



**The Stock Exchange of Hong Kong Limited**  
*(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)*

## Revised Checklist and Forms for CIS New Applicants

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To be effective from 10 November 2014

Document Template Code	Document Template Name
<b>Checklists and Forms for Collective Investment Schemes under Chapter 20</b>	
<i>Where Main Board rule 20.25 applies, to be submitted when the new CIS applicant files an authorised application with SFC</i>	
<u>CIS001</u>	Main Board: – Confirmation with regard to posting of Application Proof or Post Hearing Information Pack (PHIP)
<i>To be submitted together with Form 5A2</i>	
<u>CIS002</u>	Main Board: – Form 5A2 – Listing application Form (For Collective Investment Schemes)
<u>CIS003</u>	Main Board: – Form 7G – Listing Agreement (For Collective Investment Schemes)
<u>CIS001</u>	<i>Where Main Board rule 20.26 applies</i> Main Board: – Confirmation with regard to posting of Application Proof or Post Hearing Information Pack (PHIP)
<i>To be submitted after the issue of the listing document but before dealings commence</i>	
<u>CIS004</u>	Main Board: – Issue of Listing Document – Confirmation Letter of SFC’s authorisation
<i>Where there is an IPO of the CIS Units, to be submitted after the issue of the listing document but before dealings commence</i>	
Main Board: IPO – Form D – Marketing Statement	
<u>CIS005</u>	Main Board: IPO – Notification of Submission of Transaction Levy, Trading Fee and Brokerage
<u>CIS006</u>	Main Board: IPO – Form D – Marketing Statement
<u>CIS007</u>	Main Board: IPO – Placee information sheet



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## Revised Checklist and Forms for Listed CIS Issuers

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To be effective from 10 November 2014

Template Code	Part C: Forms specified under the Listing Rules
	<b>III. Forms relating to Application for Listing of Securities</b>
<u>FF007M</u>	▶ Formal Application (For close-ended Collective Investment Schemes) (Form C3 in Appendix 5)

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**NEW LISTING APPLICATION (COLLECTIVE INVESTMENT SCHEME) – MAIN BOARD**

**Confirmation with regard to posting of [\*Application Proof]/[\*Post Hearing Information Pack] (“PHIP”) where applicable under Main Board Rule 20.25 and Rule 20.26**

**Recommended Template**

[Letterhead of IPO sponsor]

[date]

\*By fax (2295 0198)/ By mail/By hand

To : Hong Kong Exchanges and Clearing Limited  
The Stock Exchange of Hong Kong Limited  
11th Floor, One International Finance Centre  
1 Harbour View Street, Central  
Hong Kong

Dear Sirs,

**Company** :  
**Case Number** :  
**Transaction Type** : **New Listing – Primary Listing on SEHK**  
**Subject** : **Request for Publication of [\*Application Proof] [\*PHIP] where applicable under Main Board Rule 20.25 and Rule 20.26**

We confirm that we have been duly authorised by the Company to submit a ready-to-publish [\*Application Proof] [\*PHIP] where applicable under Main Board Rule 20.25 and Rule 20.26 in the English and Chinese language<sup>1</sup>.

The submission is made in the following manner.

1. [\*through HKEx-ESS, the Warning Statements (for Application Proof/PHIP)]<sup>2</sup>;
2. through HKEx-ESS, the [\*Application Proof] [\*PHIP] in a multi-file format; and

<sup>1</sup> From 1 October 2013 to 31 March 2014 (both dates inclusive), an applicant is not required to submit a Chinese version of an Application Proof to the Exchange.

<sup>2</sup> No warning statement is required to be submitted if the applicant has already submitted a warning statement and does not intend to change the contents of the warning statement

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.../2

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3. *(please tick  at the appropriate items below)*

through HKEx-ESS, the [\*Application Proof] [\*PHIP] of a file size equals to or less than 20MB in a single file format (with bookmarks)<sup>3</sup>, or

enclosing a CD ROM which contains the [\*Application Proof][\*PHIP] of a file size exceeding 20MB in a single file format (with bookmarks).

[##We further confirm that we have received a confirmation from the Company's legal adviser that the [\*Application Proof] [\*PHIP] submitted for publication on the Exchange's website follows the Exchange's guidance on redactions in an Application Proof/PHIP and appropriate warning and disclaimer statements for publication of these documents.]

