

Regulatory Forms

FORMS RELATING TO LISTING

FORM A

Application Form - Equity securities (of an issuer no part of whose share capital is already listed)

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

..... / /

Dear Sirs,

1. We, [Limited] (in English) (in Chinese) (the "Issuer" and together with its subsidiaries, the "issuer group"), and [Limited] (in English) (in Chinese) (the "Sponsor") hereby apply for the listing of and for the permission to deal in the securities referred to in paragraph 6(b) below, subject to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules").

2. Please indicate the person or persons to whom the Exchange should respond in relation to this application (*Note 1*):

3. Proposed timetable for the listing (please specify dates) (*Note 2*):
 - (a) first draft of listing document available for Exchange:
 - (b) Exchange hearing:
 - (c) date of finalisation of the listing document for publication:
 - (d) listing document date:
 - (e) application lists close:
 - (f) announcement of results:
 - (g) documents of title despatched:
 - (h) dealings commence:

4. Issuer's place and date of incorporation or other establishment (Note 3):

5. A brief summary of the history and nature of business of the Issuer and/or its subsidiaries:

6. Details of share capital:

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

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

Total

(b) The type(s) and number of securities for which application is now made, being the issued (and paid up) share capital, inclusive of proposed issue, of [currency]. [amount] divided into:

<u>Class</u>	<u>Number</u>	<u>Par value per share</u>	<u>Total Nominal value</u>
	(A)	(B) [currency]	(C) = (A) x (B) [currency]
In issue before the offer			
Proposed to be issued pursuant to the offer			
- maximum (if applicable)			
- minimum (if applicable)			
		Total	. . . . .

7. Estimated market capitalisation of the maximum and minimum number of securities for which listing is sought (*Note 4*):

8. (a) Estimated size of offer:

Class of securities	Sale shares (if applicable)	Number of securities		Proposed offer price	Estimated size of offer
		New issue (if applicable)	Total Offered		
	(A)	(B)	(C) = (A) + (B)	(D)	(E) = (C) x (D)
				[currency]	[currency]

Total

(b) Particulars of proposed listing method of the securities referred to in paragraph 6(b) above:

Class of securities	Proposed listing method	Sale share (if applicable)	Number of securities		Proposed offer price	Estimated market value
			New issue (if applicable)	Total		
		(A)	(B)	(C) = (A) + (B)	(D)	(E) = (C) x (D)
					[currency]	[currency]

Total

9. Minimum amount of capital to be raised by the Issuer (if applicable) (Note 5):

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

<u>Class of securities</u>	<u>Estimated percentage in the hands of the public</u>
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11. Whether or not it is proposed that the issue be underwritten, and if so, by whom and the amount of securities to be underwritten:

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12. The securities for which application is now made

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

.....
.....
(Note 6)

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

.....
.....
(Note 6)
(If the securities are not identical now, but will become so in the future, a statement as to when they will become identical must be added to (a) or (b) above.)

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

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

***Delete as appropriate**

- (c) declare to the Exchange that as regards our relationship with the issuer, [we are and expect to be independent/we are not or do not expect to be independent because (enter details of the circumstances that give rise to the lack of independence here or otherwise provide separate submissions)].

Yours faithfully

.....
Name:
for and on behalf of
[Sponsor's name]
(Note 8)

20. **Issuer's Undertaking:**

We, [Limited], the Issuer hereby undertake:-

- (a) for so long as any of our securities are listed on GEM, to comply and notify our directors, supervisors and controlling shareholders of their obligations to comply at all times with all of the requirements of the GEM Listing Rules from time to time in force (save for any that are stated not to apply); and hereby confirm that we have complied with, and will comply with, and have notified our directors, supervisors and controlling shareholders of their obligations to comply with, all applicable GEM Listing Rules and guidance materials throughout the listing application process;**
- (aa) throughout the listing application process, to submit, or procure the submission on our behalf of, to the Exchange information that is accurate and complete in all material respects and not misleading or deceptive; and hereby confirm that all information in this application form and all documents submitted herewith are accurate and complete in all material respects and not misleading or deceptive;**
- (b) to advise the Exchange as soon as practicable if any change of circumstance arises that would render any information (i) contained in this application form or the draft listing document submitted herewith or (ii) submitted to the Exchange during the listing application process, inaccurate or incomplete in any material respect or misleading or deceptive;**

- (c) to lodge with the Exchange, before dealings in the securities commence, the declaration (Form F (published in Regulatory Forms)) required by rule 12.26(7) of the GEM Listing Rules; and
- (d) to comply with the requirements of the procedures and format for publication and communication published by the Exchange from time to time.

