

HONG KONG EXCHANGES AND CLEARING LIMITED

CHECKLISTS AND FORMS FOR LISTING-RELATED MATTERS (MAIN BOARD)

Document Template Code	Part A: Checklists and Forms	Submission Requirement
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CF025M	‣ Basic Qualifications for Listing of a New Class of Equity Securities	<i>Note 1</i>
CF009M	‣ Issue of Securities for Cash – Announcement	<i>Note 5</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	
FF301M	➤ Monthly Return for Equity Issuers (<i>Listing Rule 13.25B</i>)	
FF302M	➤ Monthly Return for Collective Investment Schemes listed under Chapter 20 of the Exchange Listing Rules other than listed open-ended Collective Investment Schemes (<i>Paragraph 4B of Appendix 7G</i>)	
FF303M	➤ Monthly Return for Open-ended Collective Investment Schemes listed under Chapter 20 (<i>Paragraph 4B of Appendix 7G</i>)	
FF304M	➤ Next Day Disclosure Return for Equity Issuers (<i>Listing Rule 13.25A</i>)	
FF305M	➤ Next Day Disclosure Return for Collective Investment Schemes listed under Chapter 20 other than listed open-ended Collective Investment Schemes (<i>Paragraph 4A of Appendix 7G</i>)	
FF306M	➤ Monthly Return for Hong Kong Depositary Receipts listed under Chapter 19B (<i>Listing Rules 13.25B</i>)	
	II. Forms relating to Directors and Supervisors	
DU003M	➤ Declaration and Undertaking with regard to Directors (<i>Form B of Appendix 5</i>)	
DU004M	➤ Declaration and Undertaking with regard to Directors of an Issuer incorporated in the PRC (<i>Form H of Appendix 5</i>)	

Document Template Code	Part C: Forms specified under the Listing Rules	Submission Requirement
DU005M	➤ Declaration and Undertaking with regard to Supervisors of an Issuer incorporated in the PRC (<i>Form I of Appendix 5</i>)	
FF002	➤ Director / Supervisor – Contact Details Form (<i>Listing Rules 3.20 and 19A.07A</i>)	
	III. Forms relating to Application for Listing of Securities	
FFD004M	➤ Declaration (<i>Form F in Appendix 5</i>)	
FFD001M	➤ Formal Application (For Equity Securities) (<i>Form C1 in Appendix 5</i>)	
FFD007M	➤ Formal Application (For Collective Investment Schemes) (<i>Form C3 in Appendix 5</i>)	
FFD008M	➤ Formal Application (For Open-Ended Investment Companies, Unit Trusts, Mutual Funds and Other Collective Investment Schemes Governed by Chapter 21 of the Listing Rules) (<i>Form C3Z in Appendix 5</i>)	
FFD003M	➤ Marketing Statement (<i>Form D in Appendix 5</i>)	

Document Template Code	Part D: Other Forms	Submission Requirement
FF001M	➤ Authorised Representatives/ Company Secretary Form	
CI205M	➤ 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 Main Board Rule 13.52B(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 Main Board Rule 13.52(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 Main Board Rule 13.52(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.	A 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
(MAIN BOARD)

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 8.08(2)**): _____

8. Total expected number of Securities that will be held by the three largest public holders of the Securities (**Listing Rule 8.08(3)**): _____

9. Where the Securities are options, warrants or similar rights to subscribe or purchase equity securities ("**Warrants**") subject to Chapter 15 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 options under share option schemes which comply with Chapter 17): _____

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

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

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

Rules		Y/N/N/A
Basic conditions for listing applicable to a new class of securities:		
Rule 8.07	Adequate market in the Securities	
Rule 8.08	Open market in the Securities	
Rule 8.09	Expected initial market capitalisation	
Rule 8.11	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 8.13	Transferability of the Securities	
Rule 8.13A	The Securities must be Eligible Securities	
Rule 8.14	Conformity with laws and articles of association	
Rule 8.19	Application for listing	
Additional requirements for placing of a class of securities new to listing		
Appendix 6 – Paragraph 1	Expected initial market capitalisation	
Appendix 6 – Paragraph 3	Minimum amount of the Securities placed to general public	
Appendix 6 – Paragraph 4	Adequate spread of holders of the Securities	
Appendix 6 – Paragraph 5	Restriction on allocations to “connected clients” of the lead broker or distributor, directors or existing shareholders and nominee companies	
Appendix 6 – Paragraph 6	Restriction on allocations to “discretionary managed portfolios”	
Appendix 6 – Paragraph 7	Restriction on offerings to current and past employees	
Appendix 6 – Paragraph 8	Restriction on retention of the Securities being placed by lead broker or distributor	
Appendix 6 – Paragraph 9	Application of Placing Guidelines to Exchange Participant	
Appendix 6 – Paragraph 10	Marketing Statement (Form D)	
Appendix 6 – Paragraph 11	Placee information	
Appendix 6 – Paragraph 12	Retention of placees’ record	
Additional requirements for listing of warrants, options or similar rights to subscribe or purchase equity securities		
Rule 8.18	Compliance with applicable listing requirements and Chapter 15	
Rule 15.02(1)	Maximum dilution effect of the Warrants	
Rule 15.02(2)	Expiry date of the Warrants	
Rule 15.05	The underlying securities are or will be a class of equity securities already listed on the Exchange or other regulated, regularly operating, open stock market recognized by the Exchange	
Additional requirements for listing of convertible equity securities		
Rule 16.02	The underlying shares are or will be a class of equity securities already listed on the Exchange or other regulated, regularly operating, open stock market recognized by the Exchange	

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

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

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Submitted by: _____ Date: _____
Signature

Name and Firm

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**CHECKLIST
ANNOUNCEMENT FOR ISSUE OF SECURITIES FOR CASH
(MAIN BOARD)**

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>
Part I – For issue of securities for cash in accordance with rules 13.36(1)(a) or 13.36(2)			

Rule 13.28

- (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 six in number and, in the case of 6 or more allottees, a generic description of them. 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 13.36(2)(b), 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) 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 13.29

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 13.36(2)(b) and at a discount of 20% or more to the benchmarked price set out in rule 13.36(5), the issuer shall publish an announcement as soon as possible, but in any event not later than the time that is 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the business day immediately following the day on which the relevant agreement involving the proposed issue of securities is signed. The announcement must disclose, among other things, the following information:

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

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
<u>Part II – Information required for rights issue / open offer announcements pursuant to Rule 13.28(13)</u>			
<u>Paragraph 18 of Appendix 1, Part B</u>			
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:			
<p>(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;</p> <p>(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;</p> <p>(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</p> <p>(4) the matters required to be disclosed by rules 7.19(1), (2), (3) and (4), 7.19A(1) and (2), 7.21(1) and (3)(a), 7.24, 7.24A(1) and (2), 7.26A(1) and (3)(a) and 7.27A(3) (See below), where appropriate.</p>			

For Rights Issue Announcements –

Rule 7.19

- (1) 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.
- (2) 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 force majeure clause(s) and explain when its provisions cease to be exercisable; and
 - a statement that there are consequential risks in dealing in such rights.
- (3) 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

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
<p>order for the issue to proceed;</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. <p>(4) 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.</p>			

Rule 7.19A

Where the proposed rights issue is required to be made conditional on approval by shareholders in general meeting pursuant to rules 7.19A(1) and (2), the announcement must contain the following information as set out in rule 7.27A:

- the information required under rule 2.17;
- 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 7.21

- (1) The announcement must fully disclose the arrangement in the proposed rights issue to:—
- (a) dispose of securities not subscribed by allottees under provisional letters of allotment or their renounees by means of excess application forms, in which case such securities must be available for subscription by all shareholders and allocated on a fair basis; or
 - (b) dispose of securities not subscribed by allottees under provisional letters of allotment or their renounees by offering the securities to independent placees for the benefit of the persons to whom they were offered by way of rights.
- (3) (a) Where arrangements described in rule 7.21(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 7.24

In relation to underwriting of open offers, the requirements under rules 7.19(1), (3), (4) and (5) apply in their entirety to open offers with the term “rights issue” replaced by “open offer”.

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<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
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Rule 7.24A

Where the proposed open offer is required to be made conditional on approval by shareholders in general meeting pursuant to rules 7.24A(1) and (2), the announcement must contain the following information as set out in rule 7.27A:

- the information required under rule 2.17;
- 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 7.26A

- (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 7.26A(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 2.14

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

Rule 13.51A

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 Exchange Listing Rules.

Note 5 to rule 13.52

Any announcement or notice issued by a listed issuer pursuant to the Exchange 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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	Complied With? (Y/N/NA)	Comment (where applicable)
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Specific requirement for all rights issues, open offers and specific mandate placings

Rule 7.27B

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 7.27B.

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| <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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**CHECKLIST
ANNOUNCEMENT FOR NOTIFIABLE TRANSACTION AND CONNECTED TRANSACTION
(MAIN BOARD)**

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 14.58

- (1) a prominent and legible disclaimer at the top of the announcement in the form set out in rule 14.88;

“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 description of the principal business activities carried on by the listed issuer and the identity and a description of the principal business activities of the counterparty;
- (3) 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;
- (4) 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;
- (5) the basis upon which the consideration was determined;
- (6) the value (book value and valuation, if any) of the assets which are the subject of the transaction;

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(7) 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;			
(8) 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			
(9) 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 14.60

- (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 14.44, 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;
- (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.

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
<i>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 14.36A.</i>			

For Share Transactions –

Rule 14.59

- (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 14.60A

In addition to the information set out in rule 14.60, where the announcement for a discloseable transaction contains a profit forecast as referred to in rule 14.62, the announcement must contain the following information or the issuer must publish a further announcement containing the following information in accordance with rule 2.07C 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 14.62).

For Reverse Takeovers –

Rule 14.57

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

For Connected Transactions –

Rule 14A.68

- (1) the information set out in rules 14.58 to 14.60 (contents of announcements for notifiable transactions);
- (1A) the identities and a description of the principal business activities of the parties to the transaction and of their ultimate beneficial owner(s);

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(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 14A.40(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 14A.51) 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 14.62 (requirements for profit forecast in notifiable transaction announcement); <i>(See Part II of this checklist for the requirements under rule 14.62)</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 2.14

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

Rule 13.51A

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 Exchange Listing Rules.

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<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
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Note 5 to rule 13.52

Any announcement or notice issued by a listed issuer pursuant to the Exchange 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.”

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

Part II – Documents requirements

For all Notifiable Transaction/ Connected Transaction announcements containing a profit forecast (as defined in rule 14.61) –

Rule 14.62

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 in accordance with rule 2.07C.

- (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.

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

Submitted by: _____
Signature

Date: _____

Name and Firm

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 = _____

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

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

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

- 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:

- Description of the transaction: ☐ Change of board lot size ☐ Share consolidation
☐ Share subdivision
- Proposed date of announcement for the change of board lot size, share consolidation or share subdivision: _____
- 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) _____
- Existing board lot size (in shares): _____
- Proposed board lot size (in shares/ consolidated shares/ subdivided shares): _____
- 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
- The proposed timetable is attached. ☐ Yes
- Whether exchange of share certificates is required.
☐ Yes. The listed issuer will inform the Exchange of the International Securities Identification Number ("ISIN") for the new securities before the effective date of the corporate action (Note).
☐ No. The listed issuer will update the corresponding numbering agency with the latest information regarding the proposed corporate action and inform the Exchange if a new ISIN is obtained according to the decision/ operation procedure of the corresponding numbering agency.

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

Submitted by: _____ Date: _____
Signature

Name and Firm

THE STOCK EXCHANGE OF HONG KONG LIMITED
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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:

- Description of the transaction: ☐ Rights issue ☐ Open offer
- Proposed date of announcement for the rights issue or open offer: _____
- 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) _____
- Description of securities to be issued under the rights issue / open offer:
☐ Ordinary shares ☐ Others (Please specify: _____) (See also item 8)
- Description of nil paid rights (for rights issue only):
(a) Board lot size (in nil paid shares): _____
(b) Trading currency: _____
- The listed issuer will inform the Exchange of the International Securities Identification Number ("ISIN") for the nil paid rights shares before the commencement of dealings in the nil paid rights shares. (Note 2) ☐ Yes
- 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
- The proposed timetable is attached. ☐ Yes
- 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
- 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

THE STOCK EXCHANGE OF HONG KONG LIMITED
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Notes:-

1. 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.
2. ISIN is extensively used by international brokerage houses/ investors for settlement/ clearing as well as trading. Please contact corresponding numbering agency according to the issuer's place of incorporation to obtain an ISIN for the nil paid rights shares to be issued.

Submitted by: _____ Date: _____
Signature

Name and Firm

HKEX

香港交易所

THE STOCK EXCHANGE OF HONG KONG LIMITED

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

Name of Issuer :

Case Number :

Description of transaction :

				Method of issue							
		Relevant Listing Rules		Rights issue	Open offer	Bonus issue	Scrip dividend scheme	Placing or subscription	Consideration issue	Share consolidation/ sub-division/ capital reduction	Adoption of share 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
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**CHECKLIST
CIRCULAR FOR CONNECTED TRANSACTION
(MAIN BOARD)**

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

Information required in the Circular:-

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

Rule 2.14

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

Rule 2.17

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 Exchange 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;

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(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 2.17(3) are not voted.			

Rule 13.51A

The circular published by an issuer pursuant to the Exchange 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 circular.

Part II – Chapter 14A

Rule 14A.69

- (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 14A.70

- (1) the Exchange's disclaimer statement (see rule 14.88) on its front cover or inside front cover;

"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."
- (2) the information required to be disclosed in the announcement for the transaction;

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
(3) the identities and a description of the principal business activities of the parties to the transaction and of their ultimate beneficial owner(s);			
(4) the name of the connected person concerned, his or its relationship with any controller and the name and office held by that controller;			
(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 14A.43 and 14A.45);			
(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 5.03;			
<i>(Please refer to the checklist “Valuation of Properties Being Acquired/ Disposed of” (CF021M), if applicable.)</i>			
(8) if the primary significance of the asset (other than property interests) being acquired or disposed of is its capital value, an independent valuation of the asset;			
(9) if the transaction involves an acquisition or disposal of a company or business engaging in an infrastructure project, a business valuation report on that company or business and/or traffic study report on the project. The report(s) must clearly set out:			
(a) all significant underlying assumptions including the discount rate or growth rate used; and			
(b) a sensitivity analysis based on different discount rates and growth rates.			
If the business valuation is based on a profit forecast, the accounting policies and calculations for the underlying forecasts must be examined and reported on by the auditors or reporting accountants. Any financial adviser mentioned in the circular must also report on the underlying forecasts.			
(10) if the transaction involves the listed issuer's group acquiring a company or business from a connected person, details of:			

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(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 14A.63) if the actual performance fails to meet the guarantee; and			
(b) any option granted to the listed issuer's group to sell the company or business back to the connected person and/or other rights given to the listed issuer's group;			
(11) a statement whether any directors of the listed issuer have a material interest in the transaction and, if so, whether they have abstained from voting on the board resolution;			
(12) a statement that any shareholder with a material interest in the transaction will not vote and the information required in rule 2.17;			
(13) the information set out in Appendix 1, Part B – 1, 2, 5, 10, 29(2), 32, 39, 40, 43(2)(a) & (c) (<i>See Part III of this checklist</i>);			
(14) information regarding directors' and chief executive's interests in the listed issuer described in paragraphs 34 and 38 of Appendix 1, Part B, and Practice Note 5;			
(15) information regarding the competing interests of each of the directors and any proposed director of the listed issuer and his respective close associates as would be required to be disclosed under rule 8.10 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.

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
2. A statement as follows:—			
<p>"This document, for which the directors of the issuer collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the issuer. The directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading."</p> <p>(See Note 1 to Appendix 1, Part B)</p>			
5. Where the listing document includes a statement purporting to be made by an expert, a statement:—			
(1) specifying the qualifications of such expert and whether such expert has any shareholding in any member of the group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the group and, if so, a full description thereof;			
(2) that the expert has given and has not withdrawn his written consent to the issue of the listing document with the expert's statement included in the form and context in which it is included; and			
(3) of the date on which the expert's statement was made and whether or not it was made by the expert for incorporation in the listing document.			
10. (if applicable) The nature and amount of the issue including the number of securities which have been or will be created and/or issued, if predetermined.			
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			

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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.			
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 and 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.			
38. (1) A statement showing the interests and 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 and short positions which he is taken or deemed to have under such provisions of 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 the Model Code for Securities Transactions by Directors of Listed Issuers 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 companies in respect of which each director and chief executive is taken or deemed to have an interest or short position			

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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; and			
(1A) A statement required by sub-paragraph 38(1) must specify the company in which the interests or short positions are held, the class to which those securities belong and the number of such securities held. The statement need not disclose:			
(a) the interests of a director 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;			
(b) the non-beneficial interests of directors 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>			
(See Note 4 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 one year without payment of compensation (other than statutory compensation)), or an appropriate negative statement.			
(See Note 2 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,			

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<p>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 Note 2 to Appendix 1, Part B)</p> <p>43. 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>(2) (a) any service contracts disclosed pursuant to paragraph 39;</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>(See Note 2 to Appendix 1, Part B)</p>			
<div style="border: 1px solid black; padding: 10px;"> <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. </div>			

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Submitted by: _____ Date: _____
Signature

Name and Firm

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CHECKLIST
(1) CIRCULAR FOR MAJOR ACQUISITION / VERY SUBSTANTIAL ACQUISITION /
EXTREME TRANSACTION
(2) LISTING DOCUMENT FOR REVERSE TAKEOVER
(MAIN BOARD)

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

Information required in the Circular or Listing Document:-

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

Rule 2.14

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

Rule 2.17

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 Exchange 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 2.17(3) are not voted.			

Rule 13.51A

The circular or other document published by an issuer pursuant to the Exchange 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 circular and other document.

Part II - Chapter 14

Rule 14.58

- (1) a prominent and legible disclaimer on the front cover or inside front cover in the form set out in rule 14.88;

"Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this [circular] / [listing 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 [circular] / [listing document]."
- (2) a description of the principal business activities carried on by the listed issuer and the identity and a description of the principal business activities of the counterparty;
- (3) 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;
- (4) 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;
- (5) the basis upon which the consideration was determined;
- (6) the value (book value and valuation, if any) of the assets which are the subject of the transaction;

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(7) 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;			
(8) 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			
(9) where appropriate, details of any guarantee and/or other security given or required as part of or in connection with the transaction.			

Rule 14.60

- (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 14.44, 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 shareholder.

Rule 14.63

- (1) a clear, concise and adequate explanation of its subject matter having regard to the provisions of rule 2.13; and
- (2) if voting or shareholders' approval is required:

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(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.			

Rule 14.66

- (2) Appendix 1, Part B - 1, 2, 5, 29(2), 33, 35, 36, 41 **(See Part III of this checklist)** *(not applicable to extreme transaction and reverse takeover)*;
- (3) information regarding interests of directors and chief executive in the listed issuer required under paragraphs 34 and 38 of Appendix 1B **(See Part III of this checklist)** and Practice Note 5 *(not applicable to extreme transaction and reverse takeover)*;
- (5) information concerning the effect of the transaction on the earnings and assets and liabilities of the listed issuer; and
- (6) 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; and
- (7) 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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(8) information as to the competing interests (if any) of each of the directors and any proposed director of the issuer (excluding its subsidiaries) and his/her close associates (as if each of them were treated as a controlling shareholder under 8.10);			
(9) any additional information requested by the Exchange;			
(10) the information regarding the listed issuer specified in the following paragraphs of Appendix 1, Part B - 28, 29(1)(b), 30, 40, 42, 43 (See Part III of this checklist) (not applicable to extreme transaction and reverse takeover);			
(11) where required by Chapter 5, the 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" (CF021M)) (not applicable to extreme transaction and reverse takeover);			
(13) where applicable, the information required under rule 2.17; and			
(14) where applicable, the information required in Chapter 18 (See Part IIA of this checklist).			

Rule 14.67

- (1) the information required under paragraphs 9 and 10 of Appendix 1, Part B (**See Part III of this checklist**), if the acquisition involves securities for which listing will be sought (not applicable to extreme transaction and reverse takeover);
- (2) the information required under paragraph 22(1) of Appendix 1, Part B (**See Part III of this checklist**), if new shares are to be issued as consideration (not applicable to extreme transaction and reverse takeover);
- (3) where the consideration for a transaction includes the listed issuer's shares or securities that are convertible into the listed issuer's shares, a statement whether the transaction will result in a change of control of the listed issuer;
- (4) the information regarding the listed issuer required under paragraphs 31 (financial information) and 32 (no material adverse change) of Appendix 1, Part B (**See Part III of this checklist**) (not applicable to extreme transaction and 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 (**See Part III of this checklist**) (not applicable to extreme transaction and reverse takeover);

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<i>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.</i>			
(6) (a) on an acquisition of any business, company or companies:			
<p>(i) an accountants' report on the business, company or companies being acquired in accordance with Chapter 4 of the Exchange Listing Rules 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> <p><i>Note: Where the accountants can only give a modified opinion in the accountants' report in respect of the acquisition of the business, company or companies, for example because the records of stock or work-in-progress are inadequate, the Exchange will not accept a written shareholders' approval for the transaction, but will require a general meeting to be held to consider the transaction. (See rule 14.86.) 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 4 of the Exchange Listing Rules; 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			

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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. The financial information on the assets being acquired as contained in the circular must be prepared using accounting policies which should be materially consistent with those of the listed issuer; and			
(ii) a pro forma statement of the assets and liabilities of the listed issuer's group combined with the assets being acquired on the same accounting basis. The pro forma financial information must comply with Chapter 4 of the Exchange Listing Rules; and			
<i>(not applicable to very substantial acquisition, extreme transaction and reverse takeover)</i>			
(7) a discussion and analysis of results of the business, company or companies being acquired covering all those matters set out in paragraph 32 of Appendix 16 (See Part IV of this checklist) for the period reported in the accountant's report.			

