

Amendments to Main Board Listing Rules

Chapter 2B

GENERAL

REVIEW PROCEDURE

General

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2B.04 (1) Notwithstanding Rule 2B.03 and provisions in respect of ~~the advanced booking~~ Form A1, a listed issuer or new applicant shall submit to the Listing Committee, information for an application for listing pursuant to each ~~advanced booking~~ Form A1 no more than two times subject always to:-

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(3) Subject to Rule 2B.04(1), the listed issuer or the new applicant may if it considers necessary, submit ~~its application for listing together with a new listing application advanced booking~~ Form A again for the consideration by the Listing Committee.

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Chapter 3A

GENERAL

SPONSORS AND COMPLIANCE ADVISERS

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Impartiality and independence of sponsors

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3A.07 At least one sponsor of a new applicant must be independent of the new applicant. A sponsor is not independent if any of the following circumstances exist at any time from the date of submission to the Exchange of ~~an listing application for an advanced booking~~ on Form A1 in accordance with rule 9.03 up to the date of listing. The sponsor is required to demonstrate to the Exchange its independence or lack of independence and shall submit to the Exchange a statement pursuant to rule 3A.08:

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Chapter 4

GENERAL

ACCOUNTANTS' REPORTS AND PRO FORMA FINANCIAL INFORMATION

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Statement of Adjustments

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- 4.16 Where the accountants' report is set out in a listing document the statement of adjustments relating to that report must be submitted to the Exchange in draft form in accordance with rules ~~9.11(3b), 9.19(2) and 9.14(5)~~ and 24.10(7) and in certified form in accordance with rules ~~9.14(2) and~~ 24.13(2). In every other case, the statement of adjustments must be submitted to the Exchange at the same time as the proofs of the circular containing the accountants' report are submitted.

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Chapter 9

EQUITY SECURITIES

APPLICATION PROCEDURES AND REQUIREMENTS

Preliminary

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- 9.02 New applicants are reminded (see Chapter 3) that the sponsor is responsible for lodging the listing formal application for listing and all supporting documents and for dealing with the Exchange on all matters arising in connection with the application.
- 9.03 (1) In order to allow the Exchange sufficient time to consider an application for listing on the basis of its supporting documents and to maintain an orderly new issues market, a new applicant must normally apply for ~~a~~ listing application advance booking on the prescribed form set out in Form A1 in Appendix 5 to the Exchange not less than 25 clear business days prior to the date on which it is expected that the Listing Committee will meet to consider the application ("the expected hearing date"). The listing application advance booking form must be completed by sponsor(s) for the new applicant and accompanied by:—
- (a) the documents stipulated in rules 9.11 (1) to ~~(53)~~; and
 - (b) the initial listing fee.

Note: ...

Where the applicant has delayed its proposed timetable and more than six months have elapsed since the date of its listing application advance booking form, the applicant will forfeit the initial listing fee. Each such applicant wishing to reactivate its listing application must submit a new listing application advance booking form accompanied by the initial listing fee. In case of a change in sponsor(s) (including addition of new sponsor(s)), the Exchange also requires the submission of a new listing application advance booking form accompanied by the initial listing fee. In such a case, the Exchange may consider granting a waiver in relation to the 25 clear business days to the expected hearing date requirement, depending on the progress of the processing of the original listing application. Such waiver will be considered on a case by case basis.

Note: See also Chapter 2B for other circumstances in which a new applicant may be required to submit a new listing application advance booking form.

- (2) The listing application advance booking form must contain a draft timetable which must be agreed with the Exchange. Any changes in that timetable must also be agreed with the Exchange. Where an applicant wishes to reactivate its listing application which has been delayed and the date of such reactivation is within the period of six months from the date of the listing application advance booking form, the applicant must submit a revised timetable. Such revised timetable must be agreed with the Exchange in order to allow the Exchange sufficient time to review the listing application. The new applicant must keep the Exchange updated on the progress of the listing application on a fortnightly basis. The Exchange also reserves the right to require an applicant to amend the timetable in situations including (but not limited to), where the applicant fails to submit the necessary documentation in a timely fashion or where the Exchange has outstanding comments or queries which are not able to be resolved in a timely fashion. Applicants shall not be considered to have fulfilled their obligations to supply documents if they submit documents which are at such an early stage of drafting or subject to such frequent major changes as to make a review of the documents unproductive.
- (3) The Exchange expects to receive an advanced proof of the prospectus with the listing application form that is not the initial proof so that the Exchange's review is able to commence immediately upon lodgement of the application. The disclosure of the requisite information as set out in Chapter 11 must be substantially completed in the advanced proof of the prospectus. If the Exchange considers the draft prospectus submitted with the Form A1 not to be in an advanced form, the Exchange will not commence review of any documents relating to the application. All documents, including the Form A1 and the initial listing fee, submitted to the Exchange will be returned to the sponsor(s). The sponsor(s) will be required to re-submit a new Form A1 together with the advanced proof of the prospectus.

Note: The advanced proof of the prospectus, when submitted, must be accompanied by such number of CD-ROMs containing the same document as the Exchange may require.

- (4) The Exchange may require an applicant to delay the expected hearing date for up to 25 business days if during the review process, the Exchange is of the view that the following cannot be fulfilled by the applicant at least four clear business days before the expected hearing date:—

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- (b) the submission of all the documents as set out in rules 9.11(1) to 9.11(23) and 9.12; and

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9.04 In order to maintain an orderly new issues market the Exchange reserves the right to refuse a listing application ~~booking~~ or to change the timetable.

9.05 Where any document is amended after submission, a like number of further copies must be submitted to the Exchange for review, marked in the margin to indicate where the relevant items from Appendix 1 have been met. Such copies must also be marked in the margin to indicate amendments made to conform with points raised by the Exchange.

Note: In the case of a new listing applicant, each amended document, when submitted, must be accompanied by such number of CD-ROMs containing the same document as the Exchange may require.

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9.09 There must be no dealing in the securities for which listing is sought by any connected person of the issuer (except as permitted by rule 7.11):

(a) in the case of listing application by listed issuers, from the time of submission of the formal application for listing until listing is granted; and

(b) in the case of a new applicant, from 4 clear business days before the expected hearing date until listing is granted. ~~there must be no dealing in the securities for which listing is sought by any connected person of the issuer, except as permitted by rule 7.11.~~

The directors of the issuer for whose securities listing is being sought shall forthwith notify the Exchange of any such dealing or suspected dealing of which they become aware. If any of the directors or their associates are found to have engaged in such dealing, the application may be rejected.

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Documentary Requirements – New Listing Applications

9.10A The documents under rules 9.11(1) to (38) must be lodged with the Exchange according to the following schedule:

- (1) documents under rules 9.11(1) to 9.11(5) must be lodged at the time of submission of Form A1;
- (2) document under rule 9.11(10) must be lodged at least 15 clear business days before the expected hearing date;
- (3) documents under rules 9.11(18) to 9.11(23) must be lodged at least four clear business days before the expected hearing date;
- (4) documents under rules 9.11(24) to 9.11(28) must be lodged before bulk-printing of the listing document;
- (5) documents under rules 9.11(29) to 9.11(32) must be lodged as soon as practicable after the hearing of the application by the Listing Committee but on or before the date of issue of the listing document;
- (6) document under rule 9.11(33) must be lodged by no later than 11 a.m. on the intended date of authorisation of the prospectus; and
- (7) documents under rules 9.11(34) to 9.11(38) must be lodged as soon as practicable after the issue of the listing document but before dealings commence.

