

HONG KONG EXCHANGES AND CLEARING LIMITED

CHECKLISTS AND FORMS FOR LISTING-RELATED MATTERS (GEM)

Document Template Code	Part A: Checklists and Forms	Submission Requirement
	I. Checklists and Forms relating to Announcements and Trading Arrangements	
CF025G	➤ Basic Qualifications for Listing of a New Class of Equity Securities	<i>Note 1</i>
CF009G	➤ Issue of Securities for Cash – Announcement	<i>Note 5</i>
CF007G	➤ Notifiable Transaction and Connected Transaction – Announcement	<i>Notes 2, 3</i>
CF006	➤ Size Tests for Notifiable Transactions and Connected Transactions	<i>Notes 2, 3</i>
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	II. Checklists relating to Circulars and Listing Documents	
	<i>Transactions</i>	
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Document Template Code	Part C: Forms specified under the Listing Rules	Submission Requirement
	I. Monthly Returns and Next Day Disclosure Returns	
FF301G	➤ Monthly Return of Equity Issuers (<i>GEM Listing Rule 17.27B</i>)	
FF304G	➤ Next Day Disclosure Return for Equity Issuers (<i>GEM Listing Rule 17.27A</i>)	
	II. Forms relating to Directors and Supervisors	
DU003G	➤ Director's Declaration, Undertaking and Acknowledgement (<i>Form A of Appendix 6</i>)	
DU004G	➤ Director's Declaration, Undertaking and Acknowledgement (PRC Issuer) (<i>Form B of Appendix 6</i>)	
DU005G	➤ Supervisor's declaration, undertaking and acknowledgement in respect of an issuer incorporated in the PRC (<i>Form C of Appendix 6</i>)	
	III. Forms relating to Application for Listing of Securities	
FF201G	➤ Application Form - Equity Securities (of an issuer part of whose share capital is already listed) (<i>Form B in Appendix 5</i>)	
FF211G	➤ Compliance Adviser's Declaration of Interests (<i>Form H in Appendix 7</i>)	
FF018G	➤ Declaration of Compliance (<i>Form E of Appendix 5</i>)	
FF017G	➤ Marketing Statement (concerning a placing of equity securities) (<i>Form D in Appendix 5</i>)	

Document Template Code	Part C: Forms specified under the Listing Rules	Submission Requirement
	IV. Other Forms	
FF003G	➤ Company Information Sheet (<i>Form F in Appendix 5</i>)	
FF212G	➤ Declaration in relation to Certain Listing Documents Issued by an Issuer (<i>Form J in Appendix 7</i>)	

Document Template Code	Part D: Other Forms	Submission Requirement
FF001G	➤ Authorised Representatives/ Compliance Officer/ Company Secretary Form	
CI205G	➤ Placees Information Summary	<i>Note 6</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.

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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 on the exercise of the Warrants: _____

(d) Maximum number of securities which remain to be issued 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 equity securities into which the same convert; and (iii) convertible bonds and any equity securities into which the same convert): _____

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(e) Total number of shares in issue at the time of issue of the Warrants: _____

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 11.23	- 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	
Rule 11.31	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 Statement (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.

Submitted by: _____ Date: _____
Signature

Name and Firm

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**CHECKLIST
ANNOUNCEMENT FOR ISSUE OF SECURITIES FOR CASH
(GEM)**

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

Information required in the Announcement:-

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

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; and
 - (b) the maximum number of shares that could be issued 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;
- (8) the market price of the securities concerned on a named date, being the date on which the terms of the issue were fixed;

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(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 1, Part B (<i>See Part II of this checklist for the specific information required under paragraph 18 of Appendix 1, Part B</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.

Part II - Information required for rights issue / open offer announcements pursuant to rule 17.30(13)

Paragraph 18 of Appendix 1, Part B

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

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
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 1, Part B)			
(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.			

For Rights Issue Announcements –

Rule 10.24A

If a rights issue is underwritten, the announcement must contain a statement confirming 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 issuer; or
- controlling or substantial shareholders of the issuer.

Rule 10.25

If a rights issue is not fully underwritten, the announcement must contain in a prominent position and in a form approved by the Exchange: —

- 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.

Rule 10.27

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: —

- 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.

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
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Rule 10.28

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.

Rule 10.29

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:

- 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.

Rule 10.29A

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.

Rule 10.31

- (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 renouncees 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 renouncees 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 –

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

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:

- the information required under rule 2.28;

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<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
<ul style="list-style-type: none"> 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. 		

Rule 10.39A

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.

Rule 10.42

- (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
 - (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.”

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<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
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Rule 17.52A

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.

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

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>Part I - 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 a general description of the principal business activities of the counterparty, if the counterparty is a company or entity;
- (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, the listed issuer must also include the amounts and details of the securities being issued;

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
(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, 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) 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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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
(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 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) 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 discloseable transaction contains a profit forecast as referred to in rule 19.62, the announcement must contain the following information or the issuer must publish a further announcement containing the following information within 15 business days after publication of the announcement:

- (1) the information specified in paragraph 29(2) of Appendix 1, Part B; and
- (2) information regarding the expert statements contained in the announcement, which is specified in paragraph 5 of Appendix 1, Part B.

(See Part II of this checklist for the requirements under rule 19.62).

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 –

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
<u>Rule 20. 66</u>			
(1) the information set out in rules 19.58 to 19.60 (contents of announcements for notifiable transactions); <i>(See above)</i>			
(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 rule 19.62 (requirements for profit forecast in notifiable transaction announcement); <i>(See Part II of this checklist for the requirements under rule 19.62)</i>			
(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			
(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

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

Part II – Documents requirements

Rule 19.62

For all Notifiable Transaction/ Connected Transaction announcements containing a profit forecast (as defined in rule 19.61) –

Where the announcement contains a profit forecast in respect of the listed issuer or a company which is, or is proposed to become, one of its subsidiaries, the listed issuer must submit the following additional information and documents to the Exchange by no later than publication of such announcement:-

- (1) details of the principal assumptions, including commercial assumptions, upon which the forecast is based;
- (2) a letter from the listed issuer's auditors or reporting accountants confirming that they have reviewed the accounting policies and calculations for the forecast containing their report; and
- (3) 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.

<u>Document submitted ? (Y/N/NA)</u>	<u>Date of submission</u>
--	---------------------------

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- 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

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 : _____
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 fill in the following information:-

(A) Assets ratio

1. Value of total assets being the subject of the transaction = $\frac{\$}{\$}$ = %
2. Consolidated total assets of the Issuer = _____

(B) Profits ratio

3. Net profit (after deducting all charges except taxation and before minority interests and extraordinary items) attributable to assets being the subject of the transaction = $\frac{\$}{\$}$ = %
4. Net profit (after deducting all charges except taxation and before minority interests and extraordinary items) of the Issuer = _____

(C) Revenue ratio

5. Total revenue attributable to the assets being the subject of the transaction = $\frac{\$}{\$}$ = %
6. Total revenue of the Issuer = _____

(D) Consideration ratio

7. Aggregate value of consideration given or received = $\frac{\$}{\$}$ = %
8. Market capitalisation of the Issuer = _____

(E) Equity capital ratio

9. Number of shares to be issued by the Issuer as consideration (if any) = $\frac{\$}{\$}$ = %
10. Total number of the Issuer's issued shares immediately before the transaction = _____

11. (Please insert description of the numerator)	\$		%
12. (Please insert description of the denominator)	\$		

- 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.

Submitted by: _____ Date: _____

Signature _____

Name and Firm _____

THE STOCK EXCHANGE OF HONG KONG LIMITED
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**TRADING ARRANGEMENT FORM FOR CHANGE OF BOARD LOT SIZE,
SHARE CONSOLIDATION OR SHARE SUBDIVISION
(MAIN BOARD AND GEM)**

Name of Issuer : _____
Case Number : _____

Instructions:

- A listed issuer should submit the following information to the Exchange for consideration when it seeks the Exchange's consent of the timetable and the related trading arrangements in respect of a change of board lot size, share consolidation or share subdivision pursuant to Main Board Rule 13.52B(1) or GEM Rule 17.53B(1).
- Listed issuers are advised to refer to the "Guide on Practice and Procedures for Post-vetting Announcements of Listed Issuers and Handling Matters involving Trading Arrangements prior to Publication of Announcements" (the "Guide") published on the HKEx website for further information.

Please provide the following information:

1. Description of the transaction: ☐ Change of board lot size ☐ Share consolidation
☐ Share subdivision
2. Proposed date of announcement for the change of board lot size, share consolidation or share subdivision: _____
3. For share consolidation or subdivision:
- ratio for the share consolidation or subdivision:
(e.g. Consolidate 10 existing shares into 1 consolidated share;
Subdivide 1 existing share into 2 subdivided shares) _____
4. Existing board lot size (in shares): _____
5. Proposed board lot size (in shares/ consolidated shares/ subdivided shares): _____
6. Please check the appropriate box(es) below if the announcement also contains the following matters that relate to or affect the trading arrangement in the listed issuer's securities.
☐ Rights issue or open offer - Please also submit the form "Trading Arrangement Form for Rights Issue or Open Offer" (CF091).
☐ Other matters (Please specify : _____) - Please also submit the information required as set out in Attachment 1 to the Guide.
☐ Not applicable
7. The proposed timetable is attached. ☐ Yes

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)

**TRADING ARRANGEMENT FORM FOR RIGHTS ISSUE OR OPEN OFFER
(MAIN BOARD AND GEM)**

Name of Issuer : _____
Case Number : _____

Instructions:

- A listed issuer should submit the following information to the Exchange for consideration when it seeks the Exchange's consent of the timetable and the related trading arrangements in respect of a rights issue or open offer pursuant to Main Board Rule 13.52B(1) or GEM Rule 17.53B(1).
- Listed issuers are advised to refer to the "Guide on Practice and Procedures for Post-vetting Announcements of Listed Issuers and Handling Matters involving Trading Arrangements prior to Publication of Announcements" (the "Guide") published on the HKEx website for further information.

Please provide the following information:

1. Description of the transaction: ☐ Rights issue ☐ Open offer
2. Proposed date of announcement for the rights issue or open offer: _____
3. Rights issue or open offer ratio:
(e.g. 2 rights shares for every 1 existing share held;
1 offer share for every 1 existing share held) _____
4. Description of securities to be issued under the rights issue / open offer:
☐ Ordinary shares ☐ Others (Please specify: _____) (See also item 8)
5. Description of nil paid rights (for rights issue only):
(a) Board lot size (in nil paid shares): _____
(b) Trading currency: _____
6. Please check the appropriate box(es) below if the announcement also contains the following matters that relate to or affect the trading arrangement in the listed issuer's securities.
☐ Change of board lot size, share consolidation or share subdivision - Please also submit the form "*Trading Arrangement Form for Change of Board Lot Size, Share Consolidation or Share Subdivision*" (CF090).
☐ Other matters (Please specify : _____) - Please also submit the information required as set out in Attachment 1 to the Guide.
☐ Not applicable
7. The proposed timetable is attached. ☐ Yes
8. Where the securities to be issued are of a class new to listing, a completed checklist "Basic Qualifications for Listing of a New Class of Equity Securities" (CF025M / CF025G) is also submitted (See item 4). ☐ Yes ☐ N/A
9. Please state whether there are Mainland shareholders holding the issuer's securities through Mainland-Hong Kong Stock Connect.
☐ Yes – the issuer's securities are eligible for southbound trading (for both buy and sell) through Stock Connect (Note)
☐ Yes – the issuer's securities are eligible for sell only through Stock Connect (Note)
☐ No

Note: Issuers are reminded to ensure that there is sufficient time to complete the filing procedures 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. See also FAQ series 29, No. 2 and 3 for further details.

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

Submitted by: _____ Date: _____
Signature

Name and Firm

HKEX

香港交易所

THE STOCK EXCHANGE OF HONG KONG LIMITED

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

**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 option scheme / refreshment of scheme 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), 17.03(3) Note (1)	10.29, 10.39, 17.39, 21.02, 23.02(1)(a), 23.03(3) Note(1)								
	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:-

	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 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.			

Rule 6A.32

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<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
<p>All circulars relating to transactions on which the Compliance Advisor (or another advisor appointed pursuant to Rule 6A.37) subsequently provides advice to the issuer (excluding any Explanatory Statement issued pursuant to rule 13.08) must disclose full and accurate details of the interests as advised by the Compliance Advisor and, if applicable, the interests as advised pursuant to rule 6A.31 by the Compliance Advisor appointed pursuant to rule 6A.37.</p>		

(See Notes 1 and 2 to rule 6A.32)

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 20

Rule 20. 67

- (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

Rule 20.68

- (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;

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		<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(3)	the identity and 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;			
(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: <ul style="list-style-type: none"> (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. <p>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.</p>			
(10)	if the transaction involves the listed issuer's group acquiring a company or business from a connected person, details of: <ul style="list-style-type: none"> (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; 			

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		<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(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; (See above) ;			
(13)	Appendix 1, Part B - 1, 2, 5, 10, 29(2), 32, 39, 40, 42(2)(a) & (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 1, Part B; (See Part III of this checklist) ;			
(15)	information regarding the competing interests (if any) of the Compliance Adviser and its directors, employees and close associates (as referred to in rule 6A.32) and 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 1, Part B

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 1, Part B)

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

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	(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.		
	(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.		
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 1, Part B)				
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		

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(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. 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 1B 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>			

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(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 1, Part B)			
(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			

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<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 1, Part B)</p> <p>(See Note 7 to Appendix 1, Part B)</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 1, Part B)</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 1, Part B)</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> <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 1, Part B)</p>			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
42. Details of a reasonable period of time (being not less than 14 days) during which and a place in Hong Kong at which the following documents (or copies thereof) where applicable may be inspected:-			
(2) Each of the following contracts:-			
(a) any service contracts disclosed pursuant to paragraph 39; and			
(c) in the case of a connected transaction circular, any contracts referred to in the circular,			
or where any of the above contracts have not been reduced into writing, a memorandum giving full particulars thereof.			

