

Appendix 5

FORMS RELATING TO LISTING

FORM E

Issuer's declaration of compliance

The following is a suggested form of declaration which may be amended to meet individual cases.

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

..... / /

I, a director / the company secretary of [Limited]
(in English) (in Chinese) ("the Issuer"), declare to the best of my knowledge,
information and belief as follows:—

1. that all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies in connection with the issue/offer/introduction on / / of the following securities of the Issuer, namely (insert particulars), have been duly filed and that to the best of our knowledge, information and belief compliance has been made with all other legal requirements in connection with such issue/offer/ introduction;
2. that all pre-conditions for listing imposed by Chapter 11 and/or Chapter 27 or Chapter 30 of the "Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited" have, insofar as applicable, been fulfilled in relation to the Issuer and the securities of the Issuer referred to in paragraph 1 above;
3. that [number] [class of equity securities] of par value [amount] each and/or [currency] [amount] nominal of [type of debt securities] with a denomination of [currency] [amount] each have been subscribed/purchased for cash and duly allotted/issued/transferred to the subscribers/purchasers;
4. that all money due to the Issuer in respect of the issue/offer has been received by it;
5. that [number] [class of equity securities] of par value [amount] each and/or [currency] [amount] nominal of [type of debt securities] with a denomination of [currency] [amount] each have been issued and credited as fully paid by way of conversion/exchange/consideration for property acquired/other consideration not being cash and have been duly allotted/issued/transferred to the persons entitled thereto;
6. that the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of the issue;
7. that the number of shares forming the subject of the listing is as follows (insert exact amounts and descriptions of securities (giving distinctive numbers if any)):
(applicable only to new applicants for listing)

.....
.....

8. that completion has taken place of the purchase by the Issuer of all property shown in the listing document to holders of the Issuer's securities dated/. . . ./. . . . as having been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied;
9. that the trust deed/deed poll relating to the said debt securities has been completed and executed and a copy has been lodged with The Stock Exchange of Hong Kong Limited and that particulars thereof, if so required by law, have been filed with the Registrar of Companies;
10. that all the shares/debt securities of each class referred to above are in all respects identical (*Note 1*);
- 10A. (in the case of an offering of equity securities that fall within rule 6A.39(1) only) that the allocation of discretionary fees, that is, the absolute amount to be paid, and the time schedule for the payment of the total fees payable to each syndicate CMI have been determined and communicated in writing to each syndicate CMI;
11. that no alterations have been made to the version of the listing document which has been reviewed by The Stock Exchange of Hong Kong Limited and on which it has confirmed to the Issuer that it has no further comments other than in relation to the pricing of the issue or takeover offer, number of securities, figures depending on such information and correction of errors; and
12. that all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled.

Signed
 Name:
 Director

Signed
 Name:
 Secretary

For and on behalf of

Name of Issuer:

NOTES

1. *"Identical" means in this context:—*
 - (a) *the securities are of the same nominal value with the same amount called up or paid up;*
 - (b) *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*
 - (c) *they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.*
2. *This declaration should be signed for and on behalf of the Issuer by both a director and the secretary of the Issuer.*