21. [Repealed 1 October 2013]

22. [Repealed 1 October 2013]

22A. **Issuer's authorisation for filing with the Commission**

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

In respect of materials and documents filed and submitted in relation to our listing application including those filed by our advisers and agents on our behalf, we hereby acknowledge that both the Exchange and the Commission will have unrestricted access to such materials and documents, and on this basis, the Exchange will be regarded as having discharged the above duty of filing such materials and documents with the Commission on our behalf as and when such materials and documents are filed and submitted.

All documents aforementioned shall be filed with the Exchange in such manner as the Exchange may from time to time prescribe.

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

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

23. **Issuer's Acknowledgements:**

We, [Limited], the Issuer, authorise the Exchange to publish, release or present on the Exchange's website or in any other form or context and to whomsoever the Exchange deems necessary or appropriate for the purposes specified below, any information provided by us or on our behalf, to the Exchange pursuant to any obligation under the GEM Listing Rules to publish the same and without liability on the part of the Exchange. In addition, we acknowledge that the Exchange may impose a fee for access to or use of such public information so published, released or presented, and we waive any right to receive any fee or other remuneration from the Exchange in respect thereof. The purposes for which the Exchange may so publish, release or present such information are as follows:—

- (a) for the promotion of GEM; or**
- (b) in connection with the compilation of statistical and other information on companies listed on GEM; or**
- (c) investor awareness and education; or**
- (d) to preserve the general integrity and reputation of the market.**

Yours faithfully,

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

NOTES

- (1) *Where more than one Sponsor has been appointed, please refer to rule 6A.10 of the GEM Listing Rules for guidance. The Exchange must be advised as to which of the Sponsors is, in the first instance, principally responsible for communicating on the Issuer's behalf with the Exchange.*
- (2) *All applicants should note that:—*
 - (a) *pursuant to rule 12.12, the Sponsor should contact the Listing Division to ascertain a date on which the GEM Listing Committee may consider the applicant's application for listing. The Exchange reserves the right to change the provisional hearing date;*
 - (b) *the applicant is not guaranteed an exclusive timetable. In other words the applicant's timetable may coincide with or overlap the timetable of other applicants;*
 - (c) *if requested, the Exchange will inform the applicant of the estimated size of issue and the date on which it is proposed that the application lists will close in respect of every other applicant whose timetable will coincide with or overlap with the applicant's proposed timetable;*
 - (d) *other applicants the proposed timetables of which coincide with or overlap with the applicant's timetable will be informed upon their request to the Exchange of the estimated size of issue and current date on which it is proposed that the application lists will close in respect of the applicant as disclosed in this form (all other details will be retained in strict confidence);*

- (e) *in the event that the listing remains outstanding for more than 6 months after the date of the application form, any initial listing fee paid will be forfeited and a new application form together with a further non-refundable initial listing fee in the amount specified in the Fees Rules must be submitted to the Exchange unless the Exchange agrees otherwise;*
- (f) *where there is a termination or addition of a Sponsor during the vetting process of the listing application, the Exchange will normally require the applicant to submit a new listing application form detailing a revised timetable and a further non-refundable initial listing fee in the amount specified in the Fees Rules. Any initial listing fee paid will, in such circumstances, be forfeited; and*
- (g) *the submission of an application form shall be deemed to confer authority upon the Exchange to notify to:—*
 - (i) *any other applicants the proposed timetables of which coincide or overlap with the applicant's timetable, the estimated size of the applicant's issue and the current date on which it is proposed that the application lists will close; and*
 - (ii) *the Securities and Future Commission and the Hong Kong Monetary Authority, the details of the application.*
- (3) *If it is an overseas issuer, the applicable law under which it is incorporated or otherwise established must be stated.*
- (4) *In the case of an introduction, this application must state the names and holdings (if known) of the 10 largest beneficial holders of the securities, the total number of holders and particulars of the holdings of the directors and their family interests.*
- (5) *Please refer to rule 11.24 of the GEM Listing Rules for guidance.*
- (6) *"Identical" means in this context:—*
 - (a) *the securities are of the same nominal value with the same amount called up or paid up;*
 - (b) *they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and*
 - (c) *they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.*
- (7) *If insufficient space is provided for completion of any paragraph, additional information may be entered on a separate sheet of paper, duly signed and attached.*
- (8) *To the extent that this form is required to be signed on the behalf of the Sponsor, the Exchange expects that it would be signed by 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.*

