

Form Filling Guide

Form 5A

G103

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

General

1. Case Number - Please input the case number provided by the Exchange.

Appendix 5
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

Case Number :

Date :

Dear Sirs,

1. We, [Name of Listing Applicant in English] ([Name of Listing Applicant in Chinese]) (the "Issuer"), and [Name of  Sponsor(s)] (the "Sponsor(s)") hereby apply for the listing of and for the permission to deal in the securities referred to in

2. To input, please click the Edit button  to expand the fields.
3. To input multiple values (for example, when more than one sponsors are appointed), please click  to expand the field.
4. To remove the unused added fields, please click .
5. Some fields do not require user's input, instead they will automatically display the required information based on the inputs in other fields. Please see fields with .
6. **Part 2. SHARE CAPITAL – (a) Authorised share capital** (updated in Jan 2021)
7. For companies incorporated in jurisdiction with no authorized share capital concept, please select "N/A" for currency and "Not Applicable" for class of shares from the drawdown lists. (updated in Jan 2021)

6. Details of share capital:

(a) Authorised share capital is divided into:

Class	Number (A)	Par value per share (B)	Total nominal value (C) = A x (B)
<input type="text" value="N/A"/>			<input style="border: 1px solid green;" type="text" value=""/>
<input type="text" value="Not Applicable"/>			

TOTAL

For shares issued with par value, select the currency of par value per share and input the par value amount in section 6 (a) and (b), then the total nominal value will be calculated and displayed automatically

(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 USD 220,000,000 is divided into:

In issue before the offer

Class	Number (A)	Par value per share (B) USD	Total nominal value (C) = (A) x (B) USD
Ordinary Shares (Non-H)	1,000	100	100,000

Proposed to be issued pursuant to the offer (tentative)

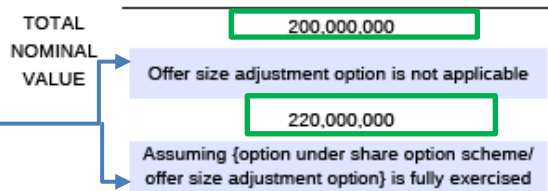
Class	Method of issue of securities	Number (A)	Par value per share (B) USD	Total nominal value (C) = (A) x (B) USD
Ordinary Shares (Non-H)	Global offering	1,999,000	100	199,900,000

Share which may be issued (tentative) - For shares issued under offer size adjustment option, share option scheme or other options, please edit the free text field under "Method of issue of securities" (see 6(b)(i) below). If there is no offer size adjustment or other option, please select "Not Applicable" under "Class" of shares field (see 6(b)(ii) below).

Shares which may be issued (tentative)

Class	Method of issue of securities	Number (A)	Par value per share (B) USD	Total nominal value (C) = (A) x (B) USD
Ordinary Shares (Non-H)	Pursuant to exercise of options under share option scheme/ offer size adjustment option/ option or warrant	200,000	100	20,000,000

6 (b)(i). If there are shares to be issued under an option (e.g. offer size adjustment option, share option scheme or other options), please amend the free text field as appropriate.



OR

Shares which may be issued (tentative)

Class	Method of issue of securities	Number (A)	Par value per share (B) USD	Total nominal value (C) = (A) x (B) USD
Not Applicable				

200,000,000

Offer size adjustment option is not applicable

6 (b)(ii). If there are no shares to be issued under an option, please select "Not Applicable". Other fields will then be disabled.

8. Section 7. Estimated market capitalisation section are automatic generated fields.
9. In Section 8 part (a), please indicate if there is any offer size adjustment option. If there is offer size adjustment option, please input the number of shares if the option is fully exercised AND not exercised respectively.

8. (a) Estimated size of offer:

Offer size adjustment option (if applicable)	Class of securities	Number of securities (if applicable)		Proposed offer price (D) HKD	Estimated size of offer (E) = (C) x (D) HKD
Fully exercised	Ordinary Shares (Non-H)	Sale shares (A)	1,000	100	220,000,000
		New issue (B)	2,199,000		
		Total Offered (C) = (A) + (B)	2,200,000	150	330,000,000
Not exercised	Ordinary Shares (Non-H)	Sale shares (A)	1,000	100	200,000,000
		New issue (B)	1,999,000		
		Total Offered (C) = (A) + (B)	2,000,000	150	300,000,000
TOTAL					220,000,000 330,000,000
				Offer size adjustment option is fully exercised	
TOTAL					200,000,000 300,000,000
				Offer size adjustment option is not exercised	

If there is offer size adjustment option, please select both "Fully exercised" and "Not exercised".