9.11 ~~The following documents must be lodged with the Exchange by a new applicant for initial review, in connection with its listing application – the case of (1) to (5) below at the time of submission of Form A1 in accordance with rule 9.03, in the case of (6) to (8) at least 20 clear business days before the expected hearing date, in the case of (9) and (10) at least 15 clear business days before the expected hearing date and in the case of (11) to (17) below, at least 10 clear business days prior to the expected hearing date:—~~

Together with the Form A1

- (1) ~~in case of a new applicant, six~~ such number of copies of drafts or proofs of the listing document in reasonably advanced state together with such number of copies of CD-ROMs containing the same draft or proof of listing document as the Exchange may require, marked in the margin to indicate where the relevant items from Chapter 11 and/or Part A of Appendix 1 and the Companies Ordinance have been met, together with, in respect of each sponsor to the application for listing, an undertaking pursuant to rule 3A.03 in the terms set out in rule 3A.04 and in the form in Appendix 17 and a statement pursuant to rule 3A.08 addressing the matters set out in rule 3A.07 and in the form of Appendix 18, both duly signed on the sponsor's behalf;

- (2) ~~two copies of the audited profit and loss accounts and balance sheets of the companies which comprise or will comprise the group of the listed issuer for at least the first two completed financial years out of the three financial years comprising its track record; [Repealed 2 November 2009]~~
- (3) draft of all requests for waiver from the requirements of the Exchange Listing Rules and the provisions of the Companies Ordinance ~~written submission on any proposed connected transactions (see Chapter 14A) of the new applicant after listing with relevant details of such transactions and any request for waiver from the requirements of Chapter 14A;~~
- (3a) ~~in the case of a new applicant, a written confirmation and undertaking signed by each director/supervisor and proposed director/supervisor to the following effect:~~
 - ...
 - (c) to lodge with the Exchange in accordance with rule ~~9.11(38)~~9.16(13) a declaration and undertaking, in the form set out in Form B/H/I in Appendix 5, duly signed by each director/supervisor and proposed director/supervisor.

~~In the case of a listed issuer, the same written confirmation must be submitted if specifically requested by the Exchange.~~

- ...
- (3b) where the listing document contains an accountants' report, two copies of any draft statement of adjustments relating to the accountants' report;

...

~~At least 20 clear business days before the expected hearing date~~

- (6) ~~two copies of the advanced drafts of the accounts of the companies which comprise or will comprise the group of the listed issuer for the balance of the financial years or financial period(s) which make up the track record period; [Repealed 2 November 2009]~~
- (7) ~~where the listing document contains an accountants' report, two copies of a draft of any statement of adjustments relating to the accountants' report; [Repealed 2 November 2009]~~
- (8) ~~three drafts or copies of the memorandum and articles of association or equivalent document, unless previously supplied in the case of a listed issuer, which must comply with Appendix 3 and which are marked in the margin to indicate where the provisions of Appendix 3 have been met; [Repealed 2 November 2009]~~

At least 15 clear business days before the expected hearing date

- (9) [Repealed 1 January 2009]
- (10) (a) where the listing document contains a profit forecast (see rules 11.16 to 11.19), two copies of a draft of the board's profit forecast memorandum covering the same period of the profit forecast contained in the listing document and cash flow forecast memorandum covering at least 12 months from the expected date of publication of the listing document with principal assumptions, accounting policies and calculations for the forecasts;
- (b) where the listing document does not contain a profit forecast, two copies of a draft of the board's profit forecast memorandum covering the period up to the forthcoming financial year end date after the date of listing and cash flow forecast memorandum covering at least 12 months from the expected date of publication of the listing document with principal assumptions, accounting policies and calculations for the forecasts;

At least 10 clear business days before the expected hearing date

- (11) ~~in respect of every listing document which is required by the Companies Ordinance to annex the same, a copy of every contract required by paragraph 17 of the Third Schedule of the Companies Ordinance to be stated in the prospectus or, in the case of a contract not reduced into writing, a memorandum giving full particular thereof; [Repealed 2 November 2009]~~
- (12) ~~two copies of a draft of the formal notice, where applicable; [Repealed 2 November 2009]~~
- (13) ~~five drafts or proof prints of any application form (including any excess or preferential application form) to subscribe or purchase the securities for which listing is sought; [Repealed 2 November 2009]~~
- (14) ~~in the case of a listed issuer, six drafts or proofs of the listing document marked in the margin to indicate where the relevant paragraphs from Chapter 11 and/or Part B/F of Appendix 1 and/or the Companies Ordinance have been met; [Repealed 2 November 2009]~~
- (15) ~~five drafts or proof prints of any temporary document of title proposed to be issued, which must comply with Part A of Appendix 2; [Repealed 2 November 2009]~~
- (16) ~~two drafts or proof prints of the definitive certificate or other document of title proposed to be issued, unless previously supplied, in the case of a listed issuer, which must comply with Part B of Appendix 2; and [Repealed 2 November 2009]~~

- (17) ~~in the case of a listed issuer, two copies of all resolutions which have been passed by the issuer and which are required to be registered under the Companies Ordinance, unless previously supplied. [Repealed 2 November 2009]~~

~~In respect of cases which require no hearing of the Listing Committee all relevant periods shall be calculated by reference to the date on which the listing document is intended to be bulk printed.~~

At least four clear business days before the expected hearing date

- (18) such number of copies of the final proof of the listing document together with such number of copies of CD-ROMs containing the same proof of listing document as the Exchange may require;
- (19) where the listing document is required to contain a statement by the directors as to the sufficiency of working capital, a draft letter from the sponsor confirming that they are satisfied that the statement in the listing document as to the sufficiency of working capital has been made by the directors after due and careful enquiry and that persons or institutions providing finance have stated in writing that such facilities exist;
- (20) a confirmation from the new applicant's legal advisers that the applicant's articles of association are not inconsistent with the Exchange Listing Rules and the laws of place where the listing applicant is incorporated or otherwise established;
- (21) in the case of the listing of depositary receipts, a certified copy of the signed deposit agreement and any other agreements or documents as the Exchange may require;
- (22) copies of all executed requests for waiver from the requirements of the Exchange Listing Rules and the provisions of the Companies Ordinance;
- (23) a written submission to the Exchange in the form prescribed by the Exchange from time to time in support of the application for listing;

Before bulk-printing of the listing document

- (24) two copies of the final proof of the formal notice, where applicable;
- (25) five copies of the final proof of any application form (including any excess or preferential application form) to subscribe or purchase the securities for which listing is sought;
- (26) a certified copy of the certificate of incorporation or equivalent document of the new applicant;
- (27) in the case of a new applicant under Chapters 20 and 21, three copies of listing agreement in the form prescribed and provided by the Exchange, each duly signed for and on behalf of the new applicant;

- (28) unless previously supplied, where the listing document is required to contain a statement by the directors as to the sufficiency of working capital, a final letter from the sponsor confirming that they are satisfied that the statement in the listing document as to the sufficiency of working capital has been made by the directors after due and careful enquiry and that persons or institutions providing finance have stated in writing that such facilities exist (see rule 9.11(19));

As soon as practicable after the hearing of the application by the Listing Committee but on or before the date of issue of the listing document

- (29) (a) four copies of each of the English language version and the Chinese language version of the listing document and relevant application form (including any excess or preferential application form) to subscribe or purchase the securities for which listing is sought. Of these, one copy of the listing document must be dated and signed by every person who is named therein as a director or proposed director of the new applicant or by his agent authorised in writing and by the secretary;
- (b) one copy of the formal notice, where applicable; and
- (c) where any document referred to in (a) above is signed by an agent, a certified copy of the authorisation or the power of attorney for such signature;
- (30) a copy of the written notification issued by HKSCC stating the securities will be Eligible Securities;
- (31) every written undertaking from the applicant, its shareholders and/or other relevant parties to the Exchange referred to in the listing document;
- (32) the original signed sponsor declaration(s) required by rule 3A.13;

In case of a listing document which constitutes a prospectus under the Companies Ordinance, by no later than 11 a.m. on the intended date of authorisation of the prospectus

- (33) (a) an application for authorisation for registration of the prospectus pursuant to section 38D(3) or section 342C(3) of the Companies Ordinance (as the case may be);

- (b) two printed copies of the prospectus, duly signed in accordance with section 38D(3) or section 342C(3) of the Companies Ordinance (as the case may be) and having endorsed thereon or annexed thereto the documents stipulated by the relevant section; and
- (c) in respect of every Chinese translation of the prospectus, a certificate issued by the translator certifying that the Chinese translation of the English version of the prospectus is true and accurate and a certificate issued by a competent officer of the sponsor certifying that the translator is competent to have given the certificate as to translations in respect of the prospectus documents;

As soon as practicable after the issue of the listing document but before dealings commence as a condition for granting listing approval

