

Appendix 7

SPONSOR'S FORMS

FORM A

Application Form

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

..... /

Dear Sirs,

Re: Application to become a Sponsor

We (referred to in this Form as the "applicant") hereby apply to become a Sponsor for the purposes 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").

Our details submitted for the purposes of the assessment by The Stock Exchange of Hong Kong Limited (the "Exchange") pursuant to Chapter 6 of the GEM Listing Rules are as follows:—

1. Name of applicant (in English) :
(in Chinese) :
2. Place and date of incorporation :
3. Registered office :
.....
4. Principal place of business :
and office address
.....
5. List of directors :
(Please distinguish between
executive and non-executive
directors)
.....
.....
.....

6. If incorporated outside Hong Kong:—

(a) Date of certificate of registration issued pursuant to Part XI of the Companies Ordinance:

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

(b) Name and address of persons resident in Hong Kong authorised to accept service of process on the applicant’s behalf:

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

7. Details of the group of which the applicant forms part (if applicable) (complete on a separate sheet if necessary):—

8. Securities and Futures Commission registration: There is attached herewith a copy of the current certificate of registration (in the name of the applicant) as an investment adviser or securities dealer under the Securities Ordinance together (if applicable) with details of any conditions relating to such certificate/a copy of the confirmation that the applicant has been declared by the Securities and Futures Commission to be an exempt dealer.*

***Delete as appropriate.**

9. Details of the relevant experience of the applicant: Set out below are details of the experience of the applicant in acting as lead sponsor on at least 2 completed initial public offering transactions, or failing which, as co-sponsor on at least 3 completed initial public offering transactions, over the 5 years prior to the date of this form and of its other relevant corporate finance experience (Note 2) (complete on a separate sheet if necessary):—

<u>Date</u>	<u>Transaction</u>	<u>Specify whether role undertaken as lead sponsor or co-sponsor</u>	<u>Details of experience</u>

10. Financial eligibility (Note 3): There are attached herewith:—
- (a) the latest audited accounts of the applicant and/or the latest audited or unaudited balance sheet of the applicant as at [. . ./. . ./. . .], by way of evidence that the applicant had, at the date(s) to which the balance sheet(s) referred to therein were made up, a paid-up share capital and/or non-distributable reserves of not less than HK\$10,000,000; and a net tangible asset value after minority interests of not less than HK\$10,000,000 represented by unencumbered assets; or
 - (b) the latest audited accounts and unaudited balance sheet of the applicant, for information purposes, together with a form of unconditional and irrevocable guarantee proposed to be given by a company within the same group as the applicant or an authorised institution (as defined under the Banking Ordinance) in respect of the applicant’s liabilities up to an aggregate amount of not less than HK\$10,000,000 and evidence of the financial standing of such proposed guarantor. (*Note 4*).

11. Details of any material adverse change in the applicant’s financial position (if applicable) (complete on a separate sheet if necessary) since the date of the latest balance sheet (whether audited or unaudited) provided in accordance with paragraph 10(a) above. (If inapplicable, please confirm that there has not been any material adverse change since such date):—

12. Principal supervisors: We have a minimum of 2 principal supervisors engaged in a full time capacity in our corporate finance business in Hong Kong. In this regard, please be advised that our principal supervisors are:

.....

There are attached herewith declarations in the form set out in Appendix 7B duly signed by each of these individuals.

13. Assistant supervisors: We have a minimum of 2 assistant supervisors engaged in a full time capacity in our corporate finance business in Hong Kong. In this regard, please be advised that our assistant supervisors are:

.....

There are attached herewith declarations in the form set out in Appendix 7C duly signed by each of these individuals.

14. Disclosure of censures or other relevant matters (*Note 5*). There are attached herewith (if applicable) details of:—

- (a) any public censure, public statement involving criticism, private reprimand or any other disciplinary action made or taken by either the Exchange or the Securities and Futures Commission or any other regulatory authority, in Hong Kong or elsewhere within the 5 years prior to the application date, in respect of:—
 - (i) the applicant; and/or

(ii) any director or member of staff of the applicant who actively participates in the business of providing general corporate finance advice, investment advice and/or securities dealing and who remains a director or member of staff as at the date of application; and

(b) any such other information as ought reasonably to be brought to the attention of the Exchange in the context of its considering this application.

15. Details of contacts to whom the Exchange should respond in connection with this application and matters relevant to the applicant (*Note 6*):

(a) Name : (English) (Chinese)

Telephone Numbers : (Office) (Home)
: (Mobile)

Facsimile Number :

E-mail :

(b) Name : (English) (Chinese)

Telephone Numbers : (Office) (Home)
: (Mobile)

Facsimile Number :

E-mail :

We declare that the information supplied is accurate, complete and not misleading.

We understand that our application will be considered by the GEM Listing Committee. In this regard, we understand that any of our staff may be asked to attend for interview and that we may be asked to provide further information during the assessment by the Exchange of our application.