(See Note 2 to Appendix 1, Part B)

- 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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**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)
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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 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		
(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 6A.32</u>		
All circulars relating to transactions on which the Compliance Advisor (or another advisor appointed pursuant to rule 6A.37) subsequently provides advice to the issuer (excluding any Explanatory Statement issued pursuant to rule 13.08) must disclose full and accurate details of the interests as advised by the Compliance Advisor and, if applicable, the interests as advised pursuant to rule 6A.31 by the Compliance Advisor appointed pursuant to rule 6A.37.		
<i>(See Notes 1 and 2 to rule 6A.32)</i>		
<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 a general description of the principal business activities of the counterparty, if the counterparty is a company or entity;		
(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;		

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
(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, the listed issuer must also include the amounts and details of the securities being issued;		
(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.		

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, 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) 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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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
<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 1, Part B - 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 1, Part B (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;		
<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>			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
(9)	information as to the competing interests (if any) of the Compliance Advisor and each of its directors, employees and close associates (as referred to in rule 6A.32) and 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 1, Part B – 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 1, Part B – 9, 10 (if the acquisition involves securities for which listing will be sought) (**See Part III of this checklist**);
- (2) Appendix 1, Part B – 22(1) (if new shares are to be issued 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 1, Part B – 31 (financial information), 32 (no material adverse change) (**See Part III of this checklist**);
- (5) Appendix 1, Part B – 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.

- (6) (a) on an acquisition of any business, company or companies:

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
(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 qualified 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.			
<p>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</p>			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
(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 19.61 and 19.62.

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:
 - (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:

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(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 1, Part B);			
(ii) statement of sufficiency of working capital (see rule 19.66(11), paragraph 30 and Note 2 to Appendix 1, Part B);			
(v) statement as to the financial and trading prospects (see rule 19.66(11), paragraph 29(1)(b) and Note 2 to Appendix 1, Part B);			
(vi) particulars of any litigation or claims of material importance (see rule 19.66(3), paragraph 33 and Note 2 to Appendix 1, Part B);			
(vii) particulars of directors' or experts' interests in group assets (see rule 19.66(11), paragraph 40 and Note 2 to Appendix 1, Part B);			
(viii) material contracts and documents for inspection (see rule 19.66(11), paragraphs 41, 42 and Note 2 to Appendix 1, Part B); 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.			

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

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
(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 1, Part B

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 1, Part B)
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)	Comment (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.		
22.	(1)	If new shares are to be issued as consideration, 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.		
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.		

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	Intra-group liabilities should normally be disregarded, a statement to that effect being made where necessary.			
	(See Note 2 to Appendix 1, Part B)			
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 1, Part B)			
	(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 1, Part B)			
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;			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
(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 1, Part B)			
(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 1, Part B)			
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 1, Part B)			
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 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			

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	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 1, Part B)			
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 1, Part B)			
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 taken or deemed to have under such provisions of the Securities and Futures Ordinance); or 			

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(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 1B 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.			

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	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 1, Part B)</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 1, Part B)</p> <p>(See Note 7 to Appendix 1, Part B)</p>			

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		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 1, Part B)			
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 1, Part B)			
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 1, Part B)			
42.	<p>Details of a reasonable period of time (being not less than 14 days) during which and a place in Hong Kong at which the following documents (or copies thereof) where applicable may be inspected:</p> <p>(1) the memorandum and articles of association or equivalent documents of the issuer;</p> <p>(2) each of the following contracts:</p> <p>(b) any material contracts disclosed pursuant to paragraph 41; and</p>			

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(c) in the case of a connected transaction circular any contracts referred to in the circular, 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;			
(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;			
(5) the audited accounts of the issuer of, in the case of a group the consolidated audited accounts of the issuer and its subsidiaries for each of the 2 financial years immediately preceding the issue of the listing document together with (in the case of a Hong Kong issuer) all notes, certificates or information required by the Companies Ordinance; and			
(6) a copy of each circular issued pursuant to the requirements set out in Chapter 19 and/or 20 which has been issued since the date of the latest published audited accounts.			

(See Note 2 to Appendix 1, Part B)

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

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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)
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Part I – General

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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	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.			

Rule 6A.32

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
All circulars relating to transactions on which the Compliance Advisor (or another advisor appointed pursuant to rule 6A.37) subsequently provides advice to the issuer (excluding any Explanatory Statement issued pursuant to rule 13.08) must disclose full and accurate details of the interests as advised by the Compliance Advisor and, if applicable, the interests as advised pursuant to rule 6A.31 by the Compliance Advisor appointed pursuant to rule 6A.37.			

(See Notes 1 and 2 to rule 6A.32)

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 a general description of the principal business activities of the counterparty, if the counterparty is a company or entity;
- (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, the listed issuer must also include the amounts and details of the securities being issued;
- (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)	Comment (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 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)
 - (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;
- (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

- (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;

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

Rule 19.66

- (3) Appendix 1, Part B - 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 1, Part B (**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;
- 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.*
- (9) information as to the competing interests (if any) of the Compliance Advisor and each of its directors, employees and close associates (as referred to in rule 6A.32) and 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);

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		<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(10)	any additional information requested by the Exchange;			
(11)	Appendix 1, Part B - 28, 29(1)(b), 30, 40, 41 and 42 (See Part III of this checklist);			
(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 qualifications or 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

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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:			
(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 1, Part B.			

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.

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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 19.61 and 19.62.</i>			
<u>Part IIA – Chapter 18A (For disposals which solely or mainly involve mineral and/or petroleum assets)</u>			
<u>Rule 18A.09</u>			
(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 1, Part B</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 1, Part B)</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:			

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	(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 1, Part B)			
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 1, Part B)			
	(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 1, Part B)

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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 1, Part B)			
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 1, Part B)			
35.	(1) The full names and professional qualifications, if any, of: (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:— (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.			

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	(2) The information required to be included by virtue of paragraph 38(1) of Appendix 1B 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.			
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			

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	(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 1, Part B)			
	(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.			
	(See Notes 1 and 2 to paragraph 38A(2) of Appendix 1, Part B)			
	(See Note 7 to Appendix 1, Part B)			
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 1, Part B)			
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			

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
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 1, Part B)			
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 1, Part B)			
42. Details of a reasonable period of time (being not less than 14 days) during which and a place in Hong Kong at which the following documents (or copies thereof) where applicable may be inspected:			
(1) the memorandum and articles of association or equivalent documents of the issuer;			
(2) each of the following contracts:			
(b) any material contracts disclosed pursuant to paragraph 41; and			
(c) in the case of a connected transaction circular any contracts referred to in the circular,			
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;			
(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;			

		Page	Complied With? (Y/N/NA)	Comment (where applicable)
(5)	the audited accounts of the issuer of, in the case of a group the consolidated audited accounts of the issuer and its subsidiaries for each of the 2 financial years immediately preceding the issue of the listing document together with (in the case of a Hong Kong issuer) all notes, certificates or information required by the Companies Ordinance; and			
(6)	a copy of each circular issued pursuant to the requirements set out in Chapter 19 and/or 20 which has been issued since the date of the latest published audited accounts.			

(See Note 2 to Appendix 1, Part B)

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.

Submitted by: _____ Date: _____

Signature _____

Name and Firm _____

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CHECKLIST
(1) CIRCULAR FOR VERY SUBSTANTIAL ACQUISITION
(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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(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 6A.32

All listing documents and circulars relating to transactions on which the Compliance Advisor (or another advisor appointed pursuant to rule 6A.37) subsequently provides advice to the issuer (excluding any Explanatory Statement issued pursuant to rule 13.08) must disclose full and accurate details of the interests as advised by the Compliance Advisor and, if applicable, the interests as advised pursuant to rule 6A.31 by the Compliance Advisor appointed pursuant to rule 6A.37.

(See Notes 1 and 2 to rule 6A.32)

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 a general description of the principal business activities of the counterparty, if the counterparty is a company or entity;
- (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;

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comments (where applicable)</u>
(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, the listed issuer must also include the amounts and details of the securities being issued;			
(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.			

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, the following must also include:
 - (a) a statement that the transaction appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities; and
 - (b) 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:-

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comments (where applicable)</u>
(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;			
(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 1, Part B – 1, 2, 5, 29(2), 33, 35, 36 (**See Part III of this checklist**) (not applicable for reverse takeover);
- (4) information regarding interests of directors and chief executive in the listed issuer required under paragraphs 34, 38 and 38A of Appendix 1, Part B (**See Part III of this checklist**) (not applicable to reverse takeover);
- (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;

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.

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comments (where applicable)</u>
(9) information as to the competing interests (if any) of the Compliance Advisor and each of the directors, employees and close associates (as referred to in rule 6A.32) and 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 1, Part B – paragraphs 28, 29(1)(b), 30, 40, 41, 42 (See Part III of this checklist) (not applicable to reverse takeover);			
(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)) (not applicable to reverse takeover); and			
(14) where applicable, the information required under rule 2.28 (See above) .			

Rule 19.67

- (1) Appendix 1, Part B – 9, 10, if the acquisition involves securities for which listing will be sought **(See Part III of this checklist)** (not applicable to reverse takeover);
- (2) Appendix 1, Part B - 22(1), if new shares are to be issued as consideration **(See Part III of this checklist)** (not applicable to 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 1, Part B - 31 (financial information), 32 (no material adverse change) **(See Part III of this checklist)** (not applicable to reverse takeover);
- (5) the information required under paragraph 34 of Appendix 1, Part B in relation to each new director and member of senior management joining the listed issuer in connection with the transaction (not applicable to 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.

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comments (where applicable)</u>
(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 (<i>not applicable to reverse takeover</i>).			
<u>Rule 19.69</u>			
A circular issued for a very substantial acquisition or a listing document issued for a reverse takeover must contain:			
(1) for a <u>reverse takeover</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 1, Part A, 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; (<i>Please refer to Checklist CF050G for new applicants for the requirements of Appendix 1, Part A</i>); and			
(d) information on the enlarged group's property interests under rules 8.01A and 8.01B (<i>Please refer to Checklist CF052G for new applicants for the requirements of Chapter 8</i>);			
(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;			

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(b) on an acquisition of any revenue-generating assets (other than a business or a 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, 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 19.70(2) (<i>See below</i>);			
(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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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 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 19.61 and 19.62.

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)

- (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:
 - (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

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(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 1, Part B);			
(ii) statement of sufficiency of working capital (see rule 19.66(11), paragraph 30 and Note 2 to Appendix 1, Part B);			
(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 1, Part B);			
(vi) particulars of any litigation or claims of material importance (see rule 19.66(3), paragraph 33 and Note 2 to Appendix 1, Part B);			
(vii) particulars of directors' or experts' interests in group assets (see rule 19.66(11), paragraph 40 and Note 2 to Appendix 1, Part B);			
(viii) material contracts and documents for inspection (see rule 19.66(11), paragraphs 41, 42 and Note 2 to Appendix 1, Part B); 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.			

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<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;
			(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.

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<u>Rule 18A.09</u>			
(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) .		
<u>Part III - Appendix 1, Part B (For very substantial acquisitions)</u>			
<i>(For Reverse Takeover Listing Document, refer to Checklist CF050G for new applicants for the requirements of Appendix 1, Part A)</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."		
<i>(See Note 1 to Appendix 1, Part B)</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.		
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.		

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(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.
(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.
22.			(1) If new shares are to be issued as consideration, 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.
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

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(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 1, Part B)			
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 1, Part B)			
(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 1, Part B)			
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:			

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<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 1, Part B)</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 1, Part B)</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 1, Part B)
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</p>

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<p>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 1, Part B)</p>			
<p>34. 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 1, Part B)</p>			
<p>35. (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> <p>(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.</p>			
<p>36. The situation of the registered office and, if different, the head office and transfer office.</p>			

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38.	<p>(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:—</p> <p>(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</p> <p>(b) are required, pursuant to section 352 of the Securities and Futures Ordinance, to be entered in the register referred to therein; or</p> <p>(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;</p> <p>or an appropriate negative statement.</p> <p>(2) The information required to be included by virtue of paragraph 38(1) of Appendix 1B 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:</p> <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>			

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(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 1, Part B)			
(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			

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<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 1, Part B)</p> <p>(See Note 7 to Appendix 1, Part B)</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 1, Part B)</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> <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 1, Part B)</p>			

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comments (where applicable)</u>
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 1, Part B)		
42.	Details of a reasonable period of time (being not less than 14 days) during which and a place in Hong Kong at which the following documents (or copies thereof) where applicable may be inspected:		
	(1) the memorandum and articles of association or equivalent documents of the issuer;		
	(2) each of the following contracts:		
	(b) any material contracts disclosed pursuant to paragraph 41; and		
	(c) in the case of a connected transaction circular any contracts referred to in the circular,		
	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;		
	(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;		
	(5) the audited accounts of the issuer of, in the case of a group the consolidated audited accounts of the issuer and its subsidiaries for each of the 2 financial years immediately preceding the issue of the listing document together with (in the case of a Hong Kong issuer) all notes, certificates or information required by the Companies Ordinance; and		
	(6) a copy of each circular issued pursuant to the requirements set out in Chapter 19 and/or 20 which has been issued since the date of the latest published audited accounts.		
	(See Note 2 to Appendix 1, Part B)		

Part IV - Documents to be submitted

Date of submission

Rule 19.66(13)

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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.

Submitted by: _____ Date: _____
Signature

Name and Firm

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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

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)
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 6A.32</u>			
All listing documents and circulars relating to transactions on which the Compliance Advisor (or another adviser appointed pursuant to rule 6A.37) subsequently provides advice to the issuer (excluding any Explanatory Statement issued pursuant to rule 13.08) must disclose full and accurate details of the interests as advised by the Compliance Advisor and, if applicable, the interests as advised pursuant to rule 6A.31 by the Compliance Advisor appointed pursuant to rule 6A.37.			
<i>(See Notes 1 and 2 to rule 6A.32)</i>			
<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 for which listing is sought, 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.			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
<u>Note 2 to Rule 17.41(1)</u>			
<p>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.</p>			
<u>Rule 17.52A</u>			
<p>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.</p>			
<u>Rule 17.56A</u>			
<p>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.</p>			
<u>Appendix 1, Part B</u>			
<p>1. The full name of the issuer.</p>			
<p>2. A statement as follows:-</p>			
<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><i>(See Note 1 to Appendix 1, Part B)</i></p>			
<p>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.</p>			
<p>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.</p>			

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

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

- 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
(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.			