- (34) (a) a certified copy of the resolution(s) of the new applicant in general meeting (if any) authorising the issue of all securities for which listing is sought; and
 - (b) a certified copy of the resolution(s) of the board of directors or other governing body or any other person to whom it has properly delegated these powers (together, in such cases, with a certified copy of the power of attorney or resolution delegating the powers) authorising the issue and allotment of such securities, the making of the application for listing in the form set out in Form A1 in Appendix 5, and where applicable, the making of all necessary arrangements enabling such securities to be admitted into CCASS, and the signing of the listing agreement, and approving and authorising the issue of the listing document.
- (35) in the case of a placing of securities:—
- (a) a copy of the placing letter and separate marketing statements in the form set out in Form D in Appendix 5 signed by each of: (i) the lead broker; (ii) any distributors; and (iii) any Exchange Participant referred to in paragraph 9 of Appendix 6; and
 - (b) a list from each placing broker setting out the names, addresses and identity card or passport numbers (where individuals) and the names, addresses and registration numbers (where companies) of all its placees, the names and addresses of the beneficial owners (in the case of nominee companies) and the amounts taken up by each of its placees. Such lists may be supplied directly to the Exchange by each placing broker in order to maintain confidentiality;
- (36) a declaration substantially in the form set out in Form E in Appendix 5, duly signed by the sponsor;

- (37) a declaration substantially in the form set out in Form F in Appendix 5, duly signed by a director and the secretary of the new applicant together with any annual listing fee which is payable and which has not previously been paid (see Appendix 8); and
- (38) a written declaration and undertaking, in the form set out in Form B/H/I in Appendix 5, duly signed by each director/supervisor and proposed director/supervisor of the new applicant.

9.12 ~~The following documents must be lodged with the Exchange, in the case of a new applicant at least four clear business days prior to the date of hearing of the application by the Listing Committee and in the case of a listed issuer at least two clear business days prior to the date on which the listing document is to be bulk printed:— [Repealed 2 November 2009]~~

- (1) ~~a formal application for listing in the form set out in Form C1 in Appendix 5, signed, in the case of a new applicant, by the sponsor and by a duly authorised officer of the issuer and in every other case by a duly authorised officer of the issuer, together with payment where relevant, in the case of a listed issuer, of the subsequent issue fee (see Appendix 8);~~
- (2) ~~(a) six copies of the final proof of the listing document, where applicable;~~
 - ~~(b) two copies of a draft of or the final proof of the formal notice, where applicable; and~~
 - ~~(c) five copies of the final proof of any application form (including any excess or preferential application form) to subscribe or purchase the securities for which listing is sought;~~
- (3) ~~in the case of a new applicant:~~
 - ~~(a) a written submission to the Exchange in the form prescribed by the Exchange from time to time in support of the application for listing;~~
 - ~~(b) a certified copy of the certificate of incorporation or equivalent document of the issuer;~~
 - ~~(c) a certified copy of the certificate (if any) entitling the issuer to commence business;~~
 - ~~(d) a certified copy of the memorandum and articles of association or equivalent documents of the issuer, unless previously supplied (if shareholders' approval to any necessary alteration cannot be obtained before the hearing of the application for listing, an undertaking to amend these documents at the earliest possible opportunity may be accepted); and~~

- (e) ~~the annual report and accounts for each of the three completed financial years of the issuer or group immediately preceding the issue of the listing document or such shorter period as may be acceptable to the Exchange (see rule 8.05);~~
- (4) ~~In the case of a new applicant under Chapters 20 and 21, three copies of listing agreement in the form prescribed and provided by the Exchange, each duly signed for and on behalf of the issuer;~~
- (5) ~~where possible, a certified copy of:—~~
 - (a) ~~the resolution(s) of the issuer in general meeting (if any) authorising the issue of all securities for which listing is sought; and~~
 - (b) ~~the resolution(s) of the board of directors or other governing body or any other person to whom it has properly delegated these powers (together, in such cases, with a certified copy of the power of attorney or resolution delegating the powers) authorising the issue and allotment of such securities, the making of the application for listing in the form set out in Form C1 in Appendix 5, and where applicable, the making of all necessary arrangements enabling such securities to be admitted into CCASS, and the signing of the listing agreement, and approving and authorising the issue of the listing document;~~
- (6) ~~three copies of the notice(s) of meeting (if any) referred to in the listing document;~~
- (7) ~~a specimen of any temporary document of title;~~
- (8) ~~two specimens of the definitive certificate or other document of title (unless the securities for which listing is sought are or are to be identical in all respects with a class already listed);~~
- (9) ~~in the case of a listed issuer, where the vendor of securities being marketed has not paid in full for those securities at the date of the offer:—~~
 - (a) ~~— a certified copy of an irrevocable authority given by the vendor to the receiving bankers for the offer authorising the receiving bankers to apply the proceeds of the offer in discharging the outstanding debt; and~~
 - (b) ~~— a certified copy of the receiving bankers' acknowledgement of this authority and an agreement to act on it;~~
- (10) ~~where the listing document is required to contain a statement by the directors as to the sufficiency of working capital, a letter from the sponsor or, in the case of a listed issuer, the issuer's financial advisers or auditors, confirming that they are satisfied that the statement in the listing document as to the sufficiency of working capital has been made by the directors~~

~~after due and careful enquiry and that persons or institutions providing finance have stated in writing that such facilities exist; and~~

- ~~(11) in the case of the listing of depositary receipts, a certified copy of the signed deposit agreement and any other agreements or documents as the Exchange may require.~~

9.13 ~~The following documents may be required:—~~[Repealed 2 November 2009]

- ~~(1) in the case of a new applicant where the promoter or other interested party is a limited company or a firm, a statutory declaration as to the identity of those who control it or are interested in its profits or assets;~~
- ~~(2) in the case of a listed issuer:—~~
- ~~(a) a certified copy of the memorandum and articles of association or equivalent documents and certified copies of all resolutions which are required to be registered under the Companies Ordinance, unless previously supplied; and~~
- ~~(b) where applicable, three copies of listing agreement in the appropriate form, each duly signed for and on behalf of the issuer; and~~
- ~~(3) in the case of a new applicant with a corporate shareholder holding over five per cent. of the issued capital, a declaration by a duly authorised officer of each such corporate shareholder, giving details of its registered office, directors, shareholders and business.~~

9.14 ~~In the case of a new applicant, as soon as practicable after the hearing of the application by the Listing Committee but on or before the date of issue of the listing document and, in the case of a listed issuer, on or before the date of issue of the listing document, the following documents must be supplied to the Exchange:—~~

- ~~(1) (a) in the case of a new applicant, four copies of each of the English language version and the Chinese language version of the listing document and relevant application form (including any excess or preferential application form) to subscribe or purchase the securities for which listing is sought. Of these, one copy of the listing document must be dated and signed by every person who is named therein as a director or proposed director of the issuer or by his agent authorised in writing and by the secretary or, in the case of a capitalisation issue, one copy of the listing document must be dated and signed by the secretary; [Repealed 2 November 2009]~~
- ~~(b) in the case of a new applicant, one copy of the formal notice, where applicable; and [Repealed 2 November 2009]~~
- ~~(c) [Repealed 1 September 2008]~~

- (d) ~~where any document referred to in (a) above is signed by an agent, a certified copy of the authorization for such signature; [Repealed 2 November 2009]~~
 - (2) ~~a certified copy of every letter, report, financial statement, statement of adjustments, valuation, contract, resolution or other document any part of which is extracted or referred to in the listing document, other than, in the case of a capitalisation issue, the annual report and accounts and the certified copies of every resolution extracted or referred to in the listing document supporting the capitalisation issue; [Repealed 2 November 2009]~~
 - (3) ~~a certified copy of the written consent by any expert to the issue of the listing document with the inclusion therein of the following in the form and context in which they are included:— [Repealed 2 November 2009]~~
 - (a) ~~a statement purporting to be a copy of or extract from or summary of or reference to a report or valuation or other statement by such expert; and~~
 - (b) ~~any recommendation by such expert in relation to acceptance or rejection of an offer or proposal;~~
 - (4) ~~[Repealed 1 September 2008]~~
 - (5) ~~[Repealed 1 September 2008]~~
 - (6) ~~a copy of the written notification issued by HKSCC stating the securities will be Eligible Securities; [Repealed 2 November 2009]~~
 - (7) ~~every written undertaking from the applicant, its shareholders and/or other relevant parties to the Exchange referred to in the listing document; and [Repealed 2 November 2009]~~
 - (8) ~~the original signed sponsor declaration(s) required by rule 3A.13. [Repealed 2 November 2009]~~
- 9.15 ~~In case of a listing document which constitutes a prospectus under the Companies Ordinance, the following documents must be lodged with the Exchange by no later than 11 a.m. on the intended date of authorisation of the prospectus:— [Repealed 2 November 2009]~~
- (a) ~~an application for authorisation for registration of the prospectus pursuant to section 38D(3) or section 342C(3) of the Companies Ordinance (as the case may be);~~
 - (b) ~~two printed copies of the prospectus, duly signed in accordance with section 38D(3) or section 342C(3) of the Companies Ordinance (as the case may be) and having endorsed thereon or annexed thereto the documents stipulated by the relevant section;~~

