

Appendix 6

附錄六

DIRECTOR'S AND SUPERVISOR'S FORMS 董事及監事的表格

FORM B B表格

Director's Declaration and Undertaking and Acknowledgement (PRC Issuer) 董事的聲明、承諾及確認 (適用於中國發行人)

Notes:

附註：

- (1) *Every person required to lodge this Form with The Stock Exchange of Hong Kong Limited (the "Exchange") must complete Part 1 and Part 2 herein. Part 3(A) needs to be completed only if the issuer is a new applicant or is obliged to or otherwise continues to retain a Sponsor. Part 3(B) must be completed whenever this Form is required.*
按規定須將本表格呈報香港聯合交易所有限公司(「本交易所」)的每位人士，均須填妥第一及第二部分。如發行人為新申請人或有責任或在其他情況下持續聘用保薦人，他們才須填報第三A部分。至於第三B部分，按規定須呈報本表格的人士均必須填報。
- (2) *Please answer all questions, and if a question is answerable in the negative, please answer "No." Please make your answers as specific as possible. Do not leave any section blank.*
請回答所有問題，如問題的答案為否定者，請答「否」。填報的答案務請盡量明確。請勿漏空任何部分。
- (3) *If insufficient space is provided for completion of any question, additional information may be entered on a separate sheet of paper duly signed and attached.*
如供回答問題的空位不敷應用，請另紙填寫，並妥為簽署，然後附於本表格之上。
- (4) *In this form, the term "company" includes any body corporate or corporation wherever incorporated or otherwise established, and the term "issuer" shall mean the company or other legal person in respect to which this Form is to be lodged, and the term "director" includes a member of the board of directors or any person holding an analogous office in a foreign company and a person in accordance with whose directions or instructions the company's directors are or were accustomed to act.*
在本表格內，「公司」一詞包括在任何地方註冊或以其他方式成立的法人團體或公司；「發行人」一詞指與呈報本表格有關的公司或其他法人；而「董事」一詞包括董事會成員或在外國公司擔任類似職位的任何人士，以及公司董事現時或以前慣常遵從其指引或指示行事的人士。
- (5) *Every person required to lodge this Form must execute the declaration in Part 1 as a statutory declaration and the undertaking and acknowledgement Part 2 as a deed.*
按規定須呈報本表格的每位人士，必須以法定聲明的形式簽署第一部分的聲明，並以契據的形式簽署第二部分的承諾及確認。
- (6) *Unless the context otherwise requires, questions included in this Form are intended to apply to acts done or matters occurring anywhere, whether in or outside Hong Kong, the Special Administrative Region of the People's Republic of China ("Hong Kong"), and should not be construed to have any territorial limit. All ordinances referred to herein are Hong Kong ordinances.*
除非內文另有規定，本表格中的所有問題涵蓋所有發生在中華人民共和國香港特別行政區(「香港」)及世界任何地方的行為或事項，且不應被解釋為具有任何地區限制。本表格所提及的所有條例均為香港的條例。

(7) The failure of any person required to lodge this Form to complete Part 1 of this Form truthfully, completely and accurately, or the failure to execute Part 2 of this Form or to observe any of the undertakings or acknowledgements made under that Part, constitutes a breach 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"). In addition, pursuant to the Crimes Ordinance, any person who knowingly and wilfully makes a false statement in a material particular in Part 1 of this Form (being a statutory declaration) commits an offence, and if prosecuted, shall be liable on conviction upon indictment to imprisonment for 2 years and to a fine.

如任何人士沒有真實地、完整地及準確地填報本表格的第一部分，或沒有簽署本表格的第二部分，或沒有遵守該部分（即第二部分）所載列的承諾或確認，則屬違反《香港聯合交易所有限公司創業板證券上市規則》（「《創業板上市規則》」）。此外，依據《刑事罪行條例》，任何人士就本表格第一部分（屬法定聲明）的重要事項，明知並故意地作出虛假聲明的，即屬犯法，若遭檢控，一經定罪，可被判入獄兩年及處以罰款。

(8) If you have any doubt as to how any part of this Form should be executed, you should consult your solicitor or legal advisers.

