

# Appendix 5

## FORMS RELATING TO LISTING

### FORM A

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

**This form must be lodged, duly completed, at least 25 clear business days prior to the provisional hearing date of the application by the GEM Listing Committee.**

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

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Dear Sirs,

1. We, ..... [Limited] (in English) ..... (in Chinese) (the "Issuer"), 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 the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules").
  
2. Details (name/phone/fax/e-mail) of the principal supervisor and assistant supervisor at the Sponsor (or at each of the Sponsors), who are involved in this application. Please indicate the person or persons to whom the Exchange should respond in relation to this application (*Note 1*): .....  
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3. Proposed timetable for the listing (please specify dates) (*Note 2*):
  - (a) Exchange hearing: .....
  - (b) bulk print date: .....
  - (c) listing document date: .....
  - (d) application lists close: .....
  - (e) announcement of results, if applicable: .....
  - (f) refund cheques despatched if applicable: .....
  - (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) <i>[currency]</i>	(C) = (A) x (B) <i>[currency]</i>

Total . . . . .



8. (a) Estimated size of offer:

<u>Class of securities</u>	<u>Sale shares (if applicable)</u>	<u>Number of securities</u>		<u>Proposed offer price</u>	<u>Estimated size of offer</u>
		<u>New issue (if applicable)</u>	<u>Total Offered</u>		
	(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:

<u>Class of securities</u>	<u>Proposed listing method</u>	<u>Number of securities</u>			<u>Proposed offer price</u>	<u>Estimated market value</u>
		<u>Sale share (if applicable)</u>	<u>New issue (if applicable)</u>	<u>Total</u>		
		(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): .....

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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

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*(Note 6)*

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

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*(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**

13. Particulars of the principal supervisor and assistant supervisor representing the Sponsor to act as the principal channel of communication with the Exchange on behalf of the new applicant after listing (see rule 6.51 of the GEM Listing Rules):—

(a) Principal supervisor:

Name: . . . . . (English) . . . . . (Chinese)

Telephone Number: . . . . . (Office) . . . . . (Home)  
. . . . . (Mobile)

Fax Number: . . . . .

E-mail: . . . . .

(b) Assistant supervisor:

Name: . . . . . (English) . . . . . (Chinese)

Telephone Number: . . . . . (Office) . . . . . (Home)  
. . . . . (Mobile)

Fax Number: . . . . .

E-mail: . . . . .

14. Particulars of the authorised representatives of the issuer (see rule 5.19 of the GEM Listing Rules):

(a) Name: . . . . . (English) . . . . . (Chinese)

Telephone Number: . . . . . (Office) . . . . . (Home)  
. . . . . (Mobile)

Fax Number : . . . . .

E-mail : . . . . .

(b) Name: . . . . . (English) . . . . . (Chinese)

Telephone Number: . . . . . (Office) . . . . . (Home)  
. . . . . (Mobile)

Fax Number : . . . . .

E-mail : . . . . .

15. Details of any additional information considered necessary/appropriate for the Exchange's consideration (complete on a separate sheet if necessary): . . . . .

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16. 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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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:—

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

18. 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.

19. A cheque numbered . . . . . (cheque number) drawn on . . . . . (bank) for \$[ . . . . . ], the amount specified in Appendix 9, has been enclosed for payment of the non-refundable initial listing fee. 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 or if the proposed application for listing is withdrawn, cancelled or rejected by the Exchange, the Issuer acknowledges the Exchange’s right to forfeit this amount. The Issuer also acknowledges the Exchange’s rights under Notes 2(e) and (f) below.

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 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);**
- (b) to advise the Exchange if any change of circumstance arises prior to the hearing date of the application by the GEM Listing Committee that would render any information contained in this application form or the draft listing document submitted herewith misleading in any material respect;**
- (c) to lodge with the Exchange, before dealings in the securities commence, the declaration (Appendix 5E) 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. **Sponsor's Undertaking:**

We, . . . . . [Limited], the Sponsor, hereby undertake:—

- (a) to keep the Exchange informed, at timely intervals, of the progress of this application and, in any event, on a fortnightly basis;
- (b) to advise the Exchange if any change of circumstance, of which we become aware, arises prior to the hearing date of the application by the GEM Listing Committee that would render any information contained in the application form or the draft listing document submitted herewith misleading in any material respect;
- (c) to lodge with the Exchange the following:
  - (i) prior to publication of the listing document, the Sponsor's declaration (Appendix 7G), as referred to in rules 6.47 and 12.24(1) of the GEM Listing Rules; and
  - (ii) before dealings in the Issuer's securities commence, the declaration of compliance (Appendix 7I) as referred to in rules 6.48 and 12.26(8) of the GEM Listing Rules.

22. **Issuer's and Sponsor's Declaration:**

We . . . . . [Limited], the Issuer, and we . . . . . [Limited], the Sponsor, declare we have each satisfied ourselves, to the best of our respective knowledge and belief, having each 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 6 above;
- (d) all information required to be included in the listing document by virtue of the GEM Listing Rules, the Companies Ordinance, the Securities (Stock Exchange 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 Ordinance, the Securities (Stock Exchange 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 6 above;

(f) there are no other facts bearing on the Issuer's application for listing of and permission to deal in such securities which should be disclosed to the Exchange.

23. Issuer's Acknowledgements:

We, . . . . . [Limited], the Issuer, authorise the Exchange to publish, release or present on the GEM 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

Yours faithfully,

Signed: . . . . .  
 Name: . . . . .  
 Director  
 (Principal supervisor)  
 For and on behalf of  
 Name of Sponsor: . . . . .

**NOTES**

- (1) Where more than one Sponsor has been appointed, please refer to rule 6.59 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 GEM 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 Appendix 9 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 Appendix 9. 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.*