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# AMENDMENTS TO THE GEM LISTING RULES

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## **PART A**

*This Part sets out the amendments to the GEM Listing Rules, which will come into effect on 31 December 2023.*

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## **Disclaimer for the Consolidated GEM Listing Rules**

HKEX and/or its subsidiaries reserve the copyright over the GEM Listing Rules and reference materials published and updated from time to time on the ~~HKEX~~Exchange's website. The Fees Rules and Regulatory Forms, which form part of the GEM Listing Rules, are published on the Exchange's website.

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# Chapter 1

## GENERAL

### INTERPRETATION

...

- 1.01 Throughout these Rules, the following terms, except where the context otherwise requires, have the following meanings:

...

**“actionable corporate communication”** any corporate communication that seeks instructions from an issuer’s securities holders on how they wish to exercise their rights or make an election as the issuer’s securities holders

...

**“Company Information Sheet”** the document required to be published under rules 12.26(2), 12.27(9) or 28.16(2) in the prescribed form set out in Form G (published in Regulatory Forms) Appendix 5F and, where applicable, supplemented by the information required by rule 24.27 for publication on the Exchange’s website and the overseas issuer’s website

...

**“Considered Reasons and Explanation”** has the meaning defined in Appendix C145

...

**“Fees Rules”** the rules governing listing or issue fees, and levies, trading fees, brokerage and other charges relating to transactions of securities listed or to be listed on GEM as published in the “Fees Rules” section of the Exchange’s website from time to time. The Fees Rules form part of the GEM Listing Rules

...

**“GEM Listing Rules” or “GLR” or “Rules”** the rules governing the listing of securities on GEM made by the Exchange from time to time, their appendices, Regulatory Forms and Fees Rules published on the Exchange’s website that are indicated as being part of the GEM Listing Rules, any contractual arrangement entered into with any party under them, and rulings of the Exchange made under them

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**“Regulatory Forms”** listing application forms, formal applications, marketing statements and declarations required to be made in respect of listing on GEM by sponsors.

overall coordinators and issuers and other forms published in the “Regulatory Forms” section of the Exchange’s website from time to time. The Regulatory Forms form part of the GEM Listing Rules

...

**“Statutory Rules”**

the Securities and Futures (Stock Market Listing) Rules (Cap. 571V) as amended from time to time, ~~the text of which is set out in Appendix 12~~

...

1.02 The GEM Listing Rules include all the appendices hereto, all Regulatory Forms, the Fees Rules and all practice notes issued by the Exchange from time to time concerning GEM and all of the notes set out in the Chapters hereof and appendices hereto and in the Regulatory Forms and the Fees Rules. For the avoidance of doubt, the GEM Listing Rules do not include the Main Board Listing Rules.

...

1.03A In the GEM Listing Rules, references to a document being signed/executed shall mean a document duly and validly executed or, where the document is signed/executed by or on behalf of an entity, a document duly and validly executed by or on behalf of that entity under all applicable laws and regulations of its place of incorporation and its constitutional documents.

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## Chapter 2

### GENERAL

### INTRODUCTION

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#### Communication with the Exchange

2.21 References in the GEM Listing Rules to informing or notifying the Exchange and any documents required to be sent or submitted to the Exchange mean, unless otherwise stated in the GEM Listing Rules or required by the Exchange or the context requires otherwise, that the information or documents must be provided to the Exchange only by electronic means in such manner, and in accordance with such terms and conditions and requirements, as the Exchange may prescribe from time to time.

Note: In respect of documents submitted to the Exchange under rules 12.25, 12.26E(2) and 28.15 for the purpose of authorisation of registration of a prospectus, they shall be submitted in the manner and via the means prescribed by the Companies (Winding Up and Miscellaneous Provisions) Ordinance and any related guidance materials published from time to time.

either:—

- (1) ~~delivered in hard copy or in an electronic format as specified by the Exchange to~~ : ~~The Listing Division, 12th Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or~~
- (2) ~~sent by electronic means (in the format specified by the Exchange) to~~ : ~~The Listing Division at its electronic mail address, as specified from time to time; or~~
- (3) ~~sent by facsimile copy to~~ : ~~The Listing Division on 2295-3599,~~

~~or to such other address or number as may be announced by the Exchange from time to time or in such other manner as may be determined and promulgated by the Exchange from time to time. In addition, a hard copy of such information must be provided to the Exchange if requested by the Exchange.~~

2.22 If the information is of an urgent nature, an authorised representative of the issuer or some other responsible officer of the issuer or its Sponsor, financial adviser or legal adviser should communicate the information to the Executive Director – Listing Division or his delegates by telephone, provided always that the communication is confirmed ~~in writing, delivered by hand, electronic means or facsimile~~ in accordance with rule 2.21, such written communication to follow promptly after the telephone communication.

...

2.23A ~~[Repealed 31 December 2023] Where the GEM Listing Rules require a certain number of copies of a document to be sent or submitted to the Exchange, the Exchange may require the issuer to provide the Exchange with such lesser or greater number of such copies as the Exchange may reasonably determine.~~

...

## Structure

- 2.25 The GEM Listing Rules fall into three main parts: Chapters 1 to 9 set out matters of general application; Chapters 10 to 25 set out the requirements applicable to the issue of equity securities; and Chapters 26 to 35 set out the requirements applicable to the issue of debt securities. In addition, there are Appendices to certain ~~of these~~ Chapters of these GEM Listing Rules. Regulatory Forms and Fees Rules are published on the Exchange's website.

...

## Fees and other charges

- 2.29 Of relevance to issuers, the details of the initial listing fee, annual listing fee, subsequent issue fee and other charges, together with details of the brokerage charge, levies and trading fees on new issues are set out in the Fees Rules ~~Appendix 9~~.

## Chapter 4

### GENERAL

#### REVIEW PROCEDURE

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##### Prehearing procedures

- 4.10 In all review cases, the Listing Division and the relevant parties will provide each other and the GEM Listing Committee or the GEM Listing Review Committee, as the case may be, through the Secretary of the relevant Committee with ~~copies of any~~ papers to be presented by it at the hearing, in advance of the review hearing.

...

##### Role of the Secretary

- 4.12 ...  
(2) Any notices, notifications and all other documents required to be submitted to the GEM Listing Committee or the GEM Listing Review Committee must be served upon the Secretary who will ensure that such documents~~copies~~ are provided to the other parties and members of the GEM Listing Committee or the GEM Listing Review Committee, as appropriate.

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## Chapter 5

### GENERAL

#### DIRECTORS, COMPANY SECRETARY, BOARD COMMITTEES, AUTHORISED REPRESENTATIVES AND CORPORATE GOVERNANCE MATTERS

##### Directors

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5.02B Every director of a listed issuer must, in the exercise of his powers and duties as a director of the issuer:

- (1) comply to the best of his ability with the GEM Listing Rules;
- (2) use his best endeavours to procure the issuer to comply with the GEM Listing Rules;
- (3) use his best endeavours to procure any alternate of his to comply with the GEM Listing Rules; and
- (4) comply to the best of his ability, and use his best endeavours to procure the issuer to comply, with the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the SFO, the Takeovers Code, and the Share Buy-backs Code and all other securities laws and regulations from time to time in force in Hong Kong.

5.02C Every director of a listed issuer, whether when he is a director of the issuer or after ceasing to be so, shall:

- (1) provide to the Exchange and the Commission as soon as possible, or otherwise in accordance with time limits imposed by the Exchange or the Commission:
  - (a) any information and documents that the Exchange or the Commission reasonably considers appropriate to protect investors or ensure the smooth operation of the market; and
  - (b) any other information and documents or explanation that the Exchange may reasonably require for the purpose of verifying compliance with the GEM Listing Rules or as requested by the Commission; and
- (2) cooperate in any investigation conducted by the Listing Division and/or the GEM Listing Committee or the Commission, including answering promptly and openly any questions addressed to the director, promptly producing the originals or copies of any relevant documents and attending before any meeting or hearing at which the director is requested to appear.

5.02D Every director of a listed issuer must obtain legal advice from a firm of solicitors qualified to advise on Hong Kong law as regards the requirements under the GEM Listing Rules that are applicable to him as a director of a listed issuer and the possible consequences of making a false declaration or giving false information to the Exchange.

Notes:

1. A new applicant shall ensure that each of its directors as at listing has obtained the legal advice referred to in this rule before commencement of dealings of its securities on the Exchange, and must disclose in its listing document (i) the date on which each of its directors obtained the legal advice referred to in this rule and; (ii) that each director has confirmed he understood his obligations as a director of a listed issuer.
2. A listed issuer shall ensure that each of its proposed directors has obtained the legal advice referred to in this rule before his appointment becomes effective, and must disclose in the next published annual report following the directors' appointment (i) the date on which each of its proposed directors obtained the legal advice referred to in this rule and; (ii) that each proposed director has confirmed he understood his obligations as a director of a listed issuer.

5.02E For issuers of debt securities, references to "directors" in rules 5.02B to 5.02D should be read as references to members of the issuer's governing body where applicable.

...

5.09 In assessing the independence of a non-executive director, the Exchange will take into account the following factors, none of which is necessarily conclusive. Independence is more likely to be questioned if the director:—

...

The independent non-executive director must confirm to the issuer or the new applicant (as the case maybe), and the issuer must confirm in the announcement on the appointment of such independent non-executive director, and in the case of new applicant, in the Application Proof, each draft listing document subsequently submitted to the Exchange and the listing document, that the director has confirmed~~shall submit to the Exchange a written confirmation which must state:~~

- (a) ~~his~~their independence as regards each of the factors referred to in rule 5.09(1) to (8);
- (b) ~~his~~their past or present financial or other interest in the business of the issuer or its subsidiaries or any connection with any core connected person (as such term is defined in the GEM Listing Rules) of the issuer, if any; and
- (c) that there are no other factors that may affect the independent non-executive director's their independence at the time of his appointment~~the same time as the submission of the declaration, undertaking and acknowledgment in the relevant form set out in Appendix 6.~~

Each independent non-executive director shall inform the issuer and the Exchange as soon as practicable if there is any subsequent change of circumstances which may affect his independence ~~and must provide an annual confirmation of his independence to the issuer.~~ The issuer must confirm in each of its annual reports ~~whether it has received such confirmation and whether it still considers the independent non-executive director to be independent.~~

...



5.13A Directors of a listed issuer shall inform the Exchange (in the manner prescribed by the Exchange from time to time):

- (1) as soon as reasonably practicable after their appointment, their telephone number, mobile phone number, facsimile number (if available), email address (if available), residential address, ~~and~~ contact address (if different from the residential address) for correspondence from and service of notices and other documents by the Exchange or the Commission and other personal particulars as may be prescribed from time to time by the Exchange;

...

Note: For issuers of debt securities, references to "directors" in rule 5.13A should be read as references to members of the issuer's governing body where applicable.

...

## Chapter 6A

### SPONSORS, COMPLIANCE ADVISERS, OVERALL COORDINATORS AND OTHER CAPITAL MARKET INTERMEDIARIES

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#### **Sponsor's undertaking and statement of independence to the Exchange**

6A.03 ~~[Repealed 31 December 2023]~~ Each Sponsor must give an undertaking and statement of independence to the Exchange as set out in Appendix 7K at the same time when an application on behalf of a new applicant is submitted to the Exchange.

(1) ~~[Repealed 1 October 2013]~~

(2) ~~[Repealed 1 October 2013]~~

...

#### **Impartiality and independence of Sponsors**

...

6A.07 At least one Sponsor of a new applicant must be independent of it. The Sponsor is required to demonstrate to the Exchange its independence or lack of independence and give a statement as to independence to the Exchange as set out in Form A (published in Regulatory Forms) ~~declare in accordance with the terms set out in Appendix 7K.~~

...

6A.09 Where a Sponsor or the new applicant becomes aware of a change in the circumstances set out in the Sponsor's ~~undertaking and statement of~~ as to independence in Appendix 7K Form A (published in Regulatory Forms) during the period the Sponsor is engaged by the new applicant, the Sponsor and the new applicant must notify the Exchange as soon as possible upon that change occurring.

...

#### **Sponsor's role**

6A.11 A sponsor must:

- (1) be closely involved in the preparation of the new applicant's listing documents;
- (2) discharge the obligations under Appendix E1 at all applicable times ~~conduct reasonable due diligence inquiries to put itself in a position to be able to make the declaration in rule 6A.13 and Appendix 7G; and~~
- (3) ensure the requirements in rules 12.07, 12.09, 12.10 and 12.12 to 12.15 are complied with;
- (4) ~~[Repealed 31 December 2023]~~ use reasonable endeavours to address all matters raised by the Exchange in connection with the listing application including providing to the Exchange, in a timely manner, such information as the Exchange may reasonably require for the purpose of verifying whether the GEM Listing Rules are being or have been complied with by the Sponsor, the new applicant and the new applicant's directors;

- (5) ~~[Repealed 31 December 2023] accompany the new applicant to any meetings with the Exchange unless otherwise requested by the Exchange, and attend any other meetings and participate in any other discussions with the Exchange as requested by the Exchange; and~~
- (6) ~~[Repealed 31 December 2023] comply with the terms of the undertaking and statement of independence given to the Exchange by the Sponsor under rule 6A.03 and Appendix 7K.~~

...

### **Sponsor's declaration**

- 6A.13 ~~[Repealed 31 December 2023] As soon as practicable after the GEM Listing Committee's hearing of the new applicant's listing application but on or before the date of issue of the listing document, each Sponsor must submit to the Exchange the declaration set out in Appendix 7G.~~

...