Rule 14.69 (For very substantial acquisition, extreme transaction and reverse takeover)

- (1) for a reverse takeover or an extreme transaction:
- (a) the information required under rule 14.66 (except for the information required under rules 14.66(2), 14.66(3), 14.66(10) and 14.66(11)) and rules 14.67(3) and 14.67(7); and
- (b) the information required under Appendix 1, Part A, if it applies, except paragraphs 8, 15(2) (in respect of the 12 months before the issue of the circular or listing document) and 20(1). For paragraph 36, the statement on sufficiency of working capital must take into account the effect of the transaction; (**Please refer to Checklist M106 for new applicants for the requirements of Appendix 1, Part A**);
- (d)(i) for a reverse takeover, information on the enlarged group's property interests (as defined in rule 5.01(3)) under rules 5.01A and 5.01B; and
- (ii) for an extreme transaction, the information required under Chapter 5 on the property interests acquired and/or to be acquired by the issuer;

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
<i>(Please refer to Checklist CF052M for new applicants for the requirements of Chapter 5)</i>			
(2) for <u>very substantial acquisition</u> , the information required under rules 14.66 to 14.67 (except the information required under rule 14.67(6)) and rule 2.17 (See above);			
(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 4 of the Exchange Listing Rules. 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 4 of the Exchange Listing Rules;			
(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			

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information must comply with Chapter 4 of the Exchange Listing Rules;			
(5) where the transaction also involves a disposal by the listed issuer, the information required under 14.70(2) (See below);			
(6) general information on the trend of the business of the group since the date to which the accounts of the listed issuer were made up and a statement as to the financial and trading prospects of the group for at least the current financial year (together with any material information which may be relevant); and			
(7) in respect of a circular issued in relation to a very substantial acquisition 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 4.06(1)(a), in both cases covering all those matters set out in paragraph 32 of Appendix 16 (See Part IV of this checklist).			

Rule 14.70

- (2) the excess or deficit of the consideration over or under the net book value of the assets (if the transaction also involves a disposal by the listed issuer).

Rule 14.71

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 14.61 and 14.62.

Rule 14.67A (Where the listed issuer does not have access or only has limited access to information for compiling circulars for major transactions or very substantial acquisitions under Rule 14.67A(1))

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(2) Subject to the conditions in paragraphs (1)(a), (b) and (c) of rule 14.67A 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 14.66 and 14.67 or rule 14.69 within the time frames stipulated in rules 14.41 and 14.42 or rules 14.48 and 14.52. 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			
(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 14.66(10), paragraph 28 and Note 2 to Appendix 1, Part B);			
(ii) statement of sufficiency of working capital (see rule 14.66(10), 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 14.69(7));			
(v) statement as to the financial and trading prospects (see rule 14.66(10), paragraph 29(1)(b) and Note 2 to Appendix 1, Part B);			
(vi) particulars of any litigation or claims of material importance (see rule 14.66(2), paragraph 33 and Note 2 to Appendix 1, Part B);			
(vii) particulars of directors' or experts' interests in group assets (see rule 14.66(10), paragraph 40 and Note 2 to Appendix 1, Part B);			

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(viii) material contracts and documents for inspection (see rule 14.66(10), paragraphs 42, 43 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 14.66 and 14.67 or rule 14.69 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 14.66 and 14.67 or rule 14.69; and the listed issuer being able to exercise control over the target company.			

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

Rule 18.05

- (2) a statement that no material changes have occurred since the effective date of the Competent Person's Report. Where there are material changes, these must be prominently disclosed;
- (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 Guidance Note 7 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;

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(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 18.09

- (2) a Competent Person's Report on the resources and/or resources being acquired;
- (3) a Valuation Report on the mineral and/or petroleum assets being acquired; and
- (4) information required under rules 18.05(2) to 18.05(6) in respect of the assets being acquired (***See above***).

Part III - Appendix 1, Part B (For major acquisition and very substantial acquisition)

(For Extreme Transaction Circular and Reverse Takeover Listing Document, refer to Checklist M106 for new applicants for the requirements of Appendix 1, Part A)

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 The Stock Exchange of Hong Kong

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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 or an appropriate negative statement.			
10. If the acquisitions involves securities for which listing will be sought:			
The nature and amount of the issue including the number of securities, which have been or will be created and/or issued, if, predetermined.			
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			

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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) (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)			
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 they have satisfied themselves that the forecast has been stated by			

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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 4, a report by the reporting accountants in accordance with that Chapter. The accountants' report must, in addition, comply with the provisions set out in Appendix 16 to the Listing Rules in relation to the disclosure requirements for circulars.			
(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.			
(3) Information for the last three 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			

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(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 6 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. Where any director or proposed director is a director or employee of a company which has an interest or short position in the shares and 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.			
35. The full name and professional qualification, if any, of the secretary of the issuer.			
36. The situation of the registered office and, if different, the head office and transfer office.			
38. (1) A statement showing the interests and 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 and short positions which he is taken or deemed to have under such provisions of Securities and Futures Ordinance)			
(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 the Model Code for Securities Transactions by Directors of Listed			

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Issuers 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 companies 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; and			
(1A) A statement required by sub-paragraph 38(1) must specify the company in which the interests or short positions are held, the class to which those securities belong and the number of such securities held. The statement need not disclose:			
(a) the interests of a director 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;			
(b) the non-beneficial interests of directors 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>			
(See Note 4 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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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 Note 2 to Appendix 1, Part B)			
41. In the case of mineral companies, the information set out in Chapter 18 (if applicable).			
(See Part IIA of this checklist)			
42. 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 two 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)			
43. 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:			
(a) any service contracts disclosed pursuant to paragraph 39;			
(b) any material contracts disclosed pursuant to paragraph 42; and			
(c) in the case of a connected transaction circular any contracts referred to in the circular,			

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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 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 Chapters 14 and/or 14A which has been issued since the date of the latest published audited accounts.			

(See Note 2 to Appendix 1, Part B)

Part IV - Appendix 16

32. (1) the group's liquidity and financial resources. This may include comments on the level of borrowings at the end of the period under review, the seasonality of borrowing requirements, and the maturity profile of borrowings and committed borrowing facilities. Reference may also be made to the funding requirements for capital expenditure commitments and authorisations;
- (2) the capital structure of the group in terms of maturity profile of debt and obligation, type of capital instruments used, currency and interest rate structure. The discussion may cover:
- (a) funding and treasury policies and objectives in terms of the manner in which treasury activities are controlled;
 - (b) the currencies in which borrowings are made and in which cash and cash equivalents are held;
 - (c) the extent to which borrowings are at fixed interest rates;

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(d) the use of financial instruments for hedging purposes; and			
(e) the extent to which foreign currency net investments are hedged by currency borrowings and other hedging instruments;			
(3) the state of the group's order book (where applicable) and prospects for new business including new products and services introduced or announced;			
(4) significant investments held, their performance during the financial year and their future prospects;			
(4A) a breakdown of its significant investments (including any investment in an investee company with a value of 5 per cent. or more of the issuer's total assets as at the year end date):			
(a) details of each investment, including the name and principal businesses of the underlying company, the number and percentage of shares held and the investment costs;			
(b) the fair value of each investment as at the year end date and its size relative to the issuer's total assets;			
(c) the performance of each investment during the year, including any realised and unrealised gain or loss and any dividends received; and			
(d) a discussion of the issuer's investment strategy for these significant investments;			
(5) details of material acquisitions and disposals of subsidiaries and associated companies in the course of the financial year;			
(6) comments on segmental information. This may cover changes in the industry segment, developments within the segment and their effect on the results of that segment. It may also include changes in the market conditions, new products and services introduced or announced and their impact on the group's performance and changes in turnover and margins;			
(7) where applicable, details of the number and remuneration of employees, remuneration policies, bonus and share option schemes and training schemes;			
(8) details of charges on group assets;			

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(9) details of future plans for material investments or capital assets and their expected sources of funding in the coming year; (See Note 32.1 to Appendix 16)			
(10) gearing ratio; (See Note 32.2 to Appendix 16)			
(11) exposure to fluctuations in exchange rates and any related hedges; and			
(12) details of contingent liabilities, if any.			

Part V - Documents to be submitted

Date of submission

Rule 14.66(12)

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
CIRCULAR FOR MAJOR REALISATION / VERY SUBSTANTIAL DISPOSAL
(MAIN BOARD)**

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

Information required in the Circular:-

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<u>Part I - General</u>			

Rule 2.14

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

Rule 2.17

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 Exchange 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 2.17(3) are not voted.			

Rule 13.51A

The circular published by an issuer pursuant to the Exchange 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 circular.

Part II – Chapter 14

Rule 14.58

- (1) a prominent and legible disclaimer on the front cover or inside front cover in the form set out in rule 14.88;

“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.”
- (2) a description of the principal business activities carried on by the listed issuer and the identity and a description of the principal business activities of the counterparty;
- (3) 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;
- (4) 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;
- (5) the basis upon which the consideration was determined;
- (6) the value (book value and valuation, if any) of the assets which are the subject of the transaction;

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(7) 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;			
(8) 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			
(9) where appropriate, details of any guarantee and/or other security given or required as part of or in connection with the transaction.			
<u>Rule 14.60</u>			
(1) the general nature of the transaction including where the transaction include 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 14.44, 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 14.63

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(1) a clear, concise and adequate explanation of its subject matter having regard to the provisions of rule 2.13; 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.			

Rule 14.66

- | | |
|-----|--|
| (2) | Appendix 1, Part B – 1, 2, 5, 29(2), 33, 35, 36, 41 (<i>See Part III of this checklist</i>); |
| (3) | information regarding interests of directors and chief executive in the listed issuer required under paragraphs 34 and 38 of Appendix 1B (<i>See Part III of this checklist</i>) and Practice Note 5; |
| (5) | information concerning the effect of the transaction on the earnings and assets and liabilities of the listed issuer; |
| (6) | 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; |

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(7) 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>			
(8) information as to the competing interests (if any) of each of the directors and any proposed director of the issuer (excluding its subsidiaries) and his/her close associates (as if each of them were treated as a controlling shareholder under rule 8.10);			
(9) any additional information requested by the Exchange;			
(10) Appendix 1, Part B – 28, 29(1)(b), 30, 40, 42, 43 (See Part III of this checklist) ;			
(11) where required by Chapter 5, the 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” (CF021M)) ;			
(13) where applicable, the information required under rule 2.17 (See above) ; and			
(14) where applicable, the information required in Chapter 18 (See Part IIA of this checklist) .			

Rule 14.68 (For very substantial disposals 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 4.06(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.

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
The financial information must be reviewed by the listed issuer's auditors or reporting accountants according to the relevant standards published by the Hong Kong Institute of Certified Public Accountants or the International Auditing and Assurance Standards Board of the International Federation of Accountants. The circular must contain a statement that the financial information has been reviewed by the issuer's auditors or reporting accountants and details of any modifications in the review report; and			
Notes: 1. <i>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 4 of the Exchange Listing Rules.</i>			
2. <i>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.</i>			
(ii) pro forma income statement, balance sheet and cash flow statement of the remaining group on the same accounting basis. The pro forma financial information must comply with Chapter 4 of the Exchange Listing Rules;			
(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;			

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(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 4 of the Exchange Listing Rules;			
(3) the financial information required under paragraph 32 of Appendix 16 on the remaining group (<i>See Part IV of this checklist</i>); and			
(4) the information regarding the listed issuer required under paragraph 32 (no material adverse change) of Appendix 1, Part B.			

Rule 14.70

- (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 14.71

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

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

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

Note: On profit forecasts, see also rules 14.61 and 14.62.

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

Rule 18.09

- (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.

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 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.

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

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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)			
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 and 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.			
35. The full name and professional qualification, if any, of the secretary of the issuer.			
36. The situation of the registered office and, if different, the head office and transfer office.			
38. (1) A statement showing the interests and 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 and short positions which he is taken or deemed to have under such provisions of Securities and Futures Ordinance)			
(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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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
<p>(c) are required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers to be notified to the issuer and the Exchange;</p> <p>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 companies 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; and</p> <p>(1A) A statement required by sub-paragraph 38(1) must specify the company in which the interests or short positions are held, the class to which those securities belong and the number of such securities held. The statement need not disclose:</p> <p>(a) the interests of a director 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;</p> <p>(b) the non-beneficial interests of directors in the shares of any subsidiary of the listed issuer in so far as that interest comprises the holding of shares subject to the terms of a written, valid and legally enforceable declaration of trust in favour of the parent company of that subsidiary or the listed issuer and such interest is held solely for the purpose of ensuring that the relevant subsidiary has more than one member;</p> <p><i>Note: Where interests in securities arising from the holding of such securities as qualifying shares are not disclosed pursuant to the exception provided in this paragraph, a general statement should nevertheless be made to indicate that the directors hold qualifying shares.</i></p> <p>(See Note 4 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</p>			

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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 Note 2 to Appendix 1, Part B)			
41. In the case of mineral companies, the information set out in Chapter 18 (if applicable).			
(See Part IIA of this checklist)			
42. 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 two 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)			
43. 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:-			
<ul style="list-style-type: none"> (1) the memorandum and articles of association or equivalent documents of the issuer; (2) each of the following contracts <ul style="list-style-type: none"> (a) any service contracts disclosed pursuant to paragraph 39; (b) any material contracts disclosed pursuant to paragraph 42; and (c) in the case of a connected transaction circular any contracts referred to in the circular, 			

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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 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 Chapters 14 and/or 14A which has been issued since the date of the latest published audited accounts.			

Part IV - Appendix 16 (For very substantial disposals only)

32. (1) the group's liquidity and financial resources. This may include comments on the level of borrowings at the balance sheet date, the seasonality of borrowing requirements, and the maturity profile of borrowings and committed borrowing facilities. Reference may also be made to the funding requirements for capital expenditure commitments and authorisations;
- (2) the capital structure of the group in terms of maturity profile of debt and obligation, type of capital instruments used, currency and interest rate structure. The discussion may cover:
- (a) funding and treasury policies and objectives in terms of the manner in which treasury activities are controlled;
 - (b) the currencies in which borrowings are made and in which cash and cash equivalents are held;
 - (c) the extent to which borrowings are at fixed interest rates;

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(d) the use of financial instruments for hedging purposes; and			
(e) the extent to which foreign currency net investments are hedged by currency borrowings and other hedging instruments;			
(3) the state of the group's order book (where applicable) and prospects for new business including new products and services introduced or announced;			
(4) significant investments held, their performance during the financial year and their future prospects;			
(4A) a breakdown of its significant investments (including any investment in an investee company with a value of 5 per cent. or more of the issuer's total assets as at the year end date):			
(a) <u>details of each investment, including the name and principal businesses of the underlying company, the number and percentage of shares held and the investment costs;</u>			
(b) <u>the fair value of each investment as at the year end date and its size relative to the issuer's total assets;</u>			
(c) <u>the performance of each investment during the year, including any realised and unrealised gain or loss and any dividends received; and</u>			
(d) <u>a discussion of the issuer's investment strategy for these significant investments;</u>			
(5) details of material acquisitions and disposals of subsidiaries and associated companies in the course of the financial year;			
(6) comments on segmental information. This may cover changes in the industry segment, developments within the segment and their effect on the results of that segment. It may also include changes in the market conditions, new products and services introduced or announced and their impact on the group's performance and changes in turnover and margins;			
(7) where applicable, details of the number and remuneration of employees, remuneration policies, bonus and share option schemes and training schemes;			
(8) details of charges on group assets;			

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(9) details of future plans for material investments or capital assets and their expected sources of funding in the coming year;			
(See Note 32.1 to Appendix 16)			
(10) gearing ratio;			
(See Note 32.2 to Appendix 16)			
(11) exposure to fluctuations in exchange rates and any related hedges; and			
(12) details of contingent liabilities, if any.			

Part V - Documents to be submitted

Date of submission

Rule 14.66(12)

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

THE STOCK EXCHANGE OF HONG KONG LIMITED
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CHECKLIST
LISTING DOCUMENT FOR CAPITALISATION ISSUE / BONUS ISSUE OF WARRANTS /
EXCHANGE OR SUBSTITUTION OF SECURITIES
(MAIN BOARD)

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 2.14

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

Rule 11.08

Special requirements for listing documents issued by mineral companies, overseas issuers, PRC issuers and investment companies are set out in Chapters 18, 19 (***See rule 19.10 or 19.36***), 19A (***Refer to checklist CF005M***) and 21 (***Refer to checklist CF028M***).

Rule 11.20

All listing documents must contain on the front cover or inside front cover of the listing document 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.”

Note 2 to Rule 13.36(2)

If any shareholders that are resident outside Hong Kong are excluded from an offer of securities pursuant to rule 13.36(2)(a), 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.

Rule 13.51A

Any circular and other document published by an issuer pursuant to the Exchange 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 circular and other document.

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
<u>Appendix 1, Part B</u>			
1. The full name of the issuer.			
6. (1) Particulars of any other stock exchange on which any part of the equity or debt securities of the issuer is listed or dealt in on which listing or permission to deal is being or is proposed to be sought; or an appropriate negative statement.			
9. (1) A statement that application has been or will be made to the Exchange for listing of and permission to deal in the securities.			
(2) In case of a new class of securities to be listed, a statement that all necessary arrangements have been made enabling the securities to be admitted into CCASS or an appropriate negative statement.			
10. 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. For bonus issue of warrants only - 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;			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
(4) the arrangements for transfer or transmission of such rights;			
(5) the rights of the holders on the liquidation of the issuer;			
(6) the arrangements for the variation in the subscription or purchase price or number of securities to take account of alterations to the share capital of the issuer;			
(7) the rights (if any) of the holders to participate in any distributions and/or offers of further securities made by the issuer; and			
(8) a summary of any other material terms of the options, warrants or similar rights.			
21. Where listing is sought for convertible equity securities:-			
(1) information concerning the nature of the equity securities to which the convertible equity securities relate and the rights attaching thereto; and			
(2) the conditions of and procedures for conversion, exchange, subscription or purchase and details of the circumstances in which they may be amended.			

- 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*)
(MAIN BOARD)

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 CF011M and CF017M checklists respectively).*

Information required in the Listing Document:-

	Page	Complied With? (Y/N/NA)	Comment (where applicable)
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Rule 2.14

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

Rule 2.17

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 Exchange 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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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(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 2.17(3) are not voted.			

Rule 11.08

Special requirements for listing documents issued by mineral companies, overseas issuers, PRC issuers and investment companies are set out in Chapters 18, 19 (***See rule 19.10 or 19.36***), 19A (***Refer to checklist CF005M***) and 21 (***Refer to checklist CF028M***).

Rule 11.20

All listing documents must contain on the front cover or inside front cover of the listing document 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 13.51A

The circular and other document published by an issuer pursuant to the Exchange 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 circular and other document.

