor of the issuer, any change to the contact information as described in paragraph (i) as soon as reasonably practicable and in any event within 28 days of such change.
在本人不再擔任發行人監事之日起計三年內，如第(i)段所述聯絡資料有變，須在合理可行的情況下盡快（無論如何於有關變動出現後 28 日內）通知聯交所。

2. I acknowledge and agree that any correspondence from and/or service of notices and other documents by the Exchange to me when I am a supervisor of the issuer or after I cease to be so, for whatever purposes (including but not limited to the service of notice of disciplinary proceedings) shall be deemed to have been validly and adequately served on me when the document or notice is served personally or is sent by post, facsimile or email to the address or number I provide to the Exchange. I agree and acknowledge that I am responsible for keeping the Exchange informed of my up-to-date contact details. I acknowledge that, if I, as the supervisor or former supervisor of the issuer, fail to provide the Exchange with my up-to-date contact details or arrange for notices, documents or correspondence to be forwarded to me, I may not be alerted to any proceedings commenced against me by the Exchange.

本人承認及同意，在本人出任發行人監事期間或不再出任發行人監事之後，但凡聯交所就任何目的

向本人發出的信函及／或送達的通知書及其他文件（包括但不限於送達紀律程序的通知）若以面交本人的方式，或以郵寄、傳真或電郵的方式送達本人向聯交所提供的地址或號碼，即已有效及充分地送達本人。本人同意及確認，本人有責任向聯交所提供本人最新的聯絡資料。本人確認，若本人（作為發行人的監事或前監事）未能向聯交所提供本人最新的聯絡資料，或未有為送呈本人的通知、文件或書信提供轉送安排，本人可能會不知悉聯交所向本人展開的任何程序。

3. I shall, when I am a supervisor of the issuer and after I cease to be so:

本人出任發行人監事時以及不再擔任發行人監事後均須：

- (a) provide to the Exchange as soon as possible, or otherwise in accordance with time limits imposed by the Exchange:

盡快或根據聯交所設定的時限向聯交所提供以下資料及文件：

- (i) any information and documents that the Exchange reasonably considers appropriate to protect investors or ensure the smooth operation of the market; and

聯交所合理地認為可保障投資者或確保市場運作暢順的任何資料及文件；及

- (ii) any other information and documents or explanation that the Exchange may reasonably require for the purpose of verifying compliance with the GEM Listing Rules; and

聯交所可為核實是否有遵守《GEM上市規則》事宜而合理地要求的任何其他資料及文件或解釋；及

- (b) cooperate in any investigation conducted by the Listing Division and/or the Listing Committee of the Exchange, including answering promptly and openly any questions addressed to me, promptly producing the originals or copies of any relevant documents and attending before any meeting or hearing at which I am requested to appear.

在聯交所上市科及／或上市委員會所進行的任何調查中給予合作，包括及時及坦白地答覆向本人提出的任何問題，及時地提供任何有關文件的正本或副本，並出席本人被要求出席的任何會議或聽證會。

I hereby submit to the jurisdiction of the Exchange in respect of all matters relevant to the GEM Listing Rules.

本人在此接受聯交所就有關《GEM上市規則》各方面的管轄。

I, [Insert Chinese name, if any]:

本人[請填上中文姓名（如有）]：

- (i) solemnly and sincerely declare that all particulars about me that appear in Part 1(1) of this Form C and in the document referred to in Part 1(2) of this Form C are true, complete and accurate, that I accept responsibility for the truthfulness, accuracy and completeness of the foregoing particulars, that I have not made any statements or omissions which would render such particulars untrue or misleading, that I understand the possible consequences of giving information which is false or misleading in a material particular including those as set forth in Note hereto, and that I understand that the Exchange may rely upon the foregoing particulars in assessing my suitability to act as a supervisor of the issuer; and

謹以至誠鄭重聲明，在本C表格第一部分(1)及本C表格第一部分(2)所述文件所示有關本人的所有詳細資料均為真實、完整及準確，且本人對上述資料的真實性、準確性及完整性承擔責任，而本人亦無作出任何聲明或遺漏，致使有關資料不真實或具誤導性，本人亦明白在要項上提供虛假或具誤導性的資料可能引致的後果（包括本表格附註所載內容）；本人並明白，聯交所或會倚賴上述資料來評估本人是否適合出任發行人監事；及

- (ii) undertake and acknowledge with the Exchange in the terms set out in Part 2 of this Form C.
按本C表格第二部分所載的條款向聯交所作出承諾及確認。

Signature 簽署： _____

Name of supervisor 監事姓名： _____

Hong Kong ID Card Number*：

香港身份證號碼*： _____

Dated 日期： _____

Certified as the true signature of _____

由以下人士證明上述簽署為_____的真實簽署

By：

Signature (Secretary / Director)

簽署（秘書／董事）： _____

Name (Secretary / Director)

姓名（秘書／董事）： _____

- * *In the case of a non-Hong Kong ID cardholder, state the passport number or any identification document number and name of issuing authority.*

如為非香港身份證持有人，請列明護照號碼或任何身份識別文件號碼，以及簽發機構名稱。

Note 附註: The failure of any person required to lodge this Form C to complete Part 1 of this Form C truthfully, completely and accurately, or the failure to execute Part 2 of this Form C or to observe any of the undertakings made under that Part, constitutes a breach of the GEM Listing Rules. In addition, every supervisor of the issuer supplying information sought or referred to in this Form C, should note that such information constitutes information which is provided to the Exchange in purported compliance with a requirement to provide information under the “relevant provisions” (as defined in Part 1 of Schedule 1 to the Securities and Futures Ordinance, Cap. 571) and is likely to be relied upon by the Exchange. In relation to this, you should be aware that giving to the Exchange any information which is false or misleading in a material particular will render the relevant person liable for prosecution for an offence under section 384 of the Securities and Futures Ordinance. If you have any queries you should consult the Exchange or your professional adviser immediately.