### **Compliance Adviser's obligations undertaking to the Exchange**

- 6A.21 ~~[Repealed 31 December 2023] Each Compliance Adviser must give an undertaking to the Exchange in the terms set out in rule 6A.22 below and in the form in Form M of Appendix 7. Compliance Advisers must give the undertaking no later than the earlier of:~~

- ~~(1) immediately the Compliance Adviser agrees its terms of engagement with the listed issuer; and~~
- ~~(2) the Compliance Adviser commencing work for the listed issuer.~~

- 6A.22 Each Compliance Adviser must undertake to:

- (1) comply with the GEM Listing Rules applicable to Compliance Advisers; and
- (2) cooperate in any investigation conducted by the Listing Division and/or the GEM Listing Committee of the Exchange, including answering promptly and openly any questions addressed to the Compliance Adviser, promptly producing the originals or copies of any relevant documents and attending before any meeting or hearing at which the Compliance Adviser is requested to appear.

Note: A Compliance Adviser's obligations under rule 6A.22 shall, in relation to its appointment as a Compliance Adviser by an issuer pursuant to rule 6A.19 or rule 6A.20, commence from the earlier of:

- (1) the time immediately after the Compliance Adviser executes its engagement letter with the issuer; and
- (2) the Compliance Adviser commencing work for the issuer.

...

### **Miscellaneous**

...

6A.31 In relation to any application for listing by a listed issuer involving the proposed issue of a listing document of the type referred to in rule 6A.36 within the minimum period referred to in rule 6A.19 or any period fixed for the purposes of rule 6A.20, the Compliance Adviser (or any Sponsor that is appointed under rule 6A.37 to advise the issuer) must ensure that neither it, its directors, employees nor its close associates has any interest ~~complete and submit to the Exchange, at the time of submitting the application for listing (passing a copy to the new applicant or listed issuer) a declaration in the prescribed form set out in Appendix 7H, giving details of all interests it, its directors and employees and its close associates have~~ in relation to the issuer and that listing or transaction.

Notes: 1 *For these purposes, if there is any such interests, the Compliance Adviser (or other adviser appointed under rule 6A.37) must provide the Exchange (by way of submission) details of all information which ought reasonably to be disclosed concerning the interests which it, its directors and employees and its close associates have in relation to the new applicant or listed issuer and the successful outcome of the listing or transaction in question, having taken all reasonable steps to ascertain such interests of its directors and employees and its close associates.*

2 *Without limiting the general nature of Note 1, in assessing whether the Compliance Adviser, its directors, employees or its close associates has any interests, the following non-exhaustive factors should be assessed*~~*the Compliance Adviser (or other adviser appointed under rule 6A.37) would be expected to disclose full and accurate details of:-*~~

(a) *the interests which it or its close associates have or may, as a result of the listing or transaction, have in the securities of the issuer or any other company in the issuer's group (including options or rights to subscribe for such securities);*

(b) *the interests which any director or employee involved in providing advice to the issuer has or may, as a result of the listing or transaction, have in the securities of the issuer or any company in the issuer's group (including options or rights to subscribe such securities but, for the avoidance of doubt, excluding interests in securities that may be subscribed by any such director or employee under an offer by way of public subscription made by the issuer); and*

(c) *any material benefit expected to accrue to the Compliance Adviser (or other adviser appointed under rule 6A.37) or its close associates as a result of the successful outcome of the listing or transaction, including, by way of example, the repayment of material outstanding indebtedness and payment of any underwriting commissions or success fees.*

*If there are any such interests or benefits, the Compliance Adviser (or other adviser appointed under rule 6A.37) would be expected to disclose full and accurate details of the interests or benefits.*

...

6A.35 The Compliance Adviser must, prior to the issue of a listing document of the type referred to in rule 6A.36 within the minimum period referred to in rule 6A.19 or any period fixed for the purposes of rule 6A.20, be satisfied ~~submit to the Exchange a declaration in the form set out in Appendix 7J confirming that:~~–

- (1) all the documents required by the GEM Listing Rules to be submitted to the Exchange prior to issue of the listing document have been so submitted; and
- (2) ~~the Compliance Adviser has satisfied itself,~~ to the best of its knowledge and belief, having made due and careful enquiries that the listing document is in compliance with the GEM Listing Rules and that:–
  - (a) the information contained in the listing document is accurate and complete in all material respects and not misleading;
  - (b) there are no other matters the omission of which would make any statement in the listing document misleading;
  - (c) all opinions of the directors of the issuer expressed in the listing document have been arrived at after due and careful consideration on their part and are founded on bases and assumptions that are fair and reasonable; and
  - (d) the directors of the issuer have made sufficient enquiries so as to enable them to give the confirmations set out in the “responsibility statement” contained in the listing document.

~~Note: Such declaration must, save in exceptional circumstances, be signed on behalf of the Compliance Adviser by the Principal/s who has/have been most actively involved in the work undertaken by the Compliance Adviser and will be treated by the Exchange as an acknowledgement of his/their personal active involvement in the matter.~~

...

#### **Overall coordinator’s declaration**

6A.45 As soon as practicable after the issue of the listing document but before dealings commence, each overall coordinator must submit to the Exchange the declaration substantially as in Form I-E (published in Regulatory Forms) ~~Appendix 7.~~

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## Chapter 7

### GENERAL

#### ACCOUNTANTS' REPORTS AND PRO FORMA FINANCIAL INFORMATION

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##### Statement of adjustments

- 7.18 In preparing the accountants' report, the reporting accountants must make such adjustments (if any) as are in their opinion appropriate for the purposes of the accountants' report and state therein that all adjustments considered necessary have been made, or (where appropriate) that no adjustments were considered necessary. Where adjustments are made, a written statement (the statement of adjustments) is required to be published on the Exchange's website and the issuer's own website, and must be signed by the reporting accountants (see paragraph 52 of Appendix D1 ~~Part A~~ and paragraph 42 of ~~Part B of Appendix D1~~ B).

...

- 7.20 Where an accountants' report is set out in a listing document the statement of adjustments relating to that report must be submitted to the Exchange in the draft form prescribed in rules 12.22(3), 12.26B(2) and 28.13(7) and in ~~certified~~ such form in accordance with rules 12.23A(2) ~~and 28.14(3)~~. 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 8

### VALUATION OF AND INFORMATION ON PROPERTIES

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#### Requirements for an applicant

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8.01B ...

(1) ...

- (b) a summary disclosure if the market value of a property interest as determined by the valuer is less than 5% of its total property interests that are required to be valued under rule 8.01A(1). See Appendix D319 for the summary form of disclosure. The Exchange may accept variation of the summary form of disclosure based on the applicant's circumstances. The valuation report setting out the information required by these Rules must be published on the Exchange's website and the issuer's own website;

...

#### Requirements for an issuer

...

8.02B ...

(2) ...

- (b) a summary disclosure if the value of a property interest as determined by the valuer is less than 5% of the total property interests that are required to be valued under rule 8.02. See Appendix D319 for the summary form of disclosure. The Exchange may accept variation of the summary form of disclosure based on the issuer's circumstances. The valuer's report setting out the information required by these Rules must be published on the Exchange's website and the issuer's own website; and

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## Chapter 10

### EQUITY SECURITIES

#### METHODS OF LISTING

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#### Placing

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10.12 ...

- (6) Separate Marketing Statements in the form set out in ~~Appendix 5~~Form D (published in Regulatory Forms) signed by: (a) each overall coordinator; (b) each syndicate member (other than an overall coordinator); (c) any distributor (other than a syndicate member); and (d) any Exchange Participant referred to in rules 12.26(6)(a) and 12.27(6)(a), must be lodged with the Exchange before dealings commence.

10.30 ...

Note: ~~Part A of Appendix 2~~B1 contains further provisions which are relevant to rights issues.

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**Chapter 11**  
**EQUITY SECURITIES**  
**QUALIFICATIONS FOR LISTING**

**Preliminary**

...

11.04 ...  
Notes: ...

4 See also paragraph 27A of Appendix D1A.

**General conditions applicable to all issuers**

11.05 The issuer must be duly incorporated or otherwise established under the laws of the place where it is incorporated or otherwise established and must be in conformity with those laws, including all such laws relevant to the allotment and issue of securities, and with its memorandum and articles of association or equivalent documents. The issuer must demonstrate how the domestic laws, rules and regulations to which it is subject and its constitutional documents, in combination, provide the shareholder protection standards set out in Appendix A13. In addition PRC issuers must also comply with Part C of Appendix 11.

...

**Conditions relevant to the securities for which listing is sought**

...

11.31A The new applicant and the listed issuer's memorandum and articles of association (or equivalent document) shall (i) conform with the relevant parts of Appendix A1 and (for overseas issuers) the related guidance materials, and (ii) on the whole, not be inconsistent with the GEM Listing Rules and the laws of the place where the new applicant is incorporated or otherwise established.

...

**Certainty of offer period in respect of any public offers**

11.34 Any method of listing involving an offer to the public requires the issuer to set out details relating to the offer period in the listing document (see paragraph 15(3)(f) of ~~Part Appendix D1A~~ and paragraph 18(1) of ~~Part B of Appendix D1B~~).

...

## Chapter 12

### EQUITY SECURITIES

#### APPLICATION PROCEDURES AND REQUIREMENTS

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#### Applications

##### *General*

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12.06 The Sponsor (or if the issuer is not required to have (or does not otherwise retain) a Sponsor, the issuer) is responsible for lodging the application for listing and all supporting documents and for dealing with the Exchange on all matters arising in connection with the application. The sponsor must be duly authorised by the new applicant to lodge the listing application and submit any supporting document in connection with the listing application to the Exchange.

...

12.08 If there is a termination or addition of a Sponsor during the vetting process of any listing document to be issued by a new applicant, the new applicant must submit a new listing application detailing a revised timetable and a further initial listing fee in the amount specified in the Fees Rules Appendix 9. Any initial listing fee paid will, in such circumstances, be forfeited.

...

12.09 ...

- (3A)
- (a) A new applicant and each of its directors and supervisors must ensure that all information in the Application Proof is accurate and complete in all material respects and is not misleading or deceptive.
  - (b) Each director/supervisor and proposed director/ supervisor of a new applicant named in the Application Proof must:
    - (i) ensure that the Application Proof and each draft listing document subsequently submitted to the Exchange contains all information about his biographical details as set out in rule 17.50(2) and that those details are true, accurate and complete; and
    - (ii) where, before dealings of securities of the new applicant on the Exchange commence, there are any changes in his biographical details as referred to in rule 12.09(3A)(b)(i), inform the Exchange as soon as practicable of such changes.

Note: The requirement set out in rule 12.09(3A)(b) above also applies to each director/supervisor and proposed director/ supervisor subsequently named in any draft listing document submitted to the Exchange after the submission of Application Proof, and references to "Application Proof" above shall be read as references

to the relevant draft listing document in which such director/supervisor is named.

...

- (7) An applicant must ensure that (i) the submission of the listing application form (including the undertakings set out therein), the Application Proof and all other relevant documents under rules 12.22 and 12.23; (ii) the issue and allotment of securities for which listing is sought; and (iii) the making of all necessary arrangements enabling such securities to be admitted into CCASS, and approving and authorising the issue of the listing document, have been duly authorised and approved by resolutions of the directors and/or shareholders (as the case may be).

...

#### *Applications by new applicants*

...

12.13 A new applicant must apply for a listing on the prescribed form set out in Form Appendix 5A (published in Regulatory Forms).

12.14 ...

(4) the initial listing fee in the amount specified in the Fees Rules Appendix 9.

...

#### *Applications by listed issuers*

12.16 A listed issuer must apply to the Listing Division for the listing of additional equity securities. The application must be on the prescribed form set out in Form B (published in Regulatory Forms) Appendix 5B. In circumstances where the application is required to be supported by a listing document the application must be submitted at least 10 clear business days prior to the date on which the issuer proposes to finalise the listing document for publication and in circumstances where the application is not required to be supported by a listing document, the application must be submitted at least 4 clear business days prior to the proposed date for issuing the securities. In all cases, the Exchange may require a longer time period to consider the listing application.

12.17 The listing application form must be accompanied by:—

- (1) the documents, as applicable, stipulated in rule 12.26B;
- (2) ~~[Repealed 31 December 2023] in circumstances where the listed issuer is required to have (or otherwise retains) a Compliance Adviser (or other adviser appointed pursuant to rule 6A.37), the adviser's declaration of interests in the form set out in Appendix 7H; and~~
- (3) ~~[Repealed 8 July 2023]~~

*Further provisions applicable to applications by new applicants and listed issuers*

- 12.18 Where any document that has been submitted is amended after submission, ~~a like number of further copies of that document it must be~~ marked up to show all changes ~~must be and re-submitted~~ to the Listing Division for review at the earliest opportunity. In the case of a new applicant, the final form, ~~or as appropriate signed original~~, of any document must be lodged with the Exchange at least 4 clear business days prior to the provisional hearing date. No material amendment to the final proof listing document will be allowed without the consent of the Exchange.

...