For any queries, please contact [name of contact] on [telephone no.].

Yours faithfully,  
 For and on behalf of  
 [name of each IPO sponsor]

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Name:  
 Title

\* Delete as appropriate  
 ##Only applicable to Application Proofs and PHIPs

Copy: Investment Products Department, Securities and Futures Commission (only for CIS listing applications)

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<sup>3</sup> A statement made under Main Board Rule 20.25 and Rule 20.26 is expected to be in single file format not exceeding 20 MB

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**APPENDIX 5**

**LISTING APPLICATION FORM  
(FOR COLLECTIVE INVESTMENT SCHEMES)**

**FORM A2**

(To be typed under the letter-head of the agent of the CIS listing applicant who is arranging for the application to be submitted)

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

..... 20.....

Dear Sir,

Re: .....  
(Name of collective investment scheme which is the subject of the listing application)

We are instructed by the issuer named above, which is a collective investment scheme which has been/has applied to be authorised by the Securities and Futures Commission pursuant to Section 104 of the Securities and Futures Ordinance (“Collective Investment Scheme”), to make an application for listing of and permission to deal in a number of interests of the issuer.

Particulars of the proposed listing are:—

1. Name of Collective Investment Scheme:

(in English) .....

(in Chinese) .....

2. Place and date of incorporation/governing law and date of original trust deed:

.....

3. Brief description of investment policy and objectives:

.....

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

4. Names of Directors, Trustee, Custodian, CIS Operator, Investment Adviser, Hong Kong Representative and any other parties involved or interested in the management or promotion of the Collective Investment Scheme:

(in English)

(in Chinese)

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

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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5. Type of security for which listing is sought:

(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):

.....  
.....

6. Estimated size of initial offer (where the Collective Investment Scheme is newly formed):

.....

7. Net asset value and profit after tax since incorporation/formation or, if shorter, for the three preceding years (if applicable):

Net Asset Value as at Year Ended .....	Profit
1st Year: .....	.....
2nd Year: .....	.....
3rd Year: .....	.....

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8. Proposed timetable for the listing (please specify dates) (Note 2):

(A) first draft of listing document available for Exchange:

.....

(B) Exchange clearance: .....

(C) bulk print date: .....

(D) listing document date: .....

(E) dealings commence:.....

A cheque numbered..... (cheque number) drawn on .....  
(bank) for \$[                    ] is enclosed being payment of the initial listing fee payable in advance.  
If there is any delay in the proposed timetable as set out above, or if there is any change in that  
timetable or in any of the other particulars without the approval of the Exchange, we  
acknowledge your right to forfeit this amount.

We shall keep the Exchange informed of the progress of this case at the earliest opportunity.

We hereby authorise you to disclose to the Securities and Futures Commission, the Hong Kong  
Monetary Authority and the Hong Kong Government, the estimated size and timetable of the  
issue.

Yours faithfully

.....  
Name:  
for and on behalf of  
[CIS listing applicant]

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**CIS listing applicant and CIS Operator's Undertaking**

We declare that:—

- (1) the Securities and Futures Commission 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 Commission's authorisation conditions for the CIS and any codes and guidelines issued by the Commission 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 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.

We undertake to comply with the provisions of the codes and guidelines issued by the Securities and Futures Commission 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.

**CIS listing applicant and CIS Operator's authorisation for filing with the Commission**

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

If our securities become listed on the Exchange, we will be required to file copies of certain announcements, statements, circulars, or other documents made or issued by us or on our behalf to the public or to holders of our securities 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.

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

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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. In addition, we undertake to execute such documents in favour of the Exchange perfecting the above authorisation as the Exchange may require.