按規定須呈交本表格的任何人士，若未能真實、完整及準確地填妥本C表格第一部分，或未能簽立本C表格第二部分又或未能遵守該部分所作的任何承諾，均構成違反《GEM上市規則》。此外，凡提供本C表格所要求或所述資料的發行人監事均應注意，該等資料構成本意是為遵守「有關條文」（定義見香港法例第 571章《證券及期貨條例》附表1第1部）項下關於提供資料的規定而向本交易所提供的資料，本交易所或會依賴該等資料。就此，閣下應注意，根據《證券及期貨條例》第384條，在要項上向本交易所提供虛假或具誤導性的資料，有關人士即屬犯法，會遭檢控。若 閣下有任何疑問，應立即諮詢本交易所或閣下的專業顧問。

THIS PRIVACY POLICY STATEMENT IS NOT TO BE REGARDED AS A PART OF THE GEM LISTING RULES OR FORM C OF APPENDIX 6 OF THE GEM LISTING RULES, BUT IS INCLUDED SOLELY FOR THE PURPOSE OF COMPLIANCE WITH THE HKEX'S OBLIGATIONS UNDER THE PERSONAL DATA (PRIVACY) ORDINANCE.

Privacy Policy Statement

Hong Kong Exchanges and Clearing Limited, and from time to time, its subsidiaries (together the "Group") (and each being "HKEX", "we", "us" or "member of the Group" for the purposes of this Privacy Policy Statement as appropriate) recognise their responsibilities in relation to the collection, holding, processing, use and/or transfer of personal data under the Personal Data (Privacy) Ordinance (Cap. 486) ("PDPO"). Personal data will be collected only for lawful and relevant purposes and all practicable steps will be taken to ensure that personal data held by us is accurate. We will use your personal data which we may from time to time collect in accordance with this Privacy Policy Statement.

We regularly review this Privacy Policy Statement and may from time to time revise it or add specific instructions, policies and terms. Where any changes to this Privacy Policy Statement are material, we will notify you using the contact details you have provided us with and, where required by the PDPO, give you the opportunity to opt out of these changes by means notified to you at that time. Otherwise, in relation to personal data supplied to us through the HKEX website or otherwise, continued use by you of the HKEX website or your continued relationship with us shall be deemed to be your acceptance of and consent to this Privacy Policy Statement, as amended from time to time.

If you have any questions about this Privacy Policy Statement or how we use your personal data, please contact us through one of the communication channels set out in the "Contact Us" section below.

We will take all practicable steps to ensure the security of the personal data and to avoid unauthorised or accidental access, erasure or other use. This includes physical, technical and procedural security methods, where appropriate, to ensure that the personal data may only be accessed by authorised personnel.

Please note that if you do not provide us with your personal data (or relevant personal data relating to

本私隱政策聲明不應視為《GEM上市規則》條文或《GEM上市規則》附錄六 C 表格的一部分，載入有關內容純為香港交易所遵守《個人資料（私隱）條例》下的責任。

私隱政策聲明

香港交易及結算所有限公司以及其不時的附屬公司（統稱「本集團」）（在本私隱政策聲明中，各自稱為「香港交易所」、「我們」或「本集團成員公司」，視適用情況而定）明白根據香港法例第486章《個人資料（私隱）條例》（該「《條例》」）其在收集、持有、處理、使用及／或轉移個人資料方面的責任。個人資料的收集只限作合法且相關的用途，並會採取一切實際可行方法去確保我們持有的個人資料準確無誤。我們將會根據本私隱政策聲明使用我們不時所收集閣下的個人資料。

我們定期檢討這項私隱政策聲明，並可能不時加以修訂或加入具體指示、政策及條款。本私隱政策聲明如有任何重要修訂，我們會通過閣下提供給我們的聯絡方式通知閣下，也會按該《條例》的規定，讓閣下可以透過屆時通知閣下的途徑選擇拒絕接收此類修訂通知。否則，關於通過香港交易所網站或其他方式而提供給我們的個人資料，閣下繼續使用香港交易所網站或繼續維持與我們的關係即被視為同意並接受此項私隱政策聲明（不時修訂）。

如對這項私隱政策聲明或我們如何使用閣下的個人資料有任何疑問，請通過下文「聯繫我們」所載的任何一個通訊渠道與我們聯繫。

我們會採取一切實際可行方法確保個人資料的安全，以及避免個人資料在未經授權或意外的情況下被取用、刪除或作其他用途。這包括在實物具體上、技術上及程序上的適當安全措施，確保只有經授權人士才能取用個人資料。

請注意：如閣下沒有向我們提供個人資料（或有關閣下代理人的個人資料），我們可能無法提供閣下要

persons appointed by you to act on your behalf) we may not be able to provide the information, products or services you have asked for or process your requests, applications, subscriptions or registrations, and may not be able to perform or discharge the Regulatory Functions (defined below).

Purpose

From time to time we may collect your personal data including but not limited to your name, mailing address, telephone number, email address, date of birth and login name for the following purposes:

1. to process your applications, subscriptions and registration for our products and services;
2. to perform or discharge the functions of HKEX and any company of which HKEX is the recognised exchange controller (as defined in the Securities and Futures Ordinance (Cap. 571)) ("Regulatory Functions");
3. to provide you with our products and services and administer your account in relation to such products and services;
4. to conduct research and statistical analysis;
5. to process your application for employment or engagement within HKEX to assess your suitability as a candidate for such position and to conduct reference checks with your previous employers; and
6. other purposes directly relating to any of the above.