Appendix 1, Part B

General information about the issuer, its advisers and the listing document

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 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

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
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, authorised representatives, solicitors, registrars and trustees (if any) and of the solicitors to the issue.			
4. The name, address and professional qualifications of the auditors.			
5. Where the listing document includes a statement purporting to be made by an expert, a statement:—			
(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. (1) 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;			
(2) the name of the stock exchange on which the issuer's primary listing is or is to be; and			
(3) 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 Note 2 to Appendix 1, Part B)

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
Information about the securities for which listing is sought and the terms and conditions of their issue and distribution			
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; and	
	(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.		The nature and amount of the issue including the number of securities which have been or will be created and/or issued, if predetermined.	
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 statement as to how such proceeds were or are intended to be applied, provided that, in the case of a fully underwritten rights issue or open offer, if the net proceeds are not intended to be used for a specific purpose, the statement may refer to the net proceeds being used for general corporate funding purposes.	
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,	

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
capital, redemption and voting attached to such shares and (except as regards the lowest ranking equity) as to the right of the issuer to create or issue further shares ranking in priority thereto or pari passu therewith; and			
(2) a summary of the consents necessary for the variation of such rights.			
18. Where the securities for which listing is sought are offered by way of rights or by way of an open offer to the holders of an existing listed security, a statement as to:—			
(1) how securities not taken up will be dealt with and the time, being not less than 10 business days, in which the offer may be accepted. In cases where the issuer has a large number of overseas members a longer offer period may be desirable, provided that the Exchange must be consulted if the issuer proposes an offer period of over 15 business days;			
(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 7.19(1), (2), (3) and (4), 7.19A(1) and (2), 7.21(1) and (3)(a), 7.24, 7.24A(1) and (2), 7.26A(1) and (3)(a) and 7.27A(3), where 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;			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
(5) the rights of the holders on the liquidation of the issuer;			
(6) the arrangements for the variation in the subscription or purchase price or number of securities to take account of alterations to the share capital of the issuer;			
(7) the rights (if any) of the holders to participate in any distributions and/or offers of further securities made by the issuer; and			
(8) a summary of any other material terms of the options, warrants or similar rights.			
21. Where listing is sought for convertible equity securities:—			
(1) information concerning the nature of the equity securities to which the convertible equity securities relate and the rights attaching thereto; and			
(2) the conditions of and procedures for conversion, exchange, subscription or purchase and details of the circumstances in which they may be amended.			
Information about the issuer's capital			
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			

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<p>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,</p> <p>or an appropriate negative statement.</p> <p>(See Note 2 to Appendix 1, Part B)</p> <p>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)</p> <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 employees under a share 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>General information about the group's activities</p> <p>26. (1) (a) The general nature of the business of the group and, in cases where two 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. 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>(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</p>			

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largest supplier;			
(ii) a statement of the percentage of purchases attributable to the group's 5 largest suppliers combined;			
(iii) a statement of the percentage of revenue from sales of goods or rendering of services attributable to the group's largest customer;			
(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;			
(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% 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;			
(vi) in the event that the percentage which would fall to be disclosed under (ii) above is less than 30, a statement of that fact shall be given and the information required in (i), (ii) and (v) (in respect of suppliers) may be omitted; and			
(vii) in the event that the percentage which would fall to be disclosed under (iv) above is less than 30, a statement of that fact shall be given and the information required in (iii), (iv) and (v) (in respect of customers) may be omitted.			

Sub-paragraph 26(1)(b) applies to all issuers whose businesses comprise, in whole or in part, the supply of goods or services of whatever nature, and in the case of service references to customers includes the clients of such issuers.

In relation to consumer goods, references to customers are to the ultimate wholesaler or retailer, except when the issuer's business incorporates the wholesaling or retailing operation. In all other cases references to customers are to ultimate customer.

References to suppliers are primarily to those who provide goods or services which are specific to an issuer's business and which are required on a regular basis to enable the issuer to continue to supply or service its customers. Suppliers of goods

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
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).			
(2) If required by the Exchange, 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 one 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. Particulars of any restriction affecting the remittance of profits or repatriation of capital into Hong Kong from outside Hong Kong.			

Financial information about the group and the prospects of the group

28. A statement as at the most recent practicable date (which must be stated) of the following on a consolidated basis if material:—
- (1) the total amount of any debt securities of the group issued and outstanding, and authorised or otherwise created but unissued, and term loans, distinguishing between guaranteed, unguaranteed, secured (whether the security is provided by the issuer or by third parties) and unsecured, or an appropriate negative statement;

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(2) the total amount of all other borrowings or indebtedness in the nature of borrowing of the group including bank overdrafts and liabilities under acceptances (other than normal trade bills) or acceptance credits or hire purchase commitments, distinguishing between guaranteed, unguaranteed, secured and unsecured borrowings and debt, or an appropriate negative statement;			
(3) all mortgages and charges of the group, or an appropriate negative statement; and			
(4) the total amount of any contingent liabilities or guarantees of the group, or an appropriate negative statement.			
Intra-group liabilities should normally be disregarded, a statement to that effect being made where necessary.			
(See Note 2 to Appendix 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 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.			
A "profit forecast" for this purpose means any forecast of profits or losses, however worded, and includes any statement which explicitly or implicitly quantifies the anticipated level of future profits or			

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losses, either expressly or by reference to previous profits or losses or any other benchmark or point of reference. It also includes any profit estimate, being any estimate of profits or losses for a financial period which has expired but for which the results have not yet been published. Any valuation of assets (other than land and buildings) or businesses acquired by an issuer based on discounted cash flows or projections of profits, earnings or cash flows will also be regarded as a profit forecast.			
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 4, a report by the reporting accountants in accordance with that Chapter. The accountants' report must, in addition, comply with the provisions set out in Appendix 16 to the Listing Rules in relation to the disclosure requirements for circulars.			
(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.			
(3) Information for the last three 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			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
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 6 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)

Information about the issuer's management

34. The full name, residential or business address of every director and senior manager or proposed director and senior manager. Where a director or proposed director has any former name or alias, such information should be disclosed. In addition, brief biographical details in respect of the directors, proposed directors, senior managers and proposed senior managers of the issuer shall be provided. Such details will include name, age, positions held with the issuer and other members of the issuer's group, length of service with the issuer and the group including current and past directorships in other listed public companies in the last three years and such other information (which may include business experience) of which shareholders should be aware, pertaining to the ability or integrity of such persons. Where any of the directors or senior managers are related, having with any other director or senior manager any one of the relationships set out below, that fact should be stated. The relationships are spouse; any person cohabiting with the director or senior manager as a spouse; and any relative meaning a child or step-child regardless of age, a parent or step-parent, a brother, sister, step-brother or a step-sister, a mother-in-law, a father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law. Where any director or proposed director is a director or employee of a company which has an interest or short position in the shares and 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 Note 5 to Appendix 1, Part B)			
35. The full name and professional qualification, if any, of the secretary of the issuer.			
36. The situation of the registered office and, if different, the head office and transfer office.			
37. Details of any share schemes to which Chapter 17 applies.			
38. (1) A statement showing the interests and 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 and short positions which he is taken or deemed to have under such provisions of 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 the Model Code for Securities Transactions by Directors of Listed Issuers 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 companies 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; and			

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<p>(1A) A statement required by sub-paragraph 38(1) must specify the company in which the interests or short positions are held, the class to which those securities belong and the number of such securities held. The statement need not disclose:</p> <p>(a) the interests of a director 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;</p> <p>(b) the non-beneficial interests of directors in the shares of any subsidiary of the listed issuer in so far as that interest comprises the holding of shares subject to the terms of a written, valid and legally enforceable declaration of trust in favour of the parent company of that subsidiary or the listed issuer and such interest is held solely for the purpose of ensuring that the relevant subsidiary has more than one member;</p> <p><i>Note: Where interests in securities arising from the holding of such securities as qualifying shares are not disclosed pursuant to the exception provided in this paragraph, a general statement should nevertheless be made to indicate that the directors hold qualifying shares.</i></p> <p>(2) 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 and 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, directly or indirectly, interested in ten 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, if there are no such interests or short positions, an appropriate negative statement. (See Note 2 to Appendix 1, Part B)</p> <p>(See Note 4 to Appendix 1, Part B)</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 one year without payment of compensation (other than statutory compensation)), or an appropriate negative statement.			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
(See Note 2 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:—		
	(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 Note 2 to Appendix 1, Part B)			
Additional information on mineral companies			
41.	In the case of mineral companies, the information set out in Chapter 18 (if applicable).		
Material contracts and documents for inspection			
42.	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 two 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)			
43.	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:—		

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
(a) any service contracts disclosed pursuant to paragraph 39;			
(b) any material contracts disclosed pursuant to paragraph 42; 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 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 Chapters 14 and/or 14A which has been issued since the date of the latest published audited accounts.			

(See Note 2 to Appendix 1, Part B)

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|---|
| <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. |
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THE STOCK EXCHANGE OF HONG KONG LIMITED
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Submitted by: _____

Signature

Date: _____

Name and Firm

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CHECKLIST
CIRCULAR FOR ISSUE OF WARRANTS, OPTIONS OR SIMILAR RIGHTS UNDER CHAPTER 15
(MAIN BOARD)

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

Information required in the Circular:-

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

Rule 2.14

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

Rule 2.17

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 Exchange 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;

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(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 2.17(3) are not voted.			

Rule 13.51A

The circular published by an issuer pursuant to the Exchange 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 circular.

Note 5 to rule 13.52

Any circular issued by a listed issuer pursuant to the Exchange Listing Rules 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."

Part II – Chapter 15

Rule 15.03

The circular or notice to be sent to shareholders convening the requisite meeting under rule 15.02 must include at least the following information:—

- (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;

- (d) the relevant circulars to shareholders and warrant holders must both contain details of any dealings by the issuer, and, where relevant, the manager of the issue of new warrants, or any of their 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 three months prior to the announcement of the warrant proposal and ending on the date of the relevant circular; and
- (e) the relevant circular to shareholders must contain an opinion by an independent financial adviser acceptable to the Exchange as to whether the proposed issue of new warrants is fair and reasonable so far as the shareholders of the issuer are concerned.

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

Submitted by: _____ Date: _____
Signature _____
Name and Firm _____

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

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>
<u>Part I – General</u>			

Rule 2.14

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

Rule 2.17

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 Exchange 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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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(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 2.17(3) are not voted.			

Rule 11.08

Special requirements for listing documents issued by mineral companies, overseas issuers, PRC issuers and investment companies are set out in Chapters 18, 19 (***See rule 19.10 or 19.36***), 19A (***Refer to checklist CF005M***) and 21 (***Refer to checklist CF028M***).

Rule 11.20

All listing documents must contain on the front cover or inside front cover of the listing document 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 13.40

Parties that are required to abstain from voting in favour at the general meeting pursuant to rules 7.27A(1) and 7.27A(2) 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 in accordance with rule 2.07C 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.

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
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Note 2 to Rule 13.36(2)

If any shareholders that are resident outside Hong Kong are excluded from an offer of securities pursuant to rule 13.36(2)(a), 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.

Rule 13.51A

The circular and other document published by an issuer pursuant to the Exchange 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 circular and other document.

Part II – Chapter 7

(a) For Rights Issue

Rule 7.19

- (1) 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 7.19(1)(a) or (b).

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(2) 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, then the rights issue listing document must contain full disclosure of that fact. Such disclosure must:—			
(a) appear on the front cover of the listing document and in a prominent position at the front of the document;			
(b) include a summary of the force majeure clause(s) and explain when its provisions cease to be exercisable;			
(c) state that there are consequential risks in dealing in such rights; and			
(d) be in a form approved by the Exchange.			
(3) If a rights issue is not fully underwritten the listing document must contain full disclosure of that fact and a statement of the minimum amount, if any, which must be raised in order for the issue to proceed. Such disclosure must:—			
(a) appear on the front cover of the listing document and in a prominent position at the front of the document; and			
(b) be in a form approved by the Exchange.			
In addition, the listing document must contain a statement of the intended application of the net proceeds of the issue according to the level of subscriptions and 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.			
(4) If a rights issue is not fully underwritten by a person or persons whose ordinary course of business includes underwriting, the listing document must contain full disclosure of that fact.			

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Page	Complied With? (Y/N/NA)	Comment (where applicable)
<u>Rule 7.19A</u>		
(1) Where the proposed rights issue would increase the number of issued shares or the market capitalisation of the issuer by more than 50% as set out in rule 7.19A(1), the proposed rights issue must be made conditional on minority shareholders' approval in the manner set out in rule 7.27A and the issuer must set out in the circular:		
(a) 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; and		
(b) the information required under rule 2.17 in the circular to shareholders.		

Rule 7.21

(1) In every rights issue the issuer must make arrangements to:—

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

The arrangement described in rule 7.21(1)(a) or (b) must be fully disclosed in the listing document and circular.

(3) Where arrangements described in rule 7.21(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

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
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(b) For Open Offer

Rule 7.24

In relation to underwriting of open offers, the requirements under rules 7.19(1), (3), (4) and (5) apply in their entirety to open offers with the term “rights issue” replaced by “open offer”.

Rule 7.24A

- (1) A proposed open offer must be made conditional on minority shareholders’ approval as set out in rule 7.27A 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 13.36(2)(b) and 13.36(5). The issuer must set out in the circular:
 - (a) 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.
 - (b) the information required under rule 2.17 in the circular to shareholders; and

Rule 7.26A

- (1) In every open offer the issuer must make arrangements 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.

The arrangements described in rule 7.26A(1)(a) or (b) must be fully disclosed in the open offer listing document and any circular.

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(3) Where arrangements described in rule 7.26A(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 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, authorised representatives, solicitors, registrars and trustees (if any) and of the solicitors to the issue.
4. The name, address and professional qualifications of the auditors.
5. Where the listing document includes a statement purporting to be made by an expert, a statement:—
 - (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. (1) 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;

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(2) the name of the stock exchange on which the issuer's primary listing is or is to be; and			
(3) 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; and			
(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. The nature and amount of the issue including the number of securities which have been or will be created and/or issued, if predetermined.			
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 statement as to how such proceeds were or are intended to be applied, provided that, in the case of a fully underwritten rights issue or open offer, if the net proceeds are not intended to be used for a specific purpose, the statement may refer to the net proceeds being used for general corporate funding purposes.			
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.			

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
16. Where the securities for which listing is sought are allotted by way of capitalisation of reserves or profits or by way of bonus to the holders of an existing security, a statement as to the pro rata entitlement, the last date on which transfers were or will be accepted for registration for participation in the issue, how the securities rank for dividend, whether the securities rank pari passu with any listed securities, the nature of the document of title, its proposed date of issue and whether or not it is renounceable and how fractions (if any) are to be treated.			
17. Where listing is sought for shares which will not be identical with shares already listed:—			
(1) a statement of the rights as regards dividend, capital, redemption and voting attached to such shares and (except as regards the lowest ranking equity) as to the right of the issuer to create or issue further shares ranking in priority thereto or pari passu therewith; and			
(2) a summary of the consents necessary for the variation of such rights.			
18. Where the securities for which listing is sought are offered by way of rights or by way of an open offer to the holders of an existing listed security, a statement as to:—			
(1) how securities not taken up will be dealt with and the time, being not less than 10 business days, in which the offer may be accepted. In cases where the issuer has a large number of overseas members a longer offer period may be desirable, provided that the Exchange must be consulted if the issuer proposes an offer period of over 15 business days;			
(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 7.19(1), (2), (3) and (4), 7.19A(1) and (2), 7.21(1) and (3)(a), 7.24, 7.24A(1) and (2), 7.26A(1) and (3)(a) and 7.27A(3), where appropriate.			

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
19. Where listing is sought for securities with a fixed dividend, particulars of the profits cover for dividend.			
20. Where listing is sought for options, warrants or similar rights to subscribe or purchase equity securities:—			
(1) the maximum number of securities which could be issued on exercise of such rights;			
(2) the period during which such rights may be exercised and the date when this right commences;			
(3) the amount payable on the exercise of such rights;			
(4) the arrangements for transfer or transmission of such rights;			
(5) the rights of the holders on the liquidation of the issuer;			
(6) the arrangements for the variation in the subscription or purchase price or number of securities to take account of alterations to the share capital of the issuer;			
(7) the rights (if any) of the holders to participate in any distributions and/or offers of further securities made by the issuer; and			
(8) a summary of any other material terms of the options, warrants or similar rights.			
21. Where listing is sought for convertible equity securities:—			
(1) information concerning the nature of the equity securities to which the convertible equity securities relate and the rights attaching thereto; and			
(2) the conditions of and procedures for conversion, exchange, subscription or purchase and details of the circumstances in which they may be amended.			
22. (1) The authorised share capital of the issuer, the amount issued or agreed to be issued, the amount paid up, the 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.			

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<p>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)</p> <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 employees under a share 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. (2) If required by the Exchange, 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 one year which are substantial in relation to the group's business.</p> <p>(See Note 2 to Appendix 1, Part B)</p>			
<p>27. Particulars of any restriction affecting the remittance of profits or repatriation of capital into Hong Kong from outside Hong Kong.</p>			
<p>28. A statement as at the most recent practicable date (which must be stated) of the following on a consolidated basis if material:—</p> <p>(1) the total amount of any debt securities of the group issued and outstanding, and authorised or otherwise created but unissued, and term loans, distinguishing between guaranteed, unguaranteed, secured (whether the security is provided by the issuer or by third parties) and unsecured, or an appropriate negative statement;</p> <p>(2) the total amount of all other borrowings or indebtedness in the nature of borrowing of the group including bank overdrafts and liabilities under acceptances (other than normal trade bills) or acceptance credits or hire purchase commitments, distinguishing between guaranteed, unguaranteed, secured and unsecured borrowings and debt, or an appropriate negative statement;</p> <p>(3) all mortgages and charges of the group, or an appropriate negative statement; and</p> <p>(4) the total amount of any contingent liabilities or guarantees of the group, or an appropriate negative statement.</p> <p>Intra-group liabilities should normally be disregarded, a statement to that effect being made where necessary.</p> <p>(See Note 2 to Appendix 1, Part B)</p>			

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
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 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 4, 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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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(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.			
(3) Information for the last three 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 6 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 and senior manager. Where a director or proposed director has any former name or alias, such information should be disclosed. In addition, brief biographical details in respect of the directors, proposed directors, senior managers and proposed senior managers of the issuer shall be provided. Such details will include name, age, positions held with the issuer and other members of the issuer's group, length of service with the issuer and the group including current and past directorships in other listed public companies in the last three years and such other information (which may include business experience) of which shareholders should be aware, pertaining to the ability or integrity of such persons. Where any of the directors or senior managers are related, having with any other director or senior manager any one of the relationships set out below, that fact should be stated. The			

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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 stepparent, 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 and 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 Note 5 to Appendix 1, Part B)			
35. The full name and professional qualification, if any, of the secretary of the issuer.			
36. The situation of the registered office and, if different, the head office and transfer office.			
38. (1) A statement showing the interests and 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 and short positions which he is taken or deemed to have under such provisions of 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 the Model Code for Securities Transactions by Directors of Listed Issuers 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 companies in respect of which each director and chief executive is taken or			

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
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; and			
(1A) A statement required by sub-paragraph 38(1) must specify the company in which the interests or short positions are held, the class to which those securities belong and the number of such securities held. The statement need not disclose:			
(a) the interests of a director 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;			
(b) the non-beneficial interests of directors 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>			
(2) 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 and 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, directly or indirectly, interested in ten 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, if there are no such interests or short positions, an appropriate negative statement. (See Note 2 to Appendix 1, Part B)			

(See Note 4 to Appendix 1, Part B)

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
39. Particulars of directors' existing or proposed service contracts with any member of the group (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)), or an appropriate negative statement.			
(See Note 2 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:—			
(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 Note 2 to Appendix 1, Part B)			
41. In the case of mineral companies, the information set out in Chapter 18 (if applicable).			
42. 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 two 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)			
43. 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:—			

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(a) any service contracts disclosed pursuant to paragraph 39;			
(b) any material contracts disclosed pursuant to paragraph 42; 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 Chapters 14 and/or 14A which has been issued since the date of the latest published audited accounts.			

(See Note 2 to Appendix 1, Part B)

<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: _____
Signature

Date: _____

Name and Firm

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**CHECKLIST
CIRCULAR FOR SHARE OPTION SCHEME
(MAIN BOARD)**

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

Information required in the Circular:-

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

Rule 2.14

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

Rule 2.17

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 Exchange Listing Rules controls or is entitled to exercise control over the voting right in respect of his shares in the issuer;
- (2) particulars of:
 - (a) any voting trust or other agreement or arrangement or understanding (other than an outright sale) entered into by or binding upon any such shareholder; and
 - (b) any obligation or entitlement of any such shareholder as at the date by reference to which disclosure of the shareholding of any such shareholder is made in the circular,

whereby he has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his shares in the issuer to a third party, either generally or on a case-by-case basis;
- (3) a detailed explanation of any discrepancy between any such shareholder's beneficial shareholding interest in the issuer as disclosed in the circular and the number of shares in the issuer in respect of which he will control or will be entitled to exercise control over the voting right at the relevant meeting; and

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
(4) steps undertaken by the shareholder (if any) to ensure shares being the subject of the discrepancy referred to in rule 2.17(3) are not voted.			

Rule 13.51A

The circular published by an issuer pursuant to the Exchange 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 circular.

Part II – Chapter 17

Rule 17.02

- (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 17.03 (***See below***);
- (b) an explanation as to how the terms of the scheme, in particular, how the provisions described in Rules 17.03(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
- (d) a directors' responsibility statement in the form set out in paragraph 2 of Appendix 1, Part B:

"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 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."

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(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 17.08 (See below) should also be disclosed. The latest practicable date should be taken as the measurement date.			
(4) All the circular required under this chapter must contain on its front cover or inside front cover prominent and legible disclaimer 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]."			