### **Documentary Requirements – New Listing Applications**

*At the time of application for listing*

- 12.22 The following ~~documents~~, as applicable, must be lodged with the Exchange for review together with the application for listing form in respect of a new applicant:—

- (1) ~~such number of copies of an Application Proof in such format as required by the Exchange and 2 CD-ROMs containing the Application Proof and other documents as the Exchange may require;~~
- (2) ~~[Repealed 31 December 2023]a confirmation from the new applicant's legal advisers that the new applicant's articles of association (i) conform with the relevant parts of Appendix 3 and (for overseas issuers) the related guidance materials, and (where applicable) Appendix 11, and (ii) on the whole, are not inconsistent with the GEM Listing Rules and the laws of the place where the new applicant is incorporated or otherwise established;~~
- ...
- (3a) ~~[Repealed 31 December 2023]a written confirmation to the new applicant from the reporting accountants that no significant adjustment is expected to be made to the draft accountants' reports on (1) historical financial information; (2) pro forma financial information; and (3) profit forecast (if any) included in the Application Proof based on the work done as of the date of the confirmation;~~
- (3b) ~~[Repealed 31 December 2023]a written confirmation to the new applicant from each of the experts who is named as an expert in the listing document (excluding reporting accountants) that no material change is expected to be made to the relevant expert opinion included in the Application Proof based on the work done as of the date of the confirmation;~~

~~Note: Where the relevant information in the listing document is updated, the reporting accountants and each of the experts, where applicable, must provide a written confirmation on the updated information similar to those in sub-paragraphs (3a) and (3b).~~

- (4) ~~[Repealed 1 October 2013]~~
- (5) ~~[Repealed 31 December 2023]a final proof of the formal notice, where applicable;~~
- (6) ~~[Repealed 31 December 2023]where applicable, a final proof of any application form (including any excess or preferential application form) to subscribe or purchase the securities for which listing is sought;~~

(7-12) [Repealed 1 October 2013]

...

12.23 In addition to the documents required under rule 12.22, a new applicant must lodge the following documents with the Exchange at the time of submitting the application for listing:—

(1) [Repealed 1 October 2013]

(2) ~~[Repealed 31 December 2023]in respect of each Sponsor to the application for listing, an undertaking and statement of independence under rule 6A.03 in the form in Appendix 7K duly signed on the Sponsor's behalf, and an undertaking and a declaration of interest under rules 6A.21 and 6A.31 in the forms in Appendix 7M and Appendix 7H, both duly signed on the compliance adviser's behalf;~~

(2a) ~~[Repealed 31 December 2023]a written confirmation signed by each director/supervisor that the information in the Application Proof is accurate and complete in all material respects and is not misleading or deceptive;~~

(2b) ~~[Repealed 31 December 2023]a written confirmation and undertaking signed by each director/supervisor and proposed director/supervisor to the following effect:~~

~~(i) that the Application Proof referred to in rule 12.22(1) above contains all information about the biographical details of such director/supervisor or proposed director/ supervisor as set out in rule 17.50(2) and that those details are true, accurate and complete;~~

~~(ii) where, before dealings commence, there are any changes in the biographical details as set out in rule 12.23(2b)(i) above, to inform the Exchange as soon as practicable of such changes; and~~

~~(iii) to lodge with the Exchange in accordance with rule 12.26(9) a declaration, undertaking and acknowledgement, in the relevant form in Appendix 6, duly signed by each director/supervisor and proposed director/supervisor and the contact information as described in rule 5.13A(1) (in the manner prescribed by the Exchange from time to time).~~

~~If a director/supervisor is appointed after the submission of the listing application form, then the director/supervisor must submit a duly signed written confirmation and undertaking referred to in this sub-rule as soon as he is appointed. The reference to the Application Proof referred to in rule 12.22(1) above in the confirmation and undertaking shall be read as a reference to the relevant draft listing document that contains the biographical details of such director/supervisor;~~

(3) ~~[Repealed 31 December 2023]a certified copy of the new applicant's certificate of incorporation or equivalent document; and~~

(4)-(5) [Repealed 1 October 2013]

- (6) any document as may be required by the Exchange in support of the application for listing; and

(a)-(c) [Repealed 1 October 2013]

- (7) the contact information and personal particulars of the new applicant's directors/supervisors and/or other officers as described in rule 5.13A(1).

...

*After notification of approval in principle but before the date of issue of the listing document*

12.24 The following must be lodged with the Exchange by a new applicant as soon as practicable after the hearing of the application by the GEM Listing Committee but on or before the date of issue of the listing document:—

- (1) ~~[Repealed 31 December 2023]the signed Sponsor's declaration in Appendix 7G required by rule 6A.13;~~

- (2) ~~[Repealed 31 December 2023]a copy of each of the English and the Chinese language version of the listing document 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 and the relevant application form (including any excess or preferential application form) to subscribe or purchase the securities for which the listing is sought;~~

(a)-(b) [Repealed 1 October 2013]

- (3) ~~[Repealed 31 December 2023]where any document or application form referred to in (2) above is signed by an agent, a certified copy of the authorisation or the power of attorney for such signature;~~

- (4) ~~[Repealed 31 December 2023]a copy of the formal notice, where applicable;~~

(5)-(7) [Repealed 1 October 2013]

- (8) ~~[Repealed 31 December 2023]a copy of the written notification issued by HKSCC stating the securities will be Eligible Securities; and~~

- (9) any written undertakings and confirmations from the new applicant, its shareholders and/or other relevant parties to the Exchange referred to in the listing document.

(10)-(11)[Repealed 1 October 2013]

12.25 In the case of a listing document which constitutes a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the following documents must be lodged with the Exchange by 11 a.m. on the intended date of authorisation of the prospectus:—

...

- (2) ~~two~~ two printed copies of the prospectus, duly signed in accordance with section 38D(3) or section 342C(3) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (as the case may be) and having endorsed on or attached to the documents stipulated by the relevant section; and

...

*After the date of issue of the listing document but before dealings commence*

12.26 As soon as practicable after the issue of the listing document but before dealings commence, the following ~~documents~~ must be lodged with the Exchange ~~in respect of a new applicant~~ as a condition for granting listing approval:—

- (1) [Repealed 1 October 2013]
- (1a) ~~[Repealed 31 December 2023] 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;~~
- (1b) ~~[Repealed 31 December 2023] 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 Form 5A and, 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) the completed company information sheet in Appendix 5F-Form G (published in Regulatory Forms), submitted in the electronic format specified by the Exchange from time to time, for publication on the Exchange's website, ~~together with a hard copy duly signed by or on behalf of each of the directors of the new applicant;~~
- (3) [Repealed 25 June 2007]
- (4) [Repealed 25 June 2007]
- (5) [Repealed 25 June 2007]
- (6) in the case of a placing involving bookbuilding activities (as defined under the Code of Conduct) in connection with a New Listing by a new applicant:—
  - (a) ~~a copy of the placing letter and separate marketing statements in Form D (published in Regulatory Forms) Appendix 5D~~ signed by (i) each overall coordinator; (ii) each syndicate member (other than an overall coordinator); (iii) any distributor (other than a syndicate member); and (iv) any Exchange Participant referred to in that Form D Appendix; and
  - (b) a placee list from each of the relevant parties mentioned in subparagraph (a) above, setting out the required information in rule 10.12(5);
- (7) a declaration substantially as in Form F (published in Regulatory Forms) Appendix 5E, duly signed by a director and the secretary of the new applicant together with any fee which is payable and which has not previously been paid (see Fees Rules Appendix 9); and

- (8) a declaration substantially as in Form E (published in Regulatory Forms) Appendix 7 duly completed and signed by each Sponsor and overall coordinator; and
- (9) ~~[Repealed in 31 December 2023]~~a written declaration, undertaking and acknowledgement, in the relevant form in Appendix 6, duly signed by each director/supervisor and proposed director/supervisor and the contact information as described in rule 5.13A(1) (in the manner prescribed by the Exchange from time to time).

...

### **Documentary Requirements – Applications by Listed Issuers**

...

#### *At the time of application for listing*

12.26B The following documents, as applicable, must be lodged with the Exchange together with the listing application in accordance with rule 12.16:—

- (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 provisions of the GEM Listing Rules and/or the Companies (Winding Up and Miscellaneous Provisions) 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; and
- (3) if the listing document contains a profit forecast (see rules 14.28 to 14.31), a draft of the board's profit forecast memorandum with principal assumptions, accounting policies and calculations for the forecast; and
- (4) ~~[Repealed 31 December 2023]~~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 rule 21.07(7)).

...

#### *On or before the date of issue of the listing document*

12.26D The following documents must be submitted to the Exchange on or before the date of issue of the listing document:

- (1) every written undertakings from the listed issuer, its shareholders and/or other relevant parties to the Exchange referred to in the listing document; and
- ...
- (3) ~~[Repealed 31 December 2023]~~if the listed issuer proposes to issue a listing document of the type referred to in rule 6A.36 within the minimum period referred to in rule 6A.19 or any period fixed for the purposes of rule 6A.20, the signed declaration in the form set out in Appendix 7J as referred to in rule 6A.35.



*In case of a listing document constituting a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance*

12.26E If the listing document constitutes a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the following documents must be submitted to the Exchange:

...

(2) by 11 a.m. on the intended date of authorisation for registration of the prospectus,

...

(b) two ~~printed~~ copies of the prospectus, duly signed in accordance with section 38D(3) or section 342C(3) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (as the case may be) and having endorsed thereon or annexed thereto the documents required under the relevant section;

...

*Before dealings commence*

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

...

(6) in the case of the placing by a listed issuer of a class of equity securities new to listing:

(a) ~~a copy of the placing letter and separate marketing statements in the form set out in Appendix 5 Form D (published in Regulatory Forms), signed by: (i) each overall coordinator; (ii) each syndicate member (other than an overall coordinator); (iii) any distributor (other than a syndicate member); and (iv) any Exchange Participant referred to in that Form D Appendix; and~~

...

(7) ~~[Repealed 31 December 2023]if required, a declaration from the security printers responsible for production of bearer documents of title in accordance with paragraph 24 of Part B of Appendix 2;~~

(8) any fee which is payable and which has not previously been paid (see Fees Rules Appendix 9); and

(9) the completed company information sheet, in the prescribed form set out in Form G (published in Regulatory Forms) Appendix 5F, submitted in the electronic format specified by the Exchange from time to time, for publication on the Exchange's website.

## Chapter 13

### EQUITY SECURITIES

#### RESTRICTIONS ON PURCHASE, DISPOSAL AND SUBSCRIPTION

...

#### Restrictions and notification requirements on issuers purchasing their own shares on a stock exchange

##### *General*

- 13.03 Subject to the provisions of the Code on Share Buy-backs, an issuer may purchase its shares on GEM or on another stock exchange recognised for this purpose by the Commission and the Exchange. All such purchases must be made in accordance with the provisions of rules 13.04 to 13.14. The Code on Share Buy-backs must be complied with by an issuer and its directors and any breach thereof by an issuer will be a deemed breach of the ~~issuer's undertaking to comply with its continuing obligations under the~~ GEM Listing Rules and the Exchange may in its absolute discretion take such action to penalise any breach of this ~~rule~~paragraph as it shall think appropriate. It is for the issuer to satisfy itself that a proposed purchase of shares does not contravene the Code on Share Buy-backs.

...

##### *Procedures to be complied with*

...

- 13.08 The issuer must send to its shareholders an Explanatory Statement (at the same time as the notice of the relevant shareholders' meeting) containing all the information reasonably necessary to enable those shareholders to make an informed decision on whether to vote for or against the ordinary resolution to approve the purchase by the issuer of shares including the information set out below:—

...

- (6) a statement that the directors ~~have undertaken to the Exchange to will~~ exercise the power of the issuer to make purchases pursuant to the proposed resolution in accordance with the GEM Listing Rules and the laws of the jurisdiction in which the issuer is incorporated or otherwise established;
- ...
- (10) a statement giving the highest and lowest prices at which the relevant shares have traded on GEM during each of the previous twelve months; ~~and~~
- (11) a prominent and legible disclaimer on the front cover of the circular in the form set out in rule 2.19; ~~and~~
- (12) a statement that neither the Explanatory Statement nor the proposed share repurchase has any unusual features.

Notes: ...

- 2 ~~[Repealed 31 December 2023] At the same time as the Explanatory Statement is sent to shareholders of the issuer, the issuer should submit to the Exchange (a) a confirmation from the issuer that the~~

~~Explanatory Statement contains the information required under rule 13.08 and that neither the Explanatory Statement nor the proposed share repurchase has unusual features; and (b) the undertaking from its directors to the Exchange according to rule 13.08(6)~~

...

## Chapter 14

### EQUITY SECURITIES

### LISTING DOCUMENTS

*Preliminary*

...

14.02A The Exchange shall be authorised by new applicants and listed issuers to file their “applications” (as defined in section 2 of the Statutory Rules) and those corporate disclosure materials within the meaning of sections 7(1) and (2) of the Statutory Rules received by the Exchange with the Commission pursuant to sections 5(2) and 7(3) of the Statutory Rules respectively and new applicants and listed issuers shall be deemed to have agreed to the above by filing such applications and corporate disclosure materials with the Exchange. 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, the Exchange may require and new applicants and listed issuers shall execute such documents in favour of the Exchange perfecting the above authorisation as the Exchange may require. Applications and relevant corporate disclosure materials shall be filed with the Exchange in such manner ~~and number of copies as~~ the Exchange may from time to time prescribe.

...

### Contents

14.08 ...

(4) subject to rule 14.11(6), all of the specific items of information which are set out in ~~Part A of Appendix D1A~~;

...

(7) ...

*Note: The Exchange may consider an application for a waiver from the disclosure requirement of the issue price or offer price under rule 14.08 and paragraph 15(3)(c) of Appendix D1A for issuers with, or seeking, a dual listing, subject to the conditions that:—*

...

14.09 ...

(2) subject to rule 14.11(1) to (5), all of the specific items of information which are set out in ~~Part B of Appendix D1B~~;

...

14.11 ...

(1) rights issues

The following paragraphs of ~~Part B~~ of Appendix D1B: 8, 24, 26(1), 26(3), 26(4), 26(5), 37 and 42(4)

...

(3) capitalisation issues (including in the form of scrip dividends) and bonus issues of warrants

The following paragraphs of ~~Part B~~ of Appendix D1B: 3 to 5, 7, 8, 11, 12, 13, 15, 18, 19, 22 to 43

...