Direct marketing

Where you have given your consent and have not subsequently opted out, we may also use your name, mailing address, telephone number and email address to send promotional materials to you and conduct direct marketing activities in relation to HKEX financial services and information services, and financial services and information services offered by other members of the Group.

If you do not wish to receive any promotional and direct marketing materials from us or do not wish to receive particular types of promotional and direct marketing materials or do not wish to receive such materials through any particular means of communication, please contact us through one of the communication channels set out in the "Contact Us" section below. To ensure that your request can be processed quickly please provide your full name, email address, log in name and details of the product and/or service you have subscribed.

Identity Card Number

We may also collect your identity card number and process this as required under applicable law or regulation, as required by any regulator having authority over us and, subject to the PDPO, for the purpose of identifying you where it is reasonable for your identity card number to be used for this purpose.

求的資訊、產品或服務又或無法處理閣下的要求、申請、訂購或登記，亦可能無法執行或履行監管職能（定義見下文）。

目的

我們或會為了以下目的而不時收集閣下的個人資料（包括但不限於閣下的姓名、郵寄地址、電話號碼、電郵地址、出生日期和登入名稱）：

1. 處理閣下的申請、訂購及登記使用我們的產品及服務；
2. 執行或履行香港交易所以及任何由其作為認可控制人的公司（定義見香港法例第 571 章《證券及期貨條例》）的職能（「監管職能」）；
3. 向閣下提供我們的產品和服務，以及與此相關的賬戶管理；
4. 進行研究和統計分析；
5. 處理閣下應聘香港交易所職位或工作的申請，以評估閣下是否為適合人選，並向閣下的前僱主進行相關的背景查證；及
6. 與上列任何一項有直接關聯的其他目的。

直接營銷

如閣下已經給予同意而其後並無撤回，我們也可能會使用閣下的姓名、郵寄地址、電話號碼和電郵地址，用以寄送宣傳資料，就香港交易所以及本集團其他成員公司的金融和資訊服務進行直接營銷活動。

如不希望收到我們的宣傳和直接營銷資料，或不希望收到某類宣傳和直接營銷資料，又或不希望在某種途徑收到此類材料，請通過下文「聯繫我們」所載的其中一種通訊渠道聯絡我們。為確保可以迅速處理閣下的要求，請提供閣下的全名、電郵地址、登入名稱及所訂閱產品及 / 或服務的詳情。

身份證號碼

我們也可能會根據適用法律或規例又或任何對我們有管轄權限的監管者的要求而收集並處理閣下的身份證號碼，另外亦可能因為需要識別閣下的身份而（在不抵觸該《條例》的前提下）收集並處理閣下的身份證號碼。

Transfers of personal data for direct marketing purposes

Except to the extent you have already opted out we may transfer your name, mailing address, telephone number and email address to other members of the Group for the purpose of enabling those members of the Group to send promotional materials to you and conduct direct marketing activities in relation to their financial services and information services.

Other transfers of your personal data

For one or more of the purposes specified above, your personal data may be:

1. transferred to other members of the Group and made available to appropriate persons in the Group, in Hong Kong or elsewhere and in this regard you consent to the transfer of your data outside of Hong Kong;
2. supplied to any agent, contractor or third party who provides administrative, telecommunications, computer, payment, debt collection, data processing or other services to HKEX and/or any of other member of the Group in Hong Kong or elsewhere; and
3. other parties as notified to you at the time of collection.

How we use cookies

If you access our information or services through the HKEX website, you should be aware that cookies are used. Cookies are data files stored on your browser. The HKEX website automatically installs and uses cookies on your browser when you access it. Two kinds of cookies are used on the HKEX website:

Session Cookies: temporary cookies that only remain in your browser until the time you leave the HKEX website, which are used to obtain and store configuration information and administer the HKEX website, including carrying information from one page to another as you browse the site so as to, for example, avoid you having to re-enter information on each page that you visit. Session cookies are also used to compile anonymous statistics about the use of the HKEX website.

Persistent Cookies: cookies that remain in your browser for a longer period of time for the purpose of compiling anonymous statistics about the use of the HKEX website or to track and record user preferences.

The cookies used in connection with the HKEX website do not contain personal data. You may refuse to accept cookies on your browser by modifying the settings in your browser or internet security software. However, if you do so you may not be able to utilise or activate certain functions available on the HKEX website.

轉移閣下的個人資料作直接營銷

除非閣下已經拒絕，否則我們可能會將閣下的姓名、郵寄地址、電話號碼和電郵地址轉交本集團其他成員公司，使其可向閣下寄送宣傳資料，就其金融和資訊服務進行直接營銷活動。

其他轉移個人資料的情況

為了以上一個或多於一個目的，閣下的個人資料可能會被：

1. 轉交予本集團其他成員公司，而使本集團（在香港或其他地方）的相關人員獲得閣下的個人資料；就此，閣下同意將閣下的個人資料轉離香港；
2. 提供予任何向香港交易所及/或本集團在香港或其他地方的其他成員提供行政、電訊、電腦、付款、追收欠款、資料處理或其他服務的代理、承判商或第三方；及
3. 轉交予其他人士（收集資料時會通知閣下）。

我們如何使用 cookies

閣下通過香港交易所網站查閱我們的資訊或服務時，應當留意到網站有使用 cookies。Cookies 是指儲存在閣下瀏覽器內的資料檔。閣下進入香港交易所網站時，網站即在閣下瀏覽器內自動安裝並使用 cookies。香港交易所網站使用兩種 cookies。

Session Cookies：一種只在閣下瀏覽香港交易所網站期間留存於瀏覽器內的短暫性質 cookies，用處在於取得並儲存配置資訊及管理網站，包括「攜帶」資訊以隨閣下瀏覽網站的不同版頁，譬如以免閣下每到一個版頁也要重新輸入資訊。Session cookies 也會用來編備關於香港交易所網站使用的匿名統計資料。

