

Appendix 5

Formal Application (For Equity Securities)

Form C1

If the application is required to be supported by a listing document, this form must be duly completed and lodged at least **TEN CLEAR BUSINESS DAYS** before the date on which the listed issuer proposes to bulk print the listing document. If the application is not required to be supported by a listing document, this form must be submitted at least **FOUR CLEAR BUSINESS DAYS** before the proposed date for issuing the securities.

To: The Head of the Listing Division
The Listing Division,
The Stock Exchange of Hong Kong Limited,

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Dear Sir,

1. We [..... [Limited] hereby apply]/[are instructed by [Limited] to make an application] for the listing of and for permission to deal in the securities referred to in paragraph 3 below subject to the listing rules of The Stock Exchange of Hong Kong Limited entitled "Rules Governing the Listing of Securities " (the "Listing Rules"). (Note 1)

2. SHARE CAPITAL

Authorised \$	Issued (and paid up) inclusive of present issue
..... in Stock/Shares of	
..... in Stock/Shares of	
..... in Stock/Shares of	
..... in Stock/Shares of	

\$ _____

\$ _____

3. Amounts and descriptions of securities for which application is now made (include distinctive numbers if any)

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

4. The securities for which application is now made are proposed to be listed by way of.

.....
(Note 2)

5. The securities for which application is now made

(a) are/are not identical in all respects

.....
.....
(Note 3)

(b) are/are not identical in all respects with an existing class of security

.....
.....
(Note 3)

(If the securities are not identical now, but will become so in the future, a statement as to when they will become identical must be added to (a) or (b) above.)

(c) are not listed or dealt in on another stock exchange/are listed or dealt in on the following stock exchange(s)

(d) have been in the previous six months, are or will be the subject of an application for listing on the following stock exchange(s).

(Delete as appropriate)

6. * So far as is known, or can be ascertained after reasonable enquiry, by the directors of the issuer, the undermentioned is/are substantial shareholder(s) of the company or of its holding company (Note 4):—

Name	Address	Extent of holding and which company
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The following are particulars of the qualifications, if any, and experience of the directors, chief executive and secretary of the issuer (Note 4).

.....

* This paragraph is not applicable in the case of capitalisation issues.

The proceeds (if any) of the issue or sale of the securities for which application is now made, or the portion thereof to be received by the issuer, are intended to be used by the issuer for the following purpose(s) (Note 4):—

.....

The following are the qualifications of the undermentioned person(s) whose opinion(s) as (an) expert(s) is/are referred to in any document included in this application (Note 4):—

Name	Qualifications	Document
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7. We declare, to the best of our knowledge, information and belief, that:—

- (1) all the qualifications for listing set out in the relevant chapters of the Listing Rules have, insofar as applicable and required to be met or fulfilled prior to application, been met or fulfilled in relation to the issuer and the securities of the issuer referred to in paragraph 3 above;
- (2) all information required to be included in the listing document by virtue of the Listing Rules, the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Securities and Futures (Stock Market Listing) Rules and the Code on Takeovers and Mergers has been included therein or, if the final version has not yet been submitted (or reviewed), will be included therein before it is so submitted;

- (3) all the requirements of the Securities and Futures (Stock Market Listing) Rules, insofar as applicable and required to be fulfilled at the time of application, have been fulfilled in relation to the issuer and the securities of the issuer referred to in paragraph 3 above; and
- (4) there are no other facts bearing on the issuer's application for listing of and permission to deal in such securities which, in our opinion, should be disclosed to The Stock Exchange of Hong Kong Limited.

8. Details of renounceable document (where applicable):

- (1) type of document (which must comply with Part A of Appendix 2 to the Listing Rules).
- (2) proposed date of issue
- (3) last day for splitting:
 - (a) nil paid
 - (b) partly paid
 - (c) fully paid
- (4) last day for renunciation
- (5) last day of dealing:
 - (a) nil paid
 - (b) partly paid

9. If the securities or the underlying shares represented by depositary receipts for which listing is sought are partly paid:

- (1) proposed date of issue of the securities.
- (2) proposed date(s) of payment of outstanding instalments

- (3) last day for dealing in partly paid form

10. Definitive certificates (in respect of the class of security/securities for which listing is sought) have already been issued for stock/shares and will be ready on for stock/shares.

11. ISSUER'S SOLE UNDERTAKING

We, Limited, undertake to comply with the Listing Rules from time to time so far as applicable to the issuer.

Yours faithfully,

Signed.

Name:

Director, Secretary or other
duly authorised officer
for and on behalf of

[Issuer's Name]

NOTES

Note 1 Insert name of issuer of securities. If it is an overseas issuer, the place of incorporation or other establishment and the applicable law under which it is incorporated or otherwise established must be stated.

Note 2 Give particulars of the proposed method of listing of the securities, i e., whether by offer for subscription, offer for sale, placing, introduction, rights issue, open offer, capitalisation issue, consideration issue, exchange, substitution, conversion, exercise of option or warrant, subscription under an option scheme or otherwise.

Note 3 "Identical" means in this context:—

- (1) the securities are of the same nominal value with the same amount called up or paid up;*
- (2) they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and*
- (3) they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.*

Note 4 These paragraphs apply only to companies and:—

"chief executive" means a person who either alone or together with one or more other persons is or will be responsible under the immediate authority of the board of directors for the conduct of the business of the issuer.

"substantial shareholder" means a person entitled to exercise, or control the exercise of, ten per cent. or more of the voting power at any general meeting of the issuer.