- (e) ~~in respect of every Chinese translation of the prospectus, a certificate issued by the translator certifying that the Chinese translation of the English version of the prospectus is true and accurate and a certificate issued by a competent officer of the sponsor certifying that the translator is competent to have given the certificate as to translations in respect of the prospectus documents; and~~
 - (d) ~~the powers of attorney or other authority pursuant to which the prospectus is signed, together with one certified copy of each such power or authority.~~
- 9.16 ~~As soon as practicable after the issue of the listing document but before dealings commence, the following documents must be lodged with the Exchange as a condition for granting listing approval:—~~
- (1) ~~[Repealed 25 June 2007]~~
 - (2) ~~(unless previously supplied under rule 9.12(5) a certified copy of the resolution(s) therein referred to and in the case of a capitalisation issue (unless previously supplied under rule 9.14(2)), a certified copy of any resolution which is extracted or referred to in the listing document supporting the capitalisation issue and the annual report and accounts; [Repealed 2 November 2009]~~
 - (3) ~~[Repealed 25 June 2007]~~
 - (4) ~~[Repealed 25 June 2007]~~
 - (5) ~~[Repealed 25 June 2007]~~
 - (6) ~~in the case of a placing of securities by a new applicant, or in the case of the placing by a listed issuer of a class of securities new to listing:— [Repealed 2 November 2009]~~
 - (a) ~~a copy of the placing letter and separate marketing statements in the form set out in Form D in Appendix 5 signed by each of: (i) the lead broker; (ii) any distributors; and (iii) any Exchange Participant referred to in paragraph 9 of Appendix 6; and~~
 - (b) ~~a list from each placing broker setting out the names, addresses and identity card or passport numbers (where individuals) and the names, addresses and registration numbers (where companies) of all its placees, the names and addresses of the beneficial owners (in the case of nominee companies) and the amounts taken up by each of its placees. Such lists may be supplied directly to the Exchange by each placing broker in order to maintain confidentiality;~~
 - (7) ~~where securities are offered with a cash alternative, a statement of the total amount of securities issued; [Repealed 2 November 2009]~~

- (8) ~~in the case of securities issued as consideration for shares in a listed company which are acquired pursuant to section 168 of the Companies Ordinance, a certified copy of the notice given under that section; [Repealed 2 November 2009]~~
- (9) ~~where the listing document provides for a capital reduction, scheme of arrangement or similar proposal requiring the approval of the court, a certified copy of the court order and of any certificate of registration issued by the Registrar of Companies or of any equivalent document; [Repealed 2 November 2009]~~
- (10) ~~where required, a declaration from the security printers responsible for production of bearer documents of title in accordance with paragraph 25 of Part B of Appendix 2; [Repealed 2 November 2009]~~
- (11) ~~in the case of a new applicant, a declaration substantially in the form set out in Form E in Appendix 5, duly signed by the sponsor; [Repealed 2 November 2009]~~
- (12) ~~a declaration substantially in the form set out in Form F in Appendix 5, duly signed by a director and the secretary of the issuer together with any annual listing fee which is payable and which has not previously been paid (see Appendix 8); and [Repealed 2 November 2009]~~
- (13) ~~in the case of a new applicant, a written declaration and undertaking, in the form set out in Form B/H/I in Appendix 5, duly signed by each director/supervisor and proposed director/supervisor. In the case of a listed issuer, the same declaration and undertaking must be submitted if specifically requested by the Exchange. [Repealed 2 November 2009]~~

Documentary Requirements – Applications by Listed Issuers

9.17 Rules 9.18 to 9.23 set out the documentary requirements for applications for the listing of equity securities by listed issuers.

At the time of application for listing

9.18 A listed issuer applying for the listing of equity securities must submit to the Exchange a listing application in the form set out in Form C1 in Appendix 5, signed by a duly authorised officer of the issuer, together with payment of the subsequent issue fee (see Appendix 8). The application must be submitted:

- (1) if it is required to be supported by a listing document, at least 10 clear business days before the date on which the issuer proposes to bulk print the listing document; and
- (2) if it is not required to be supported by a listing document, at least 4 clear business days before the proposed date for issuing the securities.

9.19 The following documents, as applicable, must be lodged with the Exchange together with the listing application:—

- (1) such number of copies of drafts or proofs of the listing document as the Exchange may require, marked in the margin to indicate where the relevant paragraphs from Chapter 11 and/or Part B/F of Appendix 1 and/or the Companies Ordinance have been met;
- (2) if the listing document contains an accountants' report, a draft of any statement of adjustments relating to the accountants' report;
- (3) if the listing document contains a profit forecast (see rules 11.16 to 11.19), a draft of the board's profit forecast memorandum with principal assumptions, accounting policies and calculations for the forecast; and
- (4) for issue of new warrants to existing warrant holders, a legal opinion, from a lawyer of the relevant jurisdiction, confirming that the warrant proposal complies with the relevant provisions of the issuer's constitutive documents and the terms of the existing warrant instrument (see paragraph 4(f) of Practice Note 4).

Before bulk-printing of the listing document

9.20 The following documents must be submitted to the Exchange before bulk-printing of the listing document:—

- (1) if the listing document contains a statement as to the sufficiency of working capital, a letter from the issuer's financial advisers or auditors, confirming that:
 - (a) the statement has been made by the directors after due and careful enquiry; and
 - (b) persons or institutions providing finance have stated in writing that such facilities exist; and
- (2) if the vendor of securities being marketed has not paid in full for those securities at the date of the offer:—
 - (a) a certified copy of an irrevocable authority given by the vendor to the receiving bankers for the offer authorising the receiving bankers to apply the proceeds of the offer to discharge the outstanding debt; and
 - (b) a certified copy of the receiving bankers' acknowledgement of this authority and an agreement to act on it.

On or before the date of issue of the listing document

9.21 The following documents must be submitted to the Exchange on or before the date of issue of the listing document:—

- (1) every written undertaking from the listed issuer, its shareholders and/or

other relevant parties to the Exchange referred to in the listing document;
and

- (2) for listing of a new class of securities, a copy of the written notification issued by HKSCC stating that the securities will be Eligible Securities.

In case of a listing document constituting a prospectus under the Companies Ordinance

9.22 If the listing document constitutes a prospectus under the Companies Ordinance, the following documents must be submitted to the Exchange:—

- (1) at least 14 days before the proposed date of registration of the prospectus by the Registrar of Companies, notice of the proposed date of registration of the prospectus (see rule 11A.09);
- (2) by 11 a.m. on the intended date of authorisation for registration of the prospectus,
- (a) an application for authorisation for registration of the prospectus under section 38D(3) or section 342C(3) of the Companies Ordinance (as the case may be);
- (b) two printed copies of the prospectus, duly signed in accordance with section 38D(3) or section 342C(3) of the Companies Ordinance (as the case may be) and having endorsed thereon or annexed thereto the documents required under the relevant section;
- (c) in respect of every Chinese translation of the prospectus,
- (i) a certificate issued by the translator certifying that the Chinese translation of the English version of the prospectus is true and accurate; and
- (ii) a certificate issued by the issuer certifying that the translator is competent to have given the certificate referred to in (i) above; and
- (d) any power of attorney or other authority under which the prospectus is signed, together with a certified copy thereof; and
- (3) as soon as after the registration of the prospectus, a copy of the letter from the Registrar of Companies confirming the registration (see rule 2.07C(1)(b)(ii)).