Rule 17.03

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 17.03(2))

- (3) the total number of securities which may be issued upon exercise of all options to be granted under the scheme, 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 17.03(3))

- (4) the maximum entitlement of each participant under the scheme;

(See Note to rule 17.03(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;

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
(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 17.03(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 17.03(13))			
(14) a provision for the cancellation of options granted but not exercised;			
(See Note to rule 17.03(14))			
(15) unless the securities subject to the scheme are identical with other securities, a provision that they must be separately designated;			
(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 17.03(16))			
(17) transferability of options; and			
(See Note to rule 17.03(17))			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
(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 17.03(18))

Rule 17.04

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 17.04(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 rule 13.40:

Rule 13.40

Parties that are required to abstain from voting in favour at the general meeting pursuant to Rule 17.04(1) may vote against the resolution at the general meeting of the issuer provided that their intention to do so has been stated in 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 17.03(9);

Note: The description of the terms of the options must include the information required under rules 17.03(5) to 17.03(10).
 - (b) a recommendation from the independent non-executive directors of the listed issuer (excluding independent non-executive director who is the grantee of the options) to the independent shareholders as to voting;
 - (c) the information required under rules 17.02(2)(c) and (d) and the disclaimer required under rule 17.02(4); and
 - (d) the information required under rule 2.17 **(See above)**.

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
<u>Notes to rule 17.08</u>			
(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.			

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

Submitted by: _____
Signature

Date: _____

Name and Firm

THE STOCK EXCHANGE OF HONG KONG LIMITED
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CHECKLIST
SUPPLEMENTAL INFORMATION FOR LISTING DOCUMENT OF INVESTMENT COMPANY
(MAIN BOARD)

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 21.08</u>			
(1) details of all costs and charges e.g. the fees of any management company payable from the investment company's assets which an investor would be likely to consider material, and all deductions made from money subscribed for securities;			
(3) details of the investment objectives, policies and restrictions which will be observed on the investment of the investment company's assets and the intended diversification of assets by country or region and, in the case of a newly formed investment company, a statement that (save to the extent agreed otherwise with the Exchange at the time of listing) such investment objectives, policies and restrictions will not be changed for at least three years following the issue of the listing document without the consent of the shareholders of the investment company in general meeting. In addition the listing document shall clearly distinguish between those investment objectives, policies and restrictions which may only be altered with shareholders' approval, those which may be altered without shareholders' approval and those which are required by rule 21.04(3)(a) and (b) to be complied with in order for the investment company to maintain its listing under this Chapter. The listing document must also disclose the extent to which it is intended to invest in options, warrants, commodities, futures contracts, unlisted securities and precious metals and must include an appropriate negative statement if there is an intention not to invest in any such investments;			
(4) details of the distribution policy and the approximate dates on which distributions will be made;			
(5) details of the principal taxes levied on the investment company's income and capital (including taxes withheld at source on distributions received by the investment company) and tax, if any, deducted on distributions to shareholders;			

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(6) a summary of the borrowing powers of the investment company, if any, stating that at no time will it exceed a certain amount, and stating the circumstances under which borrowings might take place;			
(8) the name, address and description of any management company, custodian, investment adviser, distribution company and any alternate custodian;			
(9) the full names, addresses and descriptions of every director of the investment company and every director of the management company;			
(12) a statement as to whether or not the directors of the investment company, the management company, any investment adviser or any distribution company, or any associate of any of those persons, is or will become entitled to receive any part of any brokerage charged to the investment company, or any re-allowance of other types on purchases charged to the investment company;			
(13) a warning that an investment in the investment company is subject to abnormal risks, if the nature of the investment policy to dictates;			
(14) details of the investment company's foreign exchange policy and in particular details of any foreign exchange controls or restrictions of relevance to the investment company or its investment policy or objectives;			
(15) full details of all listed investments and all other investments with a value of more than 5% of the investment company's gross assets, and details of at least the ten largest investments, stating:-			
(a) a brief description of the business;			
(b) proportion of the share capital owned;			
(c) cost;			
(d) directors' valuation and, in the case of listed investments, market value;			
(e) dividends or other income received during the year from such investment (indicating any abnormal dividends);			
(f) dividend cover or underlying earnings;			
(g) any extraordinary items; and			
(h) net assets attributable to the investment; and			

- 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.

January 2009

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

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

Additional information required in the Listing Document:-

	Page	Complied With? (Y/N/NA)	Comment (where applicable)
<u>Rule 19A.27</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 constitutive 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 D of Appendix 13 in respect of PRC issuers);

(Rule 19A.27(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 Exchange Listing Rules.)(See rule 19A.27A)

- (3) the listing document must contain a summary of the relevant PRC law in a form to be agreed upon by the Exchange on a case by case basis and in the Exchange's absolute discretion; and

(Rule 19A.27(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 Exchange Listing Rules.)(See rule 19A.27A)

(See Note to rule 19A.27(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 43 of Part B of Appendix 1. Unless otherwise provided by the Companies (Winding Up and Miscellaneous Provisions) Ordinance, where any such documents are not in the English language, certified English translations thereof must be available for inspection. In addition, the PRC issuer must offer for inspection a copy of any statutes or regulations which are relevant to the summary of relevant PRC law (see rule 19A.27(3)). In particular cases, the Exchange may require other additional documents to be offered for inspection.			

Rule 19A.43

References to directors or proposed directors in paragraphs 8, 26(1), 31(2), 34, 38(1), 39, 40(1) and 40(2) in Part B of Appendix 1 shall also mean and include supervisors and proposed supervisors, as appropriate.

Note: For purposes of applying paragraph 38(1) to each supervisor of a PRC issuer, paragraph 38(1) should be interpreted as if Part XV of the Securities and Futures Ordinance applied to such persons to the same extent as directors.

Rule 19A.44

Part B of Appendix 1 is further supplemented by adding below paragraph 43 thereof, but before the Notes thereto, the following new caption heading and new paragraphs 44 and 47:

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 three 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 and in part) on such issue or placing, 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;

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(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 such as the Securities Trading Automated Quotation System (證券交易自動報價系統) 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 constituting 10% or more of the existing 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.			
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 19A.52.			

- 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
(MAIN BOARD)

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 2.14

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

Rule 13.51A

Any circular or other document published by an issuer pursuant to the Exchange 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 circular and other document.

Rule 10.06(1)(b)

The issuer must send to its shareholders an Explanatory Statement (at the same time as the notice of the relevant shareholders' meeting) containing all the information reasonably necessary to enable those shareholders to make an informed decision on whether to vote for or against the ordinary resolution to approve the purchase by the issuer of shares including the information set out below:—

- (i) a statement of the total number and description of the shares which the issuer proposes to purchase;
- (ii) a statement by the directors of the reasons for the proposed purchase of shares;
- (iii) 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;
- (iv) 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;
- (v) 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;

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(vi) 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 Exchange Listing Rules and the laws of the jurisdiction in which the issuer is incorporated or otherwise established;			
(vii) a statement as to the consequences of any purchases which will arise under the Takeovers Code of which the directors are aware, if any;			
(viii) a statement giving details of any purchases by the issuer of shares made in the previous six months (whether on the Exchange 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;			
(ix) 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;			
(x) a statement giving the highest and lowest prices at which the relevant shares have traded on the Exchange during each of the previous twelve months; and			
(xi) a statement on the front page 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 however arising from or in reliance upon the whole or any part of the contents of this document."			

Rule 10.06(1)(c)

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:—

- (i) 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 the Exchange 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 **(See Note to Rule 10.06(1)(c)(i))**
- (ii) the dates on which the authority conferred by the resolution will commence and determine. Such authority may only continue in force until:—

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
(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 also refer to rule 19A.25.

- 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
(MAIN BOARD)

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 5.02B

Subject to rule 5.03, 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 5.02 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 5.02. See Appendix 26 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
- (d) the general information in rule 5.10 **(See Part II below)**, if it applies.

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
(b) <u>Circular for a connected transaction</u>			
<u>Rule 5.03</u>			
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 14A.70(7) and (8)).			
The circular must include full text of valuation reports (<i>See Part I below</i>) and the general information in rule 5.10 (<i>See Part II below</i>), if it applies.			
<u>Part I – Basic contents of valuation reports</u>			
<u>Rule 5.05</u>			
All valuation reports must contain all material details of the basis of valuation which 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.			
<u>Rule 5.06</u>			
All valuation reports should normally contain the following information:—			
(1) a description of each property including:—			
<ul style="list-style-type: none"> (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); (f) the approximate age of buildings; (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); (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; 			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
(k) the options or rights of pre-emption concerning or affecting the property;			
(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) where the property is not in the process of being developed, 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 addition details, where available:—			
(a) details of development potential and whether architectural plans have been approved or planning consent has been obtained and any conditions imposed in respect of such approval;			
(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 in existing state at the effective date as at which the property was valued;			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
(g) estimated capital value after completion;			
(h) any material special or general conditions affecting the development of the property;			
(i) any conditions imposed as to construction of roadways, pathways, drainage, sewage and other facilities or services for public use, if material;			
(j) any sales arrangements and/or letting arrangements existing at the effective date as at which the property was valued; and			
(k) 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 additional details, where available:—			
(a) details of development potential and whether architectural 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;			
(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.			

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Page	Complied With? (Y/N/NA)	Comment (where applicable)
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Rule 5.07

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 4), 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 5.09

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.

Part II – General information on material properties

Rule 5.10

A listing document, or a circular issued under rules 5.02 and 5.03, must disclose relevant information on material properties (including leased properties).

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

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<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
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Paragraph 5.2 of Practice Note 12

In the case of a property located in the PRC:

- (a) whether a long-term land use right certificate has been obtained by the relevant party in respect of the relevant property. The Exchange may require production of the land use certificate and may require that it be made available for inspection.
- (b) a properly approved land grant or land transfer contract in writing accompanied by a PRC legal opinion (as described in sub-paragraph (a) above) as to the validity of the approval may 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.

(See paragraph 5.1 of Practice Note 12 below)

Paragraph 5.3 of Practice Note 12

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 paragraph 5.2(a) of Practice Note 12) 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.

(b) Joint venture interests in PRC properties

Paragraph 6.1 of Practice Note 12

The legal opinions referred to in paragraphs 5.2 and 5.3 of Practice Note 12 ***(See above)*** should include:

- a description of the significant terms of the joint venture arrangement including a description of the equity and profit sharing arrangements of the parties to the agreement; 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 both in any valuation report and in the relevant document.

Paragraph 6.2 of Practice Note 12

Where a new applicant or listed issuer has or is proposing to acquire an interest in a joint venture vehicle situated in the PRC where the relevant property asset is beneficially owned or retained by one of the parties to the joint venture agreement and does not vest in the joint venture entity, and where the listing applicant or listed issuer has or is intending to acquire some right to occupy or to enjoy income or profit therefrom, then the PRC legal opinion described in paragraph 5.2(a) of Practice Note 12 ***(See above)*** should also confirm:

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	<u>Page</u>	<u>Complied With? (Y/N/NA)</u>	<u>Comment (where applicable)</u>
(a) 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;			
(b) 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;			
(c) 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;			
(d) 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			
(e) whether all relevant regulatory approvals have been obtained.			

Part IV - Specific provisions with respect to properties situated in developing property markets (including those situated in the PRC)

(a) Professional qualifications of the independent valuer

Paragraph 4.2 of Practice Note 12

The professional qualifications of the valuer and 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.

(b) Establishment of title

Paragraph 5.1 of Practice Note 12

The valuation report must state whether the relevant party has vested legal title to the relevant property.

The relevant document should also contain a statement of such fact and any material conditions affecting title.

- Such statement should clearly distinguish which properties (for which valuation reports are included in the document) are vested in the relevant party and which are not.
- Such statement should also summarise the material information regarding title and other relevant matters contained in any legal opinion, in the case of properties located in the People's Republic of China ("PRC"), referred to in paragraphs 5.2(a), (b), and 5.3 of Practice Note 12 (**See above**).

(c) Disclosure of legal opinions to the valuer

Paragraph 7 of Practice Note 12

In all cases where a legal opinion is required,

- 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.

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
<u>(d) Contents of valuation report</u>			
<u>Paragraph 8.1 of Practice Note 12</u>			
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 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.			
<u>Paragraph 8.2 of Practice Note 12</u>			
The valuer in any valuation report must clearly state the nature of the interest which is being valued, taking account of the content of any legal opinion provided to him relating to the relevant property. In particular the valuation report should clearly state whether the valuation is of a vested legal right or of a right to acquire a vested legal right to the relevant property or, for example, only a right to occupy the relevant property for a fixed period or to enjoy rents or other income therefrom.			
<u>Paragraph 8.3 of Practice Note 12</u>			
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:			
(a) state this fact;			
(b) describe the valuation method used together with a brief description of that method in simple language;			
(c) provide a statement showing:—			
(i) 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;			
(ii) construction costs based on the report of a properly qualified quantity surveyor as referred to in paragraph 8.4 of Practice Note 12 (See below);			
(iii) all fees charged or to be charged;			
(iv) interest charges;			
(v) developer's profit; and			
(vi) any other component or comparable figure used in the residual method; and			
(d) 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.			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
<u>(e) Income or profit method of valuation</u>			
<u>Paragraph 9 of Practice Note 12</u>			
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.			
<u>(f) Valuation by residual method</u>			
<u>Paragraph 8.4 of Practice Note 12</u>			
The report of the quantity surveyor to verify the estimated costs of carrying out the development should be included together with the valuation report.			
<u>Paragraph 11 of Practice Note 12</u>			
Where the valuations are required under Chapter 5 of the Rules or under paragraph 10(b) of Practice Note 12 (<i>See below</i>), the Exchange may require the directors of the relevant party 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 or, for connected transaction, the independent directors, must:—			
(a) 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;			
(b) 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;			
(c) 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			
(d) 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.			
<u>Paragraph 13 of Practice Note 12</u>			
A general warning statement in substantially the required form set out in Practice Note 12.			
<u>Paragraph 17 of Practice Note 12</u>			
Where property assets represent or will represent substantially the whole or a majority of the assets of the new applicant or listed issuer, the warning statement set out in paragraph 13 of Practice Note 12 (<i>See above</i>) should, if applicable, also appear in the "Risk Factors" section of the relevant document.			

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	Page	Complied With? (Y/N/NA)	Comment (where applicable)
<u>(g) Notifiable transactions and connected transactions</u>			
<u>Paragraph 10 of Practice Note 12</u>			
Where in any transaction which are subject to Chapters 14 and/or 14A, the relevant party is or 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:			
<p>(a) may require further disclosure of how such capital contribution or development costs have been derived;</p> <p>(b) may require an independent valuation report, even if such report is not expressly required under Chapter 5 of the Rules; and</p> <p>(c) may consider taking account of such capital or cost contributions when considering whether the transaction falls within any of the categories of notifiable transactions and connected transactions referred to in Chapters 14 and 14A.</p>			
<u>Paragraph 15 of Practice Note 12</u>			
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 prominently in the relevant document.			
<u>(h) Accountancy treatment</u>			
<u>Paragraph 12 of Practice Note 12</u>			
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 in a developing property market.			
<u>(i) Exchange rates</u>			
<u>Paragraph 14 of Practice Note 12</u>			
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.			
<u>(j) Date and cost of original acquisition</u>			
<u>Paragraph 16 of Practice Note 12</u>			
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.			

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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
DEFINITIVE DOCUMENT OF TITLE OF EQUITY SECURITIES
(MAIN BOARD)**

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)		
2. The paper for securities must be security paper containing 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 certificate:-		
(1) the authority under which the issuer is constituted;		
(2) the number of securities the certificate represents, and if applicable the number and denomination of units, preferably at the top right-hand corner of the certificate;		
(3) a footnote stating that no transfer of the securities represented by the certificate can be registered without production of the certificate; and		
(4) the minimum amount and multiples thereof in which the security is transferable.		
4. Certificates must be dated and be issued under seal or under signature of appropriate officials pursuant to statutory authority.		
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.		

- 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
 (MAIN BOARD)**

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

	Documents to be submitted	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"	14A.66	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 IFA's opinion as required under Rule 14A.51 & 52, - the declaration and undertaking of the IFA as required in items 9 and 10 below	14A.51 & 52	-	
3.	Where the announcement contains a profit forecast: (a) details of the principal assumptions, including commercial assumptions, upon which the forecast is based;	14.62, 14A.68(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	14.62, 14A.68(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	14.62, 14A.68(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.	14A.103	-	
	<i>Before publication of the circular (if any):</i>			
5.	Draft circular	13.52(1)(d)	-	
6.	Draft letter from the IFA	14A.45	-	
7.	A completed checklist "Circular for Connected Transaction"	14A.66	CF016M	

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	Documents to be submitted	Rule¹	Checklist Ref.	Submission Date
8.	Where a valuation report is required under Chapter 5: - a completed checklist "Valuation of Properties Being Acquired / Disposed of"	14A.66	CF021M	
9.	A declaration submitted by the IFA in the prescribed form set out in Appendix 21 ²	13.85(1), Appendix 21	-	
10.	An undertaking from the IFA in the terms set out in Appendix 22 ²	13.85(2), Appendix 22	-	
	<i>Before granting of the listing approval for the issue of securities (if any) as consideration for the transaction:</i>			
	<u><i>At least 4 clear business days prior to the proposed date for issuing the securities:</i></u>			
11.	A formal application for listing in the form set out in Form C1 in Appendix 5 signed by a duly authorised officer of the issuer	9.18(2), Appendix 5C1	FFD001M	
	<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>			
12.	Any annual listing fee not previously paid	9.23(6)	-	

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 13.85).

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**DOCUMENT CHECKLIST
NOTIFIABLE TRANSACTIONS
(MAIN BOARD)**

Name of Issuer : _____

Case Number : _____

Description of Transaction : _____

	Documents to be submitted	Rule ¹	Checklist Ref.	Submission Date
	<i>Before publication of the announcement:</i>			
1.	Draft announcement (For very substantial disposal, very substantial acquisition, extreme transaction or reverse takeover)	13.52(2)(a) 14.06C ²	-	
2.	A completed checklist "Announcement for Notifiable Transaction and Connected Transaction" ²	14.85	CF007M	
3.	A completed checklist "Size Tests for Notifiable Transactions and Connected Transactions" ²	14.85	CF006	
4.	Where the announcement contains a profit forecast:			
	(a) details of the principal assumptions, including commercial assumptions, upon which the forecast is based;	14.62	-	
	(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	14.62	-	
	(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	14.62	-	
	<i>Before publication of the circular:</i>			
5.	Draft circular	13.52(1)(c)	-	
6.	For a major acquisition, very substantial acquisition, extreme transaction or reverse takeover, - a completed checklist "(1) Circular for Major Acquisition/ Very Substantial Acquisition/ Extreme Transaction; (2) Listing Document for Reverse Takeover"	14.85	CF014M	
7.	For a major disposal or very substantial disposal, - a completed checklist "Circular for Major Realisation/ Very Substantial Disposal"	14.85	CF015M	
8.	Where a valuation report is required under Chapter 5: - a completed checklist "Valuation of Properties Being Acquired / Disposed of"	14.85	CF021M	
9.	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	14.66(12)	-	

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	Documents to be submitted	Rule¹	Checklist Ref.	Submission Date
10.	For an extreme transaction, an undertaking submitted by the financial adviser in the prescribed form set out in Appendix 30 ³	13.87B	-	
11.	For an extreme transaction, a declaration submitted by the financial adviser in the prescribed form set out in Appendix 29 ⁴	14.53A(2)	-	
	<i>Before granting of the listing approval for the issue of securities (if any) as consideration for the transaction:</i>			
	<u><i>At least 4 clear business days prior to the proposed date for listing the securities:</i></u>			
12.	A formal application for listing in the form set out in Form C1 in Appendix 5 signed by a duly authorised officer of the issuer	9.18(2), Appendix 5C1	FFD001M	
	<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>			
13.	Any annual listing fee not previously paid	9.23(6)	-	

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, extreme transactions and reverse takeovers, a listed issuer must submit the completed announcement checklist and size test checklist to the Exchange at the same time it submits the draft announcement to the Exchange for review under Main Board Rule 13.52(2) or 14.06C. In the case of an extreme transaction, the issuer is also required to provide sufficient information to the Exchange to demonstrate that the acquisition target meets Rule 8.04 and Rule 8.05 (or Rule 8.05A or 8.05B) (see HKEX-GL-104-19 (section V)).

For major transactions, discloseable transactions and share transactions, a listed issuer must submit the completed size test checklist to the Exchange on or before the publication of the announcement. It need not submit the announcement checklist unless requested by the Exchange.
3. This undertaking should be submitted no later than the earlier of the financial adviser agreeing to its terms of engagement with the issuer and the financial adviser commencing work as financial adviser to the issuer.
4. This declaration should be submitted before the bulk-printing of the circular for the transaction.
5. A reverse takeover must comply with the documentary requirements for new listing under Chapter 9.