Rule 6A.32

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
<p>All listing documents and circulars relating to transactions on which the Compliance Advisor (or another adviser appointed pursuant to rule 6A.37) subsequently provides advice to the issuer (excluding any Explanatory Statement issued pursuant to rule 13.08) must disclose full and accurate details of the interests as advised by the Compliance Advisor and, if applicable, the interests as advised pursuant to rule 6A.31 by the Compliance Advisor appointed pursuant to rule 6A.37.</p> <p>(See Notes 1 and 2 to rule 6A.32)</p> <p><u>Rule 11.04</u></p> <p>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.</p> <p>(See Notes 1 to 3 to rule 11.04)</p> <p><u>Rule 14.09(5)</u></p> <p>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 for which listing is sought, is necessary to enable an investor to make an informed assessment of:—</p> <p>(a) the activities, profits and losses, assets and liabilities, financial position, management and prospects of the issuer; and</p> <p>(b) the rights and trading arrangements attaching to such securities.</p> <p><u>Rule 14.10</u></p> <p>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.</p> <p><u>Rule 14.22</u></p> <p>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:—</p> <p>(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;</p> <p>(2) whether or not there are risks that are relevant to the</p>			

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

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 1, Part B

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 1, Part B)

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

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
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.			
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 1, Part B)			
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			

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		<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
	indicative range should be provided.			
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 1, Part B)			
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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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
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 1, Part B)			
(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			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
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 nominal value and a description of the shares.			
(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 1, Part B)			
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 1, Part B)			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
<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 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 effect;</p> <p>(vi) in the event that the percentage which would fall to be disclosed under (ii) above is less than 30, a</p>			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
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 1, Part B)			
(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 by the group.			

(See Note 2 to Appendix 1, Part B)

27. (1) Particulars of any restriction affecting the remittance of

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
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 1, Part B)			
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 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 1, Part B)

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
(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 1, Part B)			
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 1, Part B)

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
<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.</p> <p>(See Note 10 to Appendix 1, Part B)</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 1, Part B)			
34. The full name, residential or business address of every director and senior manager or proposed director or senior manager. 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. Senior management may include directors of			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
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 1, Part B)			
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			
(2) The information required to be included by virtue of paragraph 38(1) of Appendix 1B 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			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
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 1, Part B)			
(See Notes 6 and 8 to Appendix 1, Part B)			
(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			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
<p>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 1, Part B)</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 1, Part B)</p> <p>(See Note 7 to Appendix 1, Part B)</p>			
<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:</p> <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</p>			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
<p>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 1, Part B)</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 1, Part B)</p> <p>(See Note 7 to Appendix 1, Part B)</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 1, Part B)			
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 1, Part B)			
40. (1) Full particulars of the nature and extent of the interest, direct or indirect, if any, of every director or proposed			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
<p>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 1, Part B)</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 1, Part B)</p> <p>42. Details of a reasonable period of time (being not less than 14 days) during which and a place in Hong Kong at which the following documents (or copies thereof) where applicable may be inspected:—</p> <p>(1) the memorandum and articles of association or equivalent documents of the issuer;</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 connected transaction circular, any contracts referred to in the circular,</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,</p>			

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
valuations and statements by any expert any part of which is extracted or referred to in the listing document;			
(5) the audited accounts of the issuer or, in the case of a group the consolidated audited accounts of the issuer and its subsidiaries for each of the two financial years immediately preceding the issue of the listing document together with (in the case of a Hong Kong issuer) all notes, certificates or information required by the Companies Ordinance; and			
(6) a copy of each circular issued pursuant to the requirements set out in Chapter 19 and/or 20 which has been issued since the date of the latest published audited accounts.			
(See Note 2 to Appendix 1, Part B)			
43. Information as to the interests (if any) of the Sponsor or Compliance Advisor, as applicable, and its directors, employees and close associates (as referred to in rule 6A.32) and 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 1, Part B)

- 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 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)
<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 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.			
<u>Rule 6A.32</u>			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
<p>All circulars relating to transactions on which the Compliance Advisor (or another advisor appointed pursuant to Rule 6A.37) subsequently provides advice to the issuer (excluding any Explanatory Statement issued pursuant to rule 13.08) must disclose full and accurate details of the interests as advised by the Compliance Advisor and, if applicable, the interests as advised pursuant to rule 6A.31 by the Compliance Advisor appointed pursuant to rule 6A.37.</p> <p>(See Notes 1 to 2 to rule 6A.32)</p> <p><u>Rule 11.04</u></p> <p>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).</p> <p>(See Notes 1 to 3 to rule 11.04)</p> <p><u>Rule 17.52A</u></p> <p>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.</p> <p><u>Rule 17.56A</u></p> <p>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.</p> <p><u>Part II – Chapter 21</u></p> <p><u>Rule 21.03</u></p> <p>The circular or notice to be sent to shareholders convening the requisite meeting under rule 21.02 must include at least the following information:—</p> <ol style="list-style-type: none"> (1) the maximum number of securities which could be issued 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; 			

Rule 21.07

(5) the relevant circulars to shareholders and warrant holders 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
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

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

	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;			

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(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.			

Rule 6A.32

All listing documents and circulars relating to transactions on which the Compliance Advisor (or another adviser appointed pursuant to rule 6A.37) subsequently provides advice to the issuer (excluding any Explanatory Statement issued pursuant to rule 13.08) must disclose full and accurate details of the interests as advised by the Compliance Advisor and, if applicable, the interests as advised pursuant to rule 6A.31 by the Compliance Advisor appointed pursuant to rule 6A.37.

(See Notes 1 and 2 to rule 6A.32)

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 for which listing is sought, 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.

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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 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 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.

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 FAQ series 29, No. 2 and 3 for further details.

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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.

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

(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).

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<u>Rule 10.25</u>			
<p>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:-</p> <ul 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 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. <p>In addition, the listing document must contain:-</p> <ul style="list-style-type: none"> • 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>			
<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"> (1) appear on the front cover of the listing document and in a prominent position at the front of the document; (2) 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; (3) detail any consequential risks in dealing in such rights; and (4) 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>			

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Rule 10.29

If the proposed rights issue would increase either the number of issued 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):-

- (1) 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
- (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.

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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 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.

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<u>Rule 10.42</u>			
(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.			

Part III - Appendix 1, Part B

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 1, Part B)
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.

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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.		
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.		

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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 1, Part B)			
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.			
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			

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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 1, Part B)			
(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			
(8) a summary of any other material terms of the options, warrants or similar rights.			

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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.			
	(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 1, Part B)			
	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 1, Part B)			
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.			

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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 1, Part B)			
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 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 1, Part B)			
	(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		

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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 1, Part B)			
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 1, Part B)			

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(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 1, Part B)			
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 1, Part B)			
34. The full name, residential or business address of every director and senior manager or proposed director or senior manager. 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.			

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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 1, Part B)			
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 1B 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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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
<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>(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 1, Part B)</p> <p>(See Notes 6 and 8 to Appendix 1, Part B)</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>			

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	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 1, Part B)</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 1, Part B)</p>			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
(See Note 7 to Appendix 1, Part B)			
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:			
(1) aggregate long position in the shares and (in respect of positions held pursuant to equity derivatives) underlying shares of the issuer showing separately:			
(a) interests in shares (other than pursuant to equity derivatives such as share options, warrants to subscribe or convertible bonds); and			
(b) 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; and			
(ii) cash settled equity derivatives.			
(See Notes 1 to 3 to paragraph 38B(1) of Appendix 1, Part B)			
(2) aggregate short position in shares and (in respect of positions held pursuant to equity derivatives) underlying shares of the issuer showing separately:			
(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; and			
(ii) cash settled equity derivatives.			
(see also Notes 1 and 2 to paragraph 38B(2) of Appendix 1, Part B)			
(See Note 7 to Appendix 1, Part B)			
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			

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		Page	Complied With? (Y/N/NA)	Comment (where applicable)
	paragraph 38B(1) does not apply.			
	(See Note 7 to Appendix 1, Part B)			
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 1, Part B)			
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:— <ul style="list-style-type: none"> (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 1, Part B)			
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 1, Part B)			
42.	Details of a reasonable period of time (being not less than 14 days) during which and a place in Hong Kong at which the following documents (or copies thereof) where applicable may be inspected:—			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
(1) the memorandum and articles of association or equivalent documents of the issuer;			
(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 connected transaction circular, any contracts referred to in the circular,			
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;			
(5) the audited accounts of the issuer or, in the case of a group the consolidated audited accounts of the issuer and its subsidiaries for each of the two financial years immediately preceding the issue of the listing document together with (in the case of a Hong Kong issuer) all notes, certificates or information required by the Companies Ordinance; and			
(6) a copy of each circular issued pursuant to the requirements set out in Chapter 19 and/or 20 which has been issued since the date of the latest published audited accounts.			
(See Note 2 to Appendix 1, Part B)			
43. Information as to the interests (if any) of the Sponsor or Compliance Advisor, as applicable, and its directors, employees and close associates (as referred to in rule 6A.32) and 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 1, Part B)			

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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

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**CHECKLIST
CIRCULAR FOR SHARE OPTION SCHEME
(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

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 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.

Given that the companies listed on GEM are generally small and

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

Rule 2.28

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 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.

Rule 6A.32

All circulars relating to transactions on which the Compliance Advisor (or another advisor appointed pursuant to Rule 6A.37) subsequently provides advice to the issuer (excluding any Explanatory Statement issued pursuant to rule 13.08) must disclose full and accurate details of the interests as advised by the Compliance Advisor and, if applicable, the interests as advised pursuant to rule 6A.31 by the Compliance Advisor appointed pursuant to rule 6A.37.

(See Notes 1 and 2 to rule 6A.32)

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

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
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 23

Rule 23.02

- (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 available for inspection at a place in Hong Kong for a period of not less than 14 days before the date of the general meeting and at the general meeting and the terms of the shareholders' resolution must approve the scheme as described in the summary circulated to the shareholders of the listed issuer.

The circular must include the following information:

- (a) the provisions described in Rule 23.03 (***See below***);
- (b) an explanation as to how the terms of the scheme, in particular, how the provisions described in Rules 23.03(6), (7) and (9), will serve 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; and

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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 1, Part B:			
<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>			
(3) Where the scheme involves options over listed securities, the listed issuer is encouraged to disclose in the circular the value of all options that can be granted under the scheme as if they had been granted at the latest practicable date prior to the approval of the scheme. Where the listed issuer considers that disclosure of the value of options is not appropriate, it must state the reason for such non-disclosure in the circular. The listed issuer should use the Black-Scholes option pricing model, the binomial model or a comparable generally accepted methodology to calculate the value of options. The following information described in (1), (2) and (4) in the Notes to rule 23.08 (See below) should also be disclosed. The latest practicable date should be taken as the measurement date.			
(4) A prominent and legible disclaimer by the Exchange on the front cover or inside front cover of the circular of the following items:			
<p>"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]."</p>			

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;
- (2) the participants of the scheme and the basis of determining the eligibility of participants;

(See Note to rule 23.03(2))

- (3) the total number of securities which may be issued upon exercise of all options to be granted under the scheme,

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		Page	Complied With? (Y/N/NA)	Comment (where applicable)
	together with the percentage of the issued shares that it represents at the date of approval of the scheme;			
	(See Notes 1 to 3 to rule 23.03(3))			
(4)	the maximum entitlement of each participant under the scheme;			
	(See Note to rule 23.03(4))			
(5)	the period within which the securities must be taken up under the option, which must not be more than 10 years from the date of grant of the option;			
(6)	the minimum period, if any, for which an option must be held before it can be exercised;			
(7)	the performance targets, if any, that must be achieved before the options can be exercised or, if none, a negative statement to that effect;			
(8)	the amount, if any, payable on application or acceptance of the option 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;			
	(See Notes 1 and 2 to rule 23.03(9))			
(10)	the voting, dividend, transfer and other rights, including those arising on a liquidation of the listed issuer, attaching to the securities and (if appropriate) any such rights attaching to the options themselves;			
(11)	the life of the scheme, which must not be more than 10 years;			
(12)	the circumstances under which options will automatically lapse;			
(13)	a provision for adjustment of the exercise price or the number of securities subject to options already granted and to 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 granted but not exercised;			
	(See Note to rule 23.03(14))			
(15)	unless the securities subject to the scheme are identical with other securities, a provision that they must be separately designated;			

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		Page	Complied With? (Y/N/NA)	Comment (where applicable)
(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 granted under the scheme but not yet exercised at the time of termination; (See Note to rule 23.03(16))			
(17)	transferability of options; 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. (See Notes 1 to 4 to rule 23.03(18))			

Rule 23.04

Where the grant of options to a director, chief executive or substantial shareholder of a listed issuer, or any of their respective associates is subject to shareholders' approval under rule 23.04(1):

- (1)
 - the listed issuer must send a circular to the shareholders; and
 - the grantee, his associates and all core connected persons of the listed issuer must abstain from voting in favour at such general meeting.
- (2)
 - the listed issuer must comply with the requirements under rules 17.47A:

Rule 17.47A

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.

- (3) The circular must contain:
 - (a) details of the number and terms (including the exercise price) of the options to be granted to each participant, which must be fixed before the shareholders' meeting, and 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 note (1) to rule 23.03(9);

Note: The description of the terms of the options must include the information required under rules 23.03(5) to 23.03(10).
 - (b) a recommendation from the independent non-executive directors of the listed issuer (excluding

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
independent non-executive director who is the grantee of the options) to the independent shareholders as to voting;			
(c) the information required under rules 23.02(2)(c) and (d) and the disclaimer required under rule 23.02(4); and			
(d) the information required under rule 2.28 (See above).			