Before dealings commence

9.23 The following documents must be submitted to the Exchange before dealings commence:—

- (1) a certified copy of the resolution(s) of the board of directors or other governing body or any other person to whom it has properly delegated these powers (together, in such cases, with a certified copy of the power of attorney or resolution delegating the powers) authorising the issue and allotment of such securities, the making of the application for listing in the form set out in Form C1 in Appendix 5, and where applicable, the making of all necessary arrangements enabling such securities to be admitted into CCASS, and approving and authorising the issue of the listing document;
- (2) in the case of the placing by a listed issuer of a class of securities new to listing:
 - (a) a copy of the placing letter and separate marketing statements in the form set out in Form D in Appendix 5, signed by each of: (i) the lead broker; (ii) any distributors; and (iii) any Exchange Participant referred to in paragraph 9 of Appendix 6; and
 - (b) a list from each placing broker setting out the names, addresses and identity cards or passport numbers (in the case of individuals) and the names, addresses and registration numbers (in the case of companies) of all its placees, the names and addresses of the beneficial owners (in the case of nominee companies) and the amounts taken up by each of its placees. Such lists may be supplied directly to the Exchange by each placing broker in order to maintain confidentiality.

In the case of the placing by a listed issuer of a class of securities already listed, the Exchange may require the issuer to submit information on the placees for the purpose of establishing their independence (see also rule 13.28(7));

- (3) in the case of securities issued as consideration for shares in a listed company which are acquired under section 168 of the Companies Ordinance, a certified copy of the notice given under that section;
- (4) if the listing document provides for a capital reduction, scheme of arrangement or similar proposal requiring the approval of the court, a certified copy of the court order and of any certificate of registration issued by the Registrar of Companies or of any equivalent document;
- (5) if required, a declaration from the security printers responsible for production of bearer documents of title in accordance with paragraph 25 of Part B of Appendix 2; and
- (6) a declaration substantially in the form set out in Form F in Appendix 5, signed by a director and the secretary of the issuer together with any annual listing fee which is payable and which has not previously been paid (see Appendix 8).

Chapter 9A

TRANSFER OF LISTING FROM GEM TO MAIN BOARD

...

Application for transfer

...

9A.06 An applicant for transfer of listing under this chapter shall submit to the Exchange the following documents:

...

- (6) the declaration and undertaking set out in rule 9.11(38) ~~9.16(13)~~ duly signed by each director/supervisor and proposed director/supervisor;

...

...

Chapter 11

EQUITY SECURITIES

LISTING DOCUMENTS

Preliminary

...

11.02 ~~New applicants Issuers~~ are reminded (~~see rule 9.12(2)~~) that the final proof of the listing document must be lodged with the Exchange, ~~in the case of a new applicant, at least four clear business days before the date of hearing of the formal application for listing (see rule 9.11(18)) and, in the case of listed issuers, at least two clear business days before it is bulk printed~~ and that no material amendment to the final proof listing document will be allowed without the consent of the Exchange.

...

Chapter 11A

EQUITY SECURITIES

PROSPECTUSES

...

Procedural Requirements

11A.08 If the Exchange is satisfied that the prospectus delivered to it pursuant to rule 9.11(33) or 9.22(2) ~~9.15~~ should be authorised for registration pursuant to the Companies Ordinance, it will issue a certificate under section 38D(5) or section 342C(5) of the Companies Ordinance (as the case may be). It is the responsibility of the issuer to deliver the prospectus and any ancillary documents to the Companies Registry for registration pursuant to section 38D(7) or section 342C(7) of the Companies Ordinance (as the case may be).

11A.09 Every listed issuer must notify the Exchange at least 14 days in advance of the date on which it is proposed to register a prospectus. The Exchange may promulgate from time to time procedures to be followed in the submission of prospectuses for vetting.

...

Chapter 15A

STRUCTURED PRODUCTS

...

Application Procedures and Requirements

...

15A.62 An issuer is not required to submit a listing application ~~an advance booking form~~ in accordance with rule 9.03.

...

Listing Documents

...

15A.76 Any base listing document in respect of structured product issues, or any supplemental listing document in respect of a specific structured product, that is a prospectus must be registered under the Companies Ordinance. The procedures for registration are set out in Chapter 11A and Rule ~~9.11(33)~~9.15. The requirement to notify the Exchange at least 14 days in advance of the date on which it is proposed to register a prospectus, set out in Rule 11A.09 will not apply in the cases of supplemental listing documents.

...

Chapter 19

EQUITY SECURITIES

OVERSEAS ISSUERS

...

Application Procedures and Requirements

...

19.07 The following modifications apply:—

- (1) in rules 9.09, 9.11(3a), ~~9.11(19)~~~~9.12(10)~~, ~~and 9.11(38) and 9.20(1)~~~~9.16(13)~~ the references to “directors” should be read as references to members of the overseas issuer’s governing body; and
- (2) ~~the memorandum and articles of association or equivalent documents lodged with the Exchange pursuant to rule 9.11(8) must also comply with the relevant additional requirements set out in Appendix 13 and must also be marked in the margin to indicate where the relevant provisions of Appendix 13, if any, have been met; and [Repealed 2 November 2009]~~
- (3) the declaration and undertaking to be lodged under rule 9.11(38) ~~9.16(13)~~ may require adjustment by virtue of the laws to which the overseas issuer is subject.

...

Application Procedures and Requirements

...

19.33 The following modifications apply:—

- (1) in rule 9.09, 9.11(3a), ~~9.11(19)~~~~9.12(10)~~, ~~and 9.11(38) and 9.20(1)~~~~9.16(13)~~ the references to “directors” should be read as references to members of the overseas issuer’s governing body;
- (2) the one signed copy of the listing document lodged with the Exchange pursuant to rule 9.11(29)(a)~~9.14(1)(a)~~ may be signed by two members of the overseas issuer’s governing body or by their agents authorised in writing rather than by or on behalf of every director or proposed director; and
- (3) the declaration and undertaking to be lodged under rule 9.11(38)~~9.16(3)~~ may require adjustment by virtue of the laws to which the overseas issuer is subject.

...

Chapter 19A

EQUITY SECURITIES

ISSUERS INCORPORATED IN THE PEOPLE’S REPUBLIC OF CHINA

...

Chapter 3A — Sponsors and Compliance Advisers

...

19A.06 In addition to the responsibilities of sponsors and Compliance Advisers set out in Chapter 3A of the Exchange Listing Rules:

...

- (2) ~~if the securities of the PRC issuer also are or are to be listed on one or more stock exchanges, the sponsor must make a written submission to the Exchange stating whether in the sponsor's opinion the PRC issuer's directors appreciate the differences as well as the similarities between H shares and the shares listed on such other stock exchanges and between the rights and obligations of holders of such shares, and the basis for such opinion. The sponsor must also explain how the PRC issuer's directors propose to coordinate and comply in a timely manner with their obligations under the requirements of the Exchange and such other stock exchanges;~~[Repealed 2 November 2009]

...

...

Chapter 9 – Application Procedures and Requirements

...

19A.21 (1) ~~The articles of association of a PRC issuer lodged with the Exchange pursuant to rule 9.11(8) must also comply with the relevant additional requirements set out in Part D of Appendix 13 and must also be marked in the margin to indicate where the relevant provisions of Appendix 13 have been met.~~ [Repealed 2 November 2009]

- (2) The forms of declaration and undertaking to be lodged under rule 9.11(3a)~~19A.22(5)~~ may require additional adjustment by virtue of the laws to which the PRC issuer is subject.

19A.22 ~~In addition to the documentary requirements of rules 9.11 to 9.15, the following documents must be lodged with the Exchange for initial review, in the case of (1) to (4) below at least 20 clear business days prior to the expected hearing date, in the case of (5) below together with Form A1 and in the case of (6) below at least 10 clear business days prior to the expected hearing date.~~ [Repealed 2 November 2009]

- (1) ~~four copies of the sponsor's submission referred to in rule 19A.06(2), where applicable;~~

Note: The application form referred to in rule 9.11(13), the temporary document of title referred to in rule 9.11(15) and the definitive certificate or other document of title referred to in rule 9.11(16), including the form of instrument of transfer relating to the equity securities which are the subject of the PRC issuer's application for listing, all must contain the statements, to be appropriately highlighted to the satisfaction of the Exchange, required by and referred to in rule 19A.52 prescribed for a PRC issuer.