(6) Listing documents supporting an introduction in the circumstances set out in rule 10.18(3), where the consolidated assets and liabilities of the issuer are substantially the same as the consolidated assets and liabilities of the listed issuer or issuers whose securities have been exchanged

The following paragraphs of ~~Part A~~ of Appendix D1A: 8(1), 21, 33, 35 and 37, provided that the information required by paragraph 31(3) of ~~Part B~~ of Appendix D1B is included.

*Note: See also rules 24.05(6) and 24.09(5).*

14.12 Negative statements are required only where so indicated in Appendix D1A or D1B.

...

## Chapter 15

### EQUITY SECURITIES

#### PROSPECTUSES

...

#### Procedural requirements

...

- 15.09 Every listed issuer must notify the Listing Division at least 10 clear business days in advance of the date on which it is proposed to register a prospectus. The requirement to notify the Exchange will not apply in the cases of supplemental listing documents.

...

## Chapter 16

### EQUITY SECURITIES

#### PUBLICATION REQUIREMENTS

#### Role of the Exchange

16.03 ...

*Note: This rule does not apply to documents to be published on the Exchange's website and the issuer's own website pursuant to rule 7.18, rule 8.01B(1)(b), rule 8.02B(2)(b), rule 23.02(2), rule 24.09(2), rule 24.09(3), rule 24.09(5)(a) and (e), rule 24.09(6), rule 25.20(4), rule 25.37, rule 32.05(3), rule 35.10, rule 35.11, paragraph 52 of Part A of Appendix D1A, paragraph 42 of Part B of Appendix D1B, paragraph 53 of Part C of Appendix D1C and paragraph 9(b)(i) of Appendix 4 A2.*

#### Methods of publication and dissemination

...

- 16.04A(1) Subject to the provisions set out in ~~this rule~~ 16.04A(4), any requirement in the GEM Listing Rules for a listed issuer to send, mail, dispatch, issue, publish or otherwise make available any corporate communication ~~must~~may, to the extent permitted under all applicable laws and regulations ~~and the listed issuer's own constitutional documents~~, be satisfied by the listed issuer (i) sending or otherwise making available the corporate communication to the relevant holders of its securities using electronic means or (ii) making the corporate communication available on its website and the Exchange's website. The issuer must set out on its website the manner in which (i) and/or (ii) above is adopted for dissemination of its corporate communications, ~~and any requirement in the GEM Listing Rules that a corporate communication of~~

~~a listed issuer must be in printed form may be satisfied by the corporate communication being in electronic format.~~

- (2) ~~[Repealed 31 December 2023] Other than as permitted under rule 16.04A(2A) in relation to a corporate communication published on the listed issuer's own website pursuant to rule 16.19, the corporate communication may be sent or otherwise made available by the listed issuer to a holder of its securities using electronic means (which term includes sending or otherwise making available the corporate communication to the holder in electronic format) only where the listed issuer has previously received from that holder an express, positive confirmation in writing that the holder wishes to receive or otherwise have made available to the holder the corporate communication by the means and in the manner proposed by the listed issuer.~~

(2A) ~~[Repealed 31 December 2023]~~

~~(a) — To the extent that:~~

- ~~(i) — the shareholders of the listed issuer have resolved in general meeting that the listed issuer may send or supply corporate communications to shareholders by making them available on the listed issuer's own website; or~~
- ~~(ii) — the listed issuer's constitutional documents contain provision to that effect,~~

~~a holder of the listed issuer's securities in relation to whom the following conditions are met is taken to have agreed that the listed issuer may send or supply corporate communications to him in that manner.~~

~~(b) — The conditions are that:~~

- ~~(i) — the holder has been asked individually by the listed issuer to agree that the listed issuer may send or supply corporate communications generally, or the corporate communication in question, to him by means of the listed issuer's own website; and~~
- ~~(ii) — the listed issuer has not received a response indicating the holder's objection within the period of 28 days beginning with the date on which the listed issuer's request was sent.~~

~~(c) — A holder is not taken to have so agreed if the listed issuer's request:~~

- ~~(i) — did not state clearly what the effect of a failure to respond would be; or~~
- ~~(ii) — was sent less than 12 months after a previous request made to him for the purposes of this rule 16.04A(2A) in respect of the same class of corporate communications.~~

~~(d) — The listed issuer must notify the intended recipient of:~~

- ~~(i) — the presence of the corporate communication on the website;~~

- ~~(ii) — the address of the website;~~
  - ~~(iii) — the place on the website where it may be accessed; and~~
  - ~~(iv) — how to access the corporate communication.~~
- ~~(e) — The corporate communication is taken to be sent:
  - ~~(i) — on the date on which the notification required under rule 16.04A(2A)(d) is sent; or~~
  - ~~(ii) — if later, the date on which the corporate communication first appears on the website after that notification is sent.~~~~
- (3) [Repealed 31 December 2023]~~A listed issuer which, availing itself of this rule 16.04A, sends or otherwise makes available a corporate communication to holders of its securities using electronic means must:~~
  - ~~(a) — afford holders the right at any time by reasonable notice in writing served on the listed issuer to change their choice (whether by positive consent or deemed consent under rule 16.04A(2A)) as to whether they wish to receive corporate communications in printed form or using electronic means. The listed issuer must set out in each such corporate communication the steps for notifying the listed issuer of any such change together with a statement expressly informing holders that:
    - ~~(i) — holders may at any time choose to receive corporate communications either in printed form or using electronic means; and~~
    - ~~(ii) — holders who have chosen (or are deemed under rule 16.04A(2A) to have chosen) to receive the corporate communication using electronic means and who for any reason have difficulty in receiving or gaining access to the corporate communication will promptly upon request be sent the corporate communication in printed form free of charge; and~~~~
  - ~~(b) — without prejudice to their right to use any other written means of communication for such purpose, provide holders of its securities with the option of notifying the listed issuer by email of any change in their choice as to whether they wish to receive corporate communications in printed form or using electronic means or of any request to receive the corporate communication in printed form. The listed issuer must provide holders of its securities with an email address for this purpose.~~
- (4) Notwithstanding rule 16.04A(1),
  - (a) a listed issuer must send, mail, dispatch, issue, publish or otherwise make available corporate communications in printed form free of charge to a holder of its securities promptly upon the request of that holder and must disclose, on its website, the relevant arrangements for holders to request corporate communications in printed form; and

- (b) a listed issuer must send actionable corporate communications to holders of its securities individually and cannot comply with a rule requirement to send, mail, dispatch, issue, publish or otherwise make available an actionable corporate communication, by making it available only on its website and the Exchange's website.

Notes:

1. It is the sole responsibility of the listed issuer to ensure that any proposed arrangement is permitted under, and that the listed issuer will at all times comply with, all applicable laws and regulations and the listed issuer's own constitutional documents.
2. For the purpose of rule 16.04A(1), an issuer of debt securities may specify the manner in which corporate communications shall be disseminated in the terms and conditions of the relevant debt securities instead of disclosing such information on its website. Issuers of debt securities are not subject to rule 16.04A(4).
3. A listed issuer may, to the extent permitted by the laws and regulations, comply with the rule 16.04A(4)(b), by sending an actionable corporate communication to holders of its securities individually in electronic form. Notwithstanding rule 16.04A(1), where the listed issuer is unable to do so because it does not possess functional electronic contact details of a holder, the listed issuer must send the actionable corporate communication in printed form that includes a request for the holder's functional electronic contact details for the purpose of the listed issuer's future compliance with the rule.
4. Transitional arrangements for issuers listed on the Exchange before 31 December 2023 are as follows:
  - (i) for issuers who are not prohibited by applicable laws and regulations from complying with the requirements set out in this rule 16.04A, they would have until their first annual general meetings following 31 December 2023 to make amendments (if necessary) to their constitutional documents to facilitate their compliance with requirements set out in this rule 16.04A; and
  - (ii) for issuers who are unable to comply with the requirements set out in this rule 16.04A due to any restriction under any applicable laws and regulations: in the event that the relevant restrictions are removed from the applicable laws and regulations, such issuers would have until their first annual general meetings following the removal of such restrictions to make necessary amendments (if any) to their constitutional documents to facilitate their compliance with requirements set out in this rule 16.04A.

16.04B

...

- (2) A listed issuer which, availing itself of this Rule 16.04B, sends the English language version only or the Chinese language version only of a corporate communication to holders of its securities must afford holders the right at any time by reasonable notice in writing served on the listed issuer to change their choice as to whether they wish to receive the English language version only, the Chinese language version only or both the English language version and the Chinese language version. The listed issuer must set out in each such corporate communication the steps for notifying the listed issuer of any such



change together with a statement expressly informing holders that they may at any time choose to receive the English language version only, the Chinese language version only or both the English language version and the Chinese language version notwithstanding any wish to the contrary previously conveyed to the listed issuer.

~~Note: By way of an example and without prejudice to the generality of the above, the Exchange will normally regard as adequate an arrangement along the following lines:~~

~~(1) A letter, together with a pre-paid reply form (the "First Letter") in both English and Chinese, is sent by the listed issuer to holders of its securities to enable them to select either an English language version or a Chinese language version or both versions of the corporate communication. The First Letter clearly explains the consequential arrangement (see (3) below) if no reply is received from such holders by a certain date (the "Deadline").~~

~~(2) The listed issuer sends the selected language version of the corporate communication to those holders who have made a selection.~~

~~(3) If no reply is received on or before the Deadline, the following arrangements apply, where applicable:—~~

~~(a) the English language version of the corporate communication is sent to: (i) all overseas holders; and (ii) all Hong Kong holders other than natural persons with a Chinese name; and~~

~~(b) the Chinese language version of the corporate communication is sent to all Hong Kong holders who are natural persons with a Chinese name.~~

~~Whether a holder is a Hong Kong or an overseas person will be determined by his or its address as appearing in the listed issuer's register of securities holders.~~

~~(4) When the corporate communication is sent out according to the arrangements set out in (3) above, a letter, together with a pre-paid request form (the "Second Letter") in both English and Chinese, is attached to or printed at some prominent place in the sent out versions of the corporate communication stating that the corporate communication prepared in the other language will be available upon request.~~

~~(5) Both the English language version and the Chinese language version of the corporate communication is made available on the listed issuer's website in an accessible format and a copy in electronic format of the corporate communication in both languages is submitted to the Exchange in accordance with the publication requirements of Chapter 16.~~

~~(6) The listed issuer provides a dial-up hotline service or other equivalent public communication channel acceptable to the Exchange to enable holders to make enquiry of the listed issuer's proposed arrangements.~~

~~(7) The First Letter and the Second Letter mention that the corporate communication will be available in both languages on the listed issuer's website and a dial-up hotline service or other equivalent public~~

~~communication channel will be provided as mentioned in (5) and (6) respectively.~~

~~(8) The listed issuer makes a public announcement stating the proposed arrangements at the same time as the First Letter is dispatched to holders.~~

...

### Formal notice on issue

...

16.10 ~~Model forms of formal notices for offers for subscription or sale, placings and introductions are set out in Appendix 10 for the guidance of issuers. Issuers are reminded that where a prospectus has been registered with the Registrar of Companies pursuant to the Companies (Winding Up and Miscellaneous Provisions) Ordinance, every formal notice must comply with Section 38B of that Ordinance.~~

~~Note: A new applicant must not publish formal notices in accordance with rules 16.07, 16.08 and 16.10 until the Exchange has reviewed them.~~

...

### Publication on the Exchange's website

16.17 ...

(1) (a) A listed issuer or a new applicant which is obliged to publish any announcement or notice under the GEM Listing Rules must submit through HKEx-EPS a ready-to-publish electronic copy of the document to the Exchange for publication on the Exchange's website.

~~Note: Regard must be had to the operating hours of HKEx-EPS from time to time.~~

(b) ~~[Repealed 31 December 2023] In the case of a new applicant, a written confirmation to the Exchange from each of the sponsors confirming that the announcement or notice has been cleared by the Exchange (where such clearance is required under the GEM Listing Rules) or that the document is required to be published by the new applicant (where such clearance is not so required), must be received by the Exchange prior to the announcement or notice being submitted through HKEx-EPS for publication.~~

...

(2) (a) Other than where a prospectus is to be registered under the Companies (Winding Up and Miscellaneous Provisions) Ordinance, a listed issuer or new applicant must submit to the Exchange through HKEx-EPS for publication on the Exchange's website a ready-to-publish electronic copy of any corporate communication which is required by the GEM Listing Rules (including any listing document of a listed issuer or new applicant which is not to be registered under the Companies (Winding Up and Miscellaneous Provisions) Ordinance). The electronic copy must be received by the Exchange and published on the Exchange's website not later than the time when before the day on which it is sent or otherwise made available to holders of the

~~securities shareholders~~ by the listed issuer or distributed to the public in the case of a new applicant.

(b) ...

Notes:

1 Regard must be had to the operating hours of HKEx-EPS from time to time.

2 An issuer must ensure that any document submitted for publication has been duly authorised by the issuer and is the same as (where the document is required to be registered under the Companies (Winding Up and Miscellaneous Provisions) Ordinance) the version registered with the Companies Registry, or (where the document is required to be cleared by the Exchange prior to publication under the Exchange Listing Rules) the version cleared by the Exchange.

16.18 ...

(2) When submitting a document through HKEx-EPS for publication on the Exchange's website, the issuer must select all such headlines as may be appropriate from the list of headlines set out in the "Headline Categories" published on the Exchange's website~~Appendix 17~~ (which is also displayed in HKEx-EPS) and input into the designated free-text field in HKEx-EPS the same title as appears in the document. The GEM Listing Committee has delegated to the Executive Director – Listing Division the power to approve such amendments to the "Headline Categories"~~Appendix 17~~ as he may consider necessary or desirable.