Notes to rule 23.08

- (1) a description of the model and significant assumptions used to estimate the value of the option, taking into account factors such as risk-free interest rate, expected life, expected volatility and expected dividend, if applicable;
 - (i) Where the calculation of the value is referable to a risk-free interest rate, such rate should be the rate prevailing on debt securities issued by the state, such as the Exchange Fund Notes in the case of Hong Kong based entities.
 - (ii) The listed issuer should set out the expected volatility used in calculating the value, with an explanation of any deviations from the historical volatility of the securities. The listed issuer may choose the period of time that it considers appropriate for calculating such historical volatility. However, such period may not be less than one year or, where securities have been listed for less than one year from the date of commencement of dealings in such securities, such period is to be from the date of commencement of such dealings to the date of the calculation.
 - (iii) Expected dividends should be based on historical dividends, with an explanation of any adjustments made for publicly available information indicating that future performance is reasonably expected to differ from past performance.
- (2) the measurement date which should be the date on which the options were granted; and
- (4) a warning statement with regard to the subjectivity and uncertainty of the values of options to the effect that such values are subject to a number of assumptions and with regard to the limitation of the model.

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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

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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:-

	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
<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 Part B of Appendix 1 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 is required by Section 2 in Part C of Appendix 11 in respect of PRC issuers);

(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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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
(4) the documents to be offered for inspection will be the documents corresponding to those mentioned in paragraph 42 of Part B of Appendix 1, 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 offer for inspection 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 offered for inspection.			

Appendix 1, Part B

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 domestic shares or foreign shares other than H shares constitute 10 per cent or more of the issued share capital of the PRC issuer upon the completion of such issue or placing of domestic shares or foreign shares other than H shares, and the number of domestic shares or foreign shares other than H shares to be held by each such legal person or individual.

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
47. In an appropriately prominent place and manner in the listing document, the statements by the acquirer of shares required to be in a PRC issuer's listing document pursuant to rule 25.39.			

- 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
EXPLANATORY STATEMENTS RELATING TO SHARE REPURCHASE BY LISTED ISSUERS
(GEM)

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

Information required in the Explanatory Statement:-

	Page	Complied With? (Y/N/NA)	Comment (where applicable)
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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 have undertaken to the Exchange to 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; and			
(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.			

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 per cent of the number of issued 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

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

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

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

THE STOCK EXCHANGE OF HONG KONG LIMITED
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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>At least 4 clear business days prior to the proposed date for issuing the securities:</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.	A certified true copy of the board resolution authorising allotment and issue of the consideration shares	12.27(5)	-	
15.	The completed company information sheet submitted in the electronic format for publication on the GEM website, together with a hard copy duly signed by or on behalf of each of the directors of the issuer	12.27(9), Appendix 5F	FF003G	
16.	A declaration substantially in the form set out in Appendix 5E duly signed by a director and the secretary of the listed issuer and any annual listing fee not previously paid	12.27(8), Appendix 5E	FF018G	
17.	In the case of securities issued as consideration for shares in a listed company which are acquired pursuant to Division 4 of Part 13 of the Companies Ordinance, a certified copy of the notice given under that section	12.27(3)	-	

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
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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 or reverse takeover)	17.53(2)(a)	-	
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 or reverse takeover, - a completed checklist "(1) Circular for Very Substantial Acquisition; (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 Rule ¹	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)	-	
	<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>			
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.	A certified true copy of the board resolution authorising allotment and issue of the consideration shares	12.27(5)	-	
15.	The completed company information sheet submitted in the electronic format for publication on the GEM website, together with a hard copy duly signed by or on behalf of each of the directors of the issuer	12.27(9), Appendix 5F	FF003G	
16.	A declaration substantially in the form set out in Appendix 5E duly signed by a director and the secretary of the listed issuer and any annual listing fee not previously paid	12.27(8), Appendix 5E	FF018G	
17.	In the case of securities issued as consideration for shares in a listed company which are acquired pursuant to Division 4 of Part 13 of the Companies Ordinance, a certified copy of the notice given under that section	12.27(3)	-	

Notes:-

1. Please refer to the applicable rule for full details of the documentary requirement where applicable.
2. For very substantial disposals, very substantial acquisitions 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).

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.

3. A reverse takeover must comply with the documentary requirements for new listing under Chapter 11.

THE STOCK EXCHANGE OF HONG KONG LIMITED
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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.	A certified true copy of the board resolution authorising allotment and issue of the shares which may fall to be issued upon the exercise of the options to be granted under the share option scheme	12.27(5)	-	
6.	Where applicable, the completed company information sheet submitted in the electronic format for publication on the GEM website, together with a hard copy duly signed by or on behalf of each of the directors of the issuer	12.27(9), Appendix 5F	FF003G	

Note:-

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

THE STOCK EXCHANGE OF HONG KONG LIMITED
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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.	A certified true copy of the board resolution authorising allotment and issue of the new shares	12.27(5)	-	
10.	The completed company information sheet submitted in the electronic format for publication on the GEM website, together with a hard copy duly signed by or on behalf of each of the directors of the issuer	12.27(9), Appendix 5F	FF003G	
11.	A declaration substantially in the form set out in Appendix 5E duly signed by a director and the secretary of the listed issuer and any annual listing fee not previously paid	12.27(8), Appendix 5E	FF018G	
12.	In the case of capital reduction, scheme of arrangement or similar proposal requiring the approval of the court, a certified copy of the court order and of any certificate of registration issued by the Registrar of Companies or of any equivalent document	12.27(4)	-	

Note:-

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

THE STOCK EXCHANGE OF HONG KONG LIMITED
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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>			
	<u><i>At least 10 clear business days prior to bulk printing of the listing document:</i></u>			
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 Rule ¹	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)	-	
11.	Where securities of a class new to listing is to be issued: - a copy of the written notification issued by HKSCC stating the securities will be Eligible Securities	12.26D(2)	-	
	<u><i>By no later than 11 a.m. on the intended date of authorisation for registration of the prospectus (where applicable):</i></u>			
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 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)	-	
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 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)	-	
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)	-	
	<u><i>As soon as after the registration of the prospectus with the Companies Registry (where applicable):</i></u>			
16.	A copy of the letter from the Companies Registry confirming registration of the prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance	12.26E(3), 16.17(2)(b)	-	
	<i>By no later than 4:00 p.m. on the business day immediately preceding the commencement of dealings in the securities:</i>			
17.	A certified true copy of the board resolution authorising allotment and issue of the new shares	12.27(5)	-	
18.	The completed company information sheet submitted in the electronic format for publication on the GEM website, together with a hard copy duly signed by or on behalf of each of the directors of the issuer	12.27(9), Appendix 5F	FF003G	
19.	A declaration substantially in the form set out in Appendix 5E duly signed by a director and the secretary of the listed issuer and any annual listing fee not previously paid	12.27(8), Appendix 5E	FF018G	

Note:-

1. 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 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.	A certified true copy of the board resolution authorising allotment and issue of the conversion shares upon exercise of the conversion rights attaching to the convertible debt securities	12.27(5)	-	
5.	The completed company information sheet submitted in the electronic format for publication on the GEM website, together with a hard copy duly signed by or on behalf of each of the directors of the issuer	12.27(9), Appendix 5F	FF003G	
6.	A declaration substantially in the form set out in Appendix 5E duly signed by a director and the secretary of the listed issuer and any annual listing fee not previously paid	12.27(8), Appendix 5E	FF018G	

Note:-

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

THE STOCK EXCHANGE OF HONG KONG LIMITED
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**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>At least 4 clear business days prior to the proposed date for issuing the securities:</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.	A certified true copy of the board resolution authorising allotment and issue of the warrants and the new shares falling to be issued upon exercise of the subscription rights attaching to the warrants or conversion rights attaching to the convertible equity securities	12.27(5)	-	
8.	The completed company information sheet submitted in the electronic format for publication on the GEM website, together with a hard copy duly signed by or on behalf of each of the directors of the issuer	12.27(9), Appendix 5F	FF003G	

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	Documents to be submitted	GEM Rule¹	Checklist Ref.	Submission Date
9.	A declaration substantially in the form set out in Appendix 5E duly signed by a director and the secretary of the listed issuer and any annual listing fee not previously paid	12.27(8), Appendix 5E	FF018G	

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
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**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 bulk printing of the listing document (if any):</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.	Subsequent issue fee in the amount specified in Appendix 9	12.17(3)	-	
7.	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)	-	
8.	A completed checklist “Listing Document for Issue of Securities (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	
9.	For PRC incorporated issuers: – a completed checklist “Supplemental Information for Listing Document of PRC Issuer”	14.10	CF005G	
10.	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
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	Documents to be submitted	GEM Rule ¹	Checklist Ref.	Submission Date
11.	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	-	
12.	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>			
13.	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	
14.	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)	-	
15.	Where securities of a class new to listing is to be issued: - a copy of written notification issued by HKSCC stating the securities will be Eligible Securities	12.26D(2)	-	
	<i>By no later than 11 a.m. on the intended date of authorisation of the prospectus (where applicable):</i>			
16.	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)	-	
17.	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 required under the relevant section	12.26E(2)(b)	-	
18.	(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)	-	
19.	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>As soon as after the registration of the prospectus with the Companies Registry (where applicable):</i>			
20.	A copy of the letter from the Companies Registry confirming registration of the prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance	12.26E(3), 16.17(2)(b)	-	

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	Documents to be submitted	GEM Rule ¹	Checklist Ref.	Submission Date
	<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>			
21.	A formal application set out in Form B in Appendix 5B (where the application is not required to be supported by a listing document)	12.16, Appendix 5B	FF201G	
22.	Subsequent issue fee in the amount specified in Appendix 9	12.17(3)	-	
23.	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	
24.	In the case of placing of securities of a class new to listing, a copy of the placing letter and separate marketing statements in the form set out in Appendix 5D signed by each of: (i) the lead broker; (ii) any distributors; and (iii) any Exchange Participant referred to in that Appendix	10.12(6), 12.27(6)(a)	FF017G	
25.	In the case of placing of securities of a class already 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>			
26.	A certified true copy of the board resolution authorising allotment and issue of the new shares	12.27(5)	-	
27.	The completed company information sheet submitted in the electronic format for publication on the GEM website, together with a hard copy duly signed by or on behalf of each of the directors of the issuer	12.27(9), Appendix 5F	FF003G	
28.	A declaration substantially in the form set out in Appendix 5E duly signed by a director and the secretary of the listed issuer and any annual listing fee not previously paid	12.27(8), Appendix 5E	FF018G	

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.

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 Rule¹	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)	-	
19.	Where securities of a class new to listing is to be issued: - - a copy of written notification issued by HKSCC stating the securities will be Eligible Securities	12.26D(2)	-	
<i>By no later than 11 a.m. on the intended date of authorisation of the prospectus:</i>				
20.	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)	-	
21.	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)	-	
22.	(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)	-	
23.	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>As soon as after the registration of the prospectus with the Companies Registry:</i>				
24.	A copy of the letter from the Companies Registry confirming registration of the prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance	12.26E(3), 16.17(2)(b)	-	
<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>				

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
25.	A certified true copy of the board resolution authorising allotment and issue of (a) in case of rights issue, the nil paid rights and the rights shares in their fully paid form or (b) in case of open offer, the offer shares	12.27(5)	-	
26.	The completed company information sheet submitted in the electronic format for publication on the GEM website, together with a hard copy duly signed by or on behalf of each of the directors of the issuer	12.27(9), Appendix 5F	FF003G	
27.	A declaration substantially in the form set out in Appendix 5E duly signed by a director and the secretary of the listed issuer and any annual listing fee not previously paid	12.27(8), Appendix 5E	FF018G	

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).

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

**DOCUMENT CHECKLIST
AMENDMENT TO MEMORANDUM OR ARTICLES OF ASSOCIATION
OR EQUIVALENT DOCUMENTS
(GEM)**

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

	Documents to be submitted	GEM Rule ¹	Checklist Ref.	Submission Date
	<i>On or before publication of the circular:</i>			
1.	A letter to the listed issuer from its legal advisers confirming that the proposed amendments conform with the requirements of the GEM Listing Rules, where applicable, and the law of the place where it is incorporated or otherwise established	17.50(1)		
2.	A letter from the listed issuer to confirm that there is nothing unusual about the proposed amendments for a company listed in Hong Kong	17.50(1)		

Note:-

1. 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
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	-	-	

Note:-

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.

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.	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	-	
3.	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			
	<i>Immediately upon the resignation:</i>			
4.	Up-to-date contact information (including correspondence address and telephone number) of the resigned director/supervisor	-	-	

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
EXPLANATORY STATEMENTS RELATING TO SHARE REPURCHASE
BY LISTED ISSUERS
(GEM)**

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

	Documents to be submitted	GEM Rule ¹	Checklist Ref.	Submission Date
	<i>On or before publication of the Explanatory Statement:</i>			
1.	A confirmation from the listed issuer that the explanatory statement contains the information required under Rule 13.08 and that neither the statement nor the proposed share repurchase has unusual features	13.08 note 2		
2.	Director's undertaking to the Exchange according to Rule 13.08(6)	13.08(6)		

Note:-

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

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : _____

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer _____

Date Submitted _____

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : _____ Description : _____

	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

(2) Stock code : _____ Description : _____

	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

2. Preference Shares

Stock code :	_____	Description :	_____
	No. of preference shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

3. Other Classes of Shares

Stock code :	_____	Description :	_____
	No. of other classes of shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

Total authorised share capital at the end of the month (*State
currency*) :

II. Movements in Issued Share Capital

	No. of ordinary shares (1)	(2)	No of preference shares	No. of other classes of shares
Balance at close of preceding month	_____	_____	_____	_____
Increase/ (decrease) during the month	_____	_____	_____	_____
Balance at close of the month	_____	_____	_____	_____

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable					Movement during the month		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
					Granted	Exercised	Cancelled	Lapsed
1.								
(/ /)								
shares								
(Note 1)								
2.								
(/ /)								
shares								
(Note 1)								
3.								
(/ /)								
shares								
(Note 1)								
					Total A. (Ordinary shares)			
					(Preference shares)			
					(Other class)			
Total funds raised during the month from exercise of options (State currency)								

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____ _____	_____	_____	_____	_____	_____	_____
(/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)	_____	_____	_____	_____	_____	_____
2. _____ _____ _____	_____	_____	_____	_____	_____	_____
(/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)	_____	_____	_____	_____	_____	_____
3. _____ _____ _____	_____	_____	_____	_____	_____	_____
(/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)	_____	_____	_____	_____	_____	_____
4. _____ _____ _____	_____	_____	_____	_____	_____	_____
(/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)	_____	_____	_____	_____	_____	_____
<div style="text-align: right;"> Total B. (Ordinary shares) _____ (Preference shares) _____ (Other class) _____ </div>						

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.						