Persistent Cookies：一種留存於瀏覽器內較長時間的 cookies，用以編備關於香港交易所網站使用的匿名統計資料，或追蹤和記錄使用者的習慣偏好。

香港交易所網站所用的 cookies 不包含個人資料。閣下可以更改瀏覽器或網路安全軟件中的設定，拒絕接受瀏覽器內的 cookies。不過，這樣或會令閣下不能使用或啟動香港交易所網站中的某些功能。

Compliance with laws and regulations

HKEX and other members of the Group may be required to retain, process and/or disclose your personal data in order to comply with applicable laws and regulations or in order to comply with a court order, subpoena or other legal process (whether in Hong Kong or elsewhere), or to comply with a request by a government authority, law enforcement agency or similar body (whether situated in Hong Kong or elsewhere) or to perform or discharge the Regulatory Functions. HKEX and other members of the Group may need to disclose your personal data in order to enforce any agreement with you, protect our rights, property or safety, or the rights, property or safety of our employees, or to perform or discharge the Regulatory Functions.

Corporate reorganization

As we continue to develop our business, we may reorganise our group structure, undergo a change of control or business combination. In these circumstances it may be the case that your personal data is transferred to a third party who will continue to operate our business or a similar service under either this Privacy Policy Statement or a different privacy policy statement which will be notified to you. Such a third party may be located, and use of your personal data may be made, outside of Hong Kong in connection with such acquisition or reorganisation.

Access and correction of personal data

Under the PDPO, you have the right to ascertain whether we hold your personal data, to obtain a copy of the data, and to correct any data that is inaccurate. You may also request us to inform you of the type of personal data held by us. All data access requests shall be made using the form prescribed by the Privacy Commissioner for Personal Data ("Privacy Commissioner") which may be found on the official website of the Office of the Privacy Commissioner or via this link <https://www.pcpd.org.hk/english/publications/files/Dform.pdf>

Requests for access and correction of personal data or for information regarding policies and practices and kinds of data held by us should be addressed in writing and sent by post to us (see the "Contact Us" section below).

A reasonable fee may be charged to offset our administrative and actual costs incurred in complying with your data access requests.

Termination or cancellation

Should your account or relationship with us be cancelled or terminated at any time, we shall cease processing your personal data as soon as reasonably practicable following such cancellation or termination, provided that we may keep copies of your data as is reasonably required for archival

法律與法規的遵守

香港交易所及本集團其他成員公司或要為了遵守適用法律及規例，或遵守法院指令、傳票或其他法定程序（無論於香港或其他地方），或遵從政府機關、執法機構或類似機構（無論位於香港或其他地方）提出的要求，又或執行或履行監管職能，而必須保留、處理及/或披露閣下的個人資料。香港交易所及本集團其他成員公司或須披露閣下的個人資料，以履行與閣下的協議，或保護我們或我們僱員的權利、財產或安全，又或執行或履行監管職能。

公司重組

隨著我們持續發展業務，我們可能會重組集團架構或出現控制權易手或業務合併。在這些情況下，閣下的個人資料或會按這份私隱政策聲明或另一份將會通知閣下的私隱政策聲明而移交繼續運營我們業務或類似服務的第三方。此等第三方或在香港以外的地方，就此等收購或重組而使用閣下個人資料的地點也可能不在香港。

查閱及更正個人資料

根據該《條例》，閣下有權查明我們是否持有閣下的個人資料、取得資料的備份及更正任何不準確資料，也可以要求我們通知閣下其持有資料的種類。如欲查閱有關資料，須使用個人資料私隱專員（「私隱專員」）指定的表格（可於私隱專員公署的官方網站下載）或經此連接

<https://www.pcpd.org.hk/english/publications/files/Dform.pdf> 提出。

如欲查閱和更正個人資料，或查閱有關政策與常規以及我們所持有資料種類，應以書面及郵遞形式提出要求（見以下「聯繫我們」）。

我們或會因應閣下查閱資料要求而產生的行政及實際成本而收取合理的費用。

終止或取消

任何時候如果閣下在我們的賬戶或與我們的關係被取消或終止，我們會隨即在合理情況下盡快終止處理閣下的個人資料，但也可按合理需要而保留有關

purposes, for use in relation to any actual or potential dispute, for the purpose of compliance with applicable laws and regulations and for the purpose of enforcing any agreement we have with you, for protecting our rights, property or safety, or the rights, property or safety of our employees, and for performing or discharging our functions, obligations and responsibilities.

General

If there is any inconsistency or conflict between the English and Chinese versions of this Privacy Policy Statement, the English version shall prevail.

Contact us

By Post:

Personal Data Privacy Officer
Hong Kong Exchanges and Clearing Limited
8/F., Two Exchange Square
8 Connaught Place
Central
Hong Kong

By Email:

DataPrivacy@HKEX.COM.HK

資料，合理的需要包括：資料歸檔；解決實際或潛在的爭議；遵守適用法律及規例；履行與閣下的任何協議；保障我們及我們僱員的權利、財產或安全；以及執行或履行我們的職能、義務及責任等。

一般資料

本私隱政策聲明的中英文本如有差異，概以英文版為準。

聯繫我們

郵寄：

香港中環康樂廣場 8號
交易廣場二期 8樓
香港交易及結算所有限公司
個人資料私隱主任

電郵：

DataPrivacy@HKEX.COM.HK

DIRECTOR / SUPERVISOR – CONTACT DETAILS FORM (MAIN BOARD AND GEM)

董事 / 監事 – 聯絡資料表格 (主板及GEM)

Date 日期:

Name of Issuer 發行人名稱:

Stock Code 股份代號:

Filing Type 提交類別 (Notes 1 and 2 附註 1 及2):