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

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

	Documents to be submitted	Rule ¹	Checklist Ref.	Submission Date
	<i>Before publication of the circular:</i>			
1.	Draft circular	13.52(1)(e)(ii)	-	
2.	A completed checklist "Circular for Share Option Scheme" (<i>not applicable to refreshment of share option scheme limit</i>)	17.03	CF019M	
	<i>Before granting of the listing approval:</i>			
3.	A formal application for listing in the form set out in Form C1 in Appendix 5 signed by a duly authorised officer of the issuer	9.18, Appendix 5C1	FFD001M	
4.	A letter from the listed issuer or its share registrar confirming the total number of shares in issue as at the date of general meeting	-	-	

Note:-

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

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DOCUMENT CHECKLIST
CAPITAL REDUCTION / SHARE CONSOLIDATION / SHARE SUBDIVISION
(MAIN BOARD)

Name of Issuer : _____

Case Number : _____

Description of Transaction : _____

	Documents to be submitted	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 Subdivision"	13.52B(1)	CF090	
2.	Where the announcement contains a profit forecast:			
	(a) details of the principal assumptions, including commercial assumptions, upon which the forecast is based;	13.52 note 4, 14.62	-	
	(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	13.52 note 4, 14.62	-	
	(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	13.52 note 4, 14.62	-	
	<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 Form C1 in Appendix 5 signed by a duly authorised officer of the issuer	9.18(1), Appendix 5C1	FFD001M	
4.	2 copies of draft listing document marked in the margin to indicate where the relevant paragraphs from Chapter 11 and/or Appendix 1B/F and/or Companies (Winding Up and Miscellaneous Provisions) Ordinance have been met	9.19(1), 13.52(1)(a)	-	
5.	A completed checklist "Listing Document for Capitalisation Issue/ Bonus Issue of Warrants/ Exchange or Substitution of Securities"	11.06, 11.09	CF017M	
6.	For PRC incorporated issuers: - a completed checklist "Supplemental Information for Listing Document of PRC Issuer"	11.08	CF005M	
7.	For investment companies: - a completed checklist "Supplemental Information for Listing Document of Investment Company"	11.08	CF028M	

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	Documents to be submitted	Rule ¹	Checklist Ref.	Submission Date
8.	Where the listing document contains a profit forecast: - draft profit forecast memorandum of the board with principal assumptions, accounting policies and calculation for the forecast	9.19(3)	-	
	<i>On or before the date of issue of the listing document:</i>			
9.	Every written undertaking from the listed issuer, its shareholders and/or other relevant parties to the Exchange referred to in the listing document	9.21(1)	-	
	<i>By no later than 4:00 p.m. on the business day immediately preceding the commencement of dealings in the securities:</i>			
10.	Any annual listing fee not previously paid	9.23(6)	-	
11.	International Securities Identification Number ("ISIN") for the new/ consolidated/ subdivided shares ²	-	CF090	

Note:-

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

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DOCUMENT CHECKLIST
CAPITALISATION ISSUE (BONUS ISSUE / SCRIP DIVIDEND SCHEME)
(MAIN BOARD)

Name of Issuer : _____

Case Number : _____

Description of Transaction : _____

	Documents to be submitted	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 8, 15 and 16 and Appendix 6	CF025M	
2.	Where the announcement contains a profit forecast: (a) details of the principal assumptions, including commercial assumptions, upon which the forecast is based;	13.52 note 4, 14.62	-	
	(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	13.52 note 4, 14.62	-	
	(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	13.52 note 4, 14.62	-	
	<i>At least 14 days before the proposed date of registration of the prospectus (where applicable):</i>			
3.	Notice of the proposed date of registration of the prospectus	9.22(1), 11A.09	-	
	<i>Before publication of the listing document:</i>			
	<u><i>At least 10 clear business days before the expected date of bulk printing of the listing document:</i></u>			
4.	A formal application for listing in the form set out in Form C1 in Appendix 5 signed by a duly authorised officer of the issuer	9.18(1), Appendix 5C1	FFD001M	
5.	2 copies of draft listing document marked in the margin to indicate where the relevant paragraphs from Chapter 11 and/or Appendix 1B/F and/or Companies (Winding Up and Miscellaneous Provisions) Ordinance have been met	9.19(1), 13.52(1)(a)	-	
6.	A completed checklist “Listing Document for Capitalisation Issue/ Bonus Issue of Warrants/ Exchange or Substitution of Securities”	11.06, 11.09	CF017M	
7.	For PRC incorporated issuers: - a completed checklist “Supplemental Information for Listing Document of PRC Issuer”	11.08	CF005M	

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	Documents to be submitted	Rule¹	Checklist Ref.	Submission Date
8.	For investment companies: - a completed checklist "Supplemental Information for Listing Document of Investment Company"	11.08	CF028M	
9.	Where the listing document contains a profit forecast: - draft profit forecast memorandum of the board with principal assumptions, accounting policies and calculation for the forecast	9.19(3)	-	
	<i>On or before the date of issue of the listing document:</i>			
10.	Every written undertaking from the listed issuer, its shareholders and/or other relevant parties to the Exchange referred to in the listing document	9.21(1)	-	
	<i>By no later than 11 a.m. on the intended date of authorisation for registration of the prospectus (where applicable):</i>			
11.	An application for authorisation for registration of the prospectus under section 38D(3) or section 342C(3) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (as the case may be)	9.22(2)(a)	-	
12.	2 printed copies of the prospectus, duly signed in accordance with section 38D(3) or section 342C(3) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (as the case may be) and having endorsed thereon or annexed thereto the documents required under the relevant section	9.22(2)(b)	-	
13.	For every Chinese translation of the prospectus, (a) a certificate issued by the translator certifying that the Chinese translation of the English version of the prospectus is true and accurate; and	9.22(2)(c)(i)	-	
	(b) a certificate issued by the issuer certifying that the translator is competent to have given the certificate as to translations in respect of the prospectus documents	9.22(2)(c)(ii)	-	
14.	Powers of attorney or other authority under which the prospectus is signed, together with a certified copy of each such power or authority	9.22(2)(d)	-	
	<i>By no later than 4:00 p.m. on the business day immediately preceding the commencement of dealings in the securities:</i>			
15.	Any annual listing fee not previously paid	9.23(6)	-	
16.	In the case of issuance of a class of securities new to listing, the International Securities Identification Number ("ISIN") for the new class of securities ²	-	CF025M	

Note:-

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

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**DOCUMENT CHECKLIST
 ISSUE OF UNLISTED CONVERTIBLE DEBT SECURITIES
 (MAIN BOARD)**

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

	Documents to be submitted	Rule ¹	Checklist Ref.	Submission Date
	<i>Before publication of the announcement:</i>			
1.	Where the announcement contains a profit forecast: (a) details of the principal assumptions, including commercial assumptions, upon which the forecast is based;	13.52 note 4, 14.62	-	
	(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	13.52 note 4, 14.62	-	
	(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	13.52 note 4, 14.62	-	
	<i>Before publication of the circular (if any):</i>			
2.	Draft circular	13.52(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>At least 4 clear business days prior to the proposed date for issuing the securities:</u>			
3.	A formal application for listing in the form set out in Form C1 in Appendix 5 signed by a duly authorised officer of the issuer	9.18(2), Appendix 5C1	FFD001M	
	<i>By no later than 4:00 p.m. on the business day immediately preceding the commencement of dealings in the securities:</i>			
4.	Any annual listing fee not previously paid	9.23(6)	-	

Note:-

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

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**DOCUMENT CHECKLIST
 ISSUE OF WARRANTS / CONVERTIBLE EQUITY SECURITIES
 (MAIN BOARD)**

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

	Documents to be submitted	Rule ¹	Checklist Ref.	Submission Date
	<i>Before publication of the announcement:</i>			
1.	Where the announcement contains a profit forecast: (a) details of the principal assumptions, including commercial assumptions, upon which the forecast is based;	13.52 note 4, 14.62	-	
	(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	13.52 note 4, 14.62	-	
	(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	13.52 note 4, 14.62	-	
	<i>Before publication of the circular (if any):</i>			
2.	A completed checklist "Circular for Issue of Warrants, Options or Similar Rights under Chapter 15"	15.03	CF026M	
3.	Draft circular	13.52(1)(e)(iv), PN4-4(c)	-	
4.	For issue of new warrants to existing warrant holders: (a) draft letter from the IFA;	PN4-4(e)	-	
	(b) a declaration submitted by the IFA in the prescribed form set out in Appendix 21 ² ; and	13.85(1), Appendix 21	-	
	(c) an undertaking from the IFA in the terms set out in Appendix 22 ²	13.85(2), Appendix 22	-	
	<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>			
5.	A formal application for listing in the form set out in Form C1 in Appendix 5 signed by a duly authorised officer of the issuer	9.18(2), Appendix 5C1	FFD001M	
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	9.19(4), PN4-4(f)	-	

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	Documents to be submitted	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>			
7.	Any annual listing fee not previously paid	9.23(6)	-	

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 13.85).

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**DOCUMENT CHECKLIST
PLACING
(MAIN BOARD)**

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

	Documents to be submitted	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 8, 15 and 16 and Appendix 6	CF025M	
2.	Where the announcement contains a profit forecast: (a) details of the principal assumptions, including commercial assumptions, upon which the forecast is based;	13.52 note 4, 14.62	-	
	(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	13.52 note 4, 14.62	-	
	(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	13.52 note 4, 14.62	-	
	<i>Before publication of the circular (if any):</i>			
3.	Draft circular	13.52(1)(e)(i)	-	
	<i>At least 14 days before the proposed date of registration of the prospectus (where applicable):</i>			
4.	Notice of the proposed date of registration of the prospectus	9.22(1), 11A.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>			
5.	A formal application for listing in the form set out in Form C1 in Appendix 5 signed by a duly authorised officer of the issuer	9.18(1), Appendix 5C1	FFD001M	
6.	2 copies of draft listing document (if any) marked in the margin to indicate where the relevant paragraphs from Chapter 11 and/or Appendix 1B/F and/or Companies (Winding Up and Miscellaneous Provisions) Ordinance have been met	9.19(1), 13.52(1)(a)	-	
7.	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)”	11.06, 11.09	CF214M	
8.	For PRC incorporated issuers: - a completed checklist “Supplemental Information for Listing Document of PRC Issuer”	11.08	CF005M	

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	Documents to be submitted	Rule¹	Checklist Ref.	Submission Date
9.	For investment companies: - a completed checklist "Supplemental Information for Listing Document of Investment Company"	11.08	CF028M	
10.	Where the listing document (if any) contains an accountants' report: - a draft of any statement of adjustments relating to the accountants' report	9.19(2)	-	
11.	Where the listing document (if any) contains a profit forecast: - draft profit forecast memorandum of the board with principal assumptions, accounting policies and calculation for the forecast	9.19(3)	-	
	<i>Before bulk-printing of the listing document (if any):</i>			
12.	Where the listing document contains a statement as to the sufficiency of working capital, a letter from the issuer's financial advisers or auditors confirming that the statement 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	9.20(1)	-	
13.	Where the vendor of securities being marketed has not paid in full for those securities at the date of the offer: - (a) a certified copy of an irrevocable authority given by the vendor to the receiving bankers for the offer authorising the receiving bankers to apply the proceeds of the offer to discharge the outstanding debt; and	9.20(2)(a)	-	
	(b) a certified copy of the receiving bankers' acknowledgement of this authority and an agreement to act on it	9.20(2)(b)	-	
	<i>On or before the date of issue of the listing document (if any):</i>			
14.	Every written undertaking from the listed issuer, its shareholders and/or other relevant parties to the Exchange referred to in the listing document	9.21(1)	-	
	<i>By no later than 11 a.m. on the intended date of authorisation for registration of the prospectus (where applicable):</i>			
15.	An application for authorisation for registration of the prospectus under section 38D(3) or section 342C(3) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (as the case may be)	9.22(2)(a)	-	
16.	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	9.22(2)(b)	-	

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	Documents to be submitted	Rule ¹	Checklist Ref.	Submission Date
17.	For every Chinese translation of the prospectus, (a) a certificate issued by the translator certifying that the Chinese translation of the English version of the prospectus is true and accurate; and	9.22(2)(c)(i)	-	
	(b) a certificate issued by the issuer certifying that the translator is competent to have given the certificate as to translations in respect of the prospectus documents	9.22(2)(c)(ii)	-	
18.	Powers of attorney or other authority under which the prospectus is signed, together with a certified copy of each such power or authority	9.22(2)(d)	-	
	<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>			
19.	A formal application for listing in the form set out in Form C1 in Appendix 5 signed by a duly authorised officer of the issuer (where the application is not required to be supported by a listing document)	9.18(2), Appendix 5C1	FFD001M	
	<i>By no later than 4:00 p.m. on the business day immediately preceding the commencement of dealings in the securities:</i>			
20.	In the case of placing of a class of securities new to listing, a copy of the placing letter and separate marketing statements in the form set out in Form D in Appendix 5 signed by each of: (i) the lead broker; (ii) any distributors; and (iii) any Exchange Participant referred to in paragraph 9 of Appendix 6	9.23(2)(a)	FFD003M	
21.	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	9.23(2)(b), 13.28(7)	CI205M	
22.	In the case of placing of a class of securities new to listing, the International Securities Identification Number (“ISIN”) for the new class of securities ³	-	CF025M	
23.	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	9.23(2), 13.28(7)	-	
24.	Any annual listing fee not previously paid	9.23(6)	-	

Notes:-

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

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**DOCUMENT CHECKLIST
 RIGHTS ISSUE / OPEN OFFER
 (MAIN BOARD)**

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

	Documents to be submitted	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"	13.52B(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 8, 15 and 16 and Appendix 6	CF025M	
3.	Where the announcement contains a profit forecast: (a) details of the principal assumptions, including commercial assumptions, upon which the forecast is based;	13.52 note 4, 14.62	-	
	(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	13.52 note 4, 14.62	-	
	(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	13.52 note 4, 14.62	-	
	<i>Before publication of the circular (if any):</i>			
4.	A declaration submitted by the IFA in the prescribed form set out in Appendix 21 ²	13.85(1), Appendix 21	-	
5.	An undertaking from the IFA in the terms set out in Appendix 22 ²	13.85(2), Appendix 22	-	
6.	Draft circular	13.52(1)(e)(i)	-	
7.	Where a valuation report is required under Chapter 5: – a completed checklist "Valuation of Properties Being Acquired / Disposed of"	5.02	CF021M	
8.	Draft letter from the IFA	13.39(7)	-	
	<i>At least 14 days before the proposed date of registration of the prospectus (where applicable):</i>			
9.	Notice of the proposed date of registration of the prospectus	9.22(1), 11A.09	-	

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	Documents to be submitted	Rule ¹	Checklist Ref.	Submission Date
	<i>Before publication of the listing document:</i>			
	<u>At least 10 clear business days before the expected date of bulk printing of the listing document:</u>			
10.	A formal application for listing in the form set out in Form C1 in Appendix 5 signed by a duly authorised officer of the listed issuer	9.18(1), Appendix 5C1	FFD001M	
11.	2 copies of draft listing document marked in the margin to indicate where the relevant paragraphs from Chapter 11 and/or Appendix 1B/F and/or Companies (Winding Up and Miscellaneous Provisions) Ordinance have been met	9.19(1), 13.52(1)(a)	-	
12.	A completed checklist "Listing Document for Rights Issue/ Open Offer"	11.06, 11.09	CF011M	
13.	For PRC incorporated issuers: - a completed checklist "Supplemental Information for Listing Document of PRC Issuer"	11.08	CF005M	
14.	For investment companies: - a completed checklist "Supplemental Information for Listing Document of Investment Company"	11.08	CF028M	
15.	Where the listing document (if any) contains a profit forecast: - draft profit forecast memorandum of the board with principal assumptions, accounting policies and calculation for the forecast, unless previously supplied	9.19(3)	-	
	<u>Before bulk-printing of the listing document:</u>			
16.	Where the listing document contains a statement as to the sufficiency of working capital, a letter from the issuer's financial advisers or auditors confirming that the statement 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	9.20(1)	-	
17.	Where the vendor of securities being marketed has not paid in full for those securities at the date of the offer: - (a) a certified copy of an irrevocable authority given by the vendor to the receiving bankers for the offer authorising the receiving bankers to apply the proceeds of the offer to discharge the outstanding debt; and	9.20(2)(a)	-	
	(b) a certified copy of the receiving bankers' acknowledgement of this authority and an agreement to act on it	9.20(2)(b)	-	
	<i>On or before the date of issue of the listing document:</i>			
18.	Every written undertaking from the listed issuer, its shareholders and/or other relevant parties to the Exchange referred to in the listing document	9.21(1)	-	

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	Documents to be submitted	Rule ¹	Checklist Ref.	Submission Date
	<i>By no later than 11 a.m. on the intended date of authorisation for registration of the prospectus (where applicable):</i>			
19.	An application for authorisation for registration of the prospectus under section 38D(3) or section 342C(3) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (as the case may be)	9.22(2)(a)	-	
20.	2 printed copies of the prospectus, duly signed in accordance with section 38D(3) or section 342C(3) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (as the case may be) and having endorsed thereon or annexed thereto the documents required under the relevant section	9.22(2)(b)	-	
21.	For every Chinese translation of the prospectus, (a) a certificate issued by the translator certifying that the Chinese translation of the English version of the prospectus is true and accurate; and	9.22(2)(c)(i)	-	
	(b) a certificate issued by the issuer certifying that the translator is competent to have given the certificate as to translations in respect of the prospectus documents	9.22(2)(c)(ii)	-	
22.	Powers of attorney or other authority pursuant to which the prospectus is signed, together with a certified copy of each such power or authority	9.22(2)(d)	-	
	<i>By no later than 4:00 p.m. on the business day immediately preceding the commencement of dealings in the securities (for rights issue, the nil-paid rights shares):</i>			
23.	Any annual listing fee not previously paid	9.23(6)	-	
24.	For rights issue, the International Securities Identification Number (“ISIN”) for the nil paid rights shares ³	-	CF091	

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 13.85).
3. ISIN is extensively used by international brokerage houses/ investors for settlement/ clearing as well as trading. Please contact corresponding numbering agency according to the issuer's place of incorporation to obtain an ISIN for the nil paid rights shares to be issued.

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

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

	Documents to be submitted	Rule ¹	Checklist Ref.	Submission Date
	<i>On or before publication of the circular:</i>			
1.	A letter addressed to the listed issuer from its legal advisers confirming that the proposed amendments conform with the requirements of the Listing Rules, where applicable, and the law of the place where it is incorporated or otherwise established	13.51(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	13.51(1)	-	

Note:-

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

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

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

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

Notes:-

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

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**DOCUMENT CHECKLIST
CHANGE OF DIRECTORS / SUPERVISORS
(MAIN BOARD)**

Name of Issuer : _____

Case Number : _____

Description of Transaction : _____

	Documents to be submitted	Rule ¹	Checklist Ref.	Submission Date
A.	APPOINTMENT OF DIRECTORS / SUPERVISORS:			
	<i>As soon as practicable after the appointment:</i>			
1.	A declaration and undertaking in the form set out in Form B, H or I (where applicable) in Appendix 5 duly signed by the director or supervisor	13.51(2), Appendix 5	DU003M DU004M DU005M	
2.	Contact details of the appointed director/ supervisor (including telephone number, mobile phone number, facsimile number (if available), email address (if available), residential address and contact address (if different from the residential address) for correspondence from and service of notices and other documents by the Exchange)	3.20(1), 19A.07A	FF002	
3.	For the appointment of an independent non-executive director, a written confirmation from the independent non-executive director, stating: (a) his independence as regards each of the factors referred to in rule 3.13(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 Exchange 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 and undertaking in Form B or H of Appendix 5	3.13	-	
4.	Where the newly appointed director is also an authorised representative of the listed issuer: - a completed form "Authorised Representatives/ Company Secretary"	3.06(1)	FF001M	
B.	CHANGES OF DIRECTORS / SUPERVISORS' CONTACT INFORMATION			
	<i>As soon as practicable and in any event within 28 days of the change:</i>			
5.	Up-to-date contact details of the director/ supervisor (including telephone number, mobile phone number, facsimile number (if available), email address (if available), residential address and/or contact address (if different from the residential address) for correspondence from and service of notices and other documents by the Exchange)	3.20(2), 19A.07A	FF002	

THE STOCK EXCHANGE OF HONG KONG LIMITED

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

Note:-

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

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
(MAIN BOARD)**

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

	Documents to be submitted	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 10.06(1)(b) and that neither the statement nor the proposed share repurchase has unusual features	10.06(1)(b)	-	
2.	Director's undertaking to the Exchange according to Rule 10.06(1)(b)(vi)	10.06(1)(b)(vi)	-	

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 (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

(2) Stock code : _____ Description : _____

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
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		No of preference shares	No. of other classes of shares
	(1)	(2)		
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)		(/ /)				
Total B.				(Ordinary shares)		
				(Preference shares)		
				(Other class)		

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 (Note 1)		
2. _____ _____ _____ (/ /) shares (Note 1)		
3. _____ _____ _____ (/ /) shares (Note 1)		
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):	_____
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>	

IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:	
(Note 2)	
(i)	all money due to the listed issuer in respect of the issue of securities has been received by it;
(ii)	all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
(iii)	all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;

- | | |
|--------|---|
| (iv) | all the securities of each class are in all respects identical (<i>Note 3</i>); |
| (v) | all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements; |
| (vi) | all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue; |
| (vii) | completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and |
| (viii) | the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies. |

Remarks (if any):

Submitted by: _____

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

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.*
3. *"Identical" means in this context:*
 - *the securities are of the same nominal value with the same amount called up or paid up;*
 - *they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and*
 - *they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.*
4. *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)		(/ /)				