Yours faithfully  
(Note 3)

.....  
For and on behalf of  
[CIS listing applicant and the CIS  
Operator]

**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: All applicants should note that:—*

- (1) [Repealed [\*]]*
- (2) the applicant is not guaranteed an exclusive timetable. In other words the applicant’s timetable may coincide with or overlap another issuer’s timetable;*
- (3) applicants will normally only be permitted to delay their timetable as the result of circumstances which were not anticipated at the time of submission of the listing application form, on a maximum of three occasions and, if such delays are made before the submission of a draft listing document, for a maximum of twelve months on each occasion. After the draft listing document has been submitted to the Exchange the three delays must not exceed six months, in total;*

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- (4) *if there is any change in the applicant's proposed timetable without the approval of the Exchange, or if the listing application is withdrawn, cancelled or rejected then the deposit paid will be forfeited by the Exchange; and*
- (5) *the submission of a listing application form shall be deemed to confer authority upon the Exchange to notify to:—*
  - (a) *any subsequent applicants whose proposed timetable coincides or overlaps with the applicants, the estimated size of the applicant's issue and the current date on which it is proposed that the application lists will close; and*
  - (b) *the Securities and Futures Commission, the Hong Kong Monetary Authority and the Hong Kong Government, the details of the application.*

*Note 3: 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.*

*Note 4: 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.*

### **IMPORTANT**

*Note 5: In order to maintain an orderly new issues market the Exchange reserves the right to refuse a listing application if there are too many existing applications in the relevant period.*

.....

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**APPENDIX 7**  
**LISTING AGREEMENT**  
**(FOR COLLECTIVE INVESTMENT SCHEMES)**

**FORM G**

**Type of Security: Interests in Collective Investment Schemes**

**Type of Issuer: Authorised Collective Investment Schemes wherever incorporated**

The following is the text of the Listing Agreement denoted in bold type, each paragraph being followed (where appropriate) by notes denoted in italics on its interpretation and application.

This Agreement is entered into between .....

..... (the “Covenantors”) and **THE STOCK EXCHANGE OF HONG KONG LIMITED** (the “Exchange”) whereby the Covenantors undertake to the Exchange to perform the covenants set out hereunder fully and in good faith (each such covenant to be read and construed in accordance with and subject to the related notes from time to time appearing in the Exchange Listing Rules).

**INTERPRETATION**

- 1. In this Agreement, unless the context otherwise requires, terms used which are defined in the Exchange Listing Rules shall have the same meaning as in the Exchange Listing Rules.**

**COMPLIANCE WITH THE COMMISSION’S AUTHORISATION CONDITIONS**

- 2. The Covenantors hereby severally covenant that so far as it lies within their respective powers, they will each procure that they, and ..... (the “Scheme”),**
  - (1) will comply in full with the Commission’s authorisation conditions for the Scheme and any codes and guidelines issued by the Commission in relation to Collective Investment Schemes in so far as they apply to the Covenantors (collectively, the “Authorisation Conditions”). The Covenantors shall inform the Exchange immediately of the details of any waiver of any provision of the Authorisation Conditions which is sought or obtained from the Commission, and the Covenantors undertake that they will not take any action (or refrain from taking any action) on the basis of such waiver until they have so informed the Exchange; and**

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- (2) will comply with the Exchange Listing Rules in force from time to time.
3. The Covenantors hereby further covenant that they will procure that every document required to be published by the Commission pursuant to the Authorisation Conditions is also supplied at the same time to the Exchange. For the purpose of this provision, any document posted on the website of the Exchange will be deemed to have been published and supplied to the Exchange in compliance with this covenant.

**DISCLOSURE**

4. The Scheme shall inform the Exchange immediately of:
- (1) any notice of the Commission to withdraw authorisation of the Scheme;
- (2) any intention to vary or terminate the Scheme; and
- (3) any other information necessary to enable the holders of interests to appraise the position of the Scheme and to avoid the establishment of a false market in the interests of the Scheme.

*4.1 References in this Agreement to informing the Exchange mean delivery of the relevant information to the Exchange in the manner determined by the Exchange from time to time and promulgated by way of a practice note to the Exchange Listing Rules.*

- 4A. (1) Subject to Paragraph 4A(5) and in addition and without prejudice to specific requirements contained elsewhere in the Exchange Listing Rules, a Scheme shall, whenever there is a change in the number of units in the Scheme as a result of or in connection with any of the events referred to in Paragraph 4A(2), submit through HKEx-EPS, or such other means as the Exchange may from time to time prescribe, for publication on the Exchange's website a return in such form and containing such information as the Exchange may from time to time prescribe by not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the business day next following the relevant event.
- (2) The events referred to in Paragraph 4A(1) are as follows:
- (a) any of the following:
- (i) placing;
- (ii) consideration issue;