- (2) ~~four copies of each draft contract between the PRC issuer and every director and officer, each of which must contain the undertakings and arbitration clause required by and referred to in rule 19A.54 and which must be marked in the margin to indicate where such provisions appear;~~
- (3) ~~four copies of each draft contract between the PRC issuer and every supervisor, each of which must contain the undertakings and arbitration clause required by and referred to in rule 19A.55 and which must be marked in the margin to indicate where such provisions appear;~~
- (4) ~~four copies of the draft contract between the PRC issuer and its sponsor which addresses the requirements set forth in rules 3A.19, 19A.05 and 19A.06;~~
- (5) ~~a written confirmation and undertaking pursuant to rule 9.11(3a), duly signed by each director and, proposed director, supervisor and proposed supervisor (or promptly after any supervisor is elected); and~~
- (6) ~~four copies of the draft legal opinion by the PRC issuer's Hong Kong legal advisers, citing and attaching the legal opinion by competent PRC lawyers, concerning the due incorporation and legal person status of the PRC issuer as a joint stock limited company (股份有限公司) under PRC law.~~

19A.22A Rule 9.11 is amended by adding the following new provision:

- (23A) a certified copy of the document issued by the State Council Securities Policy Committee or other PRC competent authority expressly approving the PRC issuer's listing on the Exchange.

19A.22B Rule 9.21 is amended by adding the following new provision:

- (3) a certified copy of the document issued by the State Council Securities Policy Committee or other PRC competent authority expressly approving the issuance of equity securities in the manner contemplated by the PRC issuer's listing application.

~~19A.23 Rule 9.14 is amended by adding the following new provisions: [Repealed 2 November 2009]~~

- (6) ~~an execution copy of the contracts referred to in rules 19A.22(2), (3) and (4);~~
- (7) ~~a certified copy of the legal opinion referred to in rule 19A.22(6); and~~

- (8) ~~a certified copy of the document issued by the State Council Securities Policy Committee or other PRC competent authority expressly approving the PRC issuer's listing on the Exchange (in the case of a new applicant) and issuance of equity securities in the manner contemplated by the PRC issuer's listing application.~~

...

Chapter 20

INVESTMENT VEHICLES

AUTHORISED COLLECTIVE INVESTMENT SCHEMES

...

Application Procedures and Requirements

Preliminary

...

- 20.08 In order to allow the Exchange sufficient time to consider an application for listing on the basis of its supporting documents and to maintain an orderly new issues market, a new applicant must normally apply for ~~an listing application advance booking~~ on the prescribed form set out in Form A2 in Appendix 5 to the Exchange not less than 10 clear business days, unless otherwise agreed by the Exchange, prior to the date on which it is expected that the Exchange will consider approving the listing of the CIS. ~~The listing application advance booking~~ form must be accompanied by a non-refundable deposit of the initial listing fee payable. ~~The listing application advance booking~~ form must contain a proposed timetable. The Exchange reserves the right to require an issuer to amend the timetable, on pain of forfeiting its deposit, if the issuer fails to submit the necessary documentation in accordance with this Chapter.

...

Chapter 21

INVESTMENT VEHICLES

INVESTMENT COMPANIES

...

Application Procedures and Requirements

- 21.05 The proof prints of the listing document lodged with the Exchange under rule 9.11, 9.19(1) or 24.10(1) must be marked in the margin so as to indicate where the relevant items from this Chapter as well as the relevant items from Chapters 11 and/or 25 and Appendix 1 have been met. The provisions of Chapter 12 will apply, with appropriate modifications.

...

Listing Agreement

- 21.11 The Listing Agreement must be signed for and on behalf of the management company, if any, as well as the investment company and must be lodged with the Exchange before bulk-printing of the listing document ~~three clear business days prior to the date of hearing of the application for listing by the Listing Committee~~ (see rule ~~9.11(27) 9.12(4)~~ or 24.11(5)). A certified copy of the resolutions of the relevant boards of directors or other governing bodies authorising the signing of the Listing Agreement must be lodged with the Exchange prior to the commencement of dealings (see rules ~~9.11(34) 9.12(5) and 9.16(2)~~).

...

Chapter 24

DEBT SECURITIES

(OTHER THAN SELECTIVELY MARKETED SECURITIES)

APPLICATION PROCEDURES AND REQUIREMENTS

Preliminary

...

- 24.03 In order to allow the Exchange sufficient time to consider an application for listing on the basis of its supporting documents and to maintain an orderly new issues market, a new applicant must normally apply for an listing application ~~advance booking~~ on the prescribed form set out in Form A1 in Appendix 5 to the Exchange at the earliest possible opportunity and normally not less than 14 clear days prior to the date on which the listing document is to be bulk printed. The listing application ~~advance booking~~ form must be accompanied by a non-refundable deposit of the initial listing fee payable. The listing application ~~advance booking~~ form must contain a draft timetable which has been agreed in advance with the Exchange. Any changes in that timetable must also be agreed in advance with the Exchange. If it is not possible to lodge documents with the Exchange within these time limits, they should be submitted as soon as they become available. Issuers should appreciate that any significant delay in lodging the documents may affect the listing timetable.

...

The Stock Exchange of Hong Kong Limited

Practice Note 3

to the Rules Governing the Listing of Securities
(the “Exchange Listing Rules”)

Issued pursuant to rule 1.06 of the Exchange Listing Rules

THE TRADING RECORD OF THE MANAGEMENT OF A NEW APPLICANT

...

3. Early Consultation

The Exchange encourages potential new applicants which have made acquisitions during the qualifying trading record period, or which intend to make an acquisition prior to obtaining a listing, or where there has been a material change in the management or ownership of the applicant during that trading record period, to contact the Listing Division of the Exchange for confidential advice, before submitting a listing form ~~formal~~-application.

...

(C) bulk print date:.....

(D) listing document date (**Note 1(4)**) :

(E) application lists close:.....

(F) announcement of results:.....

(G) refund cheques despatched:.....

(H) documents of title despatched:

(I) dealings commence:

2. Place and date of incorporation
or other establishment:.....

3. History and nature of business
and, in the case of an
investment company, a brief
description of investment
policy and objectives:

.....

.....

.....

.....

.....

4. List of proposed directors:

(in English)	(in Chinese)
.....
.....
.....
.....

5. Details of share capital

(a) Authorised share capital of _____ [currency] _____ [amount]
divided into:

<u>Class</u>	<u>Number</u>	<u>Par value per share</u>	<u>Total nominal value</u>
	<u>(A)</u>	<u>(B)</u> <u>[currency]</u>	<u>(C) = (A) x (B)</u> <u>[currency]</u>
		<u>Total</u>	_____

(b) The type(s) and number of securities for which application is now made, being the issued (and paid up) share capital, inclusive of proposed issue, of _____ [currency]
[amount] divided into:

<u>Class</u>	<u>Number</u>	<u>Par value per share</u>	<u>Total nominal value</u>
	<u>(A)</u>	<u>(B)</u> <u>[currency]</u>	<u>(C) = (A) x (B)</u> <u>[currency]</u>
		<u>Total</u>	_____

In issue before the offer

Proposed to be issued pursuant to the offer (tentative)

- maximum (if applicable)

- minimum (if applicable)

Total

5. Type of security for which listing is sought

(Note 1(4))

6. (a) Estimated size of offer (tentative):

<u>Number of securities</u>					
<u>Class of securities</u>	<u>Sale shares (if applicable)</u> <u>(A)</u>	<u>New issue (if applicable)</u> <u>(B)</u>	<u>Total Offered</u> <u>= (A) + (B)</u>	<u>Proposed offer price</u> <u>(D)</u> <i>[currency]</i>	<u>Estimated size of offer</u> <u>(E)</u> <u>= (C) x (D)</u> <i>[currency]</i>
			<u>Total</u>		

(b) Particulars of proposed listing method of the securities referred to in paragraph 5(b) above (tentative):

<u>Number of securities</u>						
<u>Class of securities</u>	<u>Proposed listing method</u> <u>(Note 2)</u>	<u>Sale share (if applicable)</u> <u>(A)</u>	<u>New issue (if applicable)</u> <u>(B)</u>	<u>Total</u> <u>(C)</u> <u>= (A) + (B)</u>	<u>Proposed offer price</u> <u>(D)</u> <i>[currency]</i>	<u>Estimated market value</u> <u>(E)</u> <u>= (C) x (D)</u> <i>[currency]</i>
				<u>Total</u>		

6. ~~Estimated size of offer:.....~~

7. (A) Estimated market value (equity)/
total capitalisation (debt) of issuer:

(B) Estimated market capitalisation (equity)/
nominal amount (debt) of securities for
which listing is sought (Note 2):

(Note 2)

8. ~~Method of Listing:~~.....