若對如何填報本表格的任何部分有任何疑問，請徵詢閣下的律師或法律顧問的意見。

(9) Notice in relation to the Personal Data (Privacy) Ordinance (the "Ordinance"): —
有關《個人資料（私隱）條例》（「《條例》」）的通告：

(a) It is necessary for the Exchange to collect the data required in this Form for the due and proper administration and implementation of the GEM Listing Rules.
為妥善執行及實施《創業板上市規則》，本交易所需要收集本表格所需的資料。

(b) Failure to supply such data may constitute a breach of the relevant provisions of the GEM Listing Rules.
未有提供該等資料可會構成違反《創業板上市規則》的有關規定。

(c) The data required in this Form shall be used for the purposes of assisting the Exchange to assess the suitability of the individual for application as a director of a company listed on the Exchange and to preserve the reputation and integrity of the Exchange.
本表格所需資料將被用作協助本交易所評估某人是否適合擔任於本交易所上市的公司的董事，以及維持本交易所的聲譽及誠信。

(d) The data collected in this Form may be provided or transferred by the Exchange to any party to whom the Exchange is required to do so by law, or to the following parties: —
本交易所可將本表格所收集的資料提供或轉交予法例規定本交易所須提供或轉交的人士或以下人士：

(i) any agent, contractor or third party who provides services to the Exchange in connection with the administration and implementation of the GEM Listing Rules;
為執行及實施《創業板上市規則》向本交易所提供服務的任何代理人、承辦商或第三者；

(ii) any other person under a duty of confidentiality to the Exchange.
對本交易所所有保密責任的任何其他人士。

(e) Under and in accordance with the terms of the Ordinance, any individual has the right: —
根據《條例》的條款，任何人士有權：

(i) to check whether the Exchange holds data about him and request access to such data;
查明本交易所是否持有其個人資料，並有權取閱該等資料；

(ii) to require the Exchange to correct any data relating to him which is inaccurate; and
要求本交易所更正有關其個人的不確資料；及

(iii) to ascertain the policies and practices of the Exchange in relation to data and to be informed of the kind of personal data held by the Exchange.

查悉本交易所有關個人資料的政策及實際運作情況以及被告知本交易所所持有關於其個人資料。

(f) In accordance with the terms of the Ordinance, the Exchange has the right to charge a reasonable fee for complying with a data access request.

根據《條例》的條款，本交易所擁有權就處理資料查詢的要求收取合理費用。

(g) The person to whom requests under paragraph (e) are to be addressed are as follows: —
根據(e)段提出要求的人士應聯絡：

Executive Director
The GEM Listing Division
11th Floor, One International Finance Centre
1 Harbour View Street
Central
Hong Kong
香港
中環
港景街1號國際金融中心一期
11樓
創業板上市科
執行總監

Part 1
第一部分

DECLARATION
聲 明

1.	State:— 請填報：—	in English 英文	in Chinese 中文
(a)	name of the issuer in question (of which you are, or proposed to be a director) (閣下擔任其董事或候任董事的) 發行人名稱	:	:
(b)	present surname and any former surname(s) 現時姓氏及任何前度姓氏	:	:
(c)	alias, if any 如有別名，請註明	:	:
(d)	present forename(s) and any former forename(s) 現時名字及任何前度名字	:	:
(e)	date of birth 出生日期	:	:
(f)	residential address 住址	:	:

- (g) nationality and former nationality, if any :
 國籍及前度國籍 (如有，請列明)
- (h) professional qualifications, if any :
 如有專業資格，請列明
- (i) Hong Kong ID number, or if none, :
 passport number and place of issue
 香港身份證號碼 (如無，則請列明護照號碼)
 及簽發地點

2. Are you a director, supervisor or manager of any company (other than the issuer named at 1 (a) above)?

閣下是否任何公司 (上文1(a)所填報的發行人除外) 的董事、監事或經理？

.

If so, state the name of each such company, its place of incorporation, the nature of its business and the date of commencement of your directorship or supervisor's or manager's position in such company.

如是，請填報各公司的名稱、其成立的地點、其業務性質，以及閣下在該公司開始出任董事、監事或經理的日期。

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Note: (1) You may exclude dormant companies from this disclosure.

附註： 閣下不用填報暫無營業的公司。

(2) Where a company of which you are a director, supervisor or manager has securities listed on either the Main Board (as such term is defined in rule 1.01 of the GEM Listing Rules) or the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, the name of any subsidiary company of which you are also a director or supervisor or manager need not be stated.

如閣下擔任董事、監事或經理的公司的證券在香港聯合交易所有限公司的主板 (按《創業板上市規則》第1.01條界定) 或創業板上市，則毋須列明閣下亦為董事、監事或經理的任何附屬公司的名稱。

3. Have you at any time been adjudged bankrupt or insolvent?

閣下曾否被裁定破產或無償債能力？

.