- (9) *Each and every director of the sponsor firm, and any officer or representative of the sponsor firm supplying information sought in this form should:*
- (a) *note that this form constitutes a record or document which is to be provided to the Exchange in connection with the performance of its functions under “relevant provisions” (as defined in Part 1 of Schedule 1 to the Securities and Futures Ordinance as amended from time to time); and*
 - (b) *be aware that giving to the Exchange any record or document which is false or misleading in a material particular will render relevant persons liable for prosecution for an offence under subsection 384(3) of the Securities and Futures Ordinance as amended from time to time.*

Regulatory Forms

FORMS RELATING TO LISTING

FORM B

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

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

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

..... / /

Dear Sirs,

1. We, [Limited] (in English) (in Chinese) (the "Issuer") hereby apply for the listing of and for the permission to deal in the securities referred to in paragraph 4(b) below subject to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules").

2. Please indicate the person or the persons at the relevant Sponsor to whom the Exchange should respond in relation to this application, if applicable, (*Note 1*):
.....
.....
.....
.....
.....
.....

3. Proposed timetable for the listing (please specify dates):
 - (a) date of finalisation of the listing document for publication, if applicable:
 - (b) listing document date, if applicable:
 - (c) application lists close, if applicable:
 - (d) announcement of results, if applicable:
 - (e) refund cheques despatched, if applicable:
 - (f) documents of title despatched:
 - (g) dealings commence:

4. Details of share capital:

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

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

Total

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

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

In issue
before the
offer

Proposed to
be issued
pursuant to
the offer

- maximum
(if applicable)

- minimum
(if applicable)

Total

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

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

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

<u>Class of securities</u>	<u>Estimated percentage in the hands of the public</u>
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8. Whether or not it is proposed that the issue be underwritten (if applicable), and if so, by whom and the amount of securities to be underwritten:
.....
.....

9. The securities for which application is now made

(a) are/are not* identical in all respects
.....
.....
(Note 4)

(b) are/are not* identical in all respects with an existing class of security
.....
.....
(Note 4)

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

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

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

***Delete as appropriate**

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

<u>Name</u>	<u>Address</u>	<u>Extent of holding and in which company</u>
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* This paragraph is not applicable in the case of capitalisation issues.

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

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

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

13. Details of renounceable document (where applicable):
- (a) type of document (which must comply with Appendix B1 to the GEM Listing Rules).
 - (b) proposed date of issue
 - (c) last day for splitting:
 - (i) nil paid
 - (ii) partly paid
 - (iii) fully paid
 - (d) last day for renunciation

- (e) last day of dealing:
- (i) nil paid
- (ii) partly paid
14. Definitive certificates (in respect of the class of security/securities for which listing is sought) have already been issued for shares and will be ready on for shares.
15. [Repealed 8 July 2023]
16. **We hereby undertake to advise the Exchange if any change of circumstance arises prior to the hearing date of the application (if applicable) or the date on which we propose to finalise the listing document for publication (if any) or the proposed date of issue of the securities the subject of this application, that would render any information contained in this application form or the listing document (if any) misleading in any material respect.**
17. **We declare, to the best of our knowledge and belief, having made due and careful enquiries, that:—**
- (a) **all of the documents required by the GEM Listing Rules to be included with this application have been supplied to the Exchange;**
- (b) **the information supplied in this form and in the documents submitted together with this form is accurate and complete in all material respects and not misleading (save in respect of matters that cannot be ascertained as at the date of this form);**
- (c) **all the qualifications for listing set out in the relevant chapters of the GEM Listing Rules have, insofar as applicable and required to be met or fulfilled prior to application, been met or fulfilled in relation to the Issuer and the securities of the Issuer referred to in paragraph 4(b) above;**
- (d) **all information required to be included in the listing document (if any) by virtue of the GEM Listing Rules, the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Securities and Futures (Stock Market Listing) Rules, the Code on Takeovers and Mergers and all other relevant regulations, has been included therein or, for information that cannot be ascertained as at the date of this form, will be included therein before the final version of the listing document is submitted for review;**
- (e) **all the requirements of the GEM Listing Rules, the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Securities and Futures (Stock Market Listing) Rules, the Code on Takeovers and Mergers and all other relevant regulations, insofar as applicable and required to be fulfilled at the time of application, have been fulfilled in relation to the Issuer and the securities of the Issuer referred to in paragraph 4 above; and**

(f) there are no other facts bearing on the Issuer's application for listing of and permission to deal in such securities which, in our opinion, should be disclosed to The Stock Exchange of Hong Kong Limited.