	Full English Name of Director/Supervisor 董事 / 監事英文全名 (Please state surname first / 請先填寫姓氏)	Full Chinese Name of Director/Supervisor 董事 / 監事中文全名 (Please state surname first / 請先填寫姓氏)	Role 職位	Contact Details (For change in contact details, please complete item(s) with change(s) only) 聯絡資料 (如欲更改聯絡資料，請只填報有更改的項目)														
				Address(es) 地址					Telephone Number(s) 電話號碼				Fax Number(s) 圖文傳真號碼			Email Address(es) 電郵地址		
				Residential Address 住址 (English / 英文)	(if different from residential address) Contact Address for Correspondence (如與住址不同) 聯絡地址 (English / 英文)	Residential Address 住址 (Chinese / 中文)	(if different from residential address) Contact Address for Correspondence (如與住址不同) 聯絡地址 (Chinese / 中文)	Effective Date* 生效日期* (DD/MM/YYYY)	Office 辦公室	Home 住宅	Mobile 移動電話	Effective Date* 生效日期* (DD/MM/YYYY)	Office 辦公室	Home 住宅	Effective Date* 生效日期* (DD/MM/YYYY)	Office 辦公室	Personal 個人	Effective Date* 生效日期* (DD/MM/YYYY)
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* Only applicable for change in contact details. Please indicate respective effective dates for changes in multiple items.
只適用於更改聯絡資料，如需要更改多個項目，請標明其各自生效日期。

Notes 附註:

- 1

For newly appointed director or supervisor, please fill in all the boxes where appropriate. There is no need to specify the effective date.
對於新任董事或監事，請適當地填寫所有空格（生效日期無需填報）。
- 2

For change of contact details, please state only the new particulars of the director or supervisor in the appropriate box(es) and specify the effective date of change in the corresponding box. There is no need to state those particulars which remain unchanged.
如需要更改聯絡資料，請在適當的空格內申報董事或監事新詳情，並在相關的空格內註明生效日期。沒有更改的詳情無需填報。
- 3

Please adopt the file name "[five digit stock code]_contact details form" (for example, "00001_contact details form") and email the completed form to the responsible team in the Listing Department.
請採用"[五位數字股份代號]_contact details form" 格式名明表格(如"00001_contact details form")並電郵已填妥的表格至上市部相關負責組別。

Privacy Policy Statement

Hong Kong Exchanges and Clearing Limited, and from time to time, its subsidiaries (together the **"Group"**) (and each being **"HKEX"**, **"we"**, **"us"** or **"member of the Group"** for the purposes of this Privacy Policy Statement as appropriate) recognise their responsibilities in relation to the collection, holding, processing, use and/or transfer of personal data under the Personal Data (Privacy) Ordinance (Cap. 486) (**"PDPO"**). Personal data will be collected only for lawful and relevant purposes and all practicable steps will be taken to ensure that personal data held by us is accurate. We will use your personal data which we may from time to time collect in accordance with this Privacy Policy Statement.

We regularly review this Privacy Policy Statement and may from time to time revise it or add specific instructions, policies and terms. Where any changes to this Privacy Policy Statement are material, we will notify you using the contact details you have provided us with and, where required by the PDPO, give you the opportunity to opt out of these changes by means notified to you at that time. Otherwise, in relation to personal data supplied to us through the HKEX website or otherwise, continued use by you of the HKEX website or your continued relationship with us shall be deemed to be your acceptance of and consent to this Privacy Policy Statement, as amended from time to time.

If you have any questions about this Privacy Policy Statement or how we use your personal data, please contact us through one of the communication channels set out in the "Contact Us" section below.

We will take all practicable steps to ensure the security of the personal data and to avoid unauthorised or accidental access, erasure or other use. This includes physical, technical and procedural security methods, where appropriate, to ensure that the personal data may only be accessed by authorised personnel.

Please note that if you do not provide us with your personal data (or relevant personal data relating to persons appointed by you to act on your behalf) we may not be able to provide the information, products or services you have asked for or process your requests, applications, subscriptions or registrations, and may not be able to perform or discharge the Regulatory Functions (defined below).

Purpose

From time to time we may collect your personal data including but not limited to your name, mailing address, telephone number, email address, date of birth and login name for the following purposes:

1. to process your applications, subscriptions and registration for our products and services;
2. to perform or discharge the functions of HKEX and any company of which HKEX is the recognised exchange controller (as defined in the Securities and Futures Ordinance (Cap. 571)) ("Regulatory Functions");
3. to provide you with our products and services and administer your account in relation to such products and services;
4. to conduct research and statistical analysis;
5. to process your application for employment or engagement within HKEX to assess your suitability as a candidate for such position and to conduct reference checks with your previous employers; and
6. other purposes directly relating to any of the above.

Direct marketing

Where you have given your consent and have not subsequently opted out, we may also use your name, mailing address, telephone number and email address to send promotional materials to you and conduct direct marketing activities in relation to HKEX financial services and information services, and financial services and information services offered by other members of the Group.

If you do not wish to receive any promotional and direct marketing materials from us or do not wish to receive particular types of promotional and direct marketing materials or do not wish to receive such materials through any particular means of communication, please contact us through one of the communication channels set out in the "Contact Us" section below. To ensure that your request can be processed quickly please provide your full name, email address, log in name and details of the product and/or service you have subscribed.

Identity Card Number

We may also collect your identity card number and process this as required under applicable law or regulation, as required by any regulator having authority over us and, subject to the PDPO, for the purpose of identifying you where it is reasonable for your identity card number to be used for this purpose.

Transfers of personal data for direct marketing purposes

Except to the extent you have already opted out we may transfer your name, mailing address, telephone number and email address to other members of the Group for the purpose of enabling those members of the Group to send promotional materials to you and conduct direct marketing activities in relation to their financial services and information services.