If so, state the Court by which you were adjudged bankrupt or insolvent and, if discharged, the date and conditions on which you were granted your discharge.

如有，請填報裁定閣下破產或無償債能力的法院名稱；如破產或無償債能力的裁定已被撤銷，則請列明該裁定被撤銷的日期及條件。

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4. Have you at any time been a party to a deed of arrangement or entered into any other form of arrangement or composition with your creditors?

閣下曾否為償還債務安排協議的其中一方，或曾否與債權人達成任何其他形式的償還債務安排或債務重整協議？

.....

If so, give full particulars.

如有，請詳細說明。

.....

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5. Are there any unsatisfied judgments or court orders of continuing effect against you?

閣下現時有否尚未履行的裁決或仍受有效的法院命令所限制？

.....

If so, give full particulars.

如有，請詳細說明。

.....

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6. Has any enterprise, company or unincorporated business enterprise been dissolved or put into liquidation (otherwise than by a members' voluntary winding up when the company, in the case of a Hong Kong company, was solvent) or bankruptcy or been the object of an analogous proceeding, or entered into any form of arrangement or composition with creditors, or had a receiver, trustee or similar officer appointed over it (a) during the period when you were one of its directors or, in the case of an enterprise, a company or an unincorporated business enterprise established in the PRC, during the period when you were one of its directors, supervisors or managers, or (b) within 12 months after your ceasing to act as one of its directors, supervisors or managers, as the case may be?

曾否有任何企業、公司或無法人資格的企業，在閣下(a)擔任該公司董事期間，或(如屬在中國成立的企業、公司或無法人資格的企業)擔任其董事、監事或經理期間，或(b)停止擔任其董事、監事或經理(視屬何情況而定)後的十二個月內，被解散或清盤(如屬香港公司，在公司仍有償債能力時由股東自願提出自動清盤者除外)或破產或成為類似程序的對象，或與債權人達成任何形式的償還債務安排協議或債務重整協議，或曾有破產管理人、受託人或類似的人員被委任接管該公司？

.....

If so, give full particulars, including the name of the company or enterprise, its place of incorporation or establishment, the nature of its business, the nature of the proceeding involved, the date of commencement of the proceeding, and the amounts involved together with an indication of the outcome or current position of the proceeding.

如有，請詳細說明，包括該公司的名稱、註冊或成立的地點、業務性質、所牽涉的程序性質、程序開始日期，以及所牽涉的款額，並說明有關程序的結果或現時情況。

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.....

7. Have you been convicted of any offence:—

閣下曾否：—

(a) involving fraud, dishonesty or corruption;
被裁定觸犯涉及欺詐、不誠實或貪污的罪行；

.....

(b) under the relevant Ordinances (as such term is defined in the Securities and Futures Commission Ordinance), the Bankruptcy Ordinance, the Banking Ordinance or any Ordinance relating to taxation, or any comparable legislation of other jurisdictions; or
根據有關條例(按《證券及期貨事務監察委員會條例》界定)、《破產條例》、《銀行業條例》，或任何有關稅務的條例，或其他司法管轄區的任何類似法例而被裁定有罪；或

.....

(c) in respect of which you have, within the past 10 years, been sentenced as an adult to a period of imprisonment of six months or more, including suspended or commuted sentences?

在過去十年期間，以成人身份被裁定有罪，而又被判處監禁六個月或以上，包括緩刑或減刑？

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If so, give full particulars, including details of (i) each such offence, (ii) the Court by which you were convicted, (iii) the date of conviction, and (iv) the penalty imposed.

如有，請詳細說明，包括以下各項的詳情：(i)各項罪行、(ii)裁定閣下有罪的法院名稱、(iii)定罪日期，以及(iv)被判刑罰。

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Note: Certain convictions may come within the provisions of the Rehabilitation of Offenders Ordinance or comparable legislation of other jurisdictions. In such cases, the relevant conviction need not be disclosed.

附註：某些定罪可能在《罪犯自新條例》或其他司法地區的類似法例的條文範圍內。在該等情況下，有關定罪毋須予以披露。

8. (a) (i) Have you been identified as an insider dealer pursuant to the Securities (Insider Dealing) Ordinance at any time?

閣下曾否在任何時候遭引用《證券(內幕交易)條例》而被指為內幕交易者？

.....

- (ii) Has any enterprise, company or unincorporated business enterprise with which you were or are connected (as such expression is defined in the Securities (Insider Dealing) Ordinance) or any enterprise, company or unincorporated business enterprise for which you act or have acted as a supervisor or as a manager been identified as an insider dealer pursuant to the Securities (Insider Dealing) Ordinance at any time during the period when you were or are connected and/or act or have acted as a supervisor or as a manager?