Stock code (if listed)	_____	_____	_____	_____	_____	_____
Class of shares issuable (<i>Note 1</i>)	_____	_____	_____	_____	_____	_____
Subscription price	_____	_____	_____	_____	_____	_____
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)	_____	_____	_____	_____	_____
2.						

Stock code (if listed)	_____	_____	_____	_____	_____	_____
Class of shares issuable (<i>Note 1</i>)	_____	_____	_____	_____	_____	_____
Subscription price	_____	_____	_____	_____	_____	_____
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)	_____	_____	_____	_____	_____
3.						

Stock code (if listed)	_____	_____	_____	_____	_____	_____
Class of shares issuable (<i>Note 1</i>)	_____	_____	_____	_____	_____	_____
Subscription price	_____	_____	_____	_____	_____	_____
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)	_____	_____	_____	_____	_____
4.						

Stock code (if listed)	_____	_____	_____	_____	_____	_____
Class of shares issuable (<i>Note 1</i>)	_____	_____	_____	_____	_____	_____
Subscription price	_____	_____	_____	_____	_____	_____
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)	_____	_____	_____	_____	_____
				Total C. (Ordinary shares)	_____	
				(Preference shares)	_____	
				(Other class)	_____	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____ _____ (/ /) shares (<i>Note 1</i>)		
2. _____ _____ _____ (/ /) shares (<i>Note 1</i>)		
3. _____ _____ _____ (/ /) shares (<i>Note 1</i>)		
Total D. (Ordinary shares)		
(Preference shares)		
(Other class)		

Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue	At price : State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /) (/ /)	_____	_____
2. Open offer	At price : State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /) (/ /)	_____	_____
3. Placing	At price : State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /) (/ /)	_____	_____
4. Bonus issue		Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /) (/ /)	_____	_____

Type of Issue			No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5. Scrip dividend	At price : State currency _____	Class of shares _____ issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
6. Repurchase of shares		Class of shares _____ repurchased (<i>Note 1</i>) Cancellation date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
7. Redemption of shares		Class of shares _____ redeemed (<i>Note 1</i>) Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
8. Consideration issue	At price : State currency _____	Class of shares _____ issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____

		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Type of Issue			
9. Capital reorganisation	Class of shares _____ issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /)	(/ /)
10. Other (Please specify)	At price : State currency _____ Class of shares _____ issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /)	(/ /)
		Total E. (Ordinary shares)	_____
		(Preference shares)	_____
		(Other class)	_____

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1) _____
	(2) _____
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	_____
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	_____
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)	

[illegible]

Title: _____
(Director, Secretary or other duly authorised officer)

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*

股份發行人的證券變動月報表

截至月份（日 / 月 / 年）：

致：香港交易及結算所有限公司

公司名稱

呈交日期

I. 法定股本變動

1. 普通股

(1) 股份代號： _____ 說明： _____			
	普通股數目	面值 (請註明貨幣)	法定股本 (請註明貨幣)
上月底結存	_____	_____	_____
增加 / (減少)	_____		_____
()			
本月底結存	_____	_____	_____

(2) 股份代號 _____ 說明： _____			
	普通股數目	面值 (請註明貨幣)	法定股本 (請註明貨幣)
上月底結存	_____	_____	_____
增加 / (減少)	_____		_____
()			
本月底結存	_____	_____	_____

2. 優先股

股份代號：	說明：		
	優先股數目	面值 (請註明貨幣)	法定股本 (請註明貨幣)
上月底結存			
增加 / (減少)			
()			
本月底結存			

3. 其他類別股份

股份代號：	說明：		
	其他類別股份數目	面值 (請註明貨幣)	法定股本 (請註明貨幣)
上月底結存			
增加 / (減少)			
()			
本月底結存			

本月底法定股本總額 (請註明貨幣) _____

II. 已發行股本變動

	普通股數目		其他類別股份數目	
	(1)	(2)	優先股數目	目
上月底結存				
本月增加 / (減少)				
本月底結存				

III. 已發行股本變動詳情

股份期權（根據發行人的股份期權計劃）

股份期權計劃詳情，包括股東特別大會通過日期 (日/月/年) 及可發行股份類別	本月內變動				本月內因此發行的發行人新股份數目	本月底因此可能發行的發行人新股份數目
	授出	行使	註銷	失效		
1. _____ _____ _____ _____ (/ /) _____ 股	_____	_____	_____	_____	_____	_____
(註 1)						
2. _____ _____ _____ _____ (/ /) _____ 股	_____	_____	_____	_____	_____	_____
(註 1)						
3. _____ _____ _____ _____ (/ /) _____ 股	_____	_____	_____	_____	_____	_____
(註 1)						
				總數 A. (普通股)	_____	
				(優先股)	_____	
				(其他類別股份)	_____	
本月內因行使期權所得資金總額 (請註明貨幣)					_____	

承諾發行將予上市的發行人股份的權證

權證說明 (到期日 – 日/月/年)	面值貨幣	上月底面值	本月內已行 使	本月底面值	本月內因此 發行的發行 人新股份數 目	本月底因此可 能發行的發行 人新股份數目
1.						
(/ /)						
股份代號 (如已上市)						
可發行股份類別						
(註 1)						
認購價						
股東特別大會通過日						
期 (如適用)						
(日/月/年)		(/ /)				
2.						
(/ /)						
股份代號 (如已上市)						
可發行股份類別						
(註 1)						
認購價						
股東特別大會通過日						
期 (如適用)						
(日/月/年)		(/ /)				
3.						
(/ /)						
股份代號 (如已上市)						
可發行股份類別						
(註 1)						
認購價						
股東特別大會通過日						
期 (如適用)						
(日/月/年)		(/ /)				

				本月內因此 發行的發行 人新股份數 目	本月底因此可 能發行的發行 人新股份數目
權證說明 (到期日 – 日/月/年)	面值貨幣	上月底面值	本月內已行 使	本月底面值	
4. _____ _____ _____					
(/ /)					
股份代號 (如已上市) _____					
可發行股份類別 _____					
(註 1) _____					
認購價 _____					
股東特別大會通過日 期 (如適用) (日/月/年) _____ (/ /)					
總數 B. (普通股) _____					
(優先股) _____					
(其他類別股份) _____					

可換股票據 (即可轉換為將予上市的發行人股份)

類別及說明	發行貨幣	上月底 已發行總額	本月內已換股 款額	本月底 已發行總額	本月內 因此發行的 發行人 新股份數目	本月底因此可 能發行的發行 人新股份數目
1. _____ _____ _____						
股份代號 (如已上市) _____ 可發行股份類別 _____ (註 1) _____ 認購價 _____ 股東特別大會通過日 期 (如適用) _____ (日/月/年) (/ /)						
2. _____ _____ _____						
股份代號 (如已上市) _____ 可發行股份類別 _____ (註 1) _____ 認購價 _____ 股東特別大會通過日 期 (如適用) _____ (日/月/年) (/ /)						
3. _____ _____ _____						
股份代號 (如已上市) _____ 可發行股份類別 _____ (註 1) _____ 認購價 _____ 股東特別大會通過日 期 (如適用) _____ (日/月/年) (/ /)						

類別及說明	發行貨幣	上月底 已發行總額	本月內已換股 款額	本月底 已發行總額	本月內	本月底因此可
					因此發行的 發行人 新股份數目	本月底因此可 能發行的發行 人新股份數目
4.						
股份代號 (如已上市) _____						
可發行股份類別 _____						
(註 1) _____						
認購價 _____						
股東特別大會通過日 _____						
期 (如適用) _____						
(日/月/年) (/ /)						
					總數 C. (普通股) _____	
					(優先股) _____	
					(其他類別股份) _____	

為發行將予上市的發行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）

詳情，包括股東特別大會通過日期 (日/月/年)(如適用)及可發行股份類別	本月內 因此發行的 發行人新股份數目	本月底 因此可能發行的 發行人新股份數目
1. _____ _____ _____ _____ (/ /) 股 (註 1)		
2. _____ _____ _____ _____ (/ /) 股 (註 1)		
3. _____ _____ _____ _____ (/ /) 股 (註 1)		
總數 D. (普通股) (優先股) (其他類別股份)		

已發行股本的其他變動

發行類別				本月內 因此發行 的發行人 新股份 數目	本月底因此 可能發行 的發行人 新股份 數目
1. 供股	價格：	請註明貨幣	<div>可發行股份類別 (註 1) _____</div> <div>發行及配發日期：(日/月/年) (/ /)</div> <div>股東特別大會通過日期：(日/月/年) (/ /)</div>		
2. 公開招股	價格：	請註明貨幣	<div>可發行股份類別 (註 1) _____</div> <div>發行及配發日期：(日/月/年) (/ /)</div> <div>股東特別大會通過日期：(日/月/年) (/ /)</div>		
3. 配售	價格：	請註明貨幣	<div>可發行股份類別 (註 1) _____</div> <div>發行及配發日期：(日/月/年) (/ /)</div> <div>股東特別大會通過日期：(日/月/年) (/ /)</div>		

發行類別			本月內 因此發行 的發行人 新股份 數目	本月底因此 可能發行 的發行人 新股份 數目
4. 紅股發行	可發行股份類別 (註 1) _____ 發行及配發日期： (日/月/年) (/ /) 股東特別大會通過日 期： (日/月/年)			
5. 以股代息	價格：請註明 貨幣 _____	可發行股份類別 (註 1) _____ 發行及配發日期： (日/月/年) (/ /) 股東特別大會通過日 期： (日/月/年)		
6. 購回股份	所購回股份類別 (註 1) _____ 註銷日期： (日/月/年) (/ /) 股東特別大會通過日 期： (日/月/年)			

發行類別			本月內 因此發行 的發行人 新股份 數目	本月底因此 可能發行 的發行人 新股份 數目
7. 贖回股份	所贖回股份類別 (註 1) _____ 贖回日期： (日/月/年) (/ /) 股東特別大會通過日期： (日/月/年) (/ /)			
8. 代價發行	價格： 請註明 貨幣 _____	可發行股份類別 (註 1) _____ 發行及配發日期： (日/月/年) (/ /) 股東特別大會通過日期： (日/月/年) (/ /)		
9. 資本重組	可發行股份類別 (註 1) _____ 發行及配發日期： (日/月/年) (/ /) 股東特別大會通過日期： (日/月/年) (/ /)			

發行類別			本月內 因此發行 的發行人 新股份 數目	本月底因此 可能發行 的發行人 新股份 數目
可發行股份類別 (註 1) _____				
10. 其他 (請註明)	價格：	請註明 貨幣 _____	發行及配發日期： (日/月/年) (/ /)	
			股東特別大會通過日 期： (/ /) (日/月/年)	
			總數 E. (普通股)	_____
			(優先股)	_____
			(其他類別股份)	_____

本月普通股增加 / (減少) 總額 (即 A 至 E 項的總和)：	(1)	_____
	(2)	_____
本月優先股增加 / (減少) 總額 (即 A 至 E 項的總和)：		_____
本月其他類別股份增加 / (減少) 總額 (即 A 至 E 項的總和)：		_____
(此數目應相等於上文第 II 項 (「已發行股本變動」) 內的相關數字。)		

備註(如有)：

呈交者：_____

職銜：_____

(董事、秘書或其他獲正式授權的人員)

註：

1. 請註明股份類別 (如普通股、優先股或其他類別股份)。
2. 如空位不敷應用，請附加指定的續頁。

Next Day Disclosure Return
(Equity issuer - changes in issued share capital and/or share buybacks)

Name of listed issuer: _____

Stock code: _____

Date submitted: _____

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

Section II must also be completed by a listed issuer where it has made a repurchase of shares which is discloseable under rule 13.13(1).

Description of securities: _____

I.					
Issues of shares <i>(Notes 6 and 7)</i>	No. of shares	Issued shares as a % of existing number of issued shares before relevant share issue <i>(Notes 4, 6 and 7)</i>	Issue price per share <i>(Notes 1 and 7)</i>	Closing market price per share of the immediately preceding business day <i>(Note 5)</i>	% discount/ premium of issue price to market price <i>(Note 7)</i>
Opening balance as at <i>(Note 2)</i> _____					
<i>(Note 3)</i>					
Share repurchases					
Closing balance as at <i>(Note 8)</i> _____					

Notes to Section I:

1. *Where shares have been issued at more than one issue price per share, a weighted average issue price per share should be given.*
2. *Please insert the closing balance date of the last Next Day Disclosure Return published pursuant to rule 17.27A or Monthly Return pursuant to rule 17.27B, whichever is the later.*
3. *Please set out all changes in issued share capital requiring disclosure pursuant to rule 17.27A together with the relevant dates of issue. 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.*
4. *The percentage change in the number of issued shares of listed issuer is to be calculated by reference to the listed issuer's total number shares in issue (excluding for such purpose any shares repurchased or redeemed but not yet cancelled) as it was immediately before the earliest relevant event which has not been disclosed in a Monthly Return or Next Day Disclosure Return.*
5. *Where trading in the shares of the listed issuer has been suspended, "closing market price per share of the immediately preceding business day" should be construed as "closing market price per share of the business day on which the shares were last traded".*
6. *In the context of a repurchase of shares:*
 - *"issues of shares" should be construed as "repurchases of shares"; and*
 - *"issued shares as a % of existing number of shares before relevant share issue" should be construed as "repurchased shares as a % of existing number of shares before relevant share repurchase".*
7. *In the context of a redemption of shares:*
 - *"issues of shares" should be construed as "redemptions of shares";*
 - *"issued shares as a % of existing number of shares before relevant share issue" should be construed as "redeemed shares as a % of existing number of shares before relevant share redemption"; and*
 - *"issue price per share" should be construed as "redemption price per share".*
8. *The closing balance date is the date of the last relevant event being disclosed.*

II.