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- (iii) open offer;**
  - (iv) rights issues;**
  - (v) bonus issue;**
  - (vi) scrip dividend;**
  - (vii) repurchase of units;**
  - (viii) exercise of an option under a unit option scheme by a director of the collective investment scheme operator or the collective investment scheme operator itself;**
  - (ix) exercise of an option other than under a unit option scheme by a director of the collective investment scheme operator or the collective investment scheme operator itself; or**
  - (x) change in the number of units in the Scheme not falling within any of the categories referred to in Paragraph 4A(2)(a)(i) to (ix) or Paragraph 4A(a)(b); and**
- (b) subject to Paragraph 4A(3), any of the following:**
- (i) exercise of an option under a unit option scheme other than by a director of the collective investment scheme operator or the collective investment scheme operator itself; or**
  - (ii) exercise of an option other than under a unit option scheme not by a director of the collective investment scheme operator or the collective investment scheme operator itself;**
  - (iii) exercise of a warrant;**
  - (iv) conversion of convertible securities; or**
  - (v) redemption of units.**
- (3) The disclosure obligation for an event in Paragraph 4A(2)(b) only arises where:**
- (a) the event, either individually or when aggregated with any other events described in that Paragraph which have occurred since the**

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**Scheme published its last monthly return under Paragraph 4B or last return under this Paragraph 4A (whichever is the later), results in a change of 5% or more of the number of units in the Scheme; or**

- (b) an event in Paragraph 4A(2)(a) has occurred and the event in Paragraph 4A(2)(b) has not yet been disclosed in either a monthly return published under Paragraph 4B or a return published under this Paragraph 4A.**
  - (4) For the purposes of Paragraph 4A(3), 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 as it was immediately before the earliest relevant event which has not been disclosed in a monthly return published under Paragraph 4B or a return published under this Paragraph 4A.**
  - (5) This Paragraph 4A applies only to a collective investment scheme (including Real Estate Investment Trust) authorised by the Commission under its Code on Real Estate Investment Trusts listed under Chapter 20 of the Exchange Listing Rules with the exception of open-ended collective investment schemes.**
- 4B. The Scheme shall, by no later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the fifth business day next following the end of each calendar month, submit through HKEx-EPS, or such other means as the Exchange may from time to time prescribe, for publication on the Exchange's website a monthly return in relation to movements in the interests in the Scheme's units, debt securities and any other securitised instruments, as applicable, during the period to which the monthly return relates, in such form and containing such information as the Exchange may from time to time prescribe (irrespective of whether there has been any change in the information provided in its previous monthly return). Such information includes, among other things, the number as at the close of such period of the units in the Scheme.**

### **REPORT AND ACCOUNTS**

- 5. [Repealed 1 September 2003]**

### **LISTING DOCUMENTS**

- 6. The Covenantors shall so far as it lies within their respective powers procure that no listing document shall be issued offering for sale or subscription interests in the Scheme until the Exchange has confirmed that it has no further comments thereon.**

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**INVESTMENT POLICY**

7. The Covenantors undertake, so far as it lies within their respective powers, to procure that the investment policy of the Scheme as stated in any listing document offering interests in the Scheme will be adhered to for three years from the date of such listing document unless otherwise exempted or approved by the Commission.

**CIRCULARS, NOTICES AND OTHER DOCUMENTS**

**Filing of documents**

8. [Repealed 1 September 2003]
- 8A. The Scheme hereby authorises the Exchange to file “applications” (as defined in section 2 of the Securities and Futures (Stock Market Listing) Rules) and those corporate disclosure materials within the meaning of sections 7(1) and (2) of the Securities and Futures (Stock Market Listing) Rules received by the Exchange with the Commission pursuant to sections 5(2) and 7(3) of the Securities and Futures (Stock Market Listing) Rules respectively. Applications and relevant corporate disclosure materials shall be filed with the Exchange in such manner and number of copies as the Exchange may from time to time prescribe. The authorization 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. In addition, the Scheme undertakes to execute such documents in favour of the Exchange perfecting the above authorisation as the Exchange may require.