Subject to our application being successful, we hereby undertake to the Exchange to accept the responsibilities of a Sponsor as outlined in the GEM Listing Rules, to discharge those responsibilities to the satisfaction of the Exchange and to comply with the GEM Listing Rules from time to time applicable to Sponsors.

Please attach a certified extract from the board minutes of the applicant authorising the submission of this form and approving the undertaking and declaration set out herein.

Yours faithfully,

Signed:

Name:

Director/ Secretary/ other duly
authorised officer*

for and on behalf of

Name of applicant:
.

*Delete as appropriate

NOTES:

- (1) *This form must be read in conjunction with the full text of the GEM Listing Rules and the notes provided herein do not replace or limit the effect of the GEM Listing Rules.*
- (2) *Please refer to rule 6.14 of the GEM Listing Rules for guidance.*

“Corporate finance experience” includes experience derived from providing advice on matters such as notifiable transactions, connected transactions (or their equivalent under the rules of other stock exchanges), mergers and acquisitions, takeovers subject to the Takeover Code (or its equivalent in other jurisdictions) and/or other appropriate and significant transactions or equity-fund raising exercises.

The Exchange reserves the discretion to waive or relax the requirement as to the numbers of completed initial public offering transactions within the period specified, in exceptional circumstances, where the applicant can demonstrate to the satisfaction of the Exchange that it has proven experience in sponsoring initial public offering transactions and recognised expertise in this regard, as gained over a period in excess of 5 years prior to the application date.

The Exchange reserves the further discretion to waive or relax the requirements of rule 6.14 where:—

- (a) *the applicant, whilst not itself having the experience required under this rule, is a member of a group within which there exists entities that do have the requisite experience and provided always that there is a sufficiently close nexus between the applicant and those entities based upon which the applicant can be expected to benefit; or*
- (b) *in exceptional circumstances, the applicant is newly-formed and, in all respects other than rule 6.14, complies with the criteria set out in rules 6.12 to 6.19 of the GEM Listing Rules.*

For the purposes of sub-paragraph (a) above, the applicant must provide details of the relevant experience of the named entities within the group, of the nexus between the applicant and those entities and, to the satisfaction of the Exchange, of how the relevant experience of those entities is expected to be shared with or imparted to the applicant.

- (3) *Please refer to rule 6.15 of the GEM Listing Rules for guidance. The applicant must attach its latest audited accounts and, in circumstances where such audited accounts are in respect of a period that ended more than 6 months prior to the date of application, then the applicant must also attach its audited or unaudited balance sheet as at a date not more than 6 months prior to the date of application.*

In circumstances, where no audited accounts have been prepared in respect of the applicant, the applicant must attach its unaudited balance sheet as at a date not more than 6 months prior to the date of application. Any unaudited balance sheet produced for this purpose must be signed by 2 directors of the applicant.

- (4) *For the purposes of sub-paragraph 10(b), in addition to the latest audited accounts and unaudited balance sheet of the applicant (provided for information purposes), the latest audited accounts and any subsequent published financial statements of the prospective guarantor (other than in respect of a guarantor that is an authorised institution (as defined under the Banking Ordinance)) and/or other information required by the Exchange must be submitted to the Exchange, together with the prospective form of guarantee.*
- (5) *Please refer to rule 6.19 of the GEM Listing Rules for guidance. For the purposes of paragraph 14, “general corporate finance advice” includes advice in respect of the matters set out in Note 2 above.*

Note that the applicant must provide details of any disciplinary action taken against any member of the group of which it forms part where this may be relevant. For example, the Exchange would consider such information relevant in circumstances where the applicant has provided details of the experience of other members of the group pursuant to paragraph 9.

(6) Please refer to rule 6.25 of the GEM Listing Rules for guidance. Note that details of 2 individuals must be given.

(7) Checklist of attachments to this form:—

copy of certificate of registration or confirmation of exempt dealer status referred to in paragraph 8; latest audited accounts of the applicant referred to in paragraph 10 and, in the case of an applicant the liabilities of which are to be guaranteed, the latest audited accounts and any subsequent published financial statements of the prospective guarantor (other than in respect of an authorised institution) and the prospective form of guarantee;

audited/unaudited balance sheet(s) referred to in paragraph 10;

Declarations by principal supervisors referred to in paragraph 12;

Declarations by assistant supervisors referred to in paragraph 13;

a non-refundable application fee in the amount specified in Appendix 9;

any such details required under paragraphs 7, 8, 9, 10, 11 and 14 which have been completed on separate sheets; and

a certified extract from the board minutes of the applicant authorising the submission of this form.

(8) The Exchange anticipates that the application process is likely to take a minimum period of 15 clear business days from the date of application and may take longer.

(9) The Exchange reserves the right to admit the applicant to the list, subject to its acting only in the capacity of a co-sponsor. This limitation on capacity shall be indicated on the Exchange's list of Sponsors.