A. Purchase report

Trading date	Number of securities purchased	Method of purchase (Note)	Price per share or highest price paid \$	Lowest price paid \$	Total paid \$
	_____				_____
Total	_____				_____

B. Additional information

1. Number of such securities purchased on the Exchange in the year to date (since ordinary resolution) (a) _____
 2. % of number of shares in issue at time ordinary resolution passed acquired on the Exchange since date of resolution _____%
- $$\frac{\text{(a)} \times 100}{\text{Number of shares in issue}}$$

We hereby confirm that the repurchases set out in A above which were made on the Exchange were made in accordance with the GEM Listing 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 purchases set out in A above which were made on another stock exchange were made in accordance with the domestic rules applying to purchases made on that other exchange.

Note to Section II: Please state whether on the Exchange, on another stock exchange (stating the name of the exchange), by private arrangement or by general offer.

Submitted by: _____

(Name)

Title: _____
(Director, Secretary or other duly authorised officer)

翌日披露報表
(股份發行人 —— 已發行股本變動及/或股份購回)

上市發行人名稱：_____

股份代號：_____

呈交日期：_____

如上市發行人的已發行股本出現變動而須根據《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 I 部。

如上市發行人購回股份而須根據《GEM 上市規則》第 13.13(1)條作出披露，則亦須填妥 II 部。

證券詳情：_____

I.					
發行股份 (註 6 及 7)	股份數目	已發行股份佔 有關股份發行前的 現有已發行股份數目 百分比 (註 4、6 及 7)	每股發行價 (註 1 及 7)	上一個營業日的 每股收市價 (註 5)	發行價較市值的 折讓/溢價幅度(百分比) (註 7)
於下列日期開始時的結存 (註 2)					

(註 3)					
股份購回					
於下列日期結束時的結存 (註 8)					

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I 部註釋：

1. 若股份曾以超過一個每股發行價發行，須提供每股加權平均發行價。
2. 請填上根據《GEM 上市規則》第 17.27A 條刊發的上份「翌日披露報表」或根據《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。
3. 請列出所有須根據《GEM 上市規則》第 17.27A 條披露的已發行股本變動，連同有關的發行日期。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，在同一個類別下披露。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。
4. 在計算上市發行人已發行股份數目變動的百分比時，將參照以上市發行人在發生其最早一宗相關事件前的已發行股份數目總額（就此目的而言不包括已購回或贖回但尚未註銷的任何股份）；該最早一宗相關事件是之前並未有在「月報表」或「翌日披露報表」內披露的。
5. 如上市發行人的股份暫停買賣，則「上一個營業日的每股收市價」應理解為「股份作最後買賣的營業日當天的每股收市價」。
6. 如購回股份：
 - 「發行股份」應理解為「購回股份」；及
 - 「已發行股份佔有關股份發行前的現有已發行股份數目百分比」應理解為「已購回股份佔有關股份購回前的現有已發行股份數目百分比」。
7. 如贖回股份：
 - 「發行股份」應理解為「贖回股份」；及
 - 「已發行股份佔有關股份發行前的現有已發行股份數目百分比」應理解為「已贖回股份佔有關股份贖回前的現有已發行股份數目百分比」。
 - 「每股發行價」應理解為「每股贖回價」。
8. 期終結存日期為最後一宗披露的相關事件的日期。

II.

A. 購回報告

交易日	購回證券數目	購股方式 (註)	每股價格或 付出的最高價 (元)	最低價 (元)	付出總額 (元)
-----	--------	-------------	---------------------	------------	-------------

合共	_____				_____
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B. 其他資料

1. 本年內至今天為止 (自普通決議案通過以來) 在貴交易所購回該等證券的數目 (a) _____
2. 自決議案通過日期以來在貴交易所購回的證券佔於普通決議案通過時已發行股份數目的 _____%

(a) x 100)

已發行股份數目

我們確認，上文A部所述於貴交易所進行的購回是根據《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交易所購入股份的適用規則進行。

II 部註釋：請註明是於本交易所、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。

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 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”);

盡力遵守不時生效的《香港聯合交易所有限公司 GEM 證券上市規則》（《GEM 上市規則》）；

ii) use my best endeavours to procure that the issuer shall so comply; and
盡力促使發行人遵守《GEM 上市規則》；及

(iii) use my best endeavours to procure that any alternate of mine shall so comply;
盡力促使本人的任何替任人遵守《GEM 上市規則》；

(b) I shall, in the exercise of my powers and duties as a director of the issuer, comply to the best of my ability 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, and I shall use my best endeavours to procure that the issuer shall so comply;

本人在行使發行人董事的權力及職責時，將盡力遵守《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》、《公司股份購回守則》及香港所有其他不時生效的有關證券的法例及規例，本人並會盡力促使發行人遵守上述各項；

(c) I shall:
本人將：

- (i) provide to the Exchange as soon as possible, or otherwise in accordance with time limits imposed by the Exchange:

盡快或根據本交易所設定的時限向本交易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

本交易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

本交易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 GEM Listing Committee (as such term is defined in rule 1.01 of the GEM Listing Rules) of The Stock Exchange of Hong Kong Limited, 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 ;

在香港聯合交易所有限公司上市科(按《GEM 上市規則》第 1.01 條界定)及／或 GEM 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；

- (d) I shall, for so long as I remain a director of the issuer and for a further period of 3 years from the date on which I cease to be a director of the issuer, inform The Stock Exchange of Hong Kong Limited, by notice in writing to the Executive Director of the Listing Division, of any change to my contact address for correspondence from and service of notices and other documents by The Stock Exchange of Hong Kong Limited as soon as reasonably practicable and in any event within 28 days of such change. I acknowledge and agree that a document or notice, 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 by The Stock Exchange of Hong Kong Limited when the document or notice is served personally on me or is sent by post or facsimile to the address I provide to The Stock Exchange of Hong Kong Limited. I agree and acknowledge that I am responsible for keeping The Stock Exchange of Hong Kong Limited informed of my up-to-date contact address. I acknowledge that, if I fail to provide The Stock Exchange of Hong Kong Limited with my up-to-date contact address 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 Stock Exchange of Hong Kong Limited ;

在本人出任發行人董事期間以至辭去發行人董事職務之日起計三年內，若本人用以接收香港聯合交易所有限公司發出的書信、送達的通知書及其他文件的聯絡地址有任何變動，本人將會在合理可行的情況下盡快及在任何情況下於有關變動出現後 28 日內，向上市科主管發出書面通知，知會香港聯合交易所有限公司有關變動。本人確認及同意，若有任何文件或通知（不論其目的，包括（但不限於）送達紀律程序的通知）以面交本人的方式，或以郵寄或傳真的方式送達本人向香港聯合交易所有限公司提供的地址，該文件或通知即被視為香港聯合交易所有限公司已有效及充分地送達本人。本人同意及確認，本人有責任向香港聯合交易所有限公司提供本人最新的聯絡地址。本人確認，若本人未能向香港聯合交易所有限公司提供本人最新的聯絡地址，或未有為送呈本人的通知、文件或書信提供轉送安排，本人可能會不知悉香港聯合交易所有限公司向本人展開的任何程序；

- (e) I hereby give my irrevocable authority to the Executive Director of the Listing Division, or to any person authorised by him, to disclose any of the foregoing particulars given by me to members of the GEM Listing Committee and, with the approval of the Chairman or a Deputy Chairman of The Stock Exchange of Hong Kong Limited, to such other persons, as the said Executive Director of the Listing Division may from time to time think fit; and

本人茲授予上市科主管（或獲其授權的任何人士）不可撤回的權力，讓他將本人提供的上述資料向 GEM 上市委員會委員披露；並在香港聯合交易所有限公司主席或一位副主席批准的情況下，向上市科主管不時認為適當的其他人士披露；及

- (f) I hereby submit to the jurisdiction of The Stock Exchange of Hong Kong Limited in respect of all matters relevant to the GEM Listing Rules.

本人在此接受香港聯合交易所有限公司就有關《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 Stock Exchange of Hong Kong Limited 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，香港聯合交易所有限公司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 with The Stock Exchange of Hong Kong Limited 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香港聯合交易所有限公司作出承諾。

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，又或不想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 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"), 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》），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 cause 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 cause 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 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；

- (v) comply to the best of my ability 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 I shall use my best endeavours to procure the issuer to so comply; and

盡力遵守《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，本人並會盡力促使發行人遵守上述各項；及

- (vi) use my best endeavours to procure that any alternate of mine shall so comply.
盡力促使本人的任何替任人遵守上述各項；

- (b) I shall:
本人將：

- (i) provide to the Exchange as soon as possible, or otherwise in accordance with time limits imposed by the Exchange:

盡快或根據本交易所設定的時限向本交易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

本交易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

本交易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 GEM Listing Committee (as such term is defined in rule 1.01 of the GEM Listing Rules) of The Stock Exchange of Hong Kong Limited, 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 ;

在香港聯合交易所有限公司上市科（按《GEM 上市規則》第 1.01 條界定）及 / 或 GEM 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，並出席任何本人被要求出席的會議或聽證會；

- (c) I hereby give my irrevocable authority to the Executive Director of the Listing Division, or to any person authorised by him, to disclose any of the foregoing particulars given by me to members of the GEM Listing Committee and, with the approval of the Chairman or a Deputy Chairman of The Stock Exchange of Hong Kong Limited, to such other persons, as the said Executive Director of the Listing Division may from time to time think fit;

本人茲授予上市科主管（或獲其授權的任何人士）不可撤回的權力，讓他將本人提供的上述資料向 GEM 上市委員會委員披露；並在香港聯合交易所有限公司主席或一位副主席批准的情況下，向上市科主管不時認為適當的其他人士披露；

- (d) I shall, for so long as I remain a director of the issuer and for a further period of 3 years from the date on which I cease to be a director of the issuer, inform The Stock Exchange of Hong Kong Limited, by notice in writing to the Executive Director of the Listing Division, of any change to my contact address for correspondence from and service of notices and other documents by The Stock Exchange of Hong Kong Limited as soon as reasonably practicable and in any event within 28 days of such change. I acknowledge and agree that a document or notice, 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 by The Stock Exchange of Hong Kong Limited when the document or notice is served personally on me or is sent by post or facsimile to the address I provide to The Stock Exchange of Hong Kong Limited. I agree and acknowledge that I am responsible for keeping The Stock Exchange of Hong Kong Limited informed of my up-to-date contact address. I acknowledge that, if I fail to provide The Stock Exchange of Hong Kong Limited with my up-to-date contact address 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 Stock Exchange of Hong Kong Limited; and

在本人出任發行人董事期間以至辭去發行人董事職務之日起計三年內，若本人用以接收香港聯合交易所有限公司發出的書信、送達的通知書及其他文件的聯絡地址有任何變動，本人將會在合理可行的情況下盡快及在任何情況下於有關變動出現後 28 日內，向上市科主管發出書面通知，知會香港聯合交易所有限公司有關變動。本人確認及同意，若有任何文件或通知（不論其目的，包括（但不限於）送達紀律程序的通知）以面交本人的方式，或以郵寄或傳真的方式送達本人向香港聯合交易所有限公司提供的地址，該文件或通知即被視為香港聯合交易所有限公司已有效及充分地送達本人。本人同意及確認，本人有責任向香港聯合交易所有限公司提供本人最新的聯絡地址。本人確認，若本人未能向香港聯合交易所有限公司提供本人最新的聯絡地址，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香港聯合交易所有限公司向本人展開的任何程序；及

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

本人在此接受香港聯合交易所有限公司就有關《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 Stock Exchange of Hong Kong Limited 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，香港聯合交易所有限公司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 Stock Exchange of Hong Kong Limited 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香港聯合交易所有限公司作出承諾及確認。

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 cause 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 cause the issuer and its directors to comply with 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"), 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》）、《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 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；

- (e) comply to the best of my ability, as if the same applied to me to the same extent as it does to directors of the issuer, 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公司董事般：(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 shall so comply;

盡力促使本人的任何替任人遵守上述各項；

- (g) I hereby give my irrevocable authority to the Executive Director of the Listing Division (as such term is defined in rule 1.01 of the GEM Listing Rules), or to any person authorised by him, to disclose any of the foregoing particulars given by me to members of the GEM 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 Stock Exchange of Hong Kong Limited, to such other persons, as the said Executive Director of the Listing Division may from time to time think fit; and

本人茲授予上市科主管（按《GEM 上市規則》第 1.01 條界定）（或獲其授權的任何人士）不可撤回的權力，讓他將本人提供的上述資料向 GEM 上市委員會（按《GEM 上市規則》第 1.01 條界定）委員披露；並在香港聯合交易所有限公司主席或一位副主席批准的情況下，向上市科主管不時認為適當的其他人士披露；及

- (h) I will, for so long as I remain a supervisor of the issuer and for the further period of 3 year from the date on which I cease to be a supervisor of the issuer, inform the Stock Exchange of Hong Kong Limited, by notice in writing to the Executive Director of the Listing Division, of any change to my residential address as set out in Part 1 of this Form as soon as reasonably practicable and in any event within 1 month of my so changing residence for the purpose of facilitating correspondence with the Exchange; and

在本人擔任發行人監事期間及本人不再擔任發行人監事之日起計三年內，如本人於本表格第一部分所填報的住址有任何更改，本人會在合理可行的情況下盡快而無論如何於本人更改住址後一個月內，以書面通告形式通知上市科主管，以便與交易所進行函件往來；及

2. I acknowledge and agree that:—

本人承認及同意：

- (a) a document or notice shall be deemed to have been served on me by The Stock Exchange of Hong Kong Limited:—

由香港聯合交易所有限公司送交本人的文件或通告在以下情況被視作送達：

- (i) when it is served personally on me; or
專人送遞予本人；或
- (ii) by sending a copy of it by post or by facsimile to me at my usual or last known residential or business address or at the address notified by me in Part 1 of this Form or at the address notified by me in accordance with paragraph 1 (h) of Part 2 of this Form; or

以郵遞或傳真方式送交本人的慣敘或最後為香港聯合交易所所知的住宅或營業地址，或由本人於本表格第一部分通知的地址，或由本人根據本表格第二部分 1(h) 段通知的地址；或

- (iii) if there is a letter box for the address in question, by inserting through the letter box a copy of the document or notice enclosed in a sealed envelope addressed to me;

如有關地址設有信箱，把內附該文件或通告的密封信封（而信封上又註明是致本人的）投入信箱內；

- (b) the date of service shall be deemed to be the second business day (or, in the case of an overseas address, the tenth business day) after the date on which the copy was sent to or, as the case may be, inserted through the letter box for the address in question; and

上述文件或通告被寄往該地址或（視乎情況而定）被投入該地址的信箱內的日期後的第二個營業日（或如屬海外地址，則第十個營業日）將被視為送達日期；及

- (c) as the case may be, in proving service it shall be sufficient to show that the envelope containing the notice was addressed to me at the address in question and had stamps or postage of sufficient value thereon to ensure that the same could be sent by post; and

要證明文件已被送達，只須證明載有該通告的信封乃寄致本人收啟，且被寄往有關地址及貼有足夠郵票或已付上足夠郵資以確保可用郵遞寄出；及

- (d) for the avoidance of doubt, in the event I change my residential or business address and fail to inform The Stock Exchange of Hong Kong Limited of any new address pursuant to paragraph 1 (h) of Part 2 of this Form, any document or notice served upon me at my former residential address or business address in accordance with this paragraph shall nevertheless be deemed to have been validly served upon me for all purposes.