...

## Chapter 17

### EQUITY SECURITIES

#### CONTINUING OBLIGATIONS

##### Preliminary

- 17.01 An issuer shall comply (and undertakes by its application for listing (Appendix ~~5A~~ Form A (published in Regulatory Forms)), once any of its securities have been admitted to listing, to comply) with the GEM Listing Rules in force from time to time.

...

##### General matters relevant to the issuer's securities

...

##### *Announcement of issues of securities*

17.30 ...

- (13) where the securities are issued by way of a rights issue or an open offer, the information set out in paragraph 18 of Appendix D1, ~~Part B~~;

...

##### *Purchase of securities*

- 17.35 An issuer shall submit to the Exchange for publication through HKEx-EPS a completed return in such form and containing such information as the Exchange may from time to time prescribe, as soon as practicable after any purchase, sale, drawing or redemption by the issuer, or any member of the group, of its listed securities (whether on the Exchange or otherwise) and the Exchange may disseminate such information to such persons and in such manner as the Exchange thinks fit.

Notes: 1 *Particulars of purchases by the issuer of its own securities (whether on the Exchange or otherwise) must be submitted for publication to the Exchange through HKEx-EPS notified to the Exchange by not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the business day following dealing. The information given should include the number of securities purchased and the purchase price per security or the highest and lowest prices paid, where relevant. In this regard, reference is made to the provisions of rule 13.13.*

...

##### Meetings

...

##### *Proxy forms*

17.45 ...

Notes: 2 *~~Provided two-way proxy forms are made available, the printing and postal arrangements are matters entirely at the discretion of the issuer.~~*

*The proxy form must state that if it is returned without an indication as to how the proxy shall vote on any particular matter the proxy will exercise his discretion as to whether he votes and if so how. The proxy form must state that a shareholder is entitled to appoint a proxy of his own choice and must provide a space for the name of such proxy.*

...

## Changes

17.50 An issuer must publish an announcement as soon as practicable in regard to:—

- (1) any proposed alteration to the issuer's memorandum or articles of association or equivalent documents and, in the case of a PRC issuer, any proposed request by the PRC issuer or a PRC competent authority to waive or otherwise modify any provision of the Regulations.

The circular for any such amendments proposed by the issuer must contain an explanation of the effect of the proposed amendments and the full terms of the proposed amendments. At the same time as the circular is despatched to shareholders of the issuer, the issuer should ~~obtain~~ submit to the Exchange ~~(a) a letter addressed to the issuer from its legal advisers confirming that the proposed amendments conform with the requirements of the GEM Listing Rules, where applicable, and the laws of the place where it is incorporated or otherwise established; and (b) a confirmation from the issuer that there is nothing unusual about the proposed amendments for a company listed in Hong Kong;~~

*Note: Changes to the relevant parts of the articles of association or equivalent documents must conform with the GEM Listing Rules (including the requirements of Appendix 3A1 to the GEM Listing Rules and, in the case of an overseas issuer which is incorporated or otherwise established in a jurisdiction in respect of which additional requirements are set out in Appendix 11 (for these purposes, the PRC), such changes must conform with Appendix 11) and its laws of incorporation or establishment and that there should be nothing unusual about the proposed amendments for a company listed in Hong Kong.*

- (2) any changes in its directorate (and, in the case of a PRC issuer, its supervisory committee), and shall procure that new directors or members of its governing body and, in the case of a PRC issuer, supervisors shall ~~ledge with~~ submit to the Exchange as soon as practicable after the appointment a ~~declaration, undertaking and acknowledgment in the relevant form set out in Appendix 6 and the contact information and personal particulars required under rule 5.13A(1) or 25.04A (in such form and the manner prescribed by the Exchange from time to time).~~

Where a new director, supervisor or chief executive is appointed or the resignation, re-designation, retirement or removal of a director, a supervisor or chief executive takes effect, the issuer must announce the change as soon as practicable and include the following details of any newly appointed or re-designated director, supervisor or chief executive in the announcement:-

- (a) the full name (including any former name(s) and alias(es)) and age, which should ~~normally~~ be the same as that stated in the personal

particulars submitted to the Exchange under rule 5.13A(1) or 25.04A his declaration, undertaking and acknowledgement in the form set out in Appendix 6 to the GEM Listing Rules and age;

...

- (x) where there is no information to be disclosed pursuant to any of the requirements of this rule 17.50(2), an appropriate negative statement to that effect.

The relevant director, supervisor or chief executive shall ensure that the announcement contains all information about his biographical details as set out in rule 17.50(2) and that those details are true, accurate and complete.

Where a new independent non-executive director is appointed, the issuer must include in the announcement a statement confirming that the new independent non-executive director has confirmed his independence as regards the factors in rule 5.09 and, where applicable, any matters required to be disclosed under rule 5.10.

...

### **Amendments to company information sheet**

- 17.52 An issuer shall submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the Exchange's website a revised company information sheet, in the prescribed form set out in Form G (published in Regulatory Forms) Appendix 5F as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

...

### **Announcements, circulars and other documents**

#### *Review of documents*

17.53 ...

- (2) The following transitional provisions apply to announcements set out in this rule and shall cease to have effect on such date as the Exchange may determine and promulgate.

...

Notes: ...

- 5 *Where an announcement or advertisement of a new or further issue of securities contains a profit forecast, the provisions of paragraph 29(2) of Appendix D1~~Rules 19.61 and 19.62~~ will apply.*

...

- 17.53C The Exchange shall be authorised by the issuer to file "applications" (as defined in section 2 of the Statutory Rules) and those corporate disclosure materials within the meaning of sections 7(1) and (2) of the Statutory Rules received by the Exchange with the Commission pursuant to sections 5(2) and 7(3) of the Statutory

Rules respectively and issuers shall be deemed to have agreed to the above by filing such applications and such corporate disclosure materials with the Exchange. 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, the issuer undertakes to execute such documents in favour of the Exchange perfecting the above authorisation as the Exchange may require. Applications and relevant corporate disclosure materials shall be filed with the Exchange in such manner and number of copies as the Exchange may from time to time prescribe.

...

*Forwarding of documents, circulars, etc.*

- 17.57 An issuer must, upon request by the Exchange, provide ~~the requested number of certified a copies~~ of all resolutions of the issuer including resolutions concerning any of the matters in rules 17.39 to 17.41, except resolutions concerning any other routine business at an annual general meeting, within 15 days after they are passed.

*Circulars to holders of securities*

...

- 17.59 All circulars sent to holders of the issuer's securities must be in the English language and be accompanied by a Chinese translation or be in the Chinese language and be accompanied by an English translation. In respect of overseas members, it shall be sufficient for the issuer to ~~mail~~ provide an English language version of the circular if it contains a prominent statement in both English and Chinese to the effect that a Chinese language version of the circular is available from the issuer, on request.

...

*Corporate communications to non registered holders of securities*

- 17.60 An issuer shall:—

- (1) as soon as practicable following a request to HKSCC, and at the expense of the issuer, send to any non registered holder (by means permitted by the GEM Listing Rules) ~~copies of any corporate communications~~; and
- (2) forward to each participant regardless of whether the participant is a member of the issuer, ~~one copy of each of the corporate communications of the issuer that relate to the relevant Eligible Security, at the same time as they are despatched to the holders of those securities with registered addresses in Hong Kong.~~ Whenever practicable, an issuer should provide a participant with such reasonable number of additional copies of these documents as the participant requests in advance and undertakes to forward to its bona fide clients who have beneficial interests in those Eligible Security.

...

**Miscellaneous obligations**

*Independent financial advisers*

...

- 17.96 An independent financial adviser must be independent from any issuer for whom it acts. An independent financial adviser is not independent if any of the following

circumstances exist as at the time of making the declaration required by rule 17.97(1) (1) immediately after the independent financial adviser executes its engagement letter with the issuer; or (2) the independent financial adviser commences work as independent financial adviser to the issuer, whichever is earlier (“IFA Obligation Commencement Time”), and up to the end of its engagement:

...

- (5) within 2 years prior to making the declaration pursuant to rule 17.97(1) the IFA Obligation Commencement Time:

...

17.97 ~~No later than the earlier of the independent financial adviser agreeing its terms of engagement with the issuer and the independent financial adviser commencing work as independent financial adviser to the issuer, the An independent financial adviser must submit to the Exchange:~~

- (1) ~~[Repealed 31 December 2023]a declaration in the prescribed form set out in Appendix 13 to the effect that the independent financial adviser is independent, including a statement addressing each of the circumstances set out in rule 17.96; and~~
- (2) ~~an undertaking, in the terms set out in Appendix 14 to:~~
- (a) ~~comply with the GEM Listing Rules; and~~
- (b) ~~co-operate in any investigation conducted by the Listing Division and/or the GEM Listing Committee of the Exchange, including answering promptly and openly any questions addressed to the independent financial adviser, promptly producing the originals or copies of any relevant documents and attending before any meeting or hearing at which the independent financial adviser is requested to appear.~~

*Note: An independent financial adviser’s obligations under rule 17.97(2) shall, in relation to its appointment as an independent financial adviser by an issuer, commence at the IFA Obligation Commencement Time.*

17.98 ~~Where an independent financial adviser or issuer becomes aware of a change in the circumstances that would affect the independence of the independent financial adviser set out in the declaration required by rule 17.97(1) during the period the independent financial adviser is engaged by the issuer, the independent financial adviser or issuer must notify the Exchange as soon as possible upon that change occurring.~~

...

### **Financial advisers appointed in relation to extreme transactions**

17.99A A financial adviser appointed by a listed issuer under rule 19.53A(2) in relation to an extreme transaction must conduct reasonable due diligence on the assets acquired and/or to be acquired under the extreme transaction to put itself in a position to be able to ~~make the declaration in Appendix 21~~ discharge such obligations as set out in Appendix E2. The extent of its work and scope of due diligence shall be referenced to Practice Note 2 to the GEM Listing Rules.



17.99B The financial adviser must be a person licensed or registered under the SFO for Type 6 regulated activity and permitted under its license or certificate of registration to undertake the work of a sponsor. The financial adviser must ~~submit to the Exchange an undertaking in the prescribed form set out in Appendix 22 to:~~

- (a) comply with the GEM Listing Rules; and
- (b) co-operate in any investigation conducted by the Listing Division and/or the GEM Listing Committee of the Exchange, including answering promptly and openly any questions addressed to the financial adviser, promptly producing the originals or copies of any relevant documents and attending before any meeting or hearing at which the financial adviser is requested to appear.

...

### **Corporate Governance Code**

17.101 (1) The Corporate Governance Code in Appendix ~~C145~~ sets out: (a) the mandatory requirements for disclosure in an issuer's Corporate Governance Report, and (b) the principles of good corporate governance, the code provisions on a "comply or explain" basis and certain recommended best practices. Issuers are encouraged to adopt the recommended best practices on a voluntary basis.

- (2) Issuers must state whether they have complied with the code provisions set out in Part 2 of Appendix ~~C145~~ for the relevant accounting period in their half-year reports (and summary half-year reports, if any) and annual reports (and summary financial reports, if any).

...

### **Environmental and Social Matters**

17.103 (1) The Environmental, Social and Governance ("ESG") Reporting Guide in Appendix ~~C220~~ comprises two levels of disclosure obligations: (a) mandatory disclosure requirements; and (b) "comply or explain" provisions.

...

- (5) Where the ESG report does not form part of the issuer's annual report:
  - (a) To the extent permitted under all applicable laws and regulations ~~and the issuer's own constitutional documents~~, an issuer must provide the ESG report to its shareholders using electronic means in accordance with and subject to the provisions set out in ~~is not required to provide the ESG report in printed form to its shareholders irrespective of whether such shareholders have elected to receive the issuer's corporate communication electronically or otherwise under rule 16.04A.~~
  - (b) ~~[Repealed 31 December 2023]~~The issuer must notify the intended recipient of:
    - (i) ~~the presence of the ESG report on the website;~~
    - (ii) ~~the address of the website;~~

~~(iii) — the place on the website where it may be accessed; and  
(iv) — how to access the ESG report.~~

- (c) ~~[Repealed 31 December 2023] Notwithstanding the above, the issuer shall promptly provide a shareholder with an ESG report in printed form upon its specific request.~~
- (d) The issuer shall publish the ESG report at the same time as the publication of the annual report.

...

**Chapter 18**  
**EQUITY SECURITIES**  
**FINANCIAL INFORMATION**

...

**Annual reports**

*Distribution*

18.03 ...

Notes: ...

- 2 *The directors' report, auditors' report, annual financial statements (including consolidated financial statements) and, where applicable, summary financial report must be in the English language and must be accompanied by a Chinese translation or be in the Chinese language accompanied by an English translation. In respect of overseas members, it shall be sufficient for the listed issuer to ~~not~~ provide an English language version of either (i) its directors' report, auditors' report and annual financial statements or (ii) its summary financial report if such documents contain a prominent statement in both English and Chinese to the effect that a Chinese translation is available from the listed issuer, on request.*

...

6 ...

- (b) *a statement as to whether it complies with the code provisions in Part 2 of Appendix C145 and, if not, the Considered Reasons and Explanation in respect of the deviation; and*

...

*Information to accompany directors' report and annual financial statements*

18.07 ...

Notes: ...

4 ...

- (j) *provision of information in respect of code provisions E.1.5 (remuneration payable to members of senior management by band) and A.1.2 (discussion and analysis of group's performance) in Part 2 of Appendix C145 or provide the Considered Reasons and Explanation in respect of any deviation.*

- 5 *Issuers must publish ESG reports in accordance with Rule 17.103 and the ESG Reporting Guide contained in Appendix C220.*

18.44 ...