**Forwarding of documents**

9. The Scheme shall forward to the Exchange:—
- (1) copies of the following documents at the same time as they are sent to holders of interests in the Scheme in the following numbers:
- (a) in the case of a document which is in the nature of a financial report, 1 copy; and
- (b) in any other case, such number as the Exchange may from time to time request; and

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- (2) upon request by the Exchange, such number as may be requested of certified copies of all resolutions of holders of interests in the Scheme within 15 days after they are passed.
- 9A.
- (1) The Scheme must submit the documents referred to in Paragraphs 3 and 9(1) above to the Exchange for publication in accordance with rule 2.07C. Rule 2.07C shall apply to all such documents as well as to such other documents which the Scheme may from time to time be required to publish under the Exchange Listing Rules.
  - (2) For the purpose of this Paragraph 9A, references in rule 2.07C to “shareholders” shall be construed as references to “holders of interests in the Scheme”.

### **GENERAL**

#### **Outstanding interests in the Scheme**

- 10. The Scheme shall inform the Exchange on request of the amount of interests in the Scheme (whether in unitised form or otherwise) outstanding in bearer or registered form.

#### **Response to enquiries**

- 11. The Covenantors shall respond promptly to any enquiries made of them by the Exchange concerning unusual movements in the price or trading volume of the Scheme’s listed interests or any other matters by giving such relevant information as is available to them or, if appropriate, by issuing a statement to the effect that they are not aware of any matter or development that is or may be related to the unusual price movement or trading volume of the Scheme’s listed interests and shall also respond promptly to any other enquiries made of them by the Exchange

#### **Variation**

- 12. (1) The Exchange shall be entitled to require the publication of further information by and impose additional requirements on the Covenantors where it considers that circumstances so justify, but will allow representations by them before imposing any such requirements on it which are not imposed on listed schemes generally.
- (2) The Exchange shall be entitled, subject to the consent of the Commission, to revise the terms of this Agreement and the related notes generally, and the Covenantors agree that they will comply with any such revision and will, if so

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**required, enter into a new listing agreement in the revised form by way of confirmation.**

**Law**

- 13. This Agreement is governed by and shall be construed in accordance with the laws of Hong Kong and the Covenantors hereby submit to the jurisdiction of the courts of Hong Kong.**

**IN WITNESS WHEREOF the parties hereto have hereunto set their hands  
this.....day of .....20**

.....  
**Authorised signatories of  
[each of the Covenantors]  
as authorised thereto by resolutions  
of the boards of directors  
(or their functional equivalents)  
dated .....**

.....  
**for and on behalf of the Exchange**

*Note: The Covenantors must normally be (1) the CIS Operator and (2) the trustee or the custodian or its functional equivalent. If the Scheme is an incorporated entity, then the Scheme must be included as a Covenantor as well.*



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**NEW LISTING APPLICATION (INVESTMENT VEHICLES)**

**IPO Prospectus - Confirmation letter on SFC's authorisation**

[letterhead of the listing agent of the CIS]

[date]

By fax (2295 0198) and by mail

To : Hong Kong Exchanges and Clearing Limited ("HKEx")  
The Stock Exchange of Hong Kong Limited  
11th Floor, One International Finance Centre  
1 Harbour View Street, Central  
Hong Kong

Dear Sirs,

**Case No.:** [            ]

**New Applicant:** [            ]

**Publication of New Applicant's Listing Document and Application Forms on HKEx website for Collective Investment Scheme (the "CIS")**

An electronic copy of each of the listing document [and any application forms] has been submitted to you by or on behalf of the New Applicant through your Electronic Submission System for publication on the HKEx website.

The listing document [and application forms] [has/have] been vetted and authorised by the Securities and Futures Commission (the "SFC") and we enclose a copy of the letter from the SFC confirming the authorisation.

You are authorised to publish the listing document [and application forms] on the HKEx website.

Should you have any queries, please contact [name of contact] on [telephone no.].

Yours faithfully,  
For and on behalf of  
[name of the listing agent of the CIS]

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Name:  
Title :  
Encl.

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### **NEW LISTING APPLICATION (EQUITY/ DEPOSITARY RECEIPTS/ COLLECTIVE INVESTMENT SCHEMES) – MAIN BOARD/ GEM**

**Notification of submission of transaction levy, trading fee and brokerage  
(to be submitted after the issue of the listing document but before  
dealings commence)**

#### **Recommended Letter Template**

*(For settlement by electronic transfer, you can notify us by email)*

[Letterhead of Listing Agent]

[date]

[By fax (2295-0198)/ By mail/ By hand/ By email]\*

To : Hong Kong Exchanges and Clearing Limited  
The Stock Exchange of Hong Kong Limited  
11th Floor, One International Finance Centre  
1 Harbour View Street, Central  
Hong Kong

Dear Sirs,

**Applicant** :  
**Case Number** :  
**Transaction Type** : **New Listing –Listing on SEHK**  
**Subject** : **Submission of [Transaction Levy/ Trading Fee/ Brokerage]\***

We confirm that we have duly submitted the [transaction levy/ trading fee/  
brokerage]\* under Appendix 8 of the Main Board Listing Rules.