8. 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)

9. Turnover and profit attributable to equity shareholders after tax and minority interests but before extraordinary items for the three preceding years **(Note 4)**:

Year ending.....

Turnover

Profit

1st Year:

2nd Year:

3rd Year:

(Note 3)

10. ~~Details and amount of extraordinary items in 9 above:~~

1st Year:

2nd Year:

3rd Year:

(Note 3)

11. ~~Proposed timetable for the listing (please specify dates) (Note 1):~~

~~(A) first draft of listing document available for Exchange:~~

~~(B) Exchange hearing:~~

~~(C) bulk print date:~~

~~(D) listing document date:~~
~~(Note 1(4))~~

~~(E) application lists close:~~

~~(F) announcement of results:~~

~~(G) refund cheques despatched:~~

~~(H) documents of title despatched:~~

~~(I) dealings commence:~~

10. * 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 6):—

<u>Name</u>	<u>Address</u>	<u>Company</u>	<u>Extent of holding and which company</u>
-------------	----------------	----------------	--

The following are particulars of the qualifications, if any, and experience of the directors, chief executive and secretary of the issuer (Note 6):

.....

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

11. 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):—

.....

12. 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:—

<u>Name</u>	<u>Qualifications</u>	<u>Document</u>
-------------	-----------------------	-----------------

13. 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 5(b) above;
- (2) all information required to be included in the listing document by virtue of the Listing Rules, the Companies 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 5(b) 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.

14. 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

15. 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

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

~~17~~2. In the case of an investment company, the names of the proposed custodian, management company and investment adviser, if any:
.....

13. ~~Proposed authorised representatives:~~

A cheque numbered (cheque number) drawn on (bank) for \$[] is enclosed being payment of the initial listing fee payable in advance. If there is any delay in the proposed timetable as set out above, or if there is any change in that timetable or in any of the other particulars without the approval of the Exchange or if the proposed application for listing is withdrawn, cancelled or rejected by the Exchange, the Issuer we acknowledges the Exchange's your right to forfeit this amount.

~~We shall keep the Exchange informed of the progress of this application at the earliest opportunity and at least on a fortnightly basis.~~

Yours faithfully

.....
Name:
for and on behalf of
[Sponsor's name]
(Note 7)

Issuer's Undertaking (for equity)

We, (Name of the issuer which is the subject of the listing application),
the issuer, hereby undertake:—

- (a) for so long as any of our securities are listed on the Main Board, to comply at all times with all of the requirements of the Exchange Listing Rules from time to time in force;
- (b) to advise the Exchange if any change of circumstance arises prior to the hearing date of the application by the Listing Committee that would render any information contained in this application form or the draft listing document submitted herewith misleading in any material respect;
- (c) to lodge with the Exchange, before dealings in the securities commence, the declaration (Form F of Appendix 5) required by rule 9.11(37)~~9.16(12)~~ of the Exchange Listing Rules; ~~and~~
- (d) to lodge with the Exchange the documents as required by rules 9.11(34) to 9.11(38) of the Exchange Listing Rules as appropriate in due course, in particular, to procure each director, proposed director, supervisor and proposed supervisor (in the case of a PRC issuer) to lodge with the Exchange as soon as practicable after the listing document is published a duly signed declaration and undertaking in the form set out in Form B/H/I in Appendix 5; and
- ~~(e)~~ to comply with the requirements of the procedures and format for publication and communication published by the Exchange from time to time.

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

Issuer's Undertaking (for depositary receipts)

We(Name of the issuer which is the subject of the listing application), the issuer, hereby undertake: —

- (a) for so long as any of the depositary receipts representing our shares are listed on the Main Board, to comply at all times with all of the requirements of the Exchange Listing Rules from time to time in force;
- (b) to advise the Exchange if any change of circumstance arises prior to the hearing date of the application by ~~of~~ the Listing Committee that would render any information contained in this application form or the draft listing document submitted herewith misleading in any material;

- (c) to lodge with the Exchange, before dealings in the depositary receipts commence, the declaration (Form F of Appendix 5) required by rule ~~9.11(37)~~~~9.16(12)~~ of the Exchange Listing Rules; ~~and~~
- (d) to lodge with the Exchange the documents as required by rules 9.11(34) to 9.11(38) of the Exchange Listing Rules as appropriate in due course, in particular, in the case of a new applicant, to procure each director, proposed director, supervisor and proposed supervisor (in the case of a PRC issuer) to lodge with the Exchange as soon as practicable after the listing document is published a duly signed declaration and undertaking in the form set out in Form B/H/I in Appendix 5; and
- (e~~d~~) to comply with the requirements of the procedures and format for publication and communication published by the Exchange from time to time.

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

Issuer's authorisation for filing with the Commission

We are required to file copies of our application with the Securities and Futures Commission ("SFC") under section 5(1) of the Securities and Futures (Stock Market Listing) Rules ("Rules"). Pursuant to section 5(2) of the Rules, we hereby authorise the Exchange to file all such materials with the SFC on our behalf as and when we file them with the Exchange.

If our securities become listed on the Exchange, we will be required to file copies of certain announcements, statements, circulars, or other documents made or issued by us or on our behalf to the public or to holders of our securities with the SFC under sections 7(1) and (2) of the Rules. Pursuant to section 7(3) of the Rules, we hereby authorise the Exchange to file all such documents with the SFC on our behalf as and when we file them with the Exchange.

All documents aforementioned shall be filed with the Exchange in such manner and number of copies as the Exchange may from time to time prescribe.

In this letter, "application" has the meaning ascribed to it under section 2 of the Rules.

The authorisation aforementioned shall not be altered or revoked in any way unless prior written approval has been obtained from the Exchange and the Exchange shall have the absolute discretion to grant such approval. In addition, we undertake to execute such documents in favour of the Exchange perfecting the above authorisation as the Exchange may require.

Yours faithfully

.....
Director for and on
Behalf of [insert name
of applicant] as authorised
by resolution of the board
of directors dated
[insert date]

NOTES

Note 1: All applicants should note that:—

(1) *this listing application ~~advance booking~~ form must be submitted to the Exchange at least 25 clear business days prior to the expected hearing date ~~not less than 40 clear days~~ (for equity) or 14 clear days (for debt) prior to the date on which the listing document is to be bulk printed;*

...

(5) *applicants will normally only be permitted to delay their timetable as the result of circumstances which were not anticipated at the time of submission of the listing application ~~advance booking~~ form, on a maximum of three occasions and, if such delays are made before the submission of a draft listing document, for a maximum of twelve months on each occasion. After the draft listing document has been submitted to the Exchange the three delays must not exceed six months, in total;*

(6) *if there is any change in the applicant's proposed timetable without the approval of the Exchange, or if the ~~advance booking~~ or listing application is withdrawn, cancelled or rejected then the deposit paid will be forfeited by the Exchange; and*

(7) *the submission of a listing application ~~an advance booking~~ form shall be deemed to confer authority upon the Exchange to notify to:—*

...

(b) *the Securities and Futures Commission and the Hong Kong Monetary Authority Affairs Branch, Hong Kong Government, the details of the application.*

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. In the case of an introduction, this application must state the names and holdings (if known) of the ten largest beneficial holders of the securities, the total number of holders and particulars of the holdings of the directors and their families.

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 43: This section need not be completed by a bank.

Note 54: If insufficient space is provided for completion of any paragraph, additional information may be entered on a separate sheet of paper, duly signed and attached.

Note 6: 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.

Note 75: ...

IMPORTANT

Note 86: In order to maintain an orderly new issues market the Exchange reserves the right to refuse an listing application ~~advance booking~~ if there are too many existing applications ~~reservations~~ in the relevant period.

Appendix 5

Listing Application Advance Booking Form (For Collective Investment Schemes)

Form A2

...

We are instructed by the issuer named above, which is a collective investment scheme which has been/has applied to be authorised by the Securities and Futures Commission pursuant to Section 104 of the Securities and Futures Ordinance (“Collective Investment Scheme”), to make an ~~advance booking of an~~ application for listing of and permission to deal in a number of interests of the issuer.

...