與閣下過去或現時有關連的任何企業、公司或無法人資格的企業(按《證券(內幕交易)條例》界定)，或閣下過去或現時曾任監事或經理的任何企業、公司或無法人資格的企業，曾否在閣下與其有關連的期間，及／或出任其監事或經理的期間，遭引用《證券(內幕交易)條例》而被指為內幕交易者？

.....

- (b) (i) Have you been found guilty of or been involved in insider dealing, or been held by any Court or competent authority to be in breach of any securities or financial markets laws, rules or regulations including any rules and regulations of any securities regulatory authority, stock exchange or futures exchange at any time?

閣下曾否在任何時候被裁定觸犯內幕交易罪或牽涉內幕交易，或遭任何法院或合適的機構裁定違反任何證券或金融市場法例、規則或規例(包括任何證券監管機構、證券交易所或期貨交易所的任何規則及規例)？

.....

- (ii) Has any enterprise, company or unincorporated business enterprise in which you were or are a controlling shareholder (as such term is defined in the GEM Listing Rules), a supervisor, a director or manager been found guilty of or been involved in insider dealing, or been held by any Court or competent authority to be in breach of any securities or financial markets laws, rules or regulations including any rules and regulations of any securities regulatory authority, stock exchange or futures exchange at any time during the period when you were or are a controlling shareholder, supervisor, director or manager?

閣下過去或現時為控股股東(按《創業板上市規則》界定)，或過去或現時為監事、董事或經理的任何企業、公司或無法人資格的企業，曾否在閣下為控股股東、監事、董事或經理期間的任何時候，被裁定觸犯內幕交易罪或牽涉內幕交易，或遭任何法院或主管當局裁定違反任何證券或金融市場法例、規則或規例(包括任何證券監管機構、證券交易所或期貨交易所的任何規則及規例)？

.....

If so, give full particulars.

如有，請詳細說明。

.....

.....

9. Have you, in connection with the formation or management of any enterprise, company, partnership or unincorporated business enterprise, been adjudged by a Court or arbitral body civilly liable for any fraud, breach of duty or other misconduct by you towards such enterprise, company, partnership or unincorporated business enterprise or towards any of its members or partners?
閣下曾否就任何企業、公司、合夥商或未註冊機構的成立或管理事宜，被法院或仲裁機構裁定，須就閣下對該等企業、公司、合夥公司或無法人資格的企業或其任何成員或合夥人所作出的任何欺詐、違反責任的行為或其他失當行為負上民事責任？

.....

If so, give full particulars.
如有，請詳細說明。

.....
.....

10. Has any enterprise, company, partnership or unincorporated business enterprise of which you were or are a partner, director, supervisor or manager had its business registration or licence revoked at any time during the period when you were or are one of its partners, directors, supervisors or managers?
閣下曾經或現時擔任合夥人、董事、監事或經理的企業、公司、合夥公司或無法人資格的企業，其商業登記或營業執照曾否在閣下在任期間被撤銷？

.....

If so, give full particulars, including the date upon which such registration or licence was revoked, the reasons for the revocation, the outcome and current position.
如有，請詳細說明，包括該等登記或執照被撤銷的日期、撤銷的原因、結果及現時狀況。

.....
.....

11. Have you ever been disqualified from holding, or deemed unfit to hold, the position of director, supervisor or manager of an enterprise, a company or an unincorporated business enterprise, or from being involved in the management or conduct of the affairs of any enterprise, company or unincorporated business enterprise, pursuant to any applicable law, rule or regulation or by any competent authority?
閣下曾否依據任何適用的法例、規則或規例或被任何主管當局禁止出任，或被視為不適宜出任企業、公司或無法人資格的企業董事、監事或經理，或被禁止參與任何企業、公司或無法人資格的企業的管理或事務？

.....

If so, give full particulars.
如有，請詳細說明。

.....
.....

12. Are you currently subject to any investigation by any judicial, regulatory or governmental authority?
閣下是否現正接受任何司法、監管或政府機構的任何調查？

.....

If so, give full particulars, including the investigating body, the nature of the investigation and the matters under investigation.

如是，請詳細說明，包括有關執行調查的機構、調查性質及調查事項的詳情。

.....

.....