2019 年 3 月

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。)		

IV. 確認

<p>我們在此確認，據我們所知所信，發行人在本月發行的每項證券（如第 III 部所述但未曾於根據第 13.25A 條所刊發的報表中披露）已獲發行人董事會正式授權批准，並在適用的情況下：</p> <p>(註 2)</p> <p>(i) 上市發行人已收取其在是次發行應得的全部款項；</p> <p>(ii) 已履行香港聯合交易所有限公司證券上市規則「上市資格」項下所規定有關上市的一切先決條件；</p> <p>(iii) 批准證券上市買賣的正式函件內所載的所有條件（如有）已予履行；</p>

- (iv) 每類證券在各方面均屬相同 (註 3) ;
- (v) 《公司 (清盤及雜項條文) 條例》規定送呈公司註冊處處長存檔的全部文件已經正式存檔，而一切其他法律規定亦已全部遵行；
- (vi) 確實所有權文件按照發行條款的規定經已發送/現正準備發送/正在準備中並將會發送；
- (vii) 發行人的上市文件所示已由其購買或同意購買的全部物業的交易已完成；全部該等物業的購買代價已予繳付；及
- (viii) 有關債券、借貸股份、票據或公司債券的信託契約/平邊契據經已製備及簽署，有關詳情已送呈公司註冊處處長存檔 (如法律如此規定) 。

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. (i) 至 (viii) 項為確認內容的建議格式，可按個別情況予以修訂。如發行人早前已就某證券發行於根據第 13.25A 條所刊發的報表中作出有關確認，則不需要於此報表再作確認。

3. 在此「相同」指：

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

4. 如空位不敷應用，請附加指定的續頁。



Monthly Return for Collective Investment Scheme listed under Chapter 20 of the Exchange Listing Rules (other than listed open-ended Collective Investment Scheme) on Movements in Units

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

To : Hong Kong Exchanges and Clearing Limited

Name of Scheme

Date Submitted

Stock Code _____

I. Movements in Interests

	No. of units	
	(1)	(2)
Balance at close of preceding month	_____	_____
Increase/ (decrease) during the month	_____	_____
EGM approval date	_____	_____
Balance at close of the month	_____	_____

II. Details of Movements in Units

Unit Options (under Unit Option Schemes of the Scheme)

Particulars of unit option scheme including EGM approval date (dd/mm/yyyy)	Movement during the month				No. of new units in Scheme issued during the month pursuant thereto	No. of new units in Scheme which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. _____ _____ _____ (/ /) _____	_____	_____	_____	_____	_____	_____
2. _____ _____ _____ (/ /) _____	_____	_____	_____	_____	_____	_____
3. _____ _____ _____ (/ /) _____	_____	_____	_____	_____	_____	_____
				Total	A. _____	
Total funds raised during the month from exercise of options (State currency) _____						

Warrants to Issue Units in the Scheme 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 units in Scheme issued during the month pursuant thereto	No. of new units in Scheme which may be issued pursuant thereto as at close of the month
1.						
(/ /)						
Stock code (if listed)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
2.						
(/ /)						
Stock code (if listed)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
3.						
(/ /)						
Stock code (if listed)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
4.						
(/ /)						
Stock code (if listed)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
				Total B.		

Convertibles (i.e. Convertible into Units in the Scheme 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 units in Scheme issued during the month pursuant thereto	No. of new units in Scheme which may be issued pursuant thereto as at close of the month
1.						
Stock code (if listed)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
2.						
Stock code (if listed)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
3.						
Stock code (if listed)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
4.						
Stock code (if listed)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
Total C.						

Any other Agreements or Arrangements to Issue Units in the Scheme which are to be Listed, including Options (other than under Unit Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable:	No. of new units in Scheme issued during the month pursuant thereto	No. of new units in Scheme which may be issued pursuant thereto as at close of the month
1. _____ _____ _____ _____ (/ /)		
2. _____ _____ _____ _____ (/ /)		
3. _____ _____ _____ _____ (/ /)		
Total	D. _____	

Other Movements in Units

Type of Issue					No. of new units in Scheme issued during the month pursuant thereto	No. of new units in Scheme which may be issued pursuant thereto as at close of the month
1. Rights issue	At price :	State currency	_____	Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date (dd/mm/yyyy) (/ /)	_____	_____
2. Open offer	At price :	State currency	_____	Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date (dd/mm/yyyy) (/ /)	_____	_____
3. Placing	At price :	State currency	_____	Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date (dd/mm/yyyy) (/ /)	_____	_____
4. Bonus issue				Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date (dd/mm/yyyy) (/ /)	_____	_____
5. Scrip dividend	At price :	State currency	_____	Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date (dd/mm/yyyy) (/ /)	_____	_____
6. Repurchase of units				Cancellation date : (dd/mm/yyyy) (/ /) EGM approval date (dd/mm/yyyy) (/ /)	_____	_____

For Main Board listed issuers

Type of Issue	No. of new units in Scheme issued during the month pursuant thereto	No. of new units in Scheme which may be issued pursuant thereto as at close of the month
7. Redemption of units Redemption date : (dd/mm/yyyy) (/ /) EGM approval date (dd/mm/yyyy) (/ /)	_____	_____
8. Consideration issue At price : State currency _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date (dd/mm/yyyy) (/ /)	_____	_____
9. Other (Please specify) At price : State currency _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date (dd/mm/yyyy) (/ /)	_____	_____
Total E. _____		

Total increase / (decrease) during the month (i.e. Total of A to E): _____

(This figure should be the same as the relevant figure under I above ("Movements in Interests").)

Remarks (if any):

Submitted by: _____

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

Note : If there is insufficient space, please append the prescribed continuation sheet.



根據《上市規則》第二十章上市的集體投資計劃（不包括已上市的開放式集體投資計劃）的
單位變動月報表

截至月份（日 / 月 / 年）： _____

致：香港交易及結算所有限公司

計劃名稱 _____
呈交日期 _____

證券代號 _____

I. 權益變動

	單位數目	
	(1)	(2)
上月底結存		
本月增加 / （減少）		
股東特別大會批准日期		
本月底結存		

承諾發行將予上市的計劃單位的權證

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 的計劃 新單位數目	本月底因此 可能發行的 計劃新單位 數目
1. _____ _____ _____ _____ _____ _____ (/ /) 證券代號 (如已上市) _____ 認購價 _____ 股東特別大會通過日 期 (如適用) (日/月/年) (/ /)						
2. _____ _____ _____ _____ _____ _____ (/ /) 證券代號 (如已上市) _____ 認購價 _____ 股東特別大會通過日 期 (如適用) (日/月/年) (/ /)						
3. _____ _____ _____ _____ _____ _____ (/ /) 證券代號 (如已上市) _____ 認購價 _____ 股東特別大會通過日 期 (如適用) (日/月/年) (/ /)						

適用於主板上市發行人

[illegible]

可轉換票據 (即可轉換為將予上市的計劃單位)

類別及說明	發行貨幣	上月底已 發行總額	本月內已 轉換款額	本月底已 發行總額	本月內 因此發行 的計劃 新單位數目	本月底因此 可能發行的 計劃新單位 數目
1.						
證券代號 (如已上市)						
認購價						
股東特別大會通過日 期 (如適用)						
(日/月/年)		(/ /)				
2.						
證券代號 (如已上市)						
認購價						
股東特別大會通過日 期 (如適用)						
(日/月/年)		(/ /)				
3.						
證券代號 (如已上市)						
認購價						
股東特別大會通過日 期 (如適用)						
(日/月/年)		(/ /)				

適用於主板上市發行人

[illegible]

為發行將予上市的計劃單位所訂立的任何其他協議或安排，包括期權(但不包括根據單位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)：	本月內 因此發行的 計劃新單位數目	本月底 因此可能發行的 計劃新單位數目
1. _____ _____ _____ _____ (/ /) _____		

2. _____ _____ _____ _____ (/ /) _____		

3. _____ _____ _____ _____ (/ /) _____		

總數	D. _____	_____

單位的其他變動

發行類別			本月內 因此發行 的計劃 新單位 數目	本月底因此 可能發行 的計劃 新單位 數目
1. 供股	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) (/ /)	_____
2. 公開招股	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) (/ /)	_____
3. 配售	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) (/ /)	_____
4. 紅股發行			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 _____	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 的計劃 新單位 數目	本月底因此 可能發行 的計劃 新單位 數目
6. 購回單位	註銷日期 (日/月/年) (/ /) 股東特別大會通過 日期 (日/月/年) (/ /)	
7. 贖回單位	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 _____ 發行及配發日期： (/ /) (日/月/年) /) 股東特別大會通過 日期 (日/月/年) (/ /)	
9. 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. _____		

本月增加 / (減少) 總額 (即 A 至 E 項的總和) :

(此數目應相等於上文第 I 項 (「權益變動」) 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士)

註：如空位不敷應用，請附加指定的續頁。



Monthly Return on Movement of Open-ended Collective Investment Scheme listed under Chapter 20 of the Exchange Listing Rules

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

To : Hong Kong Exchanges and Clearing Limited

Name of Scheme _____

Date Submitted _____

Stock Code: _____

	No. of Units
Balance at close of preceding month:	_____
<i>Increase</i>	
Further Issues:	_____
EGM approval date (if applicable): _____ (dd/mm/yyyy)	
Others (please specify _____):	_____
EGM approval date (if applicable): _____ (dd/mm/yyyy)	
<i>(Decrease)</i>	
Repurchase/cancellation:	_____
EGM approval date (if applicable): _____ (dd/mm/yyyy)	
Others (please specify _____):	_____
EGM approval date (if applicable): _____ (dd/mm/yyyy)	
Balance at close of the month:	_____

Remarks:

Submitted by : _____

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



根據《上市規則》第二十章上市的開放式集體投資計劃變動月報表

截至月份 (日 / 月 / 年) : _____

致：香港交易及結算所有限公司

計劃名稱 _____

呈交日期 _____

證券代號 _____

	單位數目
上月底結存：	_____
增加	
增發：	_____
股東特別大會通過日期 (如適用)：_____	
(日/月/年)	
其他 (請註明)：	_____
股東特別大會通過日期 (如適用)：_____	
(日/月/年)	
(減少)	
購回/註銷：	_____
股東特別大會通過日期 (如適用)：_____	
(日/月/年)	
其他 (請註明)：	_____
股東特別大會通過日期 (如適用)：_____	
(日/月/年)	
本月底結存：	_____

備註：

呈交者：_____

職銜：_____

(董事、秘書或其他獲正式授權的人員)

Next Day Disclosure Return
(Equity issuer - changes in issued 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 13.25A of the Rules (the “Listing Rules”) Governing the Listing of Securities on 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 10.06(4)(a).

Description of securities: _____

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

We hereby confirm to the best knowledge, information and belief that, in relation to each issue of securities as set out in Section I, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 9)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for the listing imposed by the Listing Rules under “Qualifications of listing” have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 10);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Notes to Section I:

1. *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 13.25A or Monthly Return pursuant to rule 13.25B, whichever is the later.*
3. *Please set out all changes in issued share capital requiring disclosure pursuant to rule 13.25A 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 of 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.*
9. *Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases.*
10. *“Identical” means in this context:*
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.

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 for issuer whose primary listing is on the Exchange

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 _____%
- $$\frac{\text{(a) x 100}}{\text{Number of shares in issue}}$$

We hereby confirm that the repurchases set out in A above which were made on the Exchange were made in accordance with the 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證券上市規則》(《上市規則》)第13.25A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《上市規則》第10.06(4)(a)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) _____					

我們在此確認，據我們所知所信，I 部所述的每項證券發行已獲發行人董事會正式授權批准，並在適用的情況下：

(註 9)

- (i) 上市發行人已收取其在是次發行應得的全部款項；
- (ii) 已履行上市規則「上市資格」項下所規定有關上市的一切先決條件；
- (iii) 批准證券上市買賣的正式函件內所載的所有條件（如有）已予履行；
- (iv) 每類證券在各方面均屬相同(註 10)；
- (v) 《公司（清盤及雜項條文）條例》規定送呈公司註冊處處長存檔的全部文件已經正式存檔，而一切其他法律規定亦已全部遵行；
- (vi) 確實所有權文件按照發行條款的規定經已發送/現正準備發送/正在準備中並將會發送；
- (vii) 發行人的上市文件所示已由其購買或同意購買的全部物業的交易已完成；全部該等物業的購買代價已予繳付；及
- (viii) 有關債券、借貸股份、票據或公司債券的信託契約/平邊契據經已製備及簽署，有關詳情已送呈公司註冊處處長存檔（如法律如此規定）。

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《上市規則》第 13.25A 條刊發的上份「翌日披露報表」或根據《上市規則》第 13.25B 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《上市規則》第 13.25A 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。

9. (i) 至 (viii) 項為聲明的建議格式，可按個別情況予以修訂。

10. 在此「相同」指：

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

II.

A. 購回報告

交易日	購回證券數目	購回方式 (註)	每股價格或 付出最高價 (元)	最低價 (元)	付出總額 (元)
	_____				_____

合共

B. 以貴交易所為第一上市地的發行人的其他資料

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《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)

Next Day Disclosure Return*(Collective Investment Scheme listed under Chapter 20 of the Exchange Listing Rules other than listed open-ended Collective Investment Scheme)*

Name of Scheme: _____

Stock code: _____

Date submitted: _____

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

Notes:

1. *Where units have been issued at more than one issue price per unit, a weighted average issue price per unit should be given.*
2. *Please insert the closing balance date of the last Next Day Disclosure Return published pursuant to paragraph 4A of the Listing Agreement or Monthly Return pursuant to paragraph 4B of the Listing Agreement, whichever is the later.*
3. *Please set out all changes in issued units requiring disclosure pursuant to paragraph 4A of the Listing Agreement 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 Scheme's Monthly Return. For example, multiple issues of units as a result of multiple exercises of unit options under the same unit option scheme or of multiple conversions under the same convertible note must be aggregated and disclosed as one category. However, if the issues resulted from exercises of unit options under 2 unit option schemes or conversions of 2 convertible notes, these must be disclosed as 2 separate categories.*
4. *The percentage change in the number of units in the Scheme is to be calculated by reference to the number of units in the Scheme (excluding for such purpose any units 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 units of the Scheme has been suspended, "closing market price per unit of the immediately preceding business day" should be construed as "closing market price per unit of the business day on which the units were last traded".*
6. *In the context of a repurchase of units:*
 - *"issues of units" should be construed as "repurchases of units"; and*
 - *"issued units as a % of the existing number of units before relevant unit issue" should be construed as "repurchased units as a % of the existing number of units before relevant unit repurchase"; and*
 - *"issue price per unit" should be construed as "repurchase price per unit".*
7. *In the context of a redemption of units:*
 - *"issues of units" should be construed as "redemptions of units";*
 - *"issued units as a % of the existing number of units before relevant unit issue" should be construed as "redeemed units as a % of the existing issued number of units before relevant unit redemption"; and*
 - *"issue price per unit" should be construed as "redemption price per unit".*
8. *The closing balance date is the date of the last relevant event being disclosed.*

Submitted by: _____

(Name)

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

翌日披露報表
(根據《上市規則》第二十章上市的集體投資計劃，但不包括已上市的開放式集體投資計劃)

計劃名稱：_____

證券代號：_____

呈交日期：_____

發行單位 (註6及7)	單位數目	已發行單位佔有關單位 發行前的現有已發行單 位數目百分比 (註4、6及7)	每個單位的 發行價 (註1、6及7)	上一個營業日每 個單位的收市價 (註5)	發行價較市價的折讓/ 溢價幅度(百分比) (註6及7)
於下列日期開始時的結存 (註2) _____					
(註3)					
於下列日期結束時的結存 (註8) _____					

註：

1. 若單位曾以超過一個每個單位發行價發行，須提供每個單位的加權平均發行價。
2. 請填上根據《上市協議》第4A段刊發的上份「翌日披露報表」或根據《上市協議》第4B段刊發的上份「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《上市協議》第4A段披露的已發行單位變動，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，以便使用者可在計劃的「月報表」內識別有關類別。例如：因多次根據同一單位期權計劃行使單位期權或多次根據同一可轉換票據進行轉換而多次發行的單位，必須綜合計算，在同一類別下披露。然而，若因根據兩項單位期權計劃行使單位期權或根據兩項可轉換票據進行轉換而進行的發行，則必須分開兩個類別披露。
4. 在計算計劃單位數目變動的百分比時，將參照計劃單位在發生其最早一宗相關事件前的數目（就此目的而言不包括已購回或贖回但尚未註銷的任何單位）；該最早一宗事件是之前並未有在「月報表」或「翌日披露報表」內披露的。
5. 如計劃單位暫停買賣，則「上一個營業日每個單位的收市價」應理解為「單位作最後買賣的營業日當天每個單位的收市價」。
6. 如購回單位：
 - 「發行單位」應理解為「購回單位」；及
 - 「已發行單位佔有關單位發行前的現有單位數目百分比」應理解為「已購回單位佔有關單位購回前的現有單位數目百分比」；及
 - 「每個單位的發行價」應理解為「每個單位的購回價」。
7. 如贖回單位：
 - 「發行單位」應理解為「贖回單位」；及
 - 「已發行單位佔有關單位發行前的現有單位數目百分比」應理解為「已贖回單位佔有關單位贖回前的現有單位數目百分比」；及
 - 「每個單位的發行價」應理解為「每個單位的贖回價」。
8. 期終結存日期為最後一宗披露的相關事件的日期。

呈交者：_____

(姓名)

職銜：_____

(董事、秘書或其他獲正式授權的人員)

Monthly Return for Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules 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		No of preference shares	No. of other classes of shares
	(1)	(2)		
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)		(/ /)				
Total B.				(Ordinary shares)		
				(Preference shares)		
				(Other class)		

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 (Note 1)		
2. _____ _____ _____ (/ /) shares (Note 1)		
3. _____ _____ _____ (/ /) shares (Note 1)		
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 (Note 1) 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 (Note 1) 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").)	

IV. Information about Hong Kong Depositary Receipt (HDR)

Stock code :	_____	Description :	_____	
HDR Ratio :	_____			
	<u>Approved for Listing</u>		<u>Issued HDR</u>	
	No. of HDR (F)	No. of shares represented by HDR	No. of HDR (G)	No. of shares represented by HDR
Balance at close of preceding month	_____	_____	_____	_____
Increase/(decrease)	_____	_____	_____	_____
Balance at close of the month	_____	_____	_____	_____
Headroom (F)-(G)	_____			

V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Parts III and IV which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any):

Submitted by: _____

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

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.*
3. *“Identical” means in this context:*
 - *the securities are of the same nominal value with the same amount called up or paid up;*
 - *they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and*
 - *they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.*
4. *If there is insufficient space, please append the prescribed continuation sheet.*

根據《上市規則》第十九 B 章上市的預託證券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)		(/ /)				

2019 年 3 月

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 的新股份 數目	本月底因此 可能發行 的新股份 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。)		

IV. 有關香港預託證券(預託證券)的資料

股份代號:	說明:			
預託證券比率:				
	<u>已獲批上市</u>		<u>已發行預託證券</u>	
	預託證券數目	代表預託證券的	預託證券數目	代表預託證券的
	(F)	股份數目	(G)	股份數目
上月底結存				
增加/ (減少)				
本月底結存				
可額外增發的 預託證券數目 (F) – (G)				

V. 確認

我們在此確認，據我們所知所信，發行人在本月發行的每項證券（如第 III 及 IV 部所述但未曾於根據第 13.25A 條所刊發的報表中披露）已獲發行人董事會正式授權批准，並在適用的情況下：

(註 2)

- (i) 上市發行人已收取其在是次發行應得的全部款項；
- (ii) 已履行香港聯合交易所有限公司證券上市規則「上市資格」項下所規定有關上市的一切先決條件；
- (iii) 批准證券上市買賣的正式函件內所載的所有條件（如有）已予履行；
- (iv) 每類證券在各方面均屬相同（註 3）；
- (v) 《公司（清盤及雜項條文）條例》規定送呈公司註冊處處長存檔的全部文件已經正式存檔，而一切其他法律規定亦已全部遵行；
- (vi) 確實所有權文件按照發行條款的規定經已發送/現正準備發送/正在準備中並將會發送；
- (vii) 發行人的上市文件所示已由其購買或同意購買的全部物業的交易已完成；全部該等物業的購買代價已予繳付；及

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

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. (i) 至 (viii) 項為確認內容的建議格式，可按個別情況予以修訂。如發行人早前已就某證券發行於根據第 13.25A 條所刊發的報表中作出有關確認，則不需要於此報表再作確認。
3. 在此「相同」指：
 - 證券的面值相同，須繳或繳足的股款亦相同；
 - 證券有權領取同一期間內按同一息率計算的股息/利息，下次派息時每單位應獲派發的股息/利息額亦完全相同（總額及淨額）；及
 - 證券附有相同權益，如不受限制的轉讓、出席會議及於會上投票，並在所有其他方面享有同等權益。
4. 如空位不敷應用，請附加指定的續頁。

Declaration and Undertaking with regard to Directors

董事的聲明及承諾

Form B

B 表格

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(1) of Appendix 1A or rule 13.51(2), as the case may be, of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited from time to time in force (the “Listing Rules”) is:

按不時生效的《香港聯合交易所有限公司證券上市規則》（《上市規則》）附錄一 A 第 41(1)段或第 13.51(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 datedby the issuer as required under Listing Rule 13.51(2) with regard to my appointment as a director of the issuer.