Other transfers of your personal data

For one or more of the purposes specified above, your personal data may be:

1. transferred to other members of the Group and made available to appropriate persons in the Group, in Hong Kong or elsewhere and in this regard you consent to the transfer of your data outside of Hong Kong;
2. supplied to any agent, contractor or third party who provides administrative, telecommunications, computer, payment, debt collection, data processing or other services to HKEX and/or any of other member of the Group in Hong Kong or elsewhere; and
3. other parties as notified to you at the time of collection.

How we use cookies

If you access our information or services through the HKEX website, you should be aware that cookies are used. Cookies are data files stored on your browser. The HKEX website automatically installs and uses cookies on your browser when you access it. Two kinds of cookies are used on the HKEX website:

Session Cookies: temporary cookies that only remain in your browser until the time you leave the HKEX website, which are used to obtain and store configuration information and administer the HKEX website, including carrying information from one page to another as you browse the site so as to, for example, avoid you having to re-enter information on each page that you visit. Session cookies are also used to compile anonymous statistics about the use of the HKEX website.

Persistent Cookies: cookies that remain in your browser for a longer period of time for the purpose of compiling anonymous statistics about the use of the HKEX website or to track and record user preferences.

The cookies used in connection with the HKEX website do not contain personal data. You may refuse to accept cookies on your browser by modifying the settings in your browser or internet security software. However, if you do so you may not be able to utilise or activate certain functions available on the HKEX website.

Compliance with laws and regulations

HKEX and other members of the Group may be required to retain, process and/or disclose your personal data in order to comply with applicable laws and regulations or in order to comply with a court order, subpoena or other legal process (whether in Hong Kong or elsewhere), or to comply with a request by a government authority, law enforcement agency or similar body (whether situated in Hong Kong or elsewhere) or to perform or discharge the Regulatory Functions. HKEX and other members of the Group may need to disclose your personal data in order to enforce any agreement with you, protect our rights, property or safety, or the rights, property or safety of our employees, or to perform or discharge the Regulatory Functions.

Corporate reorganisation

As we continue to develop our business, we may reorganise our group structure, undergo a change of control or business combination. In these circumstances it may be the case that your personal data is transferred to a third party who will continue to operate our business or a similar service under either this Privacy Policy Statement or a different privacy policy statement which will be notified to you. Such a third party may be located, and use of your personal data may be made, outside of Hong Kong in connection with such acquisition or reorganisation.

Access and correction of personal data

Under the PDPO, you have the right to ascertain whether we hold your personal data, to obtain a copy of the data, and to correct any data that is inaccurate. You may also request us to inform you of the type of personal data held by us. All data access requests shall be made using the form prescribed by the Privacy Commissioner for Personal Data (**"Privacy Commissioner"**) which may be found on the official website of the Office of the Privacy Commissioner or via this link <https://www.pcpd.org.hk/english/publications/files/Dforme.pdf>

Requests for access and correction of personal data or for information regarding policies and practices and kinds of data held by us should be addressed in writing and sent by post to us (see the "Contact Us" section below).

A reasonable fee may be charged to offset our administrative and actual costs incurred in complying with your data access requests.

Termination or cancellation

Should your account or relationship with us be cancelled or terminated at any time, we shall cease processing your personal data as soon as reasonably practicable following such cancellation or termination, provided that we may keep copies of your data as is reasonably required for archival purposes, for use in relation to any actual or potential dispute, for the purpose of compliance with applicable laws and regulations and for the purpose of enforcing any agreement we have with you, for protecting our rights, property or safety, or the rights, property or safety of our employees, and for performing or discharging our functions, obligations and responsibilities.

General

If there is any inconsistency or conflict between the English and Chinese versions of this Privacy Policy Statement, the English version shall prevail.

Contact us

By Post:
Personal Data Privacy Officer
Hong Kong Exchanges and Clearing Limited
8/F., Two Exchange Square
8 Connaught Place
Central, Hong Kong

By Email:
DataPrivacy@HKEX.COM.HK

私隱政策聲明

香港交易及結算所有限公司以及其不時的附屬公司（統稱「**本集團**」）（在本私隱政策聲明中，各自稱為「**香港交易所**」、「**我們**」或「**本集團成員公司**」，視適用情況而定）明白根據香港法例第486章《個人資料（私隱）條例》（該「**《條例》**」）其在收集、持有、處理、使用及／或轉移個人資料方面的責任。個人資料的收集只限作合法且相關的用途，並會採取一切實際可行方法去確保我們持有的個人資料準確無誤。我們將會根據本私隱政策聲明使用我們不時所收集閣下的個人資料。

我們定期檢討這項私隱政策聲明，並可能不時加以修訂或加入具體指示、政策及條款。本私隱政策聲明如有任何重要修訂，我們會通過 閣下提供給我們的聯絡方式通知 閣下，也會按該《條例》的規定，讓 閣下可以透過屆時通知 閣下的途徑選擇拒絕接收此類修訂通知。否則，關於通過香港交易所網站或其他方式而提供給我們的個人資料，閣下繼續使用香港交易所網站或繼續維持與我們的關係即被視為同意並接受此項私隱政策聲明（不時修訂）。

如對這項私隱政策聲明或我們如何使用 閣下的個人資料有任何疑問，請通過下文「聯繫我們」所載的任何一個通訊渠道與我們聯繫。

我們會採取一切實際可行方法確保個人資料的安全，以及避免個人資料在未經授權或意外的情況下被取用、刪除或作其他用途。這包括在實物具體上、技術上及程序上的適當安全措施，確保只有經授權人士才能取用個人資料。

請注意：如 閣下沒有向我們提供個人資料（或有關 閣下代理人的個人資料），我們可能無法提供 閣下要求的資訊、產品或服務又或無法處理 閣下的要求、申請、訂購或登記，亦可能無法執行或履行監管職能（定義見下文）。