13. Have you ever been refused admission to membership of any professional body or been censured, or disciplined by any such body to which you belong or belonged or been disqualified from membership in any such body or have you ever held a practising certificate or any other form of professional certificate or licence subject to special conditions?

閣下曾否被任何專業團體拒絕入會，或被任何閣下現屬或曾屬會員的專業團體譴責或施以紀律處分，或遭褫奪閣下在該等專業團體的會員資格，或閣下曾否持有有特別限制條件的執業證書或任何其他形式的專業證書或執照？

.....

If so, give full particulars.

如有，請詳細說明。

.....

.....

14. Are you now or have you ever been a member of a triad or any other illegal society?

閣下是否或曾否身為黑社會或其他非法組織的成員？

.....

15. Are you currently subject to (i) any investigation, hearing or proceeding brought or instituted by any securities regulatory authority, including the Hong Kong Takeovers Panel or any other securities regulatory commission or panel, or (ii) any judicial proceeding in which violation of any securities law, rule or regulation is or was alleged?

閣下是否現正受(i)牽涉在任何證券監管當局(包括香港收購及合併委員會或任何其他證券監管委員會)所進行或主持的調查、聆訊或處事程序中，或(ii)牽涉在任何司法訴訟中，而被指稱違反任何證券法例、規則或規例？

.....

If so, give full particulars.

如是，請詳細說明。

.....

.....

16. Are you a defendant in any current criminal proceeding involving an offence which may be material to an evaluation of your character or integrity to be a director of the issuer?

閣下是否現為刑事訴訟中的被告人，而涉及的罪行，可能對評估閣下作為發行人的董事應有的品格或操守起重要作用？

.....

If so, give full particulars.

如是，請詳細說明。

.....

.....

17. Do you have any past or present financial or other interest in the business of the issuer or its subsidiaries or any connection with any connected person (as such term is defined in the GEM Listing Rules) of the issuer?

閣下過去或現時在發行人或其附屬公司業務中是否擁有任何財務上或其他方面的利益，或閣下是否與發行人的任何關連人士(按《創業板上市規則》界定)有任何聯繫？

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Note: Please answer this question if you are being appointed as an independent non-executive director of the issuer; otherwise, please state not applicable.

附註：如閣下現正被任命為發行人的獨立非執行董事，請回答此問題；否則，請填寫「不適用」。

18. Other than the information which you have disclosed pursuant to the foregoing questions, are you aware of any matter the non-disclosure of which may affect the truthfulness, completeness or accuracy of your response to any of the foregoing questions?

除閣下回答上述問題所披露的資料外，閣下是否知悉任何其他事項，而不披露該等事項可能影響閣下對上述問題的回答的真實性、完整性或準確性？

.....

If so, give full particulars.

如是，請詳細說明。

.....

.....

I,, [Insert Chinese name, if any],

of

本人, [如有英文姓名，請列明]，現居於

.....

.....

[Insert residential address], solemnly and sincerely declare that the foregoing answers are true, complete and accurate, that I have not made any statements or omissions which would render such answers untrue or misleading, that I understand the possible consequences of making a false declaration as set forth in note 7 of the introduction hereto, and that I understand that The Stock Exchange of Hong Kong Limited may rely upon the foregoing answers in assessing my suitability to act as a director of the issuer.

(請填上住址)，謹以至誠鄭重聲明，上述回答乃屬真實、完整及準確者，本人並無作出任何聲明或遺漏，而致使此等回答有不正確或誤導成份；本人完全明白作出虛假聲明可能會引致載列於附註7的可能後果，而本人亦明白，香港聯合交易所有限公司可倚賴上述回答所提供的資料，以評估本人擔任發行人的董事的合適性。

(A) For a declarant who is **familiar** with the English and/or Chinese language:—
供諳熟英文及／或中文的聲明人使用：—

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the Oaths and Declarations Ordinance (*).

本人謹憑藉《宣誓及聲明條例》(*)衷誠作出此項鄭重聲明，並確信其為真實無訛。

(Signed) (簽署)
[Declarant] (聲明人)

Declared at
in Hong Kong, the Special Administrative Region of the People's Republic of China (the "HKSAR") (**)
this day of
於 年 月 日在中華人民共和國香港特別行政區 (「香港特別行政區」) (**)
本人作出此項聲明。

Before me,
在本人面前作出，

[Signature and designation, i.e., Justice of the Peace/Notary Public/Commissioner for Oaths/Solicitor.]
〔簽署及職銜，即：太平紳士／公證人／監誓員／律師。〕

(*) *Substitute appropriate wording if executed outside the HKSAR.*
如聲明在香港特別行政區以外地方作出，請以其他適用文字取替。

(* *) *Substitute place name if declaration is made outside the HKSAR.*
如聲明在香港特別行政區以外地方作出，請列明地方名。

OR
或

(B) For a declarant who is not **familiar** with the English and/or Chinese language and by interpreter:—
供不諳熟英文及／或中文而須透過傳譯員傳譯的聲明人使用：—

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the Oaths and Declarations Ordinance (*).