If there is no offer size adjustment option, please select "Not Applicable". Other fields in this section will then be disabled.

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

Class of securities	Proposed listing method	Number of securities (if applicable)		Proposed offer price (D) HKD	Estimated market value (E) = (C) x (D) HKD
Ordinary Shares (Non-H)	Offer for subscription	Sale shares (A)	1,000	100	200,000,000
		New issue (B)	1,999,000		
		Total Offered (C) = (A) + (B)	2,000,000	150	300,000,000
Ordinary Shares (Non-H)	Exercise of Offer size adjustment	Sale shares (A)	0	100	20,000,000
		New issue (B)	200,000		
		Total Offered (C) = (A) + (B)	200,000	150	30,000,000
TOTAL					220,000,000 330,000,000
				Assuming {options under share option scheme/ offer size adjustment option} is fully exercised	
TOTAL					200,000,000 300,000,000
				Assuming {options under share option scheme/ offer size adjustment option} is not exercised	

10. Where the securities are not identical in all respects, please based on the best estimate and input **the expected date** when the securities will become identical.

12 The securities for which application is now made

(a) are not identical in all respects (Note 6)
 Date when the securities will become identical

(b) are not identical in all respects with an existing class of securities
 Date when the securities will become identical must be completed.

(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 listed or dealt in on the following stock exchange(s)

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

User could mouse-over the field to see the description of information required from the yellow text box

Please edit the description in the free text box as appropriate

11. Please input all requested waivers by using the add button. If the waiver is requested on a continuing basis, then the waiver period must be inputted.


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

GEM Rule reference	GEM Rule 5.14
Details	To request for a waiver to Mr. XXX from the qualification and experience requirement in the discharge of his duties as the company secretary of the Company
Basis of waiver	Please refer to "Waiver for Qualifications and experience of company secretary" section of the Application Proof
One-off/ continuing	<input type="checkbox"/> Continuing <input checked="" type="checkbox"/>
Waiver period	1 January 2021 to 31 December 2023

12. Please input the name and qualifications of experts as those set out in the Appendix [X] – Statutory and General Information section of the listing document.

17. 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: —

Name	Qualifications	Document
XYZ Securities Hong Kong Limited	A corporation licensed to carry out type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance	Sponsor's view stated in the prospectus, comfort letter on working capital sufficiency
Sample C.P.A.	Certified public accountants	Accountants' report and unaudited pro forma financial information


13. When there are more than one sponsors, please use  button to add the signing fields for each of the joint-sponsors' signature.

After submission of e-Form through ESS, please download a copy of the submitted form (i.e. the copy with a Submission No.) from the e-Form Submission Acknowledgement page for each sponsor's signature.


The signed version of Form 5A should then be filed to the Exchange together with other documents as required under GEM Rules 12.22 to 12.23.

- (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.


Please specify whether the signing person is 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.

Yours faithfully,
 Signed: 
 Name: Chan Tai Ming
 Director, Secretary or other duly authorised officer *

for and on behalf of
 Name of Issuer: Sample Holdings Limited
 *Delete as appropriate

Yours faithfully,
 Signed: 
 Name: Peter Lee
 Position: Managing Director (Principal)

For and on behalf of
 Name of Sponsor: XYZ Securities Hong Kong Limited

Yours faithfully,
 Signed: 
 Name: John Cheung
 Position: Executive Director (Principal)

For and on behalf of
 Name of Sponsor: UVW Capital Limited

Once the e-Form has been successfully submitted through ESS, a submission number will be generated and displayed on the bottom left corner of the e-Form.

14. For listing by way of Introduction, please also input this Additional Information section. As all the fields are mandatory, please input "N/A" and "0" if there are less than ten largest beneficial holders of the securities (on the last page of the form).

Additional information

Under Note 4:

Particulars of the ten largest beneficial holders of the securities (in case of an Introduction)

	Name of the shareholder	Beneficial interests in the listing applicant (percentage of shareholding)	
1	Cheung Siu Ming	26.78	%
2	Lee Tai Wai	19.45	%
3	N/A	0	%
4	N/A	0	%
5	N/A	0	%
6	N/A	0	%
7	N/A	0	%
8	N/A	0	%
9	N/A	0	%
10	N/A	0	%

	Name of director who have interest in the listing applicant (or his/her families hold such interest)	Interests in the listing applicant held by director and his/her families (percentage of shareholding)	
1			%

Name of director who holds interests in the listing applicant
(or his/her families hold such interest)

- End -