- ...
- (2) a separate Corporate Governance Report prepared by the board on its corporate governance practices. The report must, as a minimum, contain the information required under Part 1 of Appendix C145 regarding the accounting period covered by the annual report. To the extent reasonable and appropriate, the issuer may incorporate by reference information in its annual report into the Corporate Governance Report. The references must be clear and unambiguous, and the Corporate Governance Report must not contain only a cross-reference without any discussion of the matter.
- ...

### **Preliminary announcement of results for the financial year**

...

#### *Content of preliminary announcement*

18.50 ...

- (6) a statement as to whether the listed issuer meets the code provisions set out in Part 2 of Appendix C145. The listed issuer must also disclose any deviations from the code provisions with Considered Reasons and Explanation. To the extent reasonable and appropriate, such information may be given by reference to the preceding half-year report or to the Corporate Governance Report in the preceding annual report, and summarising any changes since that report. The references must be clear and unambiguous;

...

### **Half-year reports**

#### *Obligation to prepare and publish*

18.53 ...

*Notes: ...*

1 ...

- (b) a statement as to whether it complies with the code provisions in Part 2 of Appendix C145 and, if not, the Considered Reasons and Explanation in respect of the deviation; and

...

#### *Content of half-year reports*

18.55 ...

- (4) a statement in relation to the accounting period covered by the half-year report on whether the listed issuer meets the code provisions set out in Part 2 of Appendix C145. An issuer may deviate from the code provisions (i.e. adopt action(s) or step(s) other than those set out in the code provisions) provided that the issuer sets out:
- ...

## Quarterly reports

### *Obligation to prepare and publish*

18.66 ...

*Notes: ...*

*1 ...*

- (b) *a statement as to whether it complies with the code provisions in Part 2 of Appendix C145 and, if not, the Considered Reasons and Explanation in respect of the deviation; and*

...

### **Preliminary announcement of results for each of the first 6 month of each financial year**

18.78 ...

- (4) a statement as to whether the listed issuer meets the code provisions set out in Part 2 of Appendix C145. The listed issuer must also disclose any deviations from the code provisions with Considered Reasons and Explanation. To the extent reasonable and appropriate, such information may be given by reference to the Corporate Governance Report in the preceding annual report, and summarising any changes since that annual report. The references must be clear and unambiguous;

...

### **Preliminary announcement of results for each of the first 3 and 9 month periods of each financial year**

...

### *Summary financial reports*

18.81 ...

- (2) a separate Corporate Governance Report prepared by the board on its corporate governance practices. The report must, as a minimum, contain the information required under Part 1 of Appendix C145 regarding the accounting period covered by the annual report. To the extent reasonable and appropriate, this Corporate Governance Report may be a summary of the Corporate Governance Report contained in the annual report, and may also incorporate information by reference to its annual report. The references must be clear and unambiguous, and the summary must not contain only a cross-reference without any discussion of the matter. The summary must contain, as a minimum, a narrative statement indicating overall compliance with and highlighting any deviation from the code provisions in part 2 of Appendix C145.

...

### **Recommended additional disclosure**

18.83 ...

*Note: Issuers should also note the disclosures set out in recommended best practices F.1.2 in Part 2 of Appendix C145.*

...

## **Chapter 18A**

### **EQUITY SECURITIES**

#### **MINERAL COMPANIES**

##### **CONDITIONS FOR LISTING OF NEW APPLICANT MINERAL COMPANIES**

18A.03 ...

...

- (5) ensure that its working capital statement made under Appendix D1A (paragraph 36) states it has available sufficient working capital for 125% of the group's present requirements, that is for at least 12 months from the date of its listing document.

...

##### **CONTENTS OF LISTING DOCUMENTS FOR NEW APPLICANTS**

18A.05 In addition to the information set out in Appendix D1A, a Mineral Company must include in its listing document:–

...

##### **STATEMENTS ON RESOURCES AND/OR RESERVES**

...

##### **Petroleum Competent Persons' Reports**

18A.20 A Competent Person's Report for Mineral Companies involved in the exploration for and/or extraction of Petroleum Resources and Reserves must include the information set out in Appendix D248.

...

**Chapter 19**  
**EQUITY SECURITIES**  
**NOTIFIABLE TRANSACTIONS**

...

**Additional requirements for extreme transactions**

19.53A In the case of an extreme transaction, the listed issuer must:

...

- (2) appoint a financial adviser to perform due diligence on the acquisition targets to put itself in a position to be able to discharge its obligations ~~make a declaration in the prescribed form set out in Appendix E224. The financial adviser must submit to the Exchange the declaration before the bulk-printing of the circular for the transaction.~~

...

*Profit forecast in an announcement*

19.60A In addition to the information set out in rule 19.60, where the announcement for a notifiable~~discloseable~~ transaction contains a profit forecast in respect of the issuer or a company which is, or is proposed to become, one of its subsidiaries~~as referred to in rule 19.62~~, the announcement must contain the following information or, for a share transaction or a discloseable transaction, the issuer must publish a further announcement containing the following information within 15 business days after the publication of the announcement:

~~(1) the information specified in paragraph 29(2) of Appendix 1, Part B; and~~

(1) details of the principal assumptions, including commercial assumptions, upon which the forecast is based;

(2) a letter from the issuer's auditors or reporting accountants confirming that they have reviewed the accounting policies and calculations for the forecast and containing their report;

(3) a report from the issuer's financial advisers confirming that they are satisfied that the forecast has been made by the directors after due and careful enquiry. If no financial advisers have been appointed in connection with the transaction, a letter from the board of directors confirming they have made the forecast after due and careful enquiry; and

(24) information regarding the expert statements contained in the announcement, which is specified in paragraph 5 of Appendix D1B, Part B.

*Profit forecast in an announcement*

...

19.62 [Repealed 31 December 2023] ~~Where the announcement contains a profit forecast in respect of the issuer or a company which is, or is proposed to become, one of its~~



~~subsidiaries, the issuer must submit the following additional information and documents to the Exchange no later than the making of such announcement:—~~

- ~~(1) details of the principal assumptions, including commercial assumptions, upon which the forecast is based;~~
- ~~(2) a letter from the issuer's auditors or reporting accountants confirming that they have reviewed the accounting policies and calculations for the forecast and containing their report; and~~
- ~~(3) a report from the issuer's financial advisers confirming that they are satisfied that the forecast has been made by the directors after due and careful enquiry. If no financial advisers have been appointed in connection with the transaction, the issuer must provide a letter from the board of directors confirming they have made the forecast after due and careful enquiry.~~

~~*Note: See rule 17.26B in respect of issuers' obligation to announce material or significant changes which impact on profit forecasts.*~~

...

#### *Major transaction circulars*

19.66 A circular relating to a major transaction must contain the following:—

...

- (3) the information regarding the listed issuer specified in the following paragraphs of Appendix D1, ~~Part B~~:—

...

- (4) information regarding interests of directors and chief executive in the listed issuer required under paragraphs 34, 38 and 38A of Appendix D1, ~~Part B~~;

...

- (11) the information regarding the listed issuer specified in the following paragraphs of Appendix D1, ~~Part B~~:—

...

19.67 In addition to the requirements set out in rule 19.66, a circular issued in relation to an acquisition constituting a major transaction must contain:—

- (1) the information required under paragraphs 9 and 10 of Appendix D1, ~~Part B~~, if the acquisition involves securities for which listing will be sought;
- (2) the information required under paragraph 22(1) of Appendix D1, ~~Part B~~, if new shares are to be issued as consideration;

...

- (4) the information regarding the listed issuer required under paragraphs 31 (financial information) and 32 (no material adverse change) of Appendix D1, ~~Part B~~;

- (5) the information required under paragraph 34 of Appendix ~~D1, Part B~~, in relation to each new director and member of senior management joining the listed issuer in connection with the transaction;

...

*Inability to access information to compile circulars for major transactions or very substantial acquisitions*

...

19.67A (2) ...

(b) ...

- (i) statement of indebtedness (see rule 19.66(11), paragraph 28 and Note 2 to Appendix ~~D1, Part B~~);
- (ii) statement of sufficiency of working capital (see rule 19.66(11), paragraph 30 and Note 2 to Appendix ~~D1, Part B~~);

...

- (v) statement as to the financial and trading prospects (see rule 19.66(11), paragraph 29(1)(b) and Note 2 to Appendix ~~D1, Part B~~);
- (vi) particulars of any litigation or claims of material importance (see rule 19.66(3), paragraph 33 and Note 2 to Appendix ~~D1, Part B~~);
- (vii) particulars of directors' or experts' interests in group assets (see rule 19.66(11), paragraph 40 and Note 2 to Appendix ~~D1, Part B~~);
- (viii) material contracts and documents on display (see rule 19.66(11), paragraphs 41, 42 and Note 2 to Appendix ~~D1, Part B~~); and

...

*Very substantial disposal circulars*

19.68 A circular issued in relation to a very substantial disposal must contain:—

...

- (4) the information regarding the listed issuer required under paragraph 32 (no material adverse change) of Appendix ~~D1, Part B~~.

*Very substantial acquisition circulars, extreme transaction circulars and reverse takeover listing documents*

19.69 A circular issued for a very substantial acquisition or an extreme transaction or a listing document issued for a reverse takeover must contain:—

(1) ...

- (b) the information required under Appendix ~~D1, Part A~~, if it applies, except paragraphs 8 and 15(3) (in respect of the 12 months before the issue of the circular or listing document) and 20(1). For paragraph 36, the

statement on sufficiency of working capital must take into account the effect of the transaction; and

...

*Circulars for specific types of companies*

19.71 ...

*Note: On profit forecasts, see also rules 19.61 and ~~19.62~~ and paragraph 29(2) of Appendix D1B.*

...

*Cash companies*

...

19.84 The listed issuer may apply to the Exchange to lift the suspension once it has a business suitable for listing. The Exchange will treat its application for lifting of the suspension as if it were an application for listing from a new applicant. The listed issuer will be required, among other things, to appoint a Sponsor and issue a listing document containing the specific information required by Appendix ~~D1-Part A~~ and pay the non-refundable initial listing fee. The Exchange reserves the right to cancel the listing if such suspension continues for more than 6 months or in any other case where it considers it necessary. It is therefore advisable to consult the Exchange at the earliest possible opportunity in each case.

...

**Chapter 20**  
**EQUITY SECURITIES**  
**CONNECTED TRANSACTIONS**

...

**Requirements for continuing connected transactions**

...

*Annual review by independent non-executive directors and auditors*

...

20.55 ~~[Repealed 31 December 2023] The listed issuer must provide a copy of the auditors' letter to the Exchange at least 10 business days before the bulk printing of its annual report.~~

...

**Announcements**

20.66 An announcement of a connected transaction must contain at least:

...

(7) if the announcement contains a profit forecast of the listed issuer's group or a company which is, or will become, the listed issuer's subsidiary, the information set out in ~~paragraph 29(2) of Appendix D1~~ Rule 19.62 (requirements for profit forecast in notifiable transaction announcement);

...

**Circulars**

...

20.68 The circular must contain at least:

...

(13) the information set out in the following paragraphs of Appendix ~~D1, Part B~~:

...

(14) information regarding directors' and chief executive's interests in the listed issuer described in paragraphs 34, 38 and 38A of Appendix ~~D1, Part B~~;

...

## Chapter 21

### EQUITY SECURITIES

#### OPTIONS, WARRANTS AND SIMILAR RIGHTS

...

21.02 All warrants must, prior to the issue or grant thereof, be approved by the Exchange, and in addition, where they are warrants to subscribe for equity securities, by the shareholders in general meeting (unless they are issued by the directors under the authority of a general mandate granted to them by shareholders in accordance with rule 17.41(2)). In the absence of exceptional circumstances which would include, by way of example, a rescue reorganisation, the Exchange will only grant approval to the issue or grant of warrants to subscribe securities if the following requirements are complied with:—

...

- (2) such warrants must expire not less than 1 and not more than 5 years from the date of issue or grant and must not be convertible into further rights to subscribe for securities which expire less than 1 year or more than 5 years after the date of issue or grant of the original warrants; and
- (3) the circular must also contain a statement by the directors that the issuer has received a legal opinion from a lawyer of the relevant jurisdiction that the warrant proposal complies with the relevant provisions of the issuer's constitutive documents and the terms of the existing warrant instrument.

...

**Chapter 22**  
**EQUITY SECURITIES**  
**CONVERTIBLE EQUITY SECURITIES**

...

22.04 Paragraph 19 of ~~Part Appendix D1A~~ and paragraph 21 of ~~Part B of Appendix D1B~~ set out additional requirements for the contents of listing documents relating to convertible equity securities.

...

**Chapter 23**  
**EQUITY SECURITIES**  
**SHARE SCHEMES**

...

**Share schemes involving issue of new shares by listed issuers**

**Adoption of a new scheme**

23.02 ...  
(2) ...  
(d) a statement in the form set out in paragraph 2 of Appendix D1, Part B; and

...

**Granting options or awards to a director, chief executive or substantial shareholder of a listed issuer, or any of their respective associates**

23.04 ...  
(3) ...  
*Note: See also the recommended practice relating to the grant of options or awards to independent non-executive directors under E.1.9 of the Corporate Governance Code in Appendix C145 to the Rules.*

...

**Chapter 24**  
**EQUITY SECURITIES**  
**OVERSEAS ISSUERS**

...

**Chapter 12- Application Procedures and Requirements**

24.06 ~~[Repealed 31 December 2023]~~ The following modifications apply to the requirements of Chapter 12:—

- (1) ~~[Repealed 1 October 2013]~~
- (2) ~~[Repealed 31 December 2023]~~ the declaration, undertaking and acknowledgement to be lodged under rule 12.26(9) may require adjustment by virtue of the laws to which the overseas issuer is subject.

