

Appendix 7

SPONSOR'S FORMS

FORM B

Declaration by principal supervisor

In relation to the application by [insert name of applicant] for approval from The Stock Exchange of Hong Kong Limited ("the Exchange") that it be entered on the list of Sponsors, it is proposed that I will be one of the applicant's principal supervisors for the purposes of rule 6.16 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Exchange (the "GEM Listing Rules"). In this regard, I declare that I am engaged in a full-time capacity by the applicant and declare the following further details relevant to myself:—

1. Personal details:—

| | | in English | in Chinese |
|-----|--|------------|--|
| (a) | present surname and any former surname(s) | : | |
| (b) | alias, if any | : | |
| (c) | present forename(s) and any former forename(s) | : | |
| (d) | date of birth | : | |
| (e) | residential address | : | . |
| (f) | nationality and former nationality, if any | : | |
| (g) | Hong Kong ID number, or if none, passport number and place of issue | : | |

2. Principal academic and/or professional qualifications and details of any role (if any) performed for the applicant (or its group) other than in connection or related to its corporate finance business in Hong Kong:—

3. Date of current certificate of registration by the Securities and Futures Commission as an investment adviser or securities dealer and provide, if applicable, details of any conditions relating to the issue of the certificate:—

(Note 2)(Please attach herewith a copy of the registration certificate).

4. Description of experience of advising, in a substantive capacity on completed initial public offering transactions on the Main Board (as such term is defined in rule 1.01 of the GEM Listing Rules) and/or on GEM over the 5 years prior to the date of this declaration *(Note 3)* (complete on a separate sheet if necessary):—

| <u>Date</u> | <u>Name of company listed (specify Main Board/ GEM)</u> | <u>Extent of involvement</u> |
|-------------|---|------------------------------|
| | | |

5. Description of other relevant corporate finance experience derived in respect of companies listed on the Main Board and/or on GEM over the 5 years prior to the date of this declaration *(Note 4)* (complete on a separate sheet if necessary):—

| <u>Date</u> | <u>Transaction</u> | <u>Extent of involvement</u> |
|-------------|--------------------|------------------------------|
| | | |

6. Have you been the subject of any public censure, public statement involving criticism, private reprimand or any other disciplinary action that has been 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 date of this declaration?

.....

If so, give particulars.

.....
.....

7. Have you been convicted of any offence:—

(a) involving fraud, dishonesty or corruption?

.....

(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?

.....

(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?

.....

If so, give 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.

.....
.....

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

.....

(b) 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 regulatory authority, stock exchange or futures exchange at any time?

.....

If so, give particulars.

.....
.....

9. (a) 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) or were or are a supervisor, 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?

.....

(b) 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?

.....

If so, give particulars.

.....
.....

10. Are you currently subject to any investigation by any judicial, regulatory or governmental authority?

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If so, give full particulars.

.....
.....

11. Are you currently subject to:—

(a) 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

.....

(b) any judicial proceeding in which violation of any securities law, rule or regulation is or was alleged?

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If so, give full particulars.

.....
.....

12. 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 principal supervisor of [insert name of the applicant].
.....

If so, give full particulars.
.....
.....

13. In signing this declaration, I hereby undertake to comply with rules 6.32 and 6.33 of the GEM Listing Rules.

I, [Insert Chinese name, if any], of [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 5 below, and that I understand that the Exchange may rely upon the foregoing answers in assessing the suitability of [insert name of applicant] to be entered on the Exchange's list of Sponsors.

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

(Signed)
[Declarant]

Declared at in Hong Kong, the Special Administrative Region of the People's Republic of China, this day of,

Before me,

[Signature and designation, i.e., Justice of the Peace/Notary Public/Commissioner for Oaths/Solicitor.]

NOTES:

- (1) *This declaration 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) *No certificate of registration is necessary if the applicant for whom the individual proposes to act as principal supervisor is an exempt dealer for the purposes of rule 6.13 of the GEM Listing Rules.*
- (3) *Please refer to rule 6.16 of the GEM Listing Rules for guidance. The individual must have played a substantial role on at least 2 completed initial public offering transactions on the Main Board and/or on GEM over the 5 year period prior to the date of this declaration, by virtue of his employment with an entity that has sponsored companies listing on the Main Board and/or on GEM. In this regard, the individual must provide details of each transaction to which reference is made and, in each case, explain the role undertaken by him personally.*

The Exchange reserves a discretion to waive or relax such requirement, in exceptional circumstances, where the individual can nevertheless demonstrate that he has proven experience of public offering transactions on the Main Board and/or on GEM and recognised expertise in this regard, as gained over a period in excess of 5 years prior to the date of this declaration.

- (4) *Please refer to rule 6.16 of the GEM Listing Rules for guidance. The individual must provide details of other relevant corporate finance experience gained by him in respect of companies listed on the Main Board and/or on GEM over the 5 years prior to the date of this declaration and, in each case, explain the role undertaken by him personally.*

The Exchange reserves a discretion to waive or relax such requirement in exceptional circumstances where some part of the proposed principal supervisor's corporate finance experience has been derived overseas by virtue of advising companies listed on other stock exchanges, provided always that a substantial part of the proposed principal supervisor's experience has been derived in respect of companies listed on the Main Board and/or on GEM. If applicable, details of any relevant overseas experience for the purposes of rule 6.16 must be provided with this form.

For these purposes, "corporate finance experience" includes 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.

- (5) *The failure of any person to complete this declaration truthfully, completely and accurately constitutes a breach of the GEM Listing Rules. In addition, pursuant to the Crimes Ordinance, any person who knowingly and wilfully makes a statement false in a material particular in this declaration (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.*

- (6) *Notice relating to the Personal Data (Privacy) Ordinance (the "Ordinance"):*—

(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.*

(b) *Failure to supply such data may constitute a breach of the relevant provisions of the GEM Listing Rules.*

(c) *The data required in this form shall be used for the purposes of assisting the Exchange to assess the suitability of the individual to act in the capacity referred to in Chapter 6 of the GEM Listing Rules and to preserve the reputation and integrity of the Exchange.*

(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:*—

(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;*

(ii) *any other person under a duty of confidentiality to the Exchange.*

- (e) *Under and in accordance with the terms of the Ordinance, any individual has the right:*—

(i) *to check whether the Exchange holds data about him and request access to such data;*

(ii) *to require the Exchange to correct any data relating to him which is inaccurate; and*

(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.*

(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.*

(g) *The person to whom requests under paragraph (e) are to be addressed are as follows:—*

*Executive Director
The GEM Listing Division
11th Floor, One International Finance Centre
1 Harbour View Street
Central
Hong Kong*