發行人按《上市規則》第 13.51(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

承諾

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 Listing Rules;
盡力遵守《上市規則》；
- (ii) use my best endeavours to procure the issuer and, in the case of depositary receipts, the depositary, to comply with the Listing Rules;
盡力促使發行人及（如屬預託證券）存管人遵守《上市規則》；
- (iii) use my best endeavours to procure any alternate of mine to comply with the Listing Rules;
and
盡力促使本人的任何替任人遵守《上市規則》；及
- (iv) comply to the best of my ability, and use my best endeavours to procure the issuer to comply, with the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Securities and Futures Ordinance, the Code on Takeovers and Mergers, the Code on Share Buy-backs and all other securities laws and regulations from time to time in force in Hong Kong;
盡力遵守並盡力促使發行人遵守《公司條例》、《公司（清盤及雜項條文）條例》、《證券及期貨條例》、《公司收購及合併守則》、《公司股份回購守則》及香港所有其他不時生效的有關證券的法例及規例；

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

本人出任發行人董事時以及不再出任發行人董事後均須：

- (i) provide to The Stock Exchange of Hong Kong Limited (the “Exchange”) as soon as possible, or otherwise in accordance with time limits imposed by the Exchange;
盡快或根據香港聯合交易所有限公司（聯交所或本交易所）設定的時限向聯交所提供以下資料及文件：
 - (1) any information and documents that the Exchange reasonably considers appropriate to protect investors or ensure the smooth operation of the market; and
聯交所合理地認為可保障投資者或確保市場運作暢順的任何資料及文件；及
 - (2) any other information and documents or explanation that the Exchange may reasonably require for the purpose of verifying compliance with the Listing Rules; and
聯交所可為核實是否有遵守《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 and/or the Listing Committee of the Exchange, including answering promptly and openly any questions addressed to me, promptly producing the originals or copies of any relevant documents and attending before any meeting or hearing at which I am requested to appear;
在聯交所上市科及／或上市委員會所進行的任何調查中給予合作，包括及時及坦白地答覆向本人提出的任何問題，及時地提供任何有關文件的正本或副本，並出席本人被要求出席的任何會議或聽證會；
- (c) I, in accepting to be a director of the issuer, hereby irrevocably appoint the issuer as my agent, for so long as I remain as a director of the issuer, for receiving on my behalf any correspondence from and/or service of notices and other documents by the Exchange;
本人接受出任發行人的董事，即不可撤回地委任發行人為本人的代理人，在本人出任發行人董事期間，代表本人接收任何聯交所發出的信函及／或送達的通知書及其他文件；

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

本人須在下列情況下（以聯交所不時規定的方式）將下述資料通知聯交所：

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

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

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

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

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

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

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

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

- (e) I, in accepting to be a director of the issuer, hereby authorise the Executive Director – Listing, or any person authorised by the Executive Director – Listing, to disclose any of my personal particulars given by me to members of the Listing Committee and, with the approval of the Chairman or a Deputy Chairman of the Exchange, to such other persons, as the Executive Director – Listing may from time to time think fit.

本人接受出任發行人的董事，即授權上市科執行總監、或其授權的任何人士，將本人提供的個人資料向上市委員會委員披露；並在聯交所主席或一位副主席批准的情況下，向上市科執行總監不時認為適當的其他人士披露。

I, [Insert Chinese name, if any]:

本人 [請填上中文姓名（如有）]:

- (i) solemnly and sincerely declare that all particulars about me that appear in Part 1(1) of this Form B and in the document referred to in Part 1(2) of this Form B are true, complete and accurate, that I accept responsibility for the truthfulness, accuracy and completeness of the foregoing particulars, that I have not made any statements or omissions which would render such particulars untrue or misleading, that I understand the possible consequences of giving information which is false or misleading in a material particular including those as set forth in Note (1) hereto, and that I understand that the Exchange may rely upon the foregoing particulars in assessing my suitability to act as a director of the issuer; and
謹以至誠鄭重聲明，在本B表格第一部分(1)及本B表格第一部分(2)所述文件所示有關本人的所有詳細資料均為真實、完整及準確，且本人對上述資料的真實性、準確性及完整性承擔責任，而本人亦無作出任何聲明或遺漏，致使有關資料不真實或具誤導性，本人亦明白在要項上提供虛假或具誤導性的資料可能引致的後果（包括本表格附註1所載內容）；本人並明白，聯交所或會倚賴上述資料來評估本人是否適合出任發行人董事；及

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

按本B表格第二部分所載的條款向聯交所作出承諾。

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 Listing Rule 3A.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《上市規則》第 3A.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 thisday 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 and the documents referred to in this Form B, 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 B 表格及本 B 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 this day 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 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《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「有關係文」（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。

- (3) [Repealed 15 February 2018]

THIS PRIVACY POLICY STATEMENT IS NOT TO BE REGARDED AS A PART OF THE LISTING RULES OR FORM B OF APPENDIX 5 OF THE 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 persons appointed by you to act on your behalf) we

本私隱政策聲明不應視為《上市規則》條文或《上市規則》附錄五 B 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、承辦商或第三方；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

Declaration and Undertaking with regard to Directors of an Issuer incorporated in the People's Republic of China ("PRC")

在中華人民共和國（「中國」）註冊成立的發行人的
董事的聲明及承諾

Form H

H 表格

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(1) of Appendix 1A or rule 13.51(2), as the case may be, of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited from time to time in force (the “Listing Rules”) is:

按不時生效的《香港聯合交易所有限公司證券上市規則》（《上市規則》）附錄一 A 第 41(1)段或第 13.51(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 Listing Rule 13.51(2) with regard to my appointment as a director of the issuer.

發行人按《上市規則》第 13.51(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
承諾

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 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《上市規則》，及不時生效的所有關於中國或其他地方的公眾公司的管轄、運作、行為或監管事宜的適用中國法律、規則、規例及規範聲明；
 - (ii) comply to the best of my ability with the provisions of the issuer's articles of association (including all provisions regarding the duties of directors) and use my best endeavours to procure the issuer to act at all times in accordance with its articles of association;
盡力遵守發行人的公司章程的規定（包括有關董事職責的一切規定），並盡力促使發行人在任何時候均按照其公司章程而行事；
 - (iii) use my best endeavours to procure the issuer to comply with the Listing Rules;
盡力促使發行人遵守《上市規則》；
 - (iv) inform The Stock Exchange of Hong Kong Limited (the "Exchange") forthwith and in writing, at any time while I am a director of the issuer (or within 12 months of my ceasing to be a director of the issuer), of any administrative or governmental notice or proceeding alleging a breach by the issuer or any of its subsidiaries or directors of any applicable laws, rules, regulations or normative statements in force in the PRC relating to the governing, operation, conduct or regulation of public companies;
在本人擔任發行人的董事的任何期間（或本人停止擔任發行人的董事後的十二個月內），如有行政或政府部門的通知或涉及任何程序，指稱發行人或其任何附屬公司或董事，違反有關公眾公司的管轄、運作、行為或監管事宜而不時生效的任何適用的中國法律、規則、規例或規範聲明，立即通知並以書面通知香港聯合交易所有限公司（聯交所或本交易所）；

- (v) comply to the best of my ability, and use my best endeavours to procure the issuer to comply, with the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Securities and Futures Ordinance, the Code on Takeovers and Mergers, the Code on Share Buy-backs and all other relevant securities laws and regulations from time to time in force in Hong Kong; and
- 盡力遵守並盡力促使發行人遵守《公司條例》、《公司（清盤及雜項條文）條例》、《證券及期貨條例》、《公司收購及合併守則》、《公司股份回購守則》及香港所有其他不時生效的有關證券的法例與規例；及
- (vi) use my best endeavours to procure any alternate of mine to comply with the Listing Rules, including the provisions set out above;
- 盡力促使本人的任何替任人遵守《上市規則》（包括上列條文）；
- (b) I shall, when I am a director of the issuer and after I cease to be so:
本人出任發行人董事時以及停止擔任發行人董事後均須：
- (i) provide to the Exchange as soon as possible, or otherwise in accordance with time limits imposed by the Exchange:
- 盡快或根據聯交所設定的時限向聯交所提供以下資料及文件：
- (1) any information and documents that the Exchange reasonably considers appropriate to protect investors or ensure the smooth operation of the market; and
- 聯交所合理地認為可保障投資者或確保市場運作暢順的任何資料及文件；及
- (2) any other information and documents or explanation that the Exchange may reasonably require for the purpose of verifying compliance with the Listing Rules; and
- 聯交所可為核實是否有遵守《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 and / or the Listing Committee of the Exchange, including answering promptly and openly any questions addressed to me, promptly producing the originals or copies of any relevant documents and attending before any meeting or hearing at which I am requested to appear;
- 在聯交所上市科及／或上市委員會所進行的任何調查中給予合作，包括及時及坦白地答覆向本人提出的任何問題，及時地提供任何有關文件的正本或副本，並出席本人被要求出席的任何會議或聽證會；

- (c) I, in accepting to be a director of the issuer, hereby irrevocably appoint the issuer as my agent, for so long as I remain as a director of the issuer, for receiving on my behalf any correspondence from and/or service of notices and other documents by the Exchange;

本人接受出任發行人的董事，即不可撤回地委任發行人為本人的代理人，在本人留任發行人董事期間，代表本人接收任何聯交所發出的信函及／或送達的通知書及其他文件；

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

本人須在下列情況下（以聯交所不時規定的方式）將下述資料通知聯交所：

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

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

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

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

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

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

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

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

- (e) I, in accepting to be a director of the issuer, hereby authorise the Executive Director – Listing, or any person authorised by the Executive Director – Listing, to disclose any of my personal particulars given by me to members of the Listing Committee and, with the approval of the Chairman or a Deputy Chairman of the Exchange, to such other persons, as the Executive Director – Listing may from time to time think fit.

本人接受出任發行人的董事，即授權上市科執行總監、或其授權的任何人士，將本人提供的個人資料向上市委員會委員披露；並在聯交所主席或一位副主席批准的情況下，向上市科執行總監不時認為適當的其他人士披露。

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 H and in the document referred to in Part 1(2) of this Form H are true, complete and accurate, that I accept responsibility for the truthfulness, accuracy and completeness of the foregoing particulars, that I have not made any statements or omissions which would render such particulars untrue or misleading, that I understand the possible consequences of giving information which is false or misleading in a material particular including those as set forth in Note (1) hereto, and that I understand that the Exchange may rely upon the foregoing particulars in assessing my suitability to act as a director of the issuer; and
謹以至誠鄭重聲明，在本H表格第一部分(1)及本H表格第一部分(2)所述文件所示有關本人的所有詳細資料均為真實、完整及準確，且本人對上述資料的真實性、準確性及完整性承擔責任，而本人亦無作出任何聲明或遺漏，致使有關資料不真實或具誤導性，本人亦明白在要項上提供虛假或具誤導性的資料可能引致的後果（包括本表格附註1所載內容）；本人並明白，聯交所或會倚賴上述資料來評估本人是否適合出任發行人董事；及

- (ii) undertake with the Exchange in the terms set out in Part 2 of this Form H.
按本H表格第二部分所載的條款向聯交所作出承諾。

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 Listing Rule 3A.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 H 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《上市規則》第 3A.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 H 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 H 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 H 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 all applicable requirements and procedures for completing and executing this Form H or the documents referred to in this Form H, 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 H 表格及本 H 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 this day 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 H to complete Part 1 of this Form H truthfully, completely and accurately, or the failure to execute Part 2 of this Form H or to observe any of the undertakings made under that Part, constitutes a breach of the Listing Rules. In addition, every director of the issuer supplying information sought or referred to in this Form H, 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 H 表格的任何人士，若未能真實、完整及準確地填妥本 H 表格第一部分，或未能簽立本 H 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《上市規則》。此外，凡提供本 H 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。

- (3) [Repealed 15 February 2018]

THIS PRIVACY POLICY STATEMENT IS NOT TO BE REGARDED AS A PART OF THE LISTING RULES OR FORM H OF APPENDIX 5 OF THE 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《上市規則》條文或《上市規則》附錄五 H 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

**Declaration and Undertaking with regard to Supervisors of an Issuer incorporated in
the People's Republic of China ("PRC")**

在中華人民共和國（「中國」）註冊成立的發行人的
監事的聲明及承諾

Form I

I 表格

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(1) of Appendix 1A or rule 13.51(2), as the case may be, of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited from time to time in force (the “Listing Rules”) is:

按不時生效的《香港聯合交易所有限公司證券上市規則》（《上市規則》）附錄一 A 第 41(1) 段或第 13.51(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 Listing Rule 13.51(2) with regard to my appointment as a supervisor of the issuer.
發行人按《上市規則》第 13.51(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
承諾

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 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：
- (i) 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；
- (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 supervisors) and use my best endeavours to procure the issuer and its directors to act at all times in accordance with the issuer's articles of association;
盡力遵守發行人的公司章程的規定（包括有關監事職責的一切規定），並盡力促使發行人及其董事在任何時候均按照發行人的公司章程而行事；
- (iii) use my best endeavours to procure the issuer and its directors to comply with the 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《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；

- (iv) inform The Stock Exchange of Hong Kong Limited (the “Exchange”) forthwith and in writing, at any time while I am a supervisor of the issuer, of the initiation by the issuer's supervisory committee of legal proceedings against any director of the issuer;
在本人擔任發行人的監事的任何期間，如發行人的監事會對發行人的任何董事提出法律程序，立即通知及以書面通知香港聯合交易所有限公司（聯交所或本交易所）；
- (v) comply to the best of my ability, as if the same applied to me to the same extent as it does to directors, with: (a) Parts XIVA and XV of the Securities and Futures Ordinance; (b) the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules; (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; and
盡力遵守下列條例及規則，猶如該條例適用於本人，如同其適用於董事般：(a) 《證券及期貨條例》第XIVA及XV部；(b) 《上市規則》附錄十列出的《上市發行人董事進行證券交易的標準守則》；(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；及
- (vi) use my best endeavours to procure that any alternate of mine to comply with the provisions set out above;
盡力促使本人的任何替任人遵守上列條文；
- (b) I shall, when I am a supervisor of the issuer and after I cease to be so:
本人出任發行人監事時以及停止擔任發行人監事後均須：
- (i) provide to the Exchange as soon as possible, or otherwise in accordance with time limits imposed by the Exchange:
盡快或根據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
聯交所合理地認為可保障投資者或確保市場運作暢順的任何資料及文件；及
 - (2) any other information and documents or explanation that the Exchange may reasonably require for the purpose of verifying compliance with the Listing Rules; and
聯交所可為核實是否有遵守《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 and/or the Listing Committee of the Exchange, including answering promptly and openly any questions addressed to me, promptly producing the originals or copies of any relevant documents and attending before any meeting or hearing at which I am requested to appear;

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

- (c) I, in accepting to be a supervisor of the issuer, hereby irrevocably appoint the issuer as my agent, for so long as I remain a supervisor of the issuer, for receiving on my behalf any correspondence from and/or service of notices and other documents by the Exchange;

本人接受出任發行人的監事，即不可撤回地委任發行人為本人的代理人，在本人出任發行人監事期間，代表本人接收任何聯交所發出的信函及／或送達的通知書及其他文件；

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

本人須在下列情況下（以聯交所不時規定的方式）將下述資料通知聯交所：

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

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

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

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

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

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

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

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

- (e) I, in accepting to be a supervisor of the issuer, hereby authorise the Executive Director – Listing, or any person authorised by the Executive Director – Listing, to disclose any of my personal particulars given by me to members of the Listing Committee and, with the approval of the Chairman or a Deputy Chairman of the Exchange, to such other persons, as the Executive Director – Listing may from time to time think fit.

本人接受出任發行人的監事，即授權上市科執行總監、或其授權的任何人士，將本人提供的個人資料向上市委員會委員披露；並在聯交所主席或一位副主席批准的情況下，向上市科執行總監不時認為適當的其他人士披露。

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 I and in the document referred to in Part 1(2) of this Form I 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 the Note hereto, and that I understand that the Exchange may rely upon the foregoing particulars in assessing my suitability to act as a supervisor of the issuer; and

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

- (ii) undertake with the Exchange in the terms set out in Part 2 of this Form I.
按本 I 表格第二部分所載的條款向聯交所作出承諾。

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 : The failure of any person required to lodge this Form I to complete Part 1 of this Form I truthfully, completely and accurately, or the failure to execute Part 2 of this Form I or to observe any of the undertakings made under that Part, constitutes a breach of the Listing Rules. In addition, every supervisor of the issuer supplying information sought or referred to in this Form I, 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.

附註：按規定須呈交本 I 表格的任何人士，若未能真實、完整及準確地填妥本 I 表格第一部分，或未能簽立本 I 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《上市規則》。此外，凡提供本 I 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 LISTING RULES OR FORM I OF APPENDIX 5 OF THE 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《上市規則》條文或《上市規則》附錄五 I 表格的一部分，載入有關內容純為香港交易所遵守《個人資料（私隱）條例》下的責任。

私隱政策聲明

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

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

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

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

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

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

Purpose

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

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

Direct marketing

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

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

Identity Card Number

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

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

目的

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

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

直接營銷

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

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

身份證號碼

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

Transfers of personal data for direct marketing purposes

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

Other transfers of your personal data

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

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

How we use cookies

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

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

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

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

轉移閣下的個人資料作直接營銷

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

其他轉移個人資料的情況

為了以上一個或多於一個目的，閣下的個人資料可能會被：

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

我們如何使用 cookies

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

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

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

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

Compliance with laws and regulations

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

Corporate reorganization

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

Access and correction of personal data

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

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

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

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

Termination or cancellation

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

法律與法規的遵守

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

公司重組

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

查閱及更正個人資料

根據該《條例》，閣下有權查明我們是否持有閣下的個人資料、取得資料的備份及更正任何不準確資料，也可以要求我們通知閣下其持有資料的種類。如欲查閱有關資料，須使用個人資料私隱專員（「**私隱專員**」）指定的表格（可於私隱專員公署的官方網站下載）或經此連接

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

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

我們或會因應閣下查閱資料要求而產生的行政及實際成本而收取合理的費用。

終止或取消

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

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

General

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

Contact us

By Post:

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

By Email:

DataPrivacy@HKEX.COM.HK

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

一般資料

本私隱政策聲明的中英文本如有差異，概以英文版為準。

聯繫我們

郵寄：

香港中環康樂廣場 8號
交易廣場二期 8樓
香港交易及結算所有限公司
個人資料私隱主任

電郵：

DataPrivacy@HKEX.COM.HK

DIRECTOR / SUPERVISOR – CONTACT DETAILS FORM (MAIN BOARD AND GEM)

董事 / 監事 – 聯絡資料表格 (主板及GEM)

Date 日期:

Name of Issuer 發行人名稱:

Stock Code 股份代號:

Filing Type 提交類別 (Notes 1 and 2 附註 1 及2):

	Full English Name of Director/Supervisor 董事 / 監事英文全名 (Please state surname first / 請先填寫姓氏)	Full Chinese Name of Director/Supervisor 董事 / 監事中文全名 (Please state surname first / 請先填寫姓氏)	Role 職位	Contact Details (For change in contact details, please complete item(s) with change(s) only) 聯絡資料 (如欲更改聯絡資料，請只填報有更改的項目)														
				Address(es) 地址					Telephone Number(s) 電話號碼				Fax Number(s) 圖文傳真號碼			Email Address(es) 電郵地址		
				Residential Address 住址 (English / 英文)	(if different from residential address) Contact Address for Correspondence (如與住址不同) 聯絡地址 (English / 英文)	Residential Address 住址 (Chinese / 中文)	(if different from residential address) Contact Address for Correspondence (如與住址不同) 聯絡地址 (Chinese / 中文)	Effective Date* 生效日期* (DD/MM/YYYY)	Office 辦公室	Home 住宅	Mobile 移動電話	Effective Date* 生效日期* (DD/MM/YYYY)	Office 辦公室	Home 住宅	Effective Date* 生效日期* (DD/MM/YYYY)	Office 辦公室	Personal 個人	Effective Date* 生效日期* (DD/MM/YYYY)
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* Only applicable for change in contact details. Please indicate respective effective dates for changes in multiple items.
只適用於更改聯絡資料，如需要更改多個項目，請標明其各自生效日期。

Notes 附註:

- 1

For newly appointed director or supervisor, please fill in all the boxes where appropriate. There is no need to specify the effective date.
對於新任董事或監事，請適當地填寫所有空格（生效日期無需填報）。
- 2

For change of contact details, please state only the new particulars of the director or supervisor in the appropriate box(es) and specify the effective date of change in the corresponding box. There is no need to state those particulars which remain unchanged.
如需要更改聯絡資料，請在適當的空格內申報董事或監事新詳情，並在相關的空格內註明生效日期。沒有更改的詳情無需填報。
- 3

Please adopt the file name "[five digit stock code]_contact details form" (for example, "00001_contact details form") and email the completed form to the responsible team in the Listing Department.
請採用"[五位數字股份代號]_contact details form" 格式名明表格(如"00001_contact details form")並電郵已填妥的表格至上市部相關負責組別。

Privacy Policy Statement

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

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

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

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

Please note that if you do not provide us with your personal data (or relevant personal data relating to persons appointed by you to act on your behalf) we may not be able to provide the information, products or services you have asked for or process your requests, applications, subscriptions or registrations, and may not be able to perform or discharge the Regulatory Functions (defined below).