目的

我們或會為了以下目的而不時收集 閣下的個人資料（包括但不限於 閣下的姓名、郵寄地址、電話號碼、電郵地址、出生日期和登入名稱）：

1. 處理 閣下的申請、訂購及登記使用我們的產品及服務
2. 執行或履行香港交易所以及任何由其作為認可控制人的公司（定義見香港法例第571章《證券及期貨條例》）的職能（「監管職能」）；
3. 向 閣下提供我們的產品和服務，以及與此相關的賬戶管理；
4. 進行研究和統計分析；
5. 處理 閣下應聘香港交易所職位或工作的申請，以評估 閣下是否為適合人選，並向 閣下的前僱主進行相關的背景查證；及
6. 與上列任何一項有直接關聯的其他目的。

直接營銷

如 閣下已經給予同意而其後並無撤回，我們也可能會使用 閣下的姓名、郵寄地址、電話號碼和電郵地址，用以寄送宣傳資料，就香港交易所以及本集團其他成員公司的金融和資訊服務進行直接營銷活動。

如不希望收到我們的宣傳和直接營銷資料，或不希望收到某類宣傳和直接營銷資料，又不希望在某種途徑收到此類材料，請通過下文「聯繫我們」所載的其中一種通訊渠道聯絡我們。為確保可以迅速處理 閣下的要求，請提供 閣下的全名、電郵地址、登入名稱及所訂閱產品及／或服務的詳情。

身份證號碼

我們也可能會根據適用法律或規例又或任何對我們有管轄權限的監管者的要求而收集並處理 閣下的身份證號碼，另外亦可能因為需要識別 閣下的身份而（在不抵觸該《條例》的前提下）收集並處理 閣下的身份證號碼。

轉移 閣下的個人資料作直接營銷

除非 閣下已經拒絕，否則我們可能會將 閣下的姓名、郵寄地址、電話號碼和電郵地址轉交本集團其他成員公司，使其可向 閣下寄送宣傳資料，就其金融和資訊服務進行直接營銷活動。

其他轉移個人資料的情況

為了以上一個或多於一個目的，閣下的個人資料可能會被：

1. 轉交予本集團其他成員公司，而使本集團（在香港或其他地方）的相關人員獲得 閣下的個人資料；就此，閣下同意將 閣下的個人資料轉離香港；
2. 提供予任何向香港交易所及/或本集團在香港或其他地方的其他成員提供行政、電訊、電腦、付款、追收欠款、資料處理或其他服務的代理、承判商或第三方；及
3. 轉交予其他人士（收集資料時會通知 閣下）。

我們如何使用cookies

閣下通過香港交易所網站查閱我們的資訊或服務時，應當留意到網站有使用cookies。Cookies是指儲存在 閣下瀏覽器內的資料檔。閣下進入香港交易所網站時，網站即在 閣下瀏覽器內自動安裝並使用cookies。香港交易所網站使用兩種cookies。

Session Cookies：一種只在 閣下瀏覽香港交易所網站期間留存於瀏覽器內的短暫性質cookies，用處在於取得並儲存配置資訊及管理網站，包括「攜帶」資訊以隨 閣下瀏覽網站的不同版頁，譬如以免 閣下每到一個版頁也要重新輸入資訊。Session cookies也會用來編備關於香港交易所網站使用的匿名統計資料。

Persistent Cookies：一種留存於瀏覽器內較長時間的cookies，用以編備關於香港交易所網站使用的匿名統計資料，或追蹤和記錄使用者的習慣偏好。

香港交易所網站所用的cookies不包含個人資料。閣下可以更改瀏覽器或網路安全軟件中的設定，拒絕接受瀏覽器內的cookies。不過，這樣或會令 閣下不能使用或啟動香港交易所網站中的某些功能。

法律與法規的遵守

香港交易所及本集團其他成員公司或要為了遵守適用法律及規例，或遵守法院指令、傳票或其他法定程序（無論於香港或其他地方），或遵從政府機關、執法機構或類似機構（無論位於香港或其他地方）提出的要求，又或執行或履行監管職能，而必須保留、處理及/或披露 閣下的個人資料。香港交易所及本集團其他成員公司或須披露 閣下的個人資料，以履行與 閣下的協議，或保護我們或我們僱員的權利、財產或安全，又或執行或履行監管職能。

公司重組

隨著我們持續發展業務，我們可能會重組集團架構或出現控制權易手或業務合併。在這些情況下，閣下的個人資料或會按這份私隱政策聲明或另一份將會通知 閣下的私隱政策聲明而移交繼續運營我們業務或類似服務的第三方。此等第三方或在香港以外的地方，就此等收購或重組而使用 閣下個人資料的地點也可能不在香港。

查閱及更正個人資料

根據該《條例》，閣下有權查明我們是否持有 閣下的個人資料、取得資料的備份及更正任何不準確資料，也可以要求我們通知 閣下其持有資料的種類。如欲查閱有關資料，須使用個人資料私隱專員（「**私隱專員**」）指定的表格（可於私隱專員公署的官方網站下載）或經此連接 <https://www.pcpd.org.hk/english/publications/files/Dforme.pdf> 提出。

如欲查閱和更正個人資料，或查閱有關政策與常規以及我們所持有資料種類，應以書面及郵遞形式提出要求（見以下「聯繫我們」）。

我們或會因應 閣下查閱資料要求而產生的行政及實際成本而收取合理的費用。

終止或取消

任何時候如果 閣下在我們的賬戶或與我們的關係被取消或終止，我們會隨即在合理情況下盡快終止處理 閣下的個人資料，但也可按合理需要而保留有關資料，合理的需要包括：資料歸檔；解決實際或潛在的爭議；遵守適用法律及規例；履行與 閣下的任何協議；保障我們及我們僱員的權利、財產或安全；以及執行或履行我們的職能、義務及責任等。