本人謹憑藉《宣誓及聲明條例》(*)衷誠地作出此項鄭重聲明，並確信其為真確無訛。

(Signed) (簽署)
[Declarant] (聲明人)

Declared at
in Hong Kong, the Special Administrative Region of the People's Republic of China (the "HKSAR")
(**) this day of, through the
interpretation of

. [Insert name, address and occupation],
the said interpreter having first declared or sworn, as the case may be that he/she had truly,
distinctly, and audibly interpreted the contents of this document to the declarant, and that he/she
would truly and faithfully interpret the declaration about to be administered to him/her.

此項聲明於 年 月 日在中華人民共和國香港特別行政區 (「香港
特別行政區」) (**) 作出，
是經由 [填上傳譯員姓名] 現居於
. [填上地址]
及任職 [填上職業] 作出傳譯者，而此傳譯員亦已先行聲明
[或宣誓，視屬何情況而定] 他已將本文件內容向聲明人作出真實明確及清晰可聞的傳譯，而且他
會將聲明人所接受的聲明真實地及正確地向聲明人傳譯。

Before me,
在本人面前作出，

[Signature and designation, i.e., Justice
of the Peace/Notary Public/Commissioner
for Oaths/Solicitor.]
[簽署及職銜，即：太平紳士／公證人／
監誓員／律師。]

(*) *Substitute appropriate wording if executed outside the HKSAR.*
如聲明在香港特別行政區以外地方作出，請以其他適用文字取替。

(**) *Substitute place name if declaration is made outside the HKSAR.*
如聲明在香港特別行政區以外地方作出，請列明地方名。

Declaration or oath by interpreter

傳譯員的聲明或誓言

I,, of, solemnly and sincerely declare (*) that I well understand the English and [State foreign language] languages and that I have truly, distinctly, and audibly interpreted the contents of this document to the declarant. [Insert name], and that I will truly and faithfully interpret the declaration about to be administered to him/her.

本人 現居於 謹以至誠鄭重聲明(*)，本人諳熟英文及 [述明其他語文]，而本人已將本文件內容向聲明人 [填上姓名] 作真實明確及清晰可聞的傳譯，而且本人會將聲明人所接受的聲明真實地及正確地向聲明人傳譯。

(Signed) (簽署)
[Declarant][聲明人]

Declared at in Hong Kong, the Special Administrative Region of the People's Republic of China (the "HKSAR")(**) this day of 此項聲明於 年 月 日在中華人民共和國香港特別行政區(「香港特別行政區」)(**) 作出。

Before me,
在本人面前作出，

[Signature and designation, i.e., Justice of the Peace/Notary Public/Commissioner for Oaths/Solicitor.]
〔簽署及職銜，即：太平紳士／公證人／監督員／律師。〕

(*) *In case of an oath substitute "swear" for "solemnly and sincerely declare."*
在宣誓的情況下，以「謹此宣誓」代替「謹以至誠鄭重聲明」。

(**) *Substitute place name if declaration is made outside the HKSAR.*
如聲明在香港特別行政區以外地方作出，請註明地方名。

Part 2
第二部分

UNDERTAKING AND ACKNOWLEDGEMENT

承 諾 及 確 認

Further, I,

此外，本人

1. undertake with the Stock Exchange of Hong Kong Limited that:—
向香港聯合交易所有限公司承諾：—

(a) in the exercise of my powers and duties as a director of the issuer I shall:—
在行使發行人董事的權力及職責時，本人須：—

(i) comply to the best of my ability with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited from time to time in force (the “GEM Listing Rules”) and all applicable laws, rules, regulations and normative statements from time to time in force in the PRC relating to the governing, operation, conduct or regulation of public companies in the PRC or elsewhere;

盡力遵守不時生效的香港聯合交易所有限公司《創業板證券上市規則》（「《創業板上市規則》」），及不時生效的所有關於中國或其他地方的公眾公司的管轄、運作、行為或監管事宜的適用中國法律、規則、規例及規範聲明；