Purpose

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

- to process your applications, subscriptions and registration for our products and services;
- 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");
- to provide you with our products and services and administer your account in relation to such products and services;
- to conduct research and statistical analysis;
- 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
- 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:

- 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;
- 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
- 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.

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Compliance with laws and regulations

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

Corporate reorganisation

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

Access and correction of personal data

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

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

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

Termination or cancellation

Should your account or relationship with us be cancelled or terminated at any time, we shall cease processing your personal data as soon as reasonably practicable following such cancellation or termination, provided that we may keep copies of your data as is reasonably required for archival purposes, for use in relation to any actual or potential dispute, for the purpose of compliance with applicable laws and regulations and for the purpose of enforcing any agreement we have with you, for protecting our rights, property or safety, or the rights, property or safety of our employees, and for performing or discharging our functions, obligations and responsibilities.

General

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

Contact us

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

By Email:
DataPrivacy@HKEX.COM.HK

私隱政策聲明

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

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

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

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

請注意：如 閣下沒有向我們提供個人資料（或有關 閣下代理人的個人資料），我們可能無法提供 閣下要求的資訊、產品或服務又或無法處理 閣下的要求、申請、訂購或登記，亦可能無法執行或履行監管職能（定義見下文）。

目的

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

- 處理 閣下的申請、訂購及登記使用我們的產品及服務
- 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」）；
- 向 閣下提供我們的產品和服務，以及與此相關的賬戶管理；
- 進行研究和統計分析；
- 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
- 與上列任何一項有直接關聯的其他目的。

直接營銷

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

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

身份證號碼

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

轉移 閣下的個人資料作直接營銷

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

其他轉移個人資料的情況

為了以上一個或多於一個目的，閣下的個人資料可能會被：

- 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；
- 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
- 轉交予其他人士（收集資料時會通知 閣下）。

我們如何使用cookies

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

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

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

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

法律與法規的遵守

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

公司重組

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

查閱及更正個人資料

根據該《條例》，閣下有權查明我們是否持有 閣下的個人資料、取得資料的備份及更正任何不準確資料，也可以要求我們通知 閣下其持有資料的種類。如欲查閱有關資料，須使用個人資料私隱專員（「**私隱專員**」）指定的表格（可於私隱專員公署的官方網站下載）或經此連接 <https://www.pcpd.org.hk/english/publications/files/Dforme.pdf> 提出。

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

我們或會因應 閣下查閱資料要求而產生的行政及實際成本而收取合理的費用。

終止或取消

任何時候如果 閣下在我們的賬戶或與我們的關係被取消或終止，我們會隨即在合理情況下盡快終止處理 閣下的個人資料，但也可按合理需要而保留有關資料，合理的需要包括：資料歸檔；解決實際或潛在的爭議；遵守適用法律及規例；履行與 閣下的任何協議；保障我們及我們僱員的權利、財產或安全；以及執行或履行我們的職能、義務及責任等。

一般資料

本私隱政策聲明的中英文本如有差異，概以英文版為準。

聯繫我們

郵寄：
香港中環康樂廣場8號
交易廣場二期8樓
香港交易及結算所有限公司
個人資料隱私主任

電郵：
DataPrivacy@HKEX.COM.HK

THE STOCK EXCHANGE OF HONG KONG LIMITED

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

DECLARATION

FORM F

Case Number: _____

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

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

1. that all documents required by the Companies Ordinance to be filed with the Registrar of Companies in connection with the issue/offer/introduction on _____ of the following securities of the Issuer, namely _____ (insert particulars), have been duly filed and that to the best of our knowledge information and belief compliance has been made with all other legal requirements in connection with such **issue/offer/introduction**;
2. that all pre-conditions for listing imposed by the listing rules of The Stock Exchange of Hong Kong Limited entitled "Rules Governing the Listing of Securities" under "Qualifications for Listing" have, insofar as applicable, been fulfilled in relation to the Issuer and the securities of the Issuer referred to in paragraph 1 above;
3. that _____ Shares of (Number & Class) _____ HK\$ _____ **Debenture/Loan Stock** _____ **Debenture/Notes/Bonds** have been **subscribed/purchased for cash and duly allotted/issued/transferred to the subscribers/purchasers** (and that the said Shares have been converted into HK\$ _____ Stock);
4. that all money due to the Issuer in respect of the **issue/offer** has been received by it;
5. that _____ Shares of _____ HK\$ _____ **Debenture/Loan Stock** **Debentures/Notes/Bonds** have been issued credited as fully paid by way of **conversion/exchange/consideration for property acquired/other consideration not being cash and have been duly allotted/issued/transferred to the persons entitled thereto** (and that the said Shares have been duly allotted/issued/transferred to the persons entitled thereto (and that the said Shares have been converted into HK\$ _____ Stock);
6. that the definitive documents of title have been **delivered/are ready to be delivered/are being prepared and will be delivered** in accordance with the terms of the issue;
7. that completion has taken place of the purchase by the Issuer of all property shown in the listing document to Members dated _____ to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied;
8. that the **Trust Deed/Deed Poll** relating to the said **Debenture/Loan Stock, Debentures, Notes or Bonds** has been completed and executed and a copy has been lodged with the The Stock Exchange of Hong Kong Limited and that particulars thereof, if so required by law, have been filed with the Registrar of Companies;
9. that all the **Shares/Debentures/Debenture/Loan Stock/Notes/Bonds** of each class referred to above are in all respects identical⁺;

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10. that no alterations have been made to the version of the listing document which has been reviewed by The Stock Exchange of Hong Kong Limited and on which it has confirmed to the Issuer that it has no further comments other than in relation to the pricing of the issue or takeover offer, number of securities, figures depending on the information and correction of errors; and
11. that all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled.

Signed _____

Director Name:

Date: _____

Signed _____

Secretary Name:

Date: _____

+ Note — “Identical” means in this context:—

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

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Appendix 5

**Formal Application
(For Equity Securities)**

FORM C1

Case Number:

If the application is required to be supported by a listing document, this form must be duly completed and lodged at least **TEN CLEAR BUSINESS DAYS** before the date on which the listed issuer proposes to bulk print the listing document. If the application is not required to be supported by a listing document, this form must be submitted at least **FOUR CLEAR BUSINESS DAYS** before the proposed date for issuing the securities.

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

..... 20

Dear Sir,

1. We [..... [Limited] hereby apply]/[are instructed by [Limited] to make an application] for the listing of and for permission to deal in the securities referred to in paragraph 3 below subject to the listing rules of The Stock Exchange of Hong Kong Limited entitled "Rules Governing the Listing of Securities " (the "Listing Rules"). (Note 1)

2. **SHARE CAPITAL**

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

\$ \$

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

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

5. The securities for which application is now made

(a) are/are not identical in all respects
.....
(Note 3)

(b) are/are not identical in all respects with an existing class of security
.....
(Note 3)

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(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 six months, are or will be the subject of an application for listing on the following stock exchange(s)

(Delete as appropriate)

6. * So far as is known, or can be ascertained after reasonable enquiry, by the directors of the issuer, the undermentioned is/are substantial shareholder(s) of the company or of its holding company (Note 4):—

Name	Address	Extent of holding and which company
------	---------	--

The following are particulars of the qualifications, if any, and experience of the directors, chief executive and secretary of the issuer (Note 4).

.....

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

The proceeds (if any) of the issue or sale of the securities for which application is now made, or the portion thereof to be received by the issuer, are intended to be used by the issuer for the following purpose(s) (Note 4):—

.....

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 (Note 4):—

Name	Qualifications	Document
------	----------------	----------

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

- (1) all the qualifications for listing set out in the relevant chapters of the Listing Rules have, insofar as applicable and required to be met or fulfilled prior to application, been met or fulfilled in relation to the issuer and the securities of the issuer referred to in paragraph 3 above;
- (2) all information required to be included in the listing document by virtue of the Listing Rules, the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Securities and Futures (Stock Market Listing) Rules and the Code on Takeovers and Mergers has been included therein or, if the final version has not yet been submitted (or reviewed), will be included therein before it is so submitted;

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- (3) all the requirements of the Securities and Futures (Stock Market Listing) Rules, insofar as applicable and required to be fulfilled at the time of application, have been fulfilled in relation to the issuer and the securities of the issuer referred to in paragraph 3 above; and
 - (4) there are no other facts bearing on the issuer's application for listing of and permission to deal in such securities which, in our opinion, should be disclosed to The Stock Exchange of Hong Kong Limited.
8. Details of renounceable document (where applicable):
 - (1) type of document (which must comply with Part A of Appendix 2 to the Listing Rules).
 - (2) proposed date of issue
 - (3) last day for splitting:
 - (a) nil paid
 - (b) partly paid
 - (c) fully paid
 - (4) last day for renunciation
 - (5) last day of dealing:
 - (a) nil paid
 - (b) partly paid
9. If the securities or the underlying shares represented by depositary receipts for which listing is sought are partly paid:
 - (1) proposed date of issue of the securities
 - (2) proposed date(s) of payment of outstanding instalments
.
 - (3) last day for dealing in partly paid form
10. Definitive certificates (in respect of the class of security/securities for which listing is sought) have already been issued forstock/shares and will be ready on
forstock/shares.
11. **ISSUER'S SOLE UNDERTAKING**

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

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

Yours faithfully,

Signed:

Name:

Director, Secretary or other duly authorised
officer for and on behalf of

[Issuer's Name]

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NOTES

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

Note 2 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.

Note 3 "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.*

Note 4 These paragraphs apply only to companies and:—

"chief executive" means a person who either alone or together with one or more other persons is or will be responsible under the immediate authority of the board of directors for the conduct of the business of the issuer.

"substantial shareholder" means a person entitled to exercise, or control the exercise of, ten per cent. or more of the voting power at any general meeting of the issuer.

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Appendix 5
Formal Application
(For Collective Investment Schemes)

Form C3

This form must be lodged duly completed at least **FIVE CLEAR BUSINESS DAYS**, unless otherwise agreed by the Exchange, prior to the date on which it is expected that the Exchange will consider approving the listing of additional interests in the CIS. An issuer which is not a company should adapt this form as necessary to change references that apply only to companies.

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

.....20

Dear Sir,

1. We [.....hereby apply]/ [are instructed by.....to make application] for listing of and permission to deal in the securities referred to in paragraph 3 below subject to the listing rules of The Stock Exchange of Hong Kong Limited entitled the “ Rules Governing the Listing of Securities” (the“ Listing Rules”).
2. [.....] is a Collective Investment Scheme which has received a confirmation from the Securities and Futures Commission (“SFC”) that it has no further comments on the CIS Disclosure Document.
3. Application is now made in respect of [describe the interest of the Collective Investment Scheme] of [\$ or other relevant currency] each in the issuer.
4. The securities for which application is now made:
 - (a) are identical in all respects/are divided into the following classes:

.....

.....
(Note 1)

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

.....

.....

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

.....

.....

5. The following are particulars of the qualifications and experience of the directors of the CIS Operator and (where applicable) the Collective Investment Scheme, the investment adviser, persons who are/will be responsible for investment management and investment advisory services in relation to the Collective Investment Scheme's portfolio and person(s) whose opinion(s) as (an) expert(s) is/are referred to in any document included in this application.

.....

.....

.....

.....

.....

.....

.....

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6. We declare that:—

- (1) the SFC has confirmed that it has no further comments on the CIS Disclosure Document and that such confirmation is currently in force and that we know of no reasons why such confirmation may be withdrawn;
- (2) the Collective Investment Scheme complies and will comply with the SFC's authorisation conditions for the CIS and any codes and guidelines issued by the SFC in relation to Collective Investment Schemes in so far as they apply;
- (3) all information required to be included in the CIS Disclosure Document/listing document, where applicable, pursuant to Section 104 of the Securities and Futures Ordinance and the applicable codes enacted under the Ordinance, and by the Listing Rules, the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Securities and Futures (Stock Market Listing) Rules and any other applicable legislation has been included therein or, if the final version has not yet been submitted (or reviewed), will be included therein before it is so submitted; and
- (4) there are no other facts bearing on the Collective Investment Scheme'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.

7. We undertake to comply with the provisions of the codes and guidelines issued by the SFC from time to time that are applicable to the authorisation of the Collective Investment Schemes and with the Listing Rules from time to time of The Stock Exchange of Hong Kong Limited so far as applicable to the Collective Investment Scheme.

Yours faithfully
(Note 2)

Signed
Name:
For and on behalf of
[CIS listing applicant, and the
CIS Operator]

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

NOTES

Note 1: "Identical" means in this context:—

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

Note 2: This form must be signed by a duly authorised officer of the governing body or board of directors (or its functional equivalent) of the Collective Investment Scheme (as the case may be) and by a duly authorised officer for and on behalf of the CIS Operator.

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

**FORMAL APPLICATION
(FOR OPEN-ENDED INVESTMENT COMPANIES, UNIT TRUSTS,
MUTUAL FUNDS AND OTHER COLLECTIVE INVESTMENT SCHEMES
GOVERNED BY CHAPTER 21 OF THE LISTING RULES)**

FORM C3Z

Case Number: _____

This form, suitably adapted for the specific legal form of the issuer, must be lodged duly completed at least **FOUR CLEAR BUSINESS DAYS** prior to the hearing of the application by the Exchange.

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

Date: _____

Dear Sir,

1. We [_____] hereby apply/[are instructed by to make application] for listing of and permission to deal in the securities/instruments referred to in paragraph 2 below subject to the listing rules of The Stock Exchange of Hong Kong Limited entitled the "Rules Governing the Listing of Securities" (the "Listing Rules").
2. Application is now made in respect of an open-ended number of [units]/ [units]/[redeemable preference shares]/[description of other redeemable instrument] of \$ _____ each in the issuer representing the [relevant entity's] authorised capital and which shall be issued at a price not less than the net asset value at the time of issue.
3. The [securities]/[other relevant description] for which application is now made:—
 - (a) are identical in all respects/are divided into the following classes:—

(Note 1)
 - (b) are not listed or dealt in on another stock exchange/are listed or dealt in on the following stock exchange(s):—

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

4. The following are particulars of the qualifications and experience of the persons who are/will be responsible for investment management and investment advisory services in relation to the open-ended investment company's/unit trust's/mutual fund's/other collective investment scheme's portfolio.

5. We declare that:—
 - (1) save as disclosed to The Stock Exchange of Hong Kong Limited in writing, the open-ended investment company/unit trust/mutual fund/other collective investment scheme complies and will comply in all material respects with all applicable regulations and legislation; **(Note 2)**
 - (2) all information required to be included in the listing document/explanatory memorandum by virtue of all applicable regulations and legislation has been included therein or, if the final version has not yet been submitted (or reviewed), will be included therein before it is so submitted; **(Note 2)** and

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- (3) there are no other facts bearing on this application for listing of and permission to deal in the securities/instruments referred to in paragraph 2 above which, in our opinion, should be disclosed to The Stock Exchange of Hong Kong Limited.
6. We undertake to comply with Listing Rules from time to time of The Stock Exchange of Hong Kong Limited so far as applicable to the [open-ended investment company/unit trust/mutual fund/other collective investment scheme](#).

Yours faithfully,
(Note 3)

Signed _____
Name:
For and on behalf of
[\[Sponsor's Name\]](#)

AND

Signed _____
Name:
for and on behalf of
[\[Trustee, Management Company, Mutual Fund, Custodian, Other Relevant Entity\]](#)

NOTES

Note 1 "Identical" means in this context:—

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

Note 2 The declarations in sections 5(1) and 5(2) must be supported by the opinion(s) of (a) lawyer(s) qualified to opine on the regulations and laws relevant to this application.

Note 3 This form must be signed, in the case of a unit trust, for and on behalf of the Trustee and any Management Company; and, in the case of a mutual fund, by a duly authorised officer of the mutual fund and for and on behalf of the Custodian and any Management Company and; in the case of any other relevant entity, by a duly authorised person; and in the case of a new applicant, also by the sponsor.

THE STOCK EXCHANGE OF HONG KONG LIMITED
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MARKETING STATEMENT

FORM D

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

The requirements of Chapter 7 and Appendix 6 and the accompanying Notes should be read before completing this statement.

A. GENERAL

- 1. Name of issuer/vendor _____
- 2. Description of security _____
- 3. Total amount or number of securities 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 _____

* see **Note 3** at the end of this form

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

B. SUMMARY OF DISTRIBUTION

9. (To be completed by lead broker only) (Note 3)	<u>Amount or Number of securities</u>	<u>% of Placing</u>
Distributors	_____	(1) _____
(As in A7)	_____	(2) _____
	_____	(3) _____
	_____	(4) _____
General Public	_____	_____
Total (As in A3)	_____	100 _____

C. ANALYSIS OF DISTRIBUTION

10. By the undersigned to:	<u>Number of holders</u>	<u>Amount or Number of securities</u>	<u>% of Placing</u>
(1) Clients	_____	_____	_____
(2) Existing or past employees of the issuer	_____	_____	_____
(3) Discretionary managed portfolios	_____	_____	_____
(4) Other Exchange Participants	_____	_____	_____
(see also C12 below) (Note 5)			
(5) Retained by the undersigned	_____	_____	_____
		(As in A4)	
(6) TOTAL	_____	_____	_____
11. By the lead broker to the general public:			
(1) Offered to the public	N/A	_____	_____
(2) Applied for by the public	_____	_____	N/A
(3) Basis of allocation, where oversubscribed			

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12. By the undersigned to other Exchange Participants (Note 5)	Name of Exchange Participant	Amount or Number of securities	% of Placing
	As in C.10(4)		

I hereby certify that to the best of my knowledge and belief, none of the securities placed by me have been placed with the directors of the issuer or their associates or any existing shareholder of the issuer or any nominee of any of the foregoing.

Signed _____

Name and position held _____

Name of company _____

Date _____

NOTES

Note 1: Marketing statements will only be accepted when the required details are typed on the statement.

Note 2: 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.

Note 3: Paragraphs 5-8 of GENERAL and paragraph 9 of SUMMARY OF DISTRIBUTION need be completed by the lead broker only.

Note 4: In paragraph 5, the net price should represent the effective issue price to the issuer or vendor.

Note 5: In completing paragraphs 10(4) and 12, the lead broker may exclude the distributors named by him in paragraph 9.

Note 6: 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 (where individuals) and the names, addresses and registration numbers (where 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)

AUTHORISED REPRESENTATIVES / COMPANY SECRETARY FORM*

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

Case Number: _____

Name of Issuer: _____
(Listed issuer/Unit Trust/ Mutual Fund)

Stock code: _____

1. Details of the two authorised representatives of the listed issuer/the management company of the Unit Trust/ Mutual Fund 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 listed issuer/ Unit Trust/ Mutual Fund**

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2. Details of the alternates of 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 listed issuer/Unit Trust/ Mutual Fund**

THE STOCK EXCHANGE OF HONG KONG LIMITED

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

3. Company Secretary

Name (English & Chinese): _____

Appointment Date: _____

Telephone No.: _____

Facsimile No.: _____

Remarks: _____

Submitted by: _____
Signature

Date: _____

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

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

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

THE STOCK EXCHANGE OF HONG KONG LIMITED

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<https://www.pcpd.org.hk/english/publications/files/Dforme.pdf>

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

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

Termination or cancellation

Should your account or relationship with us be cancelled or terminated at any time, we shall cease processing your personal data as soon as reasonably practicable following such cancellation or termination, provided that we may keep copies of your data as is reasonably required for archival purposes, for use in relation to any actual or potential dispute, for the purpose of compliance with applicable laws and regulations and for the purpose of enforcing any agreement we have with you, for protecting our rights, property or safety, or the rights, property or safety of our employees, and for performing or discharging our functions, obligations and responsibilities.

General

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

Contact us

By Post:

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

By Email:

DataPrivacy@HKEX.COM.HK

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 / 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: _____
(上市發行人/單位信託/互惠基金)

股份代號: _____

1. 有關上市發行人/單位信託的管理公司/互惠基金的管理公司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		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)

姓名(英文及中文): _____

職位: _____

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		
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

**只適用於授權代表並非在上市發行人/單位信託/互惠基金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上市發行人/單位信託/互惠基金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. 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。

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)

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

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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)

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

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	大文	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	小鵬	
														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, firm or government.
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]