

Appendix 5

FORMS RELATING TO LISTING

FORM D

Marketing statement (concerning a placing of equity securities)

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.

Rule 10.12 of the Rules Governing the Listing of Securities on the Growth Enterprise Market 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 GEM Listing Division,
The Stock Exchange of Hong Kong Limited

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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. 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

* (To be completed by lead broker only) (Note 3)

B. SUMMARY OF DISTRIBUTION

9. (To be completed by lead broker only) (Note 3)	Amount or number of securities	% of placing
Distributors	(1)
(As in A7)	(2)
	(3)
	(4)

General public
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/management shareholders/ substantial shareholders and significant shareholders * of the issuer and their respective 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. By the lead broker to the general public: (To be completed by lead broker only) <i>(Note 3)</i>			
(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 <i>(Note 6)</i>	Name of Exchange Participant	Amount or number of securities	% of placing
		
	Total	As in C.10(6)	.....	.....

13. Distribution of Placees (To be completed by lead broker in relation to a placing of equity securities by or on behalf of new applicant only)

(1) Distribution of Placing Shares	Number of Shares (indicate range)	Number of Placees	% of Placing
(i)	..... to .....	.....	.....
(ii)	..... to .....	.....	.....
(iii)	..... to .....	.....	.....
(iv)	..... to .....	.....	.....
(v)	..... to .....	.....	.....
(vi)	..... to .....	.....	.....
(vii)	..... to .....	.....	.....
(viii)	..... to .....	.....	.....
(ix)	..... to .....	.....	.....
(x)	..... to .....	.....	.....

(2) Concentration of Placing Shares	Number of Shares	% of Placing
(i) Top Placee
(ii) Top 5 Placees
(iii) Top 10 Placees
(iv) Top 25 Placees

Signed

Name and position held

Name of company

Date

NOTES

1. *Marketing statements will only be accepted when the required details are typed on the statement.*
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.*
3. *Paragraphs 5-8 of GENERAL, paragraph 9 of SUMMARY OF DISTRIBUTION and paragraphs 11 and 13 of ANALYSIS OF DISTRIBUTION need be completed by the lead broker only.*
4. *In paragraph 5, the net price should represent the effective issue price to the issuer or vendor.*
5. *Please refer to rule 10.12 of the GEM Listing Rules for guidance.*
6. *In completing paragraphs 10(6) and 12, the lead broker may exclude the distributors named by him in paragraph 9.*
7. *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 (in case of individuals) and the names, addresses and registration numbers (in the case of 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.*