(ii) comply to the best of my ability with the provisions of the issuer’s articles of association (including all provisions regarding the duties of directors) and cause the issuer to act at all times in accordance with its articles of association;

盡力遵守發行人的公司章程的規定（包括有關董事職責的一切規定），並促使發行人在任何時候均按照其公司章程而行事；

(iii) use my best endeavours to cause the issuer to comply with the GEM Listing Rules;

盡力促使發行人遵守《創業板上市規則》；

(iv) inform The Stock Exchange of Hong Kong Limited forthwith and in writing, at any time while I am a director of the issuer (or within 12 months of my ceasing to be a director of the issuer), of any administrative or governmental notice or proceeding alleging a breach by the issuer or any of its subsidiaries or directors of any applicable laws, rules, regulations or normative statements in force in the PRC relating to the governing, operation, conduct or regulation of public companies;

在本人擔任發行人的董事的任何期間（或本人停止擔任發行人的董事後的十二個月內），如有通知或指控，指稱發行人或其任何附屬公司或董事，違反有關公眾公司的管轄、運作、行為或監管事宜而不時生效的任何適用的中國法律、規則、規例或規範聲明，立即通知並以書面通知香港聯合交易所有限公司；

(v) comply to the best of my ability with the Companies Ordinance, the Securities Ordinance, the Securities (Disclosure of Interests) Ordinance, the Code on Takeovers and Mergers, the Code on Share Repurchases and all other relevant securities laws and regulations from time to time in force in Hong Kong, and I shall use my best endeavours to procure the issuer to so comply; and

盡力遵守《公司條例》、《證券條例》、《證券(披露權益)條例》、《公司收購及合併守則》、《股份購回守則》及香港所有其他不時生效的有關證券的法例與規例，本人並會盡力促使發行人遵守上述各項；及

(vi) use my best endeavours to procure that any alternate of mine shall so comply.
盡力促使本人的任何替任人遵守上述各項；

(b) I shall cooperate in any investigation conducted by the GEM Listing Division (as such term is defined in rule 1.01 of the GEM Listing Rules) and/or the GEM Listing Committee (as such term is defined of rule 1.01 of the GEM Listing Rules) of The Stock Exchange of Hong Kong Limited, including answering promptly and openly any questions addressed to me, promptly producing the originals or copies of any relevant documents and attending before any meeting or hearing at which I am requested to appear;

本人將在香港聯合交易所有限公司創業板上市科(按《創業板上市規則》第1.01條界定)及／或創業板上市委員會(按《創業板上市規則》第1.01條界定)所進行的任何調查中與本交易所合作，包括及時及坦白地答覆向本人提出的任何問題，及時地提供任何有關文件的正本或副本，並出席任何被要求出席的會議或聽證會；及

(c) I hereby give my irrevocable authority to the Executive Director of the GEM Listing Division, or to any person authorised by him, to disclose any of the foregoing particulars given by me to members of the GEM Listing Committee and, with the approval of the Chairman or a Deputy Chairman of The Stock Exchange of Hong Kong Limited, to such other persons, as the said Executive Director of the GEM Listing Division may from time to time think fit; and 本人茲授予創業板上市科執行總監(或獲其授權的任何人士)不可撤回的權力，讓他將本人提供的上述資料向創業板上市委員會委員披露；並在香港聯合交易所有限公司主席或一位副主席批准的情況下，向創業板上市科執行總監不時認為適當的其他人士披露；及

(d) I will, for so long as I remain a director of the issuer and for the further period of 3 years from the date on which I cease to be a director of the issuer, inform the Stock Exchange of Hong Kong Limited, by notice in writing to the Executive Director of the GEM Listing Division, of any change to my residential address as set out in Part 1 of this Form as soon as reasonably practicable and in any event within 1 month of my so changing residence for the purpose of facilitating correspondence with the Exchange; and

在本人擔任發行人董事期間及本人不再擔任發行人董事之日起計三年內，如本人於本表格第一部分所填報的住址有任何更改，本人會在合理可行的情況下盡快而無論如何於本人更改住址後一個月內，以書面通告形式通知創業板上市科執行總監，以便與交易所進行函件往來；及

2. acknowledge and agree that: —

承認及同意：

(a) a document or notice shall be deemed to have been served on me by The Stock Exchange of Hong Kong Limited: —

由香港聯合交易所有限公司送交本人的文件或通告在以下情況被視作送達：

(i) when it is served personally on me; or
專人送遞予本人；或

(ii) by sending a copy of it by post or by facsimile to me at my usual or last known residential or business address or at the address notified by me in Part 1 of this Form or at the address notified by me in accordance with paragraph 1 (d) of Part 2 of this Form; or