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

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

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

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

Yours faithfully,

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

*Delete as appropriate

NOTES

(1) Please refer to rule 6A.34 of the GEM Listing Rules. In circumstances where a listed issuer proposes to issue a listing document of the type referred to in rule 6A.36 within the minimum period referred to in rule in 6A.19 or any period fixed for the purposes of rule 6A.20, the Issuer's Compliance Adviser (or adviser appointed under rule 6A.37) shall be responsible for dealing with the Exchange.

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

Regulatory Forms

FORMS RELATING TO LISTING

FORM C

Application Form - Debt securities

This form, must be lodged, duly completed, in the case of an issuer applying for the simultaneous listing of both equity and debt securities, in accordance with the timetable relevant to the application to list such equity securities and, otherwise, as follows:

- (i) in circumstances where the application is required to be supported by a listing document at least 10 clear business days prior to the provisional hearing date of the application by the GEM Listing Committee or, in the case of debt issues to professional investors only, such other period as may be agreed with the Exchange; or**
- (ii) in circumstances where the application is not required to be supported by a listing document, the application must be submitted at least 4 clear business days prior to the proposed date for issuing the securities.**

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

. / /

Dear Sirs,

1. We, [Limited] (in English) (in Chinese) (the "Issuer"), hereby apply for the listing of and for the permission to deal in the securities referred to in paragraph 5 below subject to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). (*Note 1*)
2. Please indicate the person or persons at the relevant Sponsor to whom the Exchange should respond in relation to this application, if applicable (*Note 2*):
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.
.
3. Proposed timetable for the listing (please specify dates, as applicable):
 - (a) Exchange hearing:
 - (b) date of finalisation of the listing document for publication, if applicable:
 - (c) listing document date, if applicable:
 - (d) application lists close, if applicable:
 - (e) announcement of results, if applicable:
 - (f) refund cheques despatched, if applicable:

- (g) documents of title despatched:
- (h) dealings commence:

4. Details of share capital: (Note 3)

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

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

Total

(b) Issued (and paid up) share capital of [currency]. [amount] divided into:

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

Total

5. Please specify the types and numbers of securities for which application is now made. In circumstances where the exact number of securities has not yet been ascertained, please specify the minimum and maximum number of securities in respect for which listing may, ultimately, be sought:

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

7. The securities for which application is now made

(a) are/are not* identical in all respects
.
(Note 5)

(b) are/are not* identical in all respects with an existing class of security
.
(Note 5)

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

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

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

***Delete as appropriate**

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

<u>Name</u>	<u>Address</u>	<u>Extent of holding and in which company</u>
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13A. **Guarantor's declarations and undertakings (for guaranteed debt issue)**

We..... (Name of the guarantor where the debt securities for which listing is hereby applied are guaranteed), the guarantor of the issuer's debt securities hereby: –

- (a) undertake for so long as any of the issuer's debt securities are listed on GEM, to comply at all times with all of the requirements of the applicable GEM Listing Rules from time to time in force; and hereby confirm that we have complied with, and will comply with, all applicable GEM Listing Rules and guidance materials throughout the listing application process;**
- (b) undertake throughout the listing application process to submit, or procure the submission on our behalf of, to the Exchange information that is accurate and complete in all material respects and not misleading or deceptive; and hereby confirm that all information in this application form and all documents submitted herewith are accurate and complete in all material respects and not misleading or deceptive; and**
- (c) undertake to advise the Exchange as soon as practicable if any change of circumstance arises that would render any information (i) contained in this application form or the listing document (if any) or (ii) submitted to the Exchange during the listing application process, inaccurate or incomplete in any material respect or misleading or deceptive.**

14. **We declare, to the best of our knowledge and belief, having made due and careful enquiries, that:—**