...

## Chapter 14 – Listing Documents

...

24.09 The following modifications and additional requirements apply:—

- (1) some of the items of information specified in ~~Parts A and B of Appendix Appendices D1A and D1B~~ may be inappropriate. In such a case, the item should be appropriately adapted so that equivalent information is given;
- (2) the listing document must contain a summary of all provisions of the constitutive documents of the overseas issuer in so far as they may affect shareholders' rights and protections and directors' powers;

*Note: An overseas issuer can refer to Section 2 of Appendix 11 Part C (The People's Republic of China) for guidance on the subject headings that should be used to provide this summary.*

...

- (4) if the overseas issuer does not have a board of directors, the statement of responsibility required under paragraph 2 of ~~Parts A and B of Appendix Appendices D1A and D1B~~ must be made by all the members of the overseas issuer's equivalent governing body and the listing document should be modified appropriately;
- (5) for an introduction in the circumstances in rule 10.18(3), the following modifications, exceptions and additional requirements apply:—
  - (a) ...

*Notes:*

1. *In such cases the details of the articles of association or equivalent document required to be set out in the listing document by paragraph 7 of ~~Part A of Appendix D1A~~ may be limited to a summary of the changes, if any, between the Hong Kong issuer's articles of association and the overseas issuer's proposed constitutive documents, in respect of each of the areas set out in that paragraph, provided that the summary also includes details of any differences or additional provisions in the proposed new constitutive documents which confer on directors of the overseas issuer any special powers, the exercise of which would affect the rights or interests of the shareholders.*

2. *An overseas issuer can refer to Section 2 of Appendix 11 Part C (The People's Republic of China) for guidance on the format that should be used to provide this comparison.*

...

(b) the details of the rights of shareholders required by paragraph 25 of ~~Part A of Appendix D1A~~ may be limited to a summary of any changes which will occur, if any, as a result of the exchange of securities;

(c) the particulars of any alterations in the capital of any member of the group which is required to be included by paragraph 26 of ~~Part A of Appendix D1A~~ may be limited to particulars of any alterations since the date to which the latest published audited accounts of the Hong Kong listed issuer were made up;

(d) where the consolidated assets and liabilities of the issuer are substantially the same as those of the issuer or issuers whose securities have been exchanged, the requirement for a valuation and other information on all the issuer's property interests (see paragraph 50A of ~~Part A of Appendix D1A~~ and Chapter 8) will normally only be required by the Exchange if:—

...

(e) any valuations required to be included by paragraph 50A of ~~Part A of Appendix D1A~~ and Chapter 8 (as modified by rule 24.09(5)(d)) need only be summarised in the listing document, if a copy of the full valuation report is published on the Exchange's website and the issuer's own website;

...

(6) the documents to be published on the Exchange's website and the issuer's own website will be the documents corresponding to those mentioned in paragraph 52 of ~~Part Appendix D1A~~ and paragraph 42 of ~~Part B of Appendix D1B~~. Where any of such documents are not in English or Chinese, a certified English or Chinese translation thereof must be published on the Exchange's website and the issuer's own website. In addition, where rule 24.09(3) applies, the overseas issuer must publish on the Exchange's website and the issuer's own website a copy of any statutes or regulations which are relevant to the summary of the regulatory provisions of the jurisdiction in which the overseas issuer is incorporated or otherwise established. In particular cases, the Exchange may require other additional documents to be published on the Exchange's website and the issuer's own website; and

...

### Common Waivers

24.25 The Exchange will consider applications for waivers from issuers with, or seeking, a dual listing under this chapter, based on the underlying principle that the issuer can demonstrate that strict compliance with both the relevant GEM Listing Rules and the overseas regulations would be unduly burdensome or unnecessary (including where the requirements under the GEM Listing Rules contradict the applicable overseas laws or regulations and strict compliance with the GEM Listing Rules would result in a breach of applicable overseas laws or regulations) and that the granting of such waivers by the Exchange will not prejudice the interest of the investing public. In particular, the Exchange will consider applications for waivers from strict compliance with rules 12.11, 14.08, 16.18(3)(a), 24.09(6) and paragraph 15(3)(c) of Appendix



D1A from overseas issuers with, or seeking, a dual listing under this chapter. The Exchange will consider these applications on individual merit based on all relevant facts and circumstances, including compliance with the prescribed conditions as set out in the relevant rules.

...

### **Company Information Sheet**

24.27 ...

- (1) there are novel waiver(s) granted to the issuer (for example, where an overseas issuer is allowed to take alternative measures to meet any core shareholder protection standards set out in Appendix A13 without providing such standards in its constitutional documents);

...

## Chapter 25

### EQUITY SECURITIES

#### ISSUERS INCORPORATED IN THE PEOPLE'S REPUBLIC OF CHINA

...

#### Chapter 5 — Directors, Company Secretary, Board Committees, Authorised Representatives and Corporate Governance Matters

...

25.04B In addition to the requirements under rule 5.02B, every director of a PRC issuer must also, in the exercise of his powers and duties as a director of the PRC issuer:

- (1) comply to the best of his ability with all applicable laws, rules, regulations and normative statements (規範聲明) from time to time in force in the PRC relating to the governing, operation, conduct or regulation of public companies in the PRC or elsewhere;
- (2) comply to the best of his ability with the provisions of the PRC issuer's articles of association (including all provisions regarding the duties of directors) and use his best endeavours to procure the PRC issuer to act at all times in accordance with its articles of association;
- (3) inform the Exchange forthwith and in writing, at any time while he is a director of the PRC issuer (or within 12 months of his ceasing to be a director of the PRC issuer), of any administrative or governmental notice or proceeding alleging a breach by the PRC issuer or any of its subsidiaries or directors of any applicable laws, rules, regulations or normative statements (規範聲明) in force in the PRC relating to the governing, operation, conduct or regulation of public companies; and
- (4) use his best endeavours to procure any alternate of his to comply with the provisions set out in rule 25.04B (1) to (3) and rule 5.02B (1), (2) and (4).

25.04C Every supervisor of a PRC issuer must, in the exercise of his powers and duties as a supervisor of the PRC issuer:

- (1) comply to the best of his ability with all applicable laws, rules, regulations and normative statements (規範聲明) from time to time in force in the PRC relating to the responsibilities, duties and obligations of a supervisor in connection with the governing, operation, conduct or regulation of public companies in the PRC or elsewhere;
- (2) comply to the best of his ability with the provisions of the PRC issuer's articles of association (including all provisions regarding the duties of supervisors) and use his best endeavours to procure the PRC issuer and its directors to act at all times in accordance with its articles of association;
- (3) use his best endeavours to procure the PRC issuer and its directors to comply with the GEM Listing Rules, the Takeovers Code, the Share Buy-backs Code and all other relevant securities laws and regulations from time to time in force in Hong Kong;

- (4) inform the Exchange forthwith and in writing, at any time while he is a supervisor of the PRC issuer, of the initiation by the PRC issuer's supervisory committee of legal proceedings against any director of the PRC issuer;
- (5) comply to the best of his ability, as if the same applied to supervisors to the same extent as it does to directors, with Parts XIVA and XV of the Securities and Futures Ordinance, rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by directors, the Takeovers Code, the Share Buy-backs Code, and all other relevant securities laws and regulations from time to time in force in Hong Kong; and
- (6) use his best endeavours to procure that any alternate of his to comply with the provisions set out in (1) to (5) above.

25.04D The requirements under rules 5.02A, 5.02C and 5.13A shall apply to every supervisor of a PRC issuer with the term "director" being replaced by "supervisor".

...

## **Chapter 12 – Application Procedures and Requirements**

- 25.15 (1) [Repealed 1 October 2013]
- (2) [Repealed 31 December 2023] The forms of declaration, undertaking and acknowledgement to be lodged under rule 12.26(9) may require additional adjustment by virtue of the laws to which the PRC issuer is subject.

...

## **Chapter 14 – Listing Documents**

25.20 The following modifications and additional requirements apply to the contents of listing documents:

- (1) some of the items of information specified in ~~Parts A and B of Appendices D1A and D1B~~ may be inappropriate. In such a case, the item should be appropriately adapted so that equivalent information is given;
- (2) ...
- (4) the documents to be published on the Exchange's website and the issuer's own website will be the documents corresponding to those mentioned in paragraph 52 of ~~Part Appendix D1A~~ and paragraph 42 of ~~Part B of Appendix D1B~~, and where any such documents are not in English or Chinese, a certified English or Chinese translation thereof must be published on the Exchange's website and the issuer's own website. In addition, where rule 25.20(3) applies, the PRC issuer must publish on the Exchange's website and the issuer's own website a copy of any statutes or regulations which are relevant to the summary of relevant PRC law. In particular cases, the Exchange may require other additional documents to be published on the Exchange's website and the issuer's own website.

...

### **Constitutional documents**

25.36 A PRC issuer shall not at any time permit or cause any amendment to be made to its articles of association which would cause the same to cease to comply with the provisions of Appendix A13 or Section 1 of Part C of Appendix 11 of the GEM Listing Rules.

...

## Chapter 27

### DEBT SECURITIES

#### QUALIFICATIONS FOR LISTING

...

#### Guarantors and guaranteed issues

27.15 Where listing is sought for debt securities of an issuer guaranteed or secured by another legal person not being its holding company, the guarantor will be required to comply with the GEM Listing Rules to the same extent as if such guarantor were the issuer of the relevant debt securities. In particular:—

- (1) a listing document issued in relation to a guaranteed issue must contain the same information regarding the guarantor as that regarding the issuer, so that, where appropriate, references in paragraphs of ~~Part C of Appendix D1C~~ to “issuer” should be read as applying equally to the guarantor; and
- (2) a guarantor will be required to undertake (in the prescribed form set out in ~~Appendix 5C~~ Form C (published in Regulatory Forms)), amended as appropriate so as to apply to the guarantor) to comply with the GEM Listing Rules applicable to issuers of debt securities, save for any that are stated not to apply.

...

## Chapter 28

### DEBT SECURITIES

#### APPLICATION PROCEDURES AND REQUIREMENTS

##### Preliminary

...

28.03 In order to allow the Exchange sufficient time to consider an application for listing on the basis of the supporting documents and to maintain an orderly new issues market, the issuer must apply to the Listing Division on the prescribed form set out in Appendix 5C Form C (published in Regulatory Forms) at the earliest possible opportunity. In circumstances where the issuer is applying for the simultaneous listing of equity securities and debt securities, the issuer must follow the timetable relevant to the application to list such equity securities; and must otherwise apply in accordance with the following:—

...

28.05 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 ~~Part C of~~ Appendix D1C have been met (and in the case only of a prospectus, the relevant provisions of the Companies (Winding Up and Miscellaneous Provisions) Ordinance). Such ~~copies documents~~ must also be marked in the margin to indicate amendments made to conform with points raised by the Exchange. In any event, the final form, ~~or, as appropriate, signed original~~ of any document must have been received at least 4 clear business days prior to the provisional hearing date.

...

##### Application

...

28.11 The application for listing must be made, in accordance with the provisions of rule 28.03, in the prescribed form set out in Appendix 5 Form C (published in Regulatory Forms), signed by a duly authorised officer of the issuer. The form must be accompanied:—

...

(3) the listing fee in the amount specified in the Fees Rules Appendix 9.

...

##### Documentary Requirements

###### *At the time of application for listing*

28.13 The following documents, as applicable, must be lodged with the Exchange for review together with the form of application and other items referred to in rule 28.11:—

(1) a copy of a ~~drafts or proof prints~~ of the listing document in anticipated final form, marked in the margin to indicate where compliance has been made with the relevant provisions of the GEM Listing Rules and, in the case only of a prospectus, to indicate in addition where compliance has been made with the

relevant provisions of the Companies (Winding Up and Miscellaneous Provisions) Ordinance;

*Note: The Exchange acknowledges that information relating to the pricing, the number of securities to be offered, details of the underwriting (if any) and related matters may not have been settled at the time of the application.*

- (2) ~~a copy~~<sup>3 copies</sup> of the anticipated final ~~draft~~ or proof of the formal notice, where applicable;
- (3) ~~a copy~~<sup>3 copies</sup> of the anticipated final ~~draft~~ or proof print of any application form (including any excess or preferential application form) to subscribe or purchase the debt securities for which listing is sought;
- (4) ~~a copy~~<sup>3 copies</sup> of the anticipated final ~~draft~~ or proof of any temporary document of title (which must comply with ~~Part A of Appendix B12~~) where applicable;
- (5) ~~a copy~~<sup>3 copies</sup> of the anticipated final ~~draft~~ or proof of the definitive certificate or other document of title (which must comply with ~~Part B of Appendix B2~~) (unless the securities for which listing is sought are or are to be identical in all respects with a class already listed);
- (6) a copy of the anticipated final draft, if available, of the trust deed or other document securing or constituting the debt securities, which must comply with ~~Appendix 4 A2~~, and which are marked in the margin to indicate where the relevant items from ~~Appendix 4 A2~~ have been met;
- (7) where the listing document contains an accountants' report, ~~a copy~~<sup>3 copies</sup> of the anticipated final draft of any statement of adjustments relating to the accountants' report;
- (7a) the contact information and personal particulars as described in rule 5.13A(1) of each director/member of the issuer's governing body (in such form and manner prescribed by the Exchange from time to time);
- (8) (a) ~~[Repealed 31 December 2023] 3 certified copies of the memorandum and articles of association or equivalent documents of both the applicant and the guarantor, in the case of a guaranteed issue, or, if previously supplied in connection with a previous listing and where no amendments have been made thereto, a certificate of an authorised officer of the issuer and of the guarantor, in the case of a guaranteed issue, confirming that there have been no amendments thereto; and~~  
(b) the annual report and accounts of each of the completed financial years, as shown in the accountants' report, of the issuer or its group and the guarantor or its group, in the case of a guaranteed issue, immediately preceding the issue of the listing document or, if such accounts have previously been supplied in connection with a previous listing, a certificate from the auditors of the issuer and the guarantor, in the case of guaranteed issue, that there has been no material adverse change in the financial position and prospects of the issuer and guarantor, as the case may be, since the date of the latest audited accounts. (see rule 27.06)-; and

...