NOTES

Note 1: All applicants should note that:—

- (1) *this listing application ~~advance booking~~ form must be submitted not less than 10 clear business days, unless otherwise agreed by the Exchange, prior to the date on which it is expected that the Exchange will consider approving the listing of the CIS;*

...

- (3) *applicants will normally only be permitted to delay their timetable as the result of circumstances which were not anticipated at the time of submission of the listing ~~advance booking~~ application form, on a maximum of three occasions and, if such delays are made before the submission of a draft listing document, for a maximum of twelve months on each occasion. After the draft listing document has been submitted to the Exchange the three delays must not exceed six months, in total;*

- (4) *if there is any change in the applicant’s proposed timetable without the approval of the Exchange, or if the ~~advance booking or~~ listing application is withdrawn, cancelled or rejected then the deposit paid will be forfeited by the Exchange; and*

- (5) *the submission of a listing application ~~an advance booking~~ form shall be deemed to confer authority upon the Exchange to notify to:—*

...

...

IMPORTANT

Note 3: In order to maintain an orderly new issues market the Exchange reserves the right to refuse a listing application ~~an advance booking~~ if there are too many existing applications ~~reservations~~ in the relevant period.

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.

~~This form must be lodged duly completed, in the case of a new applicant, at least **FOUR CLEAR BUSINESS DAYS** prior to the hearing of the application by the Listing Committee and in every other case, at least **TWO CLEAR BUSINESS DAYS** prior to the date on which the listing document is to be bulk printed. An issuer which is not a company or an issuer whose shares are to be represented by depository receipts should adapt this form as necessary to change references that apply only to companies or issuers of depository receipts.~~

...

~~11. We undertake to lodge with you the documents as required by rule 9.16 as appropriate of the Listing Rules in due course, in particular, in the case of a new applicant, to procure each director, proposed director, supervisor and proposed supervisor (in the case of a PRC issuer) to lodge with you as soon as practicable after the listing document is published a duly signed declaration and undertaking in the form set out in Form B/H/I in Appendix 5. In the case of a listed issuer, the same declaration and undertaking must be submitted if specifically requested by the Exchange.~~

112. ISSUER'S SOLE UNDERTAKING

...

Yours faithfully,

Signed:
.....

Name:
for and on behalf of
{Sponsor's Name}
(Note 5)

AND
Signed:

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

[Issuer's Name]

...

NOTES

Note 5 ~~This form must be signed, in the case of a new applicant, by the sponsor and by a duly authorised officer of the issuer and in the case of a listed issuer, by a duly authorised officer of the issuer. To the extent that this form is required to be signed by the sponsor, the Exchange expects that it would usually be signed by the Principal/s who has/have been most actively involved in the work undertaken by the sponsor. However, notwithstanding who signs this form on behalf of the sponsor, the Management (as defined in the Commission's Guidelines for Sponsors and Compliance Advisers) of the sponsor will be ultimately responsible for supervision of the work carried out by the sponsor firm and quality assurance in respect of that work. The Exchange reminds sponsors of their obligations to have effective internal systems and controls and proper supervision and oversight including but not limited to those obligations under the Commission's Guidelines for Sponsors and Compliance Advisers.~~

Appendix 5

Formal Application (For Open-ended Investment Companies, Unit Trusts, Mutual Funds and Other Collective Investment Schemes governed by Chapter 21 of the Listing Rules)

Form C3Z

This form, suitably adapted for the specific legal form of the issuer, must be lodged duly completed at least **FOUR THREE CLEAR BUSINESS DAYS** prior to the hearing of the application by the Exchange.

...

Appendix 6

Placing Guidelines — for — Equity Securities

New Applicants

...

10. Separate Marketing Statements in the form set out in Form D in Appendix 5 signed by each of: (a) the lead broker; (b) any distributor(s); and (c) any Exchange Participant referred to in paragraph 9 above, must be lodged with the Exchange before dealings commence (see rule 9.11(35)9-16(6)).
11. Dealings in the securities cannot commence until the Exchange has been supplied with and approved a list setting out the names, addresses and identity card or passport numbers (where individuals) and the names, addresses and business registration numbers (where companies) of all places, the names and addresses of

the beneficial owners (in the case of nominee companies) and the amounts taken up by each placee (see rule ~~9.11(35)~~9.16(6)). The Exchange reserves the right to require submission of such further information (on an electronic spreadsheet or such other format as it may request) on the placees as it may consider necessary for the purpose of establishing their independence, including without limitation details of beneficial ownership.

...

Appendix 8

Listing Fees, Transaction Levies and Trading Fees on New Issues and Brokerage

1. Initial Listing Fee

...

- (2) A new applicant shall pay the initial listing fee, in advance, at the same time as it submits its listing application advance booking form, in accordance with rules 9.03 and 20.08, as appropriate.

...

APPENDIX 13

ADDITIONAL REQUIREMENTS IN RESPECT OF CERTAIN JURISDICTIONS

PART A

BERMUDA

...

Section 1

ADDITIONAL REQUIREMENTS FOR THE MEMORANDUM AND BYE-LAWS OF ISSUERS INCORPORATED OR OTHERWISE ESTABLISHED IN BERMUDA

~~(see rule 19.07(2))~~

...

Section 2

MODIFICATIONS AND ADDITIONAL REQUIREMENTS

(see rules 19.05(6)(a)(ii), 19.08(4) and 19.10(2), (3) and (5)(a))

...

4. ~~The Exchange will require the formal application for listing to be accompanied by a copy of a letter to the overseas issuer from the overseas issuer's Hong Kong legal advisers confirming that they have reviewed the summaries of the relevant laws and the constitutive documents and that in their opinion, on the basis of the legal advice received from Bermudian lawyers, the listing document sets out or, in the case of an introduction in the circumstances set out in rule 7.14(3), the listing document and the documents offered for inspection together set out the material differences between Hong Kong law and the law of Bermuda and the provisions of the existing memorandum and articles of the listed Hong Kong issuer and the proposed constitutive documents of the overseas issuer. The letter should also confirm that the constitutive documents contain provisions complying with the provisions of the Exchange Listing Rules.~~ [Repealed 2 November 2009]

...

Appendix 13

PART B

THE CAYMAN ISLANDS

...

Section 1

**ADDITIONAL REQUIREMENTS FOR THE MEMORANDUM AND ARTICLES
OF ASSOCIATION OF ISSUERS INCORPORATED OR OTHERWISE
ESTABLISHED IN THE CAYMAN ISLANDS**

(see rule 19.07(2))

...

Section 2

MODIFICATIONS AND ADDITIONAL REQUIREMENTS

(see rules 19.05(6)(a)(ii), 19.08(4) and 19.10(2), (3) and (5)(a))

...

4. ~~The Exchange will require the formal application for listing to be accompanied by a copy of a letter to the overseas issuer from the overseas issuer's Hong Kong legal advisers confirming that they have reviewed the summaries of the relevant laws and the constitutive documents and that in their opinion, on the basis of the legal~~

~~advice received from Cayman Islands lawyers, the listing document sets out or, in the case of an introduction in the circumstances set out in rule 7.14(3), the listing document and the documents offered for inspection together set out the material differences between Hong Kong law and the law of the Cayman Islands and the provisions of the existing memorandum and articles of the listed Hong Kong issuer and the proposed constitutive documents of the overseas issuer. The letter should also confirm that the constitutive documents contain provisions complying with the provisions of the Exchange Listing Rules. [Repealed 2 November 2009]~~

...

Appendix 13

Part D

THE PEOPLE'S REPUBLIC OF CHINA

...

Section 1

ADDITIONAL REQUIREMENTS FOR THE ARTICLES OF ASSOCIATION OF ISSUERS INCORPORATED IN THE PEOPLE'S REPUBLIC OF CHINA

~~(see rule 19A.21)~~

...

Section 2

MODIFICATIONS AND ADDITIONAL REQUIREMENTS

~~(see rule 19A.27(2))~~

...

- ~~2. The Exchange will require the formal application for listing to be accompanied by a copy of a letter to the PRC issuer from the PRC issuer's Hong Kong legal advisers confirming that they have reviewed the summaries of the relevant PRC law and the constitutive documents and that in their opinion, on the basis of the legal advice received from qualified PRC lawyers, the listing document sets out the material differences between Hong Kong law and applicable PRC law. The letter should also confirm that the constitutive documents contain provisions complying with the provisions of the Exchange Listing Rules. [Repealed 2 November 2009]~~

...