- (a) all of the documents required by the GEM Listing Rules to be included with this application have been supplied to the Exchange;**
- (b) the information supplied in this form and in the documents submitted together with this form is accurate and complete in all material respects and not misleading or deceptive (save in respect of matters that cannot be ascertained as at the date of this form);**
- (c) all the qualifications for listing set out in the relevant chapters of the GEM Listing Rules have, insofar as applicable and required to be met or fulfilled prior to application, been met or fulfilled in relation to the Issuer and the securities of the Issuer referred to in paragraph 5 above;**
- (d) all information required to be included in the listing document (if any) by virtue of the GEM Listing Rules, the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Securities and Futures (Stock Market Listing) Rules, the Code on Takeovers and Mergers and all other relevant regulations, has been included therein or, for information that cannot be ascertained as at the date of this form, will be included therein before the final version of the listing document is submitted for review;**
- (e) all the requirements of the GEM Listing Rules, the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Securities and Futures (Stock Market Listing) Rules, the Code on Takeovers and Mergers and all other relevant regulations, insofar as applicable and required to be fulfilled at the time of application, have been fulfilled in relation to the Issuer and the securities of the Issuer referred to in paragraph 5 above; and**

(f) there are no other facts bearing on the Issuer's application for listing of and permission to deal in such securities which, in our opinion, should be disclosed to The Stock Exchange of Hong Kong Limited. (Note 8)

14A. We are required to file our application with the Securities and Futures Commission ("SFC") under section 5(1) of the Securities and Futures (Stock Market Listing) Rules ("Rules"). Pursuant to section 5(2) of the Rules, we hereby authorise the Exchange to file all such materials with the SFC on our behalf as and when we file them with the Exchange.

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

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

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

Yours faithfully,

Signed:
Name:
Director, Secretary or other
duly authorised officer*
for and on behalf of
Name of Issuer/Guarantor:
*(Note 7)

*Delete as appropriate

[Only for listing application of debt securities which are guaranteed]

.....
For and on behalf of
[the guarantor of the debt securities]

NOTES

(1) *Insert name of Issuer of securities. If the Issuer is a new applicant that 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.*

- (2) *Please refer to rules 6A.34 and 2704 of the GEM Listing Rules for guidance. In circumstances where the Issuer proposes to issue a listing document of the type referred to in rule 6A.36 within the minimum period referred to in rule 6A.19 or any period fixed for the purposes of rule 6A.20 the Sponsor or adviser of the Issuer or the Issuer's holding company shall be responsible for dealing with the Exchange.*
- (3) *Paragraph 4 need not be completed by an Issuer applying for the simultaneous listing of both equity and debt securities.*
- (4) *Give particulars of the proposed method of listing of the securities, i.e., whether by offer for subscription, offer for sale, placing, exchange, substitution, conversion, exercise of option or warrant or otherwise.*
- (5) *"Identical" means in this context:—*
- (a) *the securities are of the same nominal value with the same amount called up or paid up;*
 - (b) *they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and*
 - (c) *they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.*
- (6) *"Substantial shareholder" means a person entitled to exercise, or control the exercise of, 10 per cent. or more of the voting power at any general meeting.*
- (7) *In the case of a guaranteed issue, this form, in addition to being completed by the Issuer, must be completed by the guarantor.*
- (8) *If insufficient space is provided for completion of any paragraph, additional information may be entered on a separate sheet of paper, duly signed and attached.*

Regulatory Forms

FORMS RELATING TO LISTING

FORM D

Marketing and Independence Statement (concerning a placing of equity securities)

A separate Marketing and Independence Statement in this form must be submitted by (i) each overall coordinator, (ii) each syndicate member (other than an overall coordinator), (iii) any distributor (other than a syndicate member) and (iv) every Exchange Participant with whom or through whom the securities are placed in the following circumstances: –

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

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

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

A. GENERAL

1. Name of issuer (in English)
. (in Chinese)
2. Description of security
3. Total amount or number of securities of the issuer/vendor being placed
4. Total amount or number of securities being placed by the undersigned
.
5. Final offer price
6. Name(s) of overall coordinator(s)
7. Name(s) of syndicate member(s) (other than the overall coordinator(s))/distributor(s) (other than syndicate member(s)) (if applicable)
 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

- 1.
- 2.
- 3.
- 4.