為釋疑起見，倘若本人更改本人的住宅或營業地址而並未根據本表格第二部分 1(h) 段通知香港聯合交易所有限公司本人的新地址，則根據本段送往本人前度住址或營業地址的任何文件或通告，就各方面而言仍將被視作有效送達本人論。

I hereby submit to the jurisdiction of The Stock Exchange of Hong Kong Limited in respect of all matters relevant to the GEM Listing Rules.

本人在此接受香港聯合交易所有限公司就有關《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 Stock Exchange of Hong Kong Limited 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，香港聯合交易所有限公司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 Stock Exchange of Hong Kong Limited 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香港聯合交易所有限公司作出承諾及確認。

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 C 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

THE STOCK EXCHANGE OF HONG KONG LIMITED
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APPENDIX 5

FORMS RELATING TO LISTING

FORM B

**Application Form - Equity securities
(of an issuer part of whose share capital is already listed)**

Case Number:

In circumstances where the application is required to be supported by a listing document this form must be lodged, duly completed, at least 10 clear business days prior to the date on which the issuer proposes to bulk print the listing document and, in circumstances where the application is not required to be supported by a listing document, this form must be submitted at least 4 clear business days prior to the proposed date for issuing the securities.

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

...../...../.....

Dear Sirs,

1. We, [Limited] (in English) (in Chinese) (the "Issuer") hereby apply for the listing of and for the permission to deal in the securities referred to in paragraph 4(b) below subject to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules").
2. Please indicate the person or the persons at the relevant Sponsor to whom the Exchange should respond in relation to this application, if applicable, (*Note 1*):
.....
.....
.....
.....
.....
.....
3. Proposed timetable for the listing (please specify dates):
 - (a) bulk print date, if applicable:
 - (b) listing document date, if applicable:
 - (c) application lists close, if applicable:

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- (d) announcement of results, if applicable:
- (e) refund cheques despatched, if applicable:
- (f) documents of title despatched:.....
- (g) dealings commence:

4. Details of share capital:

- (a) Authorised share capital of [currency] [amount] divided into:

<u>Class</u>	<u>Number</u>	<u>Par value per share</u>	<u>Total Nominal value</u>
	(A)	(B) [currency]	(C) = (A) x (B) [currency]

.....
Total

- (b) Issued (and paid up) share capital, inclusive of proposed issue (for which application is now made), of [currency] [amount] divided into:

<u>Class</u>	<u>Number</u>	<u>Par value per share</u>	<u>Total Nominal value</u>
	(A)	(B) [currency]	(C) = (A) x (B) [currency]

In issue
before the
offer

Proposed to
be issued
pursuant to
the offer

- maximum
(if applicable)

- minimum
(if applicable)

.....
Total

5. The securities for which application is now made are proposed to be listed by way of (Note 2)

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6. Minimum amount of capital to be raised by the Issuer (if applicable) (Note 3):

7. Estimated percentage of the securities in the hands of the public (immediately following listing of the securities):

<u>Class of securities</u>	<u>Estimated percentage in the hands of the public</u>
----------------------------	--

8. Whether or not it is proposed that the issue be underwritten (if applicable), and if so, by whom and the amount of securities to be underwritten:

.....
.....

9. The securities for which application is now made

(a) are/are not* identical in all respects

.....
.....

(Note 4)

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- (b) are/are not* identical in all respects with an existing class of security

.....
.....

(Note 4)

(If the securities are not identical now, but will become so in the future, a statement as to when they will become identical must be added to (a) or (b) above.)

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

- (d) have been in the previous 6 months, are or will be the subject of an application for listing on the following stock exchange(s)

*** Delete as appropriate**

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

<u>Name</u>	<u>Address</u>	<u>Extent of holding and in which company</u>
-------------	----------------	---

* This paragraph is not applicable in the case of capitalisation issues.

11. Brief summary of any applications for waiver from compliance with any of the GEM Listing Rules (please attach a detailed waiver application)

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

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

<u>Name</u>	<u>Qualifications</u>	<u>Document</u>

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13. Details of renounceable document (where applicable):
- (a) type of document (which must comply with Part A of Appendix 2 to the Listing Rules).
 - (b) proposed date of issue
 - (c) last day for splitting:
 - (i) nil paid
 - (ii) partly paid
 - (iii) fully paid
 - (d) last day for renunciation
 - (e) last day of dealing:
 - (i) nil paid
 - (ii) partly paid
14. Definitive certificates (in respect of the class of security/securities for which listing is sought) have already been issued for shares and will be ready on for shares.
15. A cheque numbered (cheque number) drawn on (bank) for \$[], the amount specified in Appendix 9, has been enclosed for payment of the listing fee.
16. **We hereby undertake:—**
- (a) to advise the Exchange if any change of circumstance arises prior to the hearing date of the application (if applicable) or the date on which we propose to bulk print the listing document (if any) or the proposed date of issue of the securities the subject of this application, that would render any information contained in this application form or the listing document (if any) misleading in any material respect;
 - (b) to lodge with the Exchange, before dealings in the securities the subject of this application commence, the declaration (Appendix 5E) required by rule 12.27(8) of the GEM Listing Rules; and
17. **We declare, to the best of our knowledge and belief, having made due and careful enquiries, that:—**
- (a) all of the documents required by the GEM Listing Rules to be included with this application have been supplied to the Exchange;
 - (b) the information supplied in this form and in the documents submitted together with this form is accurate and complete in all material respects and not misleading (save in respect of matters that cannot be ascertained as at the date of this form);
 - (c) all the qualifications for listing set out in the relevant chapters of the GEM Listing Rules have, insofar as applicable and required to be met or fulfilled prior to application, been met or fulfilled in relation to the Issuer and the securities of the Issuer referred to in paragraph 4(b) above;

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- (d) all information required to be included in the listing document (if any) by virtue of the GEM Listing Rules, the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Securities and Futures (Stock Market Listing) Rules, the Code on Takeovers and Mergers and all other relevant regulations, has been included therein or, for information that cannot be ascertained as at the date of this form, will be included therein before the final version of the listing document is submitted for review;
- (e) all the requirements of the GEM Listing Rules, the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Securities and Futures (Stock Market Listing) Rules, the Code on Takeovers and Mergers and all other relevant regulations, insofar as applicable and required to be fulfilled at the time of application, have been fulfilled in relation to the Issuer and the securities of the Issuer referred to in paragraph 4 above; and
- (f) there are no other facts bearing on the Issuer's application for listing of and permission to deal in such securities which, in our opinion, should be disclosed to The Stock Exchange of Hong Kong Limited.

17A. We are required to file copies of our application with the Securities and Futures Commission ("SFC") under section 5(1) of the Securities and Futures (Stock Market Listing) Rules ("Rules"). Pursuant to section 5(2) of the Rules, we hereby authorise the Exchange to file all such materials with the SFC on our behalf as and when we file them with the Exchange.

If our securities become listed on the Exchange, we will be required to file copies of certain announcements, statements, circulars, or other documents made or issued by us or on our behalf to the public or to holders of our securities ("relevant corporate materials") with the SFC under sections 7(1) and (2) of the Rules. Pursuant to section 7(3) of the Rules, we hereby authorise the Exchange to file all such documents with the SFC on our behalf as and when we file them with the Exchange.

In this letter "application" has the meaning ascribed to it under section 2 of the Rules.

The authorisation aforementioned shall not be altered or revoked in any way unless prior written approval has been obtained from the Exchange and the Exchange shall have the absolute discretion to grant such approval. Applications and relevant corporate disclosure materials shall be filed with the Exchange in such manner and number of copies as the Exchange may from time to time prescribe. In addition, we undertake to execute such documents in favour of the Exchange perfecting the above authorisation as the Exchange may require.

Yours faithfully,

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

* Delete as appropriate

THE STOCK EXCHANGE OF HONG KONG LIMITED
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NOTES:

- (1) *Please refer to rule 6A.34 of the GEM Listing Rules. In circumstances where a listed issuer proposes 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 Issuer's Compliance Adviser (or adviser appointed under rule 6A.37) shall be responsible for dealing with the Exchange.*
- (2) *Give particulars of the proposed method of listing of the securities, i.e., whether by offer for subscription, offer for sale, placing, introduction, rights issue, open offer, capitalisation issue, consideration issue, exchange, substitution, conversion, exercise of option or warrant, subscription under an option scheme or otherwise.*
- (3) *Please refer to rule 11.24 of the GEM Listing Rules for guidance.*
- (4) *"Identical" means in this context:—*
 - (1) *the securities are of the same nominal value with the same amount called up or paid up;*
 - (2) *they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and*
 - (3) *they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.*
- (5) *In paragraph 10, "substantial shareholder" means a person entitled to exercise, or control the exercise of, ten per cent. or more of the voting power at any general meeting.*
- (6) *If insufficient space is provided for completion of any paragraph, additional information may be entered on a separate sheet of paper, duly signed and attached.*

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APPENDIX 7

SPONSOR'S FORMS

FORM H

[letterhead of Compliance Adviser]

Compliance Adviser's Declaration of Interests

Case Number: _____

This declaration must be lodged, duly completed, at the time a new applicant or a listed issuer submits its listing application.

To: The Listing Division
The Stock Exchange of Hong Kong Limited

Date: _____

Dear Sirs,

Re: _____
(state name of issuer) (the "Issuer")

We, _____, the Compliance Adviser of the above-named Issuer hereby confirm that:

- (1) neither ourselves nor our close associates have or may, as a result of the listing or transaction, have any interest in any class of securities of the Issuer, or any other company in the Issuer's group (including options or rights to subscribe such securities);
- (2) no director or employee of the Compliance Adviser who is involved in providing advice to the Issuer has or may, as a result of the listing or transaction, have any interest in any class of securities of the Issuer or any other company in the Issuer's group (including options or rights to subscribe such securities but, for the avoidance of doubt, excluding interests in securities that may be subscribed by any such director or employee pursuant to an offer by way of public subscription made by the issuer);
- (3) neither ourselves nor our close associates expect to have accrued any material benefit as a result of the successful outcome of the listing or transaction, including by way of example, the repayment of material outstanding indebtedness and payment of any underwriting commissions or success fees; and
- (4) no director or employee of the Compliance Adviser has a directorship in the Issuer, or any other company in the Issuer's group, save as disclosed below (*Note 2*) (complete on a separate sheet if necessary):

Yours faithfully,

Signed:
Name:
(Principal)
for and on behalf of
Name of
Compliance
Adviser :

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NOTES:

- (1) *This declaration must be read in conjunction with the full text of the GEM Listing Rules and the notes provided herein do not replace or limit the effect of the GEM Listing Rules.*
- (2) *Please refer to rule 6A.31 of the GEM Listing Rules for guidance. The Compliance Adviser must forward a copy of this form to the new applicant or listed issuer.*

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APPENDIX 5

FORMS RELATING TO LISTING

FORM E

Declaration of compliance

Case Number: _____

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

To: The Listing Division
The Stock Exchange of Hong Kong Limited

Date: _____

I, _____ a director/ the company secretary of _____ Limited] (in English) _____ (in Chinese) ("the Issuer"), declare to the best of my knowledge, information and belief as follows:—

1. that all documents required by the Companies Ordinance to be filed with the Registrar of Companies in connection with the issue/ offer/ introduction on _____ of the following securities of the Issuer, namely _____ (insert particulars), have been duly filed and that to the best of our knowledge, information and belief compliance has been made with all other legal requirements in connection with such issue/ offer/ introduction;
2. that all pre-conditions for listing imposed by Chapter 11 and/ or Chapter 27 or Chapter 30 of the "Rules Governing the Listing of Securities of GEM of The Hong Kong Stock Exchange Limited" have, insofar as applicable, been fulfilled in relation to the Issuer and the securities of the Issuer referred to in paragraph 1 above;
3. that _____ [number] _____ [class of equity securities] of par value _____ [amount] each and/ or _____ [currency] _____ [amount] nominal of _____ [type of debt securities] with a denomination of _____ [currency] _____ [amount] each have been subscribed/ purchased for cash and duly allotted/ issued/ transferred to the subscribed/ purchased;
4. that all money due to the Issuer in respect of the issue/ offer has been received by it;
5. that _____ [number] _____ [class of equity securities] of par value _____ [amount] each and/ or _____ [currency] _____ [amount] nominal of _____ [type of debt securities] with a denomination of _____ [currency] _____ [amount] each have been issued and credited as fully paid by way of conversion/ exchange/ consideration for property acquired/ other consideration not being cash and have been duly allotted/ issued/ transferred to the persons entitled thereto;
6. that the definitive documents of title have been delivered/ are ready to be delivered/ are being prepared and will be delivered in accordance with the terms of the issue;
7. that the share capital forming the subject of the listing is as follows (insert exact amounts and descriptions of securities (giving distinctive numbers if any)):
(applicable only to new applicants for listing)

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8. that completion has taken place of the purchase by the Issuer of all property shown in the listing document to holders of the Issuer's securities datedas having been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied;
9. that the trust deed/ deed poll relating to the said debt securities has been completed and executed and a copy has been lodged with The Stock Exchange of Hong Kong Limited and that particulars thereof, if so required by law, have been filed with the Registrar of Companies;
10. that all the shares/ debt securities of each class referred to above are in all respects identical (**Note 1**);
11. that no alterations have been made to the version of the listing document which has been reviewed by The Stock Exchange of Hong Kong Limited and on which it has confirmed to the Issuer that it has no further comments other than in relation to the pricing of the issue or takeover offer, number of securities, figures depending on such information and correction of errors; and
12. that all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled.