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Calculation as follows:

**[Placing]\***

(1) Trading fee:- [no. of placing shares/ units]	x	HK\$[offer price]	x	0.010%	=	HK\$[Amount]
(2) Transaction levy:- [no. of placing shares/ units]	x	HK\$[offer price]	x	0.006%	=	<u>HK\$[Amount]</u>
<b>Sub-total</b>						<b><u>HK\$[Amount]</u></b>

**[Public Offer]\***

(1) Trading fee:- [no. of public offer shares/ units]	x	HK\$[offer price]	x	0.010%	=	HK\$[Amount]
(2) Transaction levy:- [no. of public offer shares/ units]	x	HK\$[offer price]	x	0.006%	=	<u>HK\$[Amount]</u>
<b>Sub-total</b>						<b><u>HK\$[Amount]</u></b>

**[Over-allotment Option]\***

(1) Trading fee:- [no. of shares/ units issued upon exercise of over- allotment option]	x	HK\$[offer price]	x	0.010%	=	HK\$[Amount]
(2) Transaction levy:- [no. of shares/ units issued upon exercise of over- allotment option]	x	HK\$[offer price]	x	0.006%	=	<u>HK\$[Amount]</u>
<b>Sub-total</b>						<b><u>HK\$[Amount]</u></b>

**[Brokerage]\***

[no. of shares/ units under unchopped application forms]	x	HK\$[offer price]	x	1%	=	<b><u>HK\$[Amount]</u></b>
--	---	-------------------	---	----	---	----------------------------

.../3

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The submission is made in the following manner:

(please tick  at the appropriate item(s) below)

through the [cheque(s)/ cashier order(s)]\* numbered [ ] drawn on [bank name] and payable to “The Stock Exchange of Hong Kong Limited”;

or

through electronic transfer :

(i) For Transaction Levy and Trading Fee:

HK\$[Amount] on [date]  
Bank Name: Hang Seng Bank  
Bank Account Number: 024-262-008113-003  
Account Name: The Stock Exchange of Hong Kong Limited  
Bank Address: 83 Des Voeux Road Central Hong Kong  
Swift Code (for non-local transfer only): HASEHKHH

(ii) For Brokerage :

HK\$[Amount] on [date]  
Bank Name: Hang Seng Bank  
Bank Account Number: 024-262-008113-001  
Account Name: The Stock Exchange of Hong Kong Limited  
Bank Address: 83 Des Voeux Road Central Hong Kong  
Swift Code (for non-local transfer only): HASEHKHH

.../4

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For any queries, please contact [name of contact] on [telephone no.].

Yours faithfully,  
For and on behalf of  
[name of each listing agent]

---

Name:  
Title

\* *Delete as appropriate*

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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*

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**B. SUMMARY OF DISTRIBUTION**

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

**C. ANALYSIS OF DISTRIBUTION**

10.	By the undersigned to:	<b><u>Number of holders</u></b>	<b><u>Amount or Number of securities</u></b>	<b><u>% of Placing</u></b>
	(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	_____	_____	_____
	(6) TOTAL	_____	(As in A4)	_____
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	_____	_____	_____
12.	By the undersigned to other Exchange Participants (Note 5)	<b><u>Name of Exchange Participant</u></b>	<b><u>Amount or Number of securities</u></b>	<b><u>% of Placing</u></b>
		_____	_____	_____
		As in C.10(4)	_____	_____

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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 close 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.**



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

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- .....
- (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.

.....

.....

.....

.....

.....

.....

.....

6. We declare that:—

- (1) the Securities and Futures Commission 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 Commission's authorisation conditions for the CIS and any codes and guidelines issued by the Commission 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 Ordinance, the Securities and Futures (Stock Market Listing)

## **The Stock Exchange of Hong Kong Limited**

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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 Securities and Futures Commission 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]

### **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.*