B. SUMMARY OF DISTRIBUTION

9. (To be completed by overall coordinator only) <i>(Note 3)</i>	Amount or Number of securities	% of Placing
Summary of distribution – Overall coordinator(s) (As in A6)
Summary of distribution – Syndicate member(s) (other than the overall coordinator(s))/ Distributors (other than syndicate member(s)) (As in A7) (1)
 (2)
 (3)
 (4)

Total (as in A3)	100

C. ANALYSIS OF DISTRIBUTION

10.		Number of holders	Amount or number of securities	% of placing
	By the undersigned to: <i>(Note 5)</i>			
	(1) Connected clients (as defined in Note 2 to rule 10.12 of the GEM Listing Rules)	. . . . .	. . . . .	. . . . .
	(2) Directors/substantial shareholders and significant shareholders * of the issuer and their respective close associates (*significant shareholders in respect only of an initial public offer)	. . . . .	. . . . .	. . . . .
	(3) Employees of the issuer . . . . .	. . . . .	. . . . .
	(4) Customers or clients of the issuer	. . . . .	. . . . .	. . . . .
	(5) Suppliers to the issuer	. . . . .	. . . . .	. . . . .
	(6) Other Exchange Participants (see also C12 below)	. . . . .	. . . . .	. . . . .
	(7) Retained by the undersigned	. . . . .	. . . . .	. . . . .
	(8) Other	. . . . .	. . . . .	. . . . .
	(9) TOTAL	. . . . .	. . . . . (As in A4)	. . . . .
11.	[Repealed on 5 August 2022]			

12. By the undersigned to other Exchange Participants (Note 6)	Name of Exchange Participant	Amount or number of securities	% of placing

	Total	As in C.10(6)	. . . . .

13. [Repealed 22 November 2023]

We hereby certify that to the best of our knowledge and belief[, and save as disclosed in the listing document and/or the application seeking for the Exchange’s waiver from strict compliance with the requirements of rule 13.02(1) of the GEM Listing Rules and its consent under rule 10.12(1A) of the GEM Listing Rules]#:

- (i) none of the securities placed by us have been allocated to the directors or existing shareholders of the issuer or their respective close associates, whether in their own names or through a nominee of any of the foregoing, or to any of the “connected clients” (as defined in Note 2 of rule 10.12(4) of the GEM Listing Rules) of the overall coordinator(s), any syndicate member(s) (other than the overall coordinator(s)) or any distributor(s) (other than syndicate member(s)) unless the conditions set out in rule 13.02(1) are fulfilled;
- (ii) (a) the orders for the securities placed by us originate from the placees procured by us and their respective ultimate beneficial owners; (b) we and the placees procured by us and their respective ultimate beneficial owners are third parties independent of the issuer; and (c) the placees procured by us and their respective ultimate beneficial owners have the financial capacity to meet all obligations arising from such orders, and are not financed directly or indirectly by, or accustomed to taking instructions from, the issuer, any of the directors, chief executives, controlling shareholder(s), substantial shareholder(s) or existing shareholder(s) of the issuer or any of its subsidiaries, or a close associate of any of them; and
- (iii) the consideration payable by each placee (under C10) directly or indirectly to the issuer for each share of the issuer subscribed for or purchased by them is the same as the final offer price determined by the issuer, in addition to any brokerage, AFRC transaction levy, SFC transaction levy and trading fee payable.

We hereby confirm the information in this letter [and the concentration analysis interface]# is accurate and not misleading in all material respects.

(For placings in connection with New Listings)

(Name of Submitter) (Title of Submitter)

(Submitter’s Company Name)

(Date)

(For placings other than in connection with New Listings)

Signed

Name and position held

Name of company

Date

NOTES

1. *Repealed 22 November 2023*
2. *A Marketing and Independence Statement in this form must be completed by each of the overall coordinator(s), any syndicate member(s) (other than the overall coordinator(s)) and any distributor(s) (other than syndicate member(s)) 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.*
3. *Paragraphs 5-8 of GENERAL, paragraph 9 of SUMMARY OF DISTRIBUTION and paragraph 13 of ANALYSIS OF DISTRIBUTION are to be completed by the overall coordinator only.*
4. *Repealed 22 November 2023*
5. *Please refer to rule 10.12 of the GEM Listing Rules for guidance.*
6. *In completing paragraphs 10(6) and 12, the overall coordinator may exclude the syndicate member(s) and any other distributor(s) already named by him in other parts of those paragraphs.*
7. *As soon as practicable after the hearing of the application by the Exchange but before dealings commence, a placee list setting out the required information in rule 10.12(5) of the GEM Listing Rules must be lodged with the Exchange.*
8. *For the purpose of this form, references to “securities” and “shares” shall include equity securities.*
9. *In the case of a placing in connection with a New Listing, this form will be pre-populated and generated by FINI for review and electronic submission. References to the “undersigned” in this form shall therefore be construed as the submitter’s company.*