一般資料

本私隱政策聲明的中英文本如有差異，概以英文版為準。

聯繫我們

郵寄：
香港中環康樂廣場8號
交易廣場二期8樓
香港交易及結算所有限公司
個人資料隱私主任

電郵：
DataPrivacy@HKEX.COM.HK

THE STOCK EXCHANGE OF HONG KONG LIMITED*(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)***REGULATORY FORMS****FORMS RELATING TO LISTING****FORM G****GEM****COMPANY INFORMATION SHEET**

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

Company name: _____**Stock code (ordinary shares):** _____

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on GEM of The Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the Exchange's website on the internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of _____

A. General

Place of incorporation: _____

Date of initial listing on GEM: _____

Name of Sponsor(s): _____

Names of directors:

(please distinguish the status of the directors - Executive, Non-Executive or Independent Non-Executive)

Name(s) of substantial shareholder(s):
(as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company

THE STOCK EXCHANGE OF HONG KONG LIMITED*(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)*

Name(s) of company(ies) listed on GEM
or the Main Board of the Stock
Exchange within the same group as the
Company:

Financial year end date:

Registered address:

Head office and principal place of
business:

Web-site address (if applicable):

Share registrar:

Auditors:

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

C. Ordinary shares

Number of ordinary shares in
issue:

Par value of ordinary shares in
issue:

Board lot size (in number of
shares):

Name of other stock exchange(s)
on which ordinary shares are also
listed:

D. Warrants

Stock code:

Board lot size:

Expiry date:

Exercise price:

Conversion ratio:

*(Not applicable if the warrant is
denominated in dollar value of
conversion right)*

No. of warrants outstanding:

THE STOCK EXCHANGE OF HONG KONG LIMITED*(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)*

No. of shares falling to be issued
upon the exercise of outstanding
warrants: _____

E. Other securities

Details of any other securities in issue.

(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Submitted by: _____

(Name)

Title: _____

(Director, secretary or other duly authorised officer)

NOTE

Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the Exchange’s website a revised information sheet as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

Placement Summary

Name of broker	
Broker contact person and telephone number	
SEHK case number	
Date of placement	
Stock code	
Stock name	
Placing price	
Total number of placing shares	0
Name of underwriter / place agent ¹	

Placee type ²	ID type	Issuing country or jurisdiction	ID number	Placee's full name		Placee's residential address (for individual)/business address (for company)			Placee's telephone number		Contact person (for company)	No. of shares placed	Name of placee's employer ³	Beneficial owner(s) ^{4,5}						Remark
				English	Chinese	Flat, floor, building, estate/street no. & street, district	City	Country	Country code	Telephone number				Number of beneficial owners ^{4,5}	ID Type	Issuing country or jurisdiction	ID number	Full name (English)	Full name (Chinese)	
Individual	HKID	HKG	A123456(7)	Chan Tai Man	陳大文	Flat 812, 8/F, Cheung Fat Building, Cheung Fat Estate, Cheung Chau	Hong Kong	China	852	88765432		5,000	Ho Ho's Restaurant Limited							
Corporate	Business Registration Certificate	HKG	23456789	Hong Kong International Company Limited	香港國際有限公司	18/F, Fortune Commercial Building, 1000 Queen's Road, Central	Hong Kong	China	852	23456789	Mr. Chan Siu Ming	10,000		3	HKID	HKG	B456789(0)	Chan Siu Ming	陳小明	
															HKID	HKG	D234567(8)	Chan Siu Kuen	陳小嫻	
															HKID	HKG	C987654(3)	Chan Siu Mei	陳小美	
Corporate	Business Registration Certificate	HKG	88888888	HKG Fund		8/F, Fund Plaza, 77 Good Fortune Road, Causeway Bay	Hong Kong	China	852	98889888	Ms. Amy Fowler	5,000		See remark						The placee is a discretionary fund
Sub-placing agent / Sub-underwriter	Business Registration Certificate	HKG	12345678	HK Securities Ltd.	香港證券有限公司	99/F, HK Square, 888 Success Road, Tsim Sha Tsui	Hong Kong	China	852	91239456	Mr. Chris Wong	50,000								Placee list to be submitted by sub-placing agent / sub-underwriter separately

***Note:**
1. If the placement involves placing agents and sub-placing agents / underwriters and sub-underwriters, please fill in the placing agent / underwriter from which the broker receives the shares for placement to the placee(s).
2. Please indicate whether the placee is an individual, a corporate or a sub-placing agent / sub-underwriter.
3. Name of placee's employer may be left blank if not available to the broker.
4. The "beneficial owner" is to be filled in if the placee is a private/nominee company owned by an individual and/or closely held by a group of persons. Unless otherwise specified, the "beneficial owner" is not applicable if the placee is an institution, fund or public company and in this case, please select "See remark" and make a remark that the placee is an institution/fund/public company. (see example above)
5. If there are more than one beneficial owner for a placee, please fill in the name(s) and other details of the beneficial owner(s) in the next row(s) and leave other fields in the next row(s) blank (see example above).
6. Please LEAVE THE FIELD BLANK if the item is not applicable.

List of Placees

Placee type ²	ID type	Issuing country or jurisdiction	ID number	Placee's full name		Placee's residential address (for individual)/business address (for company)			Placee's telephone number		Contact person (for company)	No. of shares placed	Name of placee's employer ³	Beneficial owner(s) ^{4,5}						Remark
				English	Chinese	Flat, floor, building, estate/street no. & street, district	City	Country	Country code	Telephone number				Number of beneficial owners ^{4,5}	ID Type	Issuing country or jurisdiction	ID number	Full name (English)	Full name (Chinese)	