

Appendix 7

SPONSOR'S FORMS

FORM D

Review Form for Continuing Eligibility

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

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Dear Sirs,

Re: Confirmation of continuing eligibility to act as a Sponsor

We wish to continue to be included on the list of Sponsors of The Stock Exchange of Hong Kong Limited ("the Exchange") 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"). In order to assist the Exchange with its review of our continued inclusion on the list of Sponsors, we hereby confirm that:—

1. We do/do not * continue to meet the eligibility requirements set out in rules 6.12 to 6.19 of the GEM Listing Rules (as varied by the provisions of rule 6.21 of the GEM Listing Rules concerning the Sponsor's on-going net tangible asset value after minority interests) and any other criteria imposed under rule 6.06 and any conditions imposed under rule 6.10 or 6.30.

[*Delete as appropriate. If the Sponsor does not continue to meet such requirements please provide full details, including the reasons therefor, on a separate sheet unless the same is apparent from the matters referred to below.] (Note 2)

2. We continue to have a minimum number of 2 principal supervisors, as defined in rule 6.16 and 2 assistant supervisors, as defined in rule 6.17 of the GEM Listing Rules, engaged in a full time capacity in our corporate finance business in Hong Kong.

In this regard, please be advised that:—

(a) our principal supervisors are
.....
.....; and

(b) our assistant supervisors are
.....
.....

(Note 3)

3. If applicable, We propose that the following individuals should be our additional principal supervisors and/or our additional assistant supervisors (*Note 4*):—
.....
.....

4. We attach herewith a copy of our latest audited accounts and (if required) our audited or unaudited balance sheet as at [. . ./. . ./. . .], by way of evidence that we had, at the date to which the (latest) balance sheet was made up:—

- (a) a paid-up capital and/or non-distributable reserves of HK\$[] (please insert); and
- (b) a net tangible asset value after minority interests of HK\$[] (please insert) represented by unencumbered assets. (*Note 5*)

In the event that the net tangible asset value after minority interests has fallen below HK\$5,000,000 and in circumstances where no guarantee has been provided (as referred to in rule 6.15(2)) the Sponsor must attach herewith an explanation on a separate sheet as to the immediate steps to be taken by it to rectify the position and the expected time needed to restore the value to more than HK\$5,000,000.

5. Details of any material adverse change in our 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 4 above. (If inapplicable, please confirm that there has not been any material adverse change since such date):—

8. The following table sets out the listed issuer(s) for which we are acting as Sponsor, joint-sponsor or co-sponsor (complete on a separate sheet if necessary):—

<u>Name of listed issuer</u>	<u>Specify whether role undertaken as Sponsor, joint-sponsor or co-sponsor</u>	<u>Name(s) of principal supervisor(s) actively involved</u>	<u>Name(s) of assistant supervisor(s) actively involved</u>	<u>Date on which the contracted fixed term of the sponsorship is scheduled to expire</u>
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We declare that the information supplied is accurate, complete and not misleading.

We understand that our continuing eligibility will be reviewed by the GEM Listing Committee. In this regard, we understand that any of our staff may be asked to attend interviews and that we may be asked to provide further information during the review by the Exchange of our continuing eligibility.

Yours faithfully,

Signed:
 Name:
 for and on behalf of
 Name of Sponsor:

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 6.29 of the GEM Listing Rules for guidance.*
- (3) *The principal supervisors and assistant supervisors, who have each submitted a declaration at the time of the Sponsor’s application to become a Sponsor, must each complete a review form in the prescribed form set out in Appendix 7E or 7F as appropriate.*
- (4) *Please refer to rules 6.16 and 6.17 of the GEM Listing Rules for guidance. If applicable, completed declarations in the prescribed form set out in Appendices 7B and/or 7C in respect of any proposed new principal supervisor(s) and/or assistant supervisor(s) as the case may be should be attached.*
- (5) *Please refer to rule 6.21 of the GEM Listing Rules for guidance. Please insert the relevant figures where indicated. In the case of a Sponsor the liabilities of which have been guaranteed (as referred to in rule 6.15(2)), please include the latest audited accounts and any subsequent published financial information of the guarantor together with confirmation that the form of guarantee approved by the Exchange remains in full force and effect.*

(6) Please refer to rule 6.19 of the GEM Listing Rules for guidance.

(7) Checklist of attachments to this form:—

the non-refundable review fee in the amount specified in Appendix 9 of the GEM Listing Rules;

the latest audited accounts of the Sponsor and in circumstances where the Sponsor's last financial year end was more than 6 months before the date of submission, its audited or unaudited balance sheet as at the date not more than 6 months prior to the date of submission (signed, in the case of the unaudited balance sheet, by 2 directors of the Sponsor);

if applicable, the latest audited accounts and any subsequent published financial statements of the guarantor;

confirmation that the form of guarantee, if applicable, approved by the Exchange remains in full force and effect;

the review forms as referred to in Note 3 above;

any declarations as referred to in Note 4 above; and

any such details required under paragraphs 1, 4, 5, 6, 7 and 8 which have been completed on separate sheets.