Delete as appropriate

Regulatory Forms

SPONSOR/OVERALL COORDINATOR*'S FORMS

FORM E

Sponsor's/Overall coordinator's* Declaration of Compliance concerning a New Applicant (only applicable for New Listings)

Note: This form will be pre-populated and generated by FINI for review and electronic submission. If a legal entity is appointed as both the Sponsor and the overall coordinator, only one declaration is required to be submitted and the legal entity may choose to submit the declaration as either a sponsor user or an overall coordinator user on FINI. If the Sponsor and the overall coordinator are different legal entities within the same group of companies (as defined under section 1 of Part 1 of Schedule 1 to the Securities and Futures Ordinance), each of the Sponsor and the overall coordinator is required to submit this declaration in its own capacity.

This declaration must be lodged, duly completed, prior to the commencement of dealing of the securities of the new applicant.

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

Case Number:

Dear Sirs,

Re: Sponsor/Overall coordinator*'s declaration of compliance concerning a new applicant

We, being a sponsor /
an overall coordinator* / a sponsor and an overall coordinator* to
. [Name of new applicant],
hereby declare to the best of our knowledge and belief, having made all reasonable enquiries, that:—

(1) **Offers for Subscription and Offers for Sale**

The securities have been allotted as follows:

No. of allottees **No. of securities allotted**

(2) **Placings**

(i) The securities have been placed as follows:—

No. of placees	No. of securities placed
---------------------------------	---

The following (ii) and (iii) are only applicable to the overall coordinator(s).

(ii) A bookbuilding process was carried out to assess demand for securities.

(iii) The placing of the securities is in compliance with rules 10.12 to 10.16B of The Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (“the GEM Listing Rules”).

(3) [Repealed 22 November 2023]

(4) [Repealed 22 November 2023]

(5) (Only applicable to Sponsor) All of the provisions of the GEM Listing Rules and guidance materials, insofar as applicable and required to be fulfilled prior to the grant of listing, have been complied with, and we confirm that we have complied with all of the requirements laid down in Chapter 6A of the GEM Listing Rules concerning the application for listing, except where relevant waiver(s) or consent(s) have been granted by the Exchange.

(Name of Submitter) (Title of Submitter)

(Submitter’s Company Name)

(Date)

** Delete as appropriate*

Regulatory Forms

FORMS RELATING TO LISTING

FORM F

Issuer's declaration of compliance

(In the case of a New Listing, this form of declaration will be generated and partially pre-populated by FINI. In other cases, the following is a suggested form of declaration which may be amended to meet individual cases)

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

Case Number:

Date:

Unless otherwise defined herein, capitalised terms used in this form have the same meanings as those defined in the listing document of (hereinafter called the "Issuer") dated (the "listing document").

We, and a Director and the Secretary respectively of the Issuer, declare to the best of our knowledge, information and belief as follows:—

1. (a) that all legal requirements in connection with the issue/offer/introduction/new listing of the following securities of the Issuer, namely:

Number of securities:

Type of securities:

Nominal value/denomination of securities (where applicable):

have been complied with;

- (b) (where applicable) that all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies in connection with such issue/offer have been duly filed;

2. that all pre-conditions for listing imposed by Chapter 11 and/or Chapter 27 or Chapter 30 of the "Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited" ("GEM Listing Rules") have, insofar as applicable, been fulfilled in relation to the Issuer and the securities of the Issuer referred to in paragraph 1 above;

3. that

Number of securities:

Type of securities:

Nominal value/denomination of securities (where applicable):

have been subscribed/purchased for cash and duly allotted/issued/transferred to the subscribers/purchasers (and that the said securities have been converted into HK\$ Stock);

4. that all money due to the Issuer in respect of the issue/offer has been/ is expected to be received by it before dealings commence;

5. that
Number of securities:
Class of securities:
Nominal value/denomination of securities (where applicable):

have been issued and credited as fully paid by way of conversion/exchange/consideration for property acquired/other consideration not being cash and have been duly allotted/issued and/or transferred to the persons entitled thereto (and that the said securities 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 the number of shares forming the subject of the listing is as follows (insert exact amounts and descriptions of securities (giving distinctive numbers if any)):
(applicable only to new applicants for listing)

.
.