Signed: _____
 Name: _____
 Director: _____

Signed: _____
 Name: _____
 Secretary: _____

For and on behalf of
 Name of Issuer: _____

NOTES

(1) "Identical" means in this context:—

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

(2) This declaration should be signed for and on behalf of the Issuer by both a director and the secretary of the Issuer.

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APPENDIX 5

FORMS RELATING TO LISTING

FORM D

Marketing statement (concerning a placing of equity securities)

Case Number: _____

A separate marketing statement in this form must be completed by the lead broker, any distributor(s) and every Exchange Participant with whom or through whom the securities are placed in the following circumstances:—

- (1) a placing of equity securities by or on behalf of a new applicant
- (2) a placing of equity securities of a class new to listing by or on behalf of a listed issuer.

Rule 10.12 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) and the Notes accompanying this form should be read before completing this statement.

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

Date: _____

A. GENERAL

- 1. Name of issuer _____ (in English)
_____ (in Chinese)
- 2. Description of security _____
- 3. Total amount or number of securities of the issuer/vendor being placed _____
- 4. Total amount or number of securities being placed by the undersigned _____
- *5. Net price to the issuer/vendor (**Note 4**) _____
- *6. Name of lead broker _____
- *7. Name(s) of distributor(s) (if appropriate)
 - 1. _____
 - 2. _____
 - 3. _____
 - 4. _____
- *8. Name(s) of the persons(s) or firm(s) from whom the undersigned obtained the securities to be placed by the undersigned

* (To be completed by lead broker only) (**Note 3**)

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B. SUMMARY OF DISTRIBUTION

9.	(To be completed by lead broker only) (Note 3)	Amount or number of securities	% of placing
	Distributors (As in A7)		(1)
			(2)
			(3)
			(4)
	General public		
	Total (as in A3)		100

C. ANALYSIS OF DISTRIBUTION

10.	By the undersigned to: (Note 5)	Number of Holders	Amount or number of securities	% of placing
(1)	Connected clients (as defined in Note 2 to rule 10.12 of the GEM Listing Rules)			
(2)	Directors / substantial shareholders and significant shareholders* of the issuer and their respective close associates (*significant shareholders in respect only of an initial public offer)			
(3)	Employees of the issuer			
(4)	Customers or clients of the issuer			
(5)	Suppliers to the issuer			
(6)	Other Exchange Participants (see also C12 below)			
(7)	Retained by the undersigned			
(8)	Other			
(9)	TOTAL		(As in A4)	
11.	By the lead broker to the general public: (To be completed by lead broker only) (Note 3)	N/A		
(1)	Offered to the public			N/A
(2)	Applied for by the public			
(3)	Basis of allocation, where oversubscribed			

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12.

By the undersigned to other Exchange Participants (Note 6)	<u>Name of Exchange Participant</u>	<u>Amount or number of securities</u>	<u>% of placing</u>
	As in		
	C.10(6)		
Total			

13. Distribution of Placees (To be completed by lead broker in relation to a placing of equity securities by or on behalf of new applicant only).

(1)	Distribution of Placing Shares Number of Shares (indicate range)	Number of Placees	% of Placing
	(i) _____ to _____	_____	_____
	(ii) _____ to _____	_____	_____
	(iii) _____ to _____	_____	_____
	(iv) _____ to _____	_____	_____
	(v) _____ to _____	_____	_____
	(vi) _____ to _____	_____	_____
	(vii) _____ to _____	_____	_____
	(viii) _____ to _____	_____	_____
	(ix) _____ to _____	_____	_____
	(x) _____ to _____	_____	_____
(2)	Concentration of Placing Shares	Number of Shares	% of Placing
	(i) Top Placee	_____	_____
	(ii) Top 5 Placees	_____	_____
	(iii) Top 10 Placees	_____	_____
	(iv) Top 25 Placees	_____	_____

Signed:

Name _____ and _____ position _____ held:

Name _____ of _____ company:

Date:

NOTES

- Marketing statements will only be accepted when the required details are typed on the statement.
- A marketing statement in this form must be completed by each of the distributors named in paragraph 9 and each of the other Exchange Participants (if any) named in paragraph 12 and sent directly to the Exchange by that person.
- Paragraphs 5-8 of GENERAL, paragraph 9 of SUMMARY OF DISTRIBUTION and paragraphs 11 and 13 of ANALYSIS OF DISTRIBUTION need be completed by the lead broker only.

4. *In paragraph 5, the net price should represent the effective issue price to the issuer or vendor.*
5. *Please refer to rule 10.12 of the GEM Listing Rules for guidance.*
6. *In completing paragraphs 10(6) and 12, the lead broker may exclude the distributors named by him in paragraph 9.*
7. *As soon as practicable after the hearing of the application by the Exchange but before dealings commence, a list setting out the names, addresses and identity card or passport numbers (in case of individuals) and the names, addresses and registration numbers (in the case of companies) of all placees, the names and addresses of the beneficial owners (in the case of nominee companies) and the amounts taken up by each placee must be lodged with the Exchange.*

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

APPENDIX 5
FORMS RELATING TO LISTING

FORM F

GEM

COMPANY INFORMATION SHEET

Case Number: _____

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 GEM 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 _____

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): _____

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

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: _____

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

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.

Signed:

_____	_____
_____	_____
_____	_____
_____	_____

NOTES

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *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 GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*

THE STOCK EXCHANGE OF HONG KONG LIMITED
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APPENDIX 7

SPONSOR'S FORMS

FORM J

**Declaration in relation to certain
Listing Documents issued by an Issuer**

Case Number:

This declaration must, in the circumstances referred to in rule 6A.35 of the GEM Listing Rules, be lodged with The Stock Exchange of Hong Kong Limited (the "Exchange"), duly completed, prior to the issue of the listing document.

To: The Listing Division
The Stock Exchange of Hong Kong Limited

...../...../.....

Dear Sirs,

Re: (state name of issuer) (the "applicant")

We,, being financial adviser to the applicant, hereby confirm that: —

- (1) all the documents required by the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules") to be submitted to the Exchange prior to issue of the listing document have been so submitted; and
- (2) we have satisfied ourselves, to the best of our knowledge and belief, having made due and careful enquiries that the listing document is in compliance with the GEM Listing Rules and that: —
 - (a) the information contained in the listing document is accurate and complete in all material respects and not misleading;
 - (b) there are no other matters the omission of which would make any statement in the listing document misleading;
 - (c) all opinions of the directors of the applicant expressed in the listing document have been arrived at after due and careful consideration on their part and are founded on bases and assumptions that are fair and reasonable; and

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- (d) the directors of the applicant have made sufficient enquiries so as to enable them to give the confirmations set out in the “responsibility statement” contained in the listing document.

Yours faithfully,

Signed:

Name:

(Principal)

Signed:

Name:

(Principal)

For and on behalf of

Name of Sponsor:

.....

NOTES

- (1) *This declaration must be read in conjunction with the full text of the GEM Listing Rules and the notes provided herein do not replace or limit the effect of the GEM Listing Rules.*
- (2) *Where a listed issuer appoints, in connection with the issue, a party admitted to the Commission’s public register of licensed persons and registered institutions other than the Compliance Adviser appointed by the issuer for the purposes of rules 6A.19 and 6A.20, the newly appointed adviser is responsible for completing and lodging this form (see rule 6A.37).*

THE STOCK EXCHANGE OF HONG KONG LIMITED

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

AUTHORISED REPRESENTATIVES / COMPLIANCE OFFICER/ COMPANY SECRETARY FORM *

(Please complete the English or Chinese version of this form)

Case Number: _____

Name of Issuer: _____

Stock code: _____

1. Details of the two authorised representatives of the Issuer are as follows:

Authorised Representative (1)

Name (English & Chinese): _____

Position: _____

Telephone				Facsimile		E-mail address	Correspondence address **
Office	Home	Mobile	Other	Office	Home		
_____	_____	_____	_____	_____	_____	_____	_____

Authorised Representative (2)

Name (English & Chinese): _____

Position: _____

Telephone				Facsimile		E-mail address	Correspondence address **
Office	Home	Mobile	Other	Office	Home		
_____	_____	_____	_____	_____	_____	_____	_____

**** Applicable if the Authorised Representative is not based at the registered office of the Issuer**

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2. Details of the alternates to the Authorised Representatives are as follows:

Alternate to Authorised Representative (1)

Name (English & Chinese): _____

Position: _____

Applicable period (if any): _____

Telephone				Facsimile		E-mail address	Correspondence address **
Office	Home	Mobile	Other	Office	Home		
_____	_____	_____	_____	_____	_____	_____	_____

Alternate to Authorised Representative (2)

Name (English & Chinese): _____

Position: _____

Applicable period (if any): _____

Telephone				Facsimile		E-mail address	Correspondence address **
Office	Home	Mobile	Other	Office	Home		
_____	_____	_____	_____	_____	_____	_____	_____

**** Applicable if the alternate to the Authorised Representative is not based at the registered office of the Issuer**

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3. Compliance Officer and Company Secretary

	Compliance Officer	Company Secretary
Name (English & Chinese):		
Appointment Date:		
Telephone No.:		
Facsimile No.:		

Remarks:

Submitted by: Date:
Signature.....
Name in Block Letters*** Please provide the Exchange immediately with details of changes to the above, if any, and the relevant details of suitable alternates, when appointed.**

THE STOCK EXCHANGE OF HONG KONG LIMITED

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

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;

THE STOCK EXCHANGE OF HONG KONG LIMITED

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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.

THE STOCK EXCHANGE OF HONG KONG LIMITED

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

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 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/Dforme.pdf>

THE STOCK EXCHANGE OF HONG KONG LIMITED

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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

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)

授權代表 / 監察主任 / 公司秘書表格 *

(請填寫本表格之中文版或英文版)

案件編號:

發行人名稱:

股份代號:

1. 有關發行人委任的兩名授權代表的資料如下:

授權代表(1)

姓名(英文及中文):

職位:

電話號碼

圖文傳真號碼

辦公室

住宅

移動電話

其他

辦公室

住宅

電郵地址

通訊地址**

授權代表(2)

姓名(英文及中文):

職位:

電話號碼

圖文傳真號碼

辦公室

住宅

移動電話

其他

辦公室

住宅

電郵地址

通訊地址**

**只適用於授權代表並非在發行人之註冊地址辦公的情況

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)

2. 有關授權代表之替任人的資料如下:

授權代表(1)之替任人

姓名(英文及中文): _____

職位: _____

適用期(如有): _____

電話號碼				圖文傳真號碼		電郵地址	通訊地址**
辦公室	住宅	移動電話	其他	辦公室	住宅		
_____	_____	_____	_____	_____	_____	_____	_____

授權代表(2)之替任人

姓名(英文及中文): _____

職位: _____

適用期(如有): _____

電話號碼				圖文傳真號碼		電郵地址	通訊地址**
辦公室	住宅	移動電話	其他	辦公室	住宅		
_____	_____	_____	_____	_____	_____	_____	_____

**只適用於授權代表之替任人並非在發行人之註冊地址辦公的情況

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)

3. 監察主任 / 公司秘書

	監察主任	公司秘書
姓名(英文及中文):		
委任日期:		
電話號碼:		
圖文傳真號碼:		

備註:

呈交本表格人士:

簽署

日期:

姓名 (以正楷填寫)

*如上述資料有任何變動或任何合適人士獲委任為授權代表之替任人，請立即向交易所提供相關變動或該授權代表之替任人的詳細資料。

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)

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）。

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)

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。

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。

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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。

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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。

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)

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

Name of broker	
Broker contact person and telephone number	
SEHK case number	
Date of placement	
Stock code	
Stock name	
IPO/Placing price	
Total number of placing shares	
Board lot size	

Placee's HKID No./Passport No./BR No./COI No.	Placee name				Placee's residential address (for individual)/business address (for company)					Placee's telephone number	Contact person (for company)	No. of shares allotted	Name of relevant underwriter ²	Name of placee's employer ³	Beneficial owner(s) ^{4,5}				
	Surname/Company name (English)	Other name (English) ¹	Surname/Company name (Chinese)	Other name (Chinese) ¹	Flat, floor, building	Estate/Street No. & street	District	City	Country						HKID No./Passport No.	Surname (English)	Other name (English)	Surname (Chinese)	Other name (Chinese)
A123456(7)	Chan	Tai Man	陳	太文	Flat 812, 8/F, Cheung Fat Building	Cheung Fat Estate	Cheung Chau	Hong Kong	China	98765432		5,000	Underwriter A Co. Ltd.	Ho Ho's Restaurant Limited					
3403377	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	23456789	Mr. Chan Siu Ming	10,000	Underwriter B Co. Ltd.		B456789(0)	Chan	Siu Ming	陳	小明
															D234567(8)	Chan	Siu Kuen	陳	小娟
															C987654(3)	Chan	Siu Mei	陳	小美

1. If the placee is a company, please fill in "Surname/Company name" only and leave "Other name" blank.
2. If the placement involves underwriter and sub-underwriter, please fill in the underwriter from which the broker receives the shares for allotment to that placee.
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, financial institution, or government entity.
5. If there are more than one beneficial owner for a placee, please fill in the names and HKID No./Passport No. of beneficial owners 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.

[illegible]