以郵遞或傳真方式送交本人的慣常或最後為香港聯合交易所所知的住宅或營業地址，或由本人於本表格第一部分通知的地址，或由本人根據本表格第二部分1(d)段通知的地址；或

(iii) if there is a letter box for the address in question, by inserting through the letter box a copy of the document or notice enclosed in a sealed envelope addressed to me;

如有關地址設有信箱，把內附該文件或通告的密封信封(而信封上又註明是致本人的)投入信箱內；

- (b) the date of service shall be deemed to be the second business day (or, in the case of an overseas address, the tenth business day) after the date on which the copy was sent to or, as the case may be, inserted through the letter box for the address in question; and
上述文件或通告被寄往該地址或(視乎情況而定)被投入該地址的信箱內的日期後的第二個營業日(或如屬海外地址,則第十個營業日)將被視為送達日期;及
- (c) as the case may be, in proving service it shall be sufficient to show that the envelope containing the notice was addressed to me at the address in question and had stamps or postage of sufficient value thereon to ensure that the same could be sent by post; and
要證明文件已被送達,只須證明載有該通告的信封乃寄致本人收啟,且被寄往有關地址及貼有足夠郵票或已付上足夠郵資以確保可用郵遞寄出;及
- (d) for the avoidance of doubt, in the event I change my residential or business address and fail to inform The Stock Exchange of Hong Kong Limited of any new address pursuant to paragraph 1 (d) of Part 2 of this Form, any document or notice served upon me at my former residential address or business address in accordance with this paragraph shall nevertheless be deemed to have been validly served upon me for all purposes.
為釋疑起見,倘若本人更改本人的住宅或營業地址而根據本表格第二部分1(d)段通知香港聯合交易所有限公司有關的新地址,則根據本段送往本人的前度住址或營業地址的任何文件或通告,就各方面而言仍將被視作有效送達本人論。

I hereby submit to the jurisdiction of The Stock Exchange of Hong Kong Limited in respect of all matters relevant to the GEM Listing Rules.

本人在此接受香港聯合交易所有限公司就有關《創業板上市規則》各方面的管轄。

Part 3
第三部分

- (A) *If the issuer is a new applicant or is obliged to or otherwise continues to retain a Sponsor, the following sponsor's certification must be completed:—*
如發行人為新申請人或會持續聘用保薦人，下列的保薦人證明亦須填報：—

SPONSOR'S CERTIFICATION
保 薦 人 證 明

We,, are the Sponsor for the issuer appointed for the purpose referred to in the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited and have offices located at

We hereby certify that we have read the answers provided by [Insert name of director/declarant] in Part 1 of this Form and we are not aware of any information that would lead a reasonable person to inquire further concerning the truthfulness, completeness or accuracy of any of the answers so provided.

我們，.，乃為香港聯合交易所有限公司《創業板證券上市規則》所提及的目的而委任的發行人的保薦人，辦事處設於。茲證明我們已閱讀 [填入董事／聲明人的姓名] 在本表格第一部分所作的回答，我們並不知悉任何資料，足以使一般人士，會就如此填報的資料的真實性、完整性及準確性作進一步的查詢。

Executed this day of, in
本證明於 年 月 日在 簽立。

(Signed) (簽署)

(B) *The following solicitor's certification must be completed whenever this Form is required to be lodged with The Stock Exchange of Hong Kong Limited:—*

按規定須向香港聯合交易所有限公司呈報本表格的人士，均須填報下列律師證明：—

SOLICITOR'S CERTIFICATION

律 師 證 明

We,, are a firm of solicitors qualified to advise on Hong Kong law with offices located at

We hereby certify that we have explained all applicable requirements and procedures for completing and making the declaration contained in Part 1 of this Form, and the possible consequences of making a false declaration, to [Insert name of director/declarant]. Further, we hereby certify that [Insert name of director/declarant] has acknowledged to us that he/she understands the foregoing.

我們，.，為一家有資格就香港法律提供意見的律師行，辦事處設於。茲證明我等已向 [填入董事／聲明人的姓名] 詳細解釋填報本表格第一部分及作出聲明的所有適用規定和程序，以及作出虛假聲明所可能引致的後果。此外，我們茲證明 [填入董事／聲明人的姓名] 已向我等承認他們了解上述各項。

Executed this day of, in
本證明於 年 月 日在 簽立。

(Signed) (簽署)