8. that completion has taken place of the purchase by the Issuer of all property shown in the listing document to holders of the Issuer's securities dated// as having been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied;

9. that the trust deed/deed poll relating to the said (insert type of securities) has been completed and executed and a copy has been lodged with The Stock Exchange of Hong Kong Limited and that particulars thereof, if so required by law, have been filed with the Registrar of Companies;

10. that all the (insert type of securities) of each class referred to above are in all respects identical (*Note 1*);

10A. [Repealed 22 November 2023]

11. that no alterations have been made to the version of the listing document which has been reviewed by The Stock Exchange of Hong Kong Limited and on which it has confirmed to the Issuer that it has no further comments other than in relation to the pricing of the issue or takeover offer, number of securities, figures depending on the information and correction of errors;

12. that all (if any) conditions contained in the formal letter granting listing of and permission to deal in the (insert type of securities) have been fulfilled;

13. that all of the provisions of the GEM Listing Rules and guidance materials, insofar as applicable and required to be fulfilled prior to the grant of the Issuer's listing, have been complied with, except where relevant waiver(s) or consent(s) have been granted by the Exchange;

14. (in the case of an offering of equity securities that fall within rule 6A.39(1) only) that the allocation of discretionary fees, that is, the absolute amount to be paid, and the time schedule for the payment of the total fees payable to each syndicate CMI have been determined and communicated in writing to each syndicate CMI;

15. (in the case of an offering and/or a placing of shares in connection with a New Listing) that none of the persons that have been duly allotted and/or placed the (insert type of securities) are accustomed to taking instructions from the Issuer, any of the directors, chief executives, controlling shareholder(s), substantial shareholder(s) or existing shareholder(s) of the Issuer or any of its subsidiaries, or a close associate of any of them;
16. (in the case of an offering and/or a placing of shares in connection with a New Listing) that none of the persons that have been duly allotted and/or placed the (insert type of securities) have been financed directly or indirectly by the Issuer, any of the directors, chief executives, controlling shareholder(s), substantial shareholder(s) or existing shareholder(s) of the Issuer or any of its subsidiaries, or a close associate of any of them; and
17. Other information (if any)

For and on behalf of:

.

(Note 2)

Signed Director
 Name:
 Date:

Signed Secretary
 Name:
 Date:

NOTES

1. "Identical" means in this context:—
 - (a) the securities are of the same nominal value with the same amount called up or paid up;
 - (b) they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - (c) they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank *pari passu* in all other respects.
2. This declaration should be signed for and on behalf of the Issuer by both a director and the secretary of the Issuer.

Regulatory Forms

FORMS RELATING TO LISTING

FORM G

GEM

Company Information Sheet

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

Company name:

Stock code (ordinary shares):

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on GEM of The Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the Exchange's website on the internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of

A. General

Place of incorporation :

Date of initial listing on GEM :

Name of Sponsor(s) :

Names of directors:
(please distinguish the status of the directors - Executive, Non-Executive or Independent Non-Executive) :

Name(s) of substantial shareholder(s)
(as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company :

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company :

Financial year end date :

Registered address :
Head office and principal place of business :
Web-site address (if applicable) :
Share registrar :
Auditors :

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

C. Ordinary shares

Number of ordinary shares in issue :
Par value of ordinary shares in issue :
Board lot size (in number of shares) :
Name of other stock exchange(s) on which ordinary shares are also listed :

D. Warrants

Stock code :
Board lot size :
Expiry date :
Exercise price :
Conversion ratio :
(Not applicable if the warrant is denominated in dollar value of conversion right)
No. of warrants outstanding :
No. of shares falling to be issued upon the exercise of outstanding warrants :

E. Other securities

Details of any other securities in issue.

(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

Responsibility statement

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Submitted by: _____
(Name)

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

NOTE

Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the Exchange's website a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.