- (9) ~~[Repealed 31 December 2023] where possible, a certified copy of:—~~
- (a) ~~[Repealed 31 December 2023] the resolution(s) of the issuer in general meeting (if any) authorising the issue of all debt securities for which listing is sought;~~
  - (b) ~~[Repealed 31 December 2023] 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 debt securities and the making of the application for listing in the prescribed form (Appendix 5C); and~~
  - (c) ~~[Repealed 31 December 2023] in the case of a guaranteed issue, the resolution(s) of the board of directors or other governing body of the guarantor approving and authorising the giving and signing of the guarantee(s) and the undertaking to comply with the GEM Listing Rules (see rule 27.15) and authorising the issue of the listing document (if applicable); and~~
- (10) ~~[Repealed 31 December 2023] 3 copies of the notice(s) of meeting (if any) referred to in the listing document; and~~

...

*After notification of listing approval but before the date of issue of the listing document*

28.14 ~~[Repealed 31 December 2023] On or before the date of issue of the listing document, the following documents must be supplied to the Exchange:—~~

- (1) ~~[Repealed 31 December 2023] in the case of a new applicant or a listed issuer proposing to issue a listing document of the type referred to in rule 6A.36(1) within the minimum period referred to in rule 6A.19 or any period fixed for the purposes of rule 6A.20 during which the issuer or the issuer's holding company is required to appoint a Compliance Adviser, the signed declaration in the form set out in Appendix 7J as referred to in rule 6A.35;~~
- (2) ~~[Repealed 1 September 2008]~~
- (3) ~~[Repealed 31 December 2023] 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; and~~
- (4) ~~[Repealed 31 December 2023] 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.~~
- (5) ~~[Repealed 1 September 2008]~~

28.15 In the case of a listing document which constitutes a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the following



documents must be lodged with the Exchange by 11 a.m. on the intended date of authorisation of the prospectus:—

...

- (2) two ~~printed~~ copies of the prospectus, duly signed in accordance with section 38D(3) or section 342C(3) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (as the case may be) and having endorsed thereon or annexed thereto the documents stipulated by the relevant section;
- (3) in respect of a 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 or in respect of an English translation of the prospectus, a certificate issued by the translator certifying that the English translation of the Chinese version of the prospectus is true and accurate; and in either case, 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
- (4) 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.

*After the date of issue of the listing document but before dealings commence*

28.16 As soon as practicable after the issue of the listing document but before dealings commence, the following documents must be lodged with the Exchange:—

- (1) ~~[Repealed 31 December 2023] unless previously supplied under rule 28.13(9), a certified copy of the resolution(s) therein referred to;~~
- (2) the completed company information sheet in the prescribed form set out in Form G (published in Regulatory Forms) Appendix 5F, submitted in the electronic format specified by the Exchange from time to time, for publication on the Exchange's website, ~~together with a hard copy duly signed by or on behalf of each of the directors of the issuer;~~

*Note: This requirement does not relate to the guarantor, in the case of a guaranteed issue, unless the guarantor is itself a listed issuer.*

...

- (8) ~~[Repealed 31 December 2023] if requested by the Exchange, a declaration from the security printers responsible for the production of bearer documents of title in accordance with paragraph 24 of Part B of Appendix 2; and~~
- (9) a declaration substantially in the form set out in Form F (published in Regulatory Forms) Appendix 5E, duly signed by a director or the secretary of the issuer and a director or secretary of the guarantor, in the case of a guaranteed issue, together with any annual listing fee which is payable and which has not previously been paid (see Fees Rules Appendix 9).

28.17 For the avoidance of doubt, the provisions of Chapter 15 relating to prospectuses apply equally to debt securities.

### **Miscellaneous**

28.18 The making of the application for listing, the issue and allotment of all debt securities for which listing is sought, and the issue of the listing document, must be duly authorised and approved by the resolution(s) of the board of directors, other governing body or persons to whom powers have been properly delegated and/or resolution(s) at general meetings (as the case may be) of the issuer. In the case of a guaranteed issue, the making of the application for listing, the giving and signing of the guarantee(s) and authorising the issue of the listing document must be duly authorised and approved by the resolution(s) of the board of directors, other governing body and/or resolution(s) at general meetings of the guarantor.

## Chapter 29

### DEBT SECURITIES

#### LISTING DOCUMENTS

##### Preliminary

29.01 This Chapter does not apply to debt issues to professional investors only. It sets out the Exchange's requirements for the contents of listing documents relating to debt securities. Issuers are reminded that a listing document which is a prospectus within the meaning of the Companies (Winding Up and Miscellaneous Provisions) Ordinance must also comply with and be registered in accordance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance, in which case the procedures for registration as set out in Chapter 15 and rule 12.25 shall also be complied with. 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 15.09, will not apply in the cases of supplemental listing documents. Applicants should note that they are required to confirm in their applications that all requisite information has been included in the listing document or will be included ~~in~~before the final version is submitted for review (see Form C (published in Regulatory Forms) Appendix 5C).

...

29.02AA The Exchange shall be authorised by new applicants and listed issuers to file their "applications" (as defined in section 2 of the Securities and Futures (Stock Market Listing) Rules) and those corporate disclosure materials within the meaning of sections 7(1) and (2) of the Securities and Futures (Stock Market Listing) Rules received by the Exchange with the Commission pursuant to sections 5(2) and 7(3) of the Securities and Futures (Stock Market Listing) Rules respectively and new applicants and listed issuers shall be deemed to have agreed to the above by filing such applications and corporate disclosure materials with the Exchange. 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, the Exchange may require and new applicants and listed issuers shall execute such documents in favour of the Exchange perfecting the above authorisation as the Exchange may require. Applications and relevant corporate disclosure materials shall be filed with the Exchange in such manner ~~and number of copies~~ as the Exchange may from time to time prescribe.

...

##### Contents

29.08 The listing document is required to include the following:—

...

(2) subject to rule 29.09, all of the specific items of information which are set out in ~~Part C of Appendix D1C~~;

...

29.09 A bank may omit the items of information required by the following paragraphs of ~~Part C of Appendix D1C~~:—

...

29.10 Negative statements are required only where so indicated in ~~Part C of Appendix D1C~~.

...

29.20 ~~Model forms of formal notices for offers for subscription or sale and placings are set out in Appendix 10 for the guidance of issuers. Issuers are reminded that, where a prospectus has been registered with the Registrar of Companies pursuant to the Companies (Winding Up and Miscellaneous Provisions) Ordinance, every formal notice must comply with section 38B of that Ordinance.~~

...

## Chapter 30

### DEBT SECURITIES

#### DEBT ISSUES TO PROFESSIONAL INVESTORS ONLY

...

#### Securities' Qualifications for Listing

...

30.08 If an issuer is issuing guaranteed debt securities under rule 30.04 ~~the guarantee:~~

- (a) the guarantee must have been validly authorised;
- (b) the guarantee must comply with the guarantor's memorandum and articles of association or equivalent documents, if the guarantor is a body corporate; ~~and~~
- (c) the guarantee must comply with the law of the place where the guarantor is incorporated or established; ~~and~~
- (d) the guarantor must be validly incorporated or established in its place of incorporation or establishment.

...

#### Listing Document

...

30.22 A listing document must contain the information that the investors an issuer is offering the securities to would customarily expect it to contain. It need not comply with Appendix D1, ~~part C~~.

...

#### Application Procedures

...

30.28 An issuer must submit the following:

- (a) completed application form. If an issue is guaranteed the guarantor must also complete the application form. This is set out in ~~Appendix 5, part~~ Form C (published in Regulatory Forms).
  - (b) listing fee as provided in the Fees Rules ~~Appendix 9~~.
- ...
- (i) if an issue is convertible into shares listed on an exchange other than the Exchange a copy of the approvals authorising the issue and listing of those shares.

- (j) ~~[Repealed 31 December 2023] a written statement by the issuer's duly authorised representative confirming:~~
- ~~(1) where the issuer is not listed on the Exchange, the issuer has been validly incorporated or established in its place of incorporation or establishment; and~~
  - ~~(2) the issuer has obtained all necessary internal authorisations to issue and allot the debt securities, make an application for listing and issue the listing document.~~
- (k) ~~[Repealed 31 December 2023] if an issue is guaranteed, a written statement by the guarantor's duly authorised representative confirming:~~
- ~~(1) where the guarantor is not listed on the Exchange, the guarantor has been validly incorporated or established in its place of incorporation or establishment; and~~
  - ~~(2) the guarantor has obtained all necessary internal authorisations to approve the listing application and the issuing of the listing document.~~

An issuer may submit drafts of the application form in (a) ~~and the confirmation in (j) and (k)~~ to enable the Exchange to consider whether an issue and issuer are eligible for listing. ~~The final confirmation in (j) and (k) may be submitted after the listing application but before listing.~~

...

30.28A The issuer must have obtained all necessary internal authorisations approving the making of the listing application, the issue and allotment of all debt securities and the issuing of the listing document. In the case of a guaranteed issue, the guarantor must have obtained all necessary internal authorisations approving the listing application and the issuing of the listing document.

...

30.32 An issuer must publish a formal notice before listing. The notice must be in English or Chinese. ~~A model form of notice is set out in Appendix 10.~~

...

### **Continuing Obligations**

...

30.46 If an issuer is a body corporate it must provide the Exchange with its annual accounts and any interim report when they are issued. An issuer is exempt from this requirement if its securities are guaranteed by a body corporate in which case it must provide the guarantor's annual accounts and interim report. ~~The Exchange will accept a printed or electronic copy.~~ If the annual accounts or interim report are published on a website and the issuer notifies the Exchange when they are published on that site it does not have to send it a ~~printed~~ copy.

...

## Chapter 31

### DEBT SECURITIES

#### CONTINUING OBLIGATIONS

##### Preliminary

31.01 This Chapter does not apply to debt issues to professional investors only. An issuer of debt securities and its guarantor, in the case of a guaranteed issue, shall comply (and each undertakes pursuant to the issuer's application for listing (~~Appendix 5C~~ Form C (published in Regulatory Forms)), once any such debt securities have been admitted to listing, to comply), at all times, with all of the requirements of the GEM Listing Rules relevant to issuers of debt securities, save for any that are stated not to apply.

...

31.01A The directors or members of other governing body of an issuer of debt securities listed or to be listed on the Exchange are collectively and individually responsible for ensuring the issuer's full compliance with the applicable GEM Listing Rules. The directors or members of other governing body of a guarantor of debt securities listed or to be listed on the Exchange are collectively and individually responsible for ensuring the guarantor's full compliance with the applicable GEM Listing Rules.

31.02 ~~[Repealed 31 December 2023]The Exchange is available to all issuers to help and advise in the strictest confidence on the interpretation of the requirements of their continuing obligations.~~

...

##### Changes

31.15 The issuer shall inform the Exchange and publish an announcement immediately after (and for the purpose of providing details of) any decision made with regard to:—

- (1) any proposed material alteration of the issuer's memorandum or articles of association or equivalent documents which would affect the rights of holders of its listed debt securities;
- (2) any changes in its directorate and shall provide with the Exchange as soon as practicable after the appointment of any new director the contact information required under rule 5.13A(1) (in the manner prescribed by the Exchange from time to time), and shall procure that each new director or member of its governing body shall sign and lodge with the Exchange no later than 14 business days prior to the proposed date of his appointment a declaration, undertaking and acknowledgement in the relevant form set out in Appendix 6;
- (3) any change in the rights attaching to any class of listed debt securities (including any change in the rate of interest carried by a debt security) and any change in the rights attaching to any shares into which any listed debt securities are convertible or exchangeable; and

- (4) any change in its secretary, auditors or registered office or registered place of business in Hong Kong.

...

### **Amendments to company information sheet**

- 31.18 An issuer (but not for the avoidance of doubt a guarantor in the case of a guaranteed issue) shall submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the Exchange's website a revised company information sheet, in the prescribed form set out in Form G (published in Regulatory Forms) Appendix 5F, ~~together with a hard copy duly signed by or on behalf of each of the directors of the issuer,~~ as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

### **Announcements, circulars and other documents**

#### *General*

- 31.19 In addition to the specific requirements set out in the GEM Listing Rules, the issuer shall:—
- (1) submit to the Exchange a draft ~~copies of drafts,~~ for review before they are issued, of any announcements or advertisements relating to the issue of new or further debt securities or any announcements or advertisements the subject matter of which may involve a change in or relate to or affect arrangements regarding trading in its listed debt securities (including a suspension of dealings);
  - (2) submit to the Exchange a draft ~~copies of drafts,~~ for review before they are issued, of any proposed amendment to its memorandum or articles of association or equivalent document which would affect the rights of the holders of its listed debt securities; and
  - (3) not issue any of such documents until the Exchange has confirmed to the issuer that it has no further comments thereon.

*Notes: 1 ~~4 copies of e~~ Each document are required, which should be submitted in sufficient time for review and, if necessary, re-submission prior to dissemination or final printing.*

...

- 31.19A The Exchange shall be authorised by the issuer to file "applications" (as defined in section 2 of the Statutory Rules) and those corporate disclosure materials within the meaning of sections 7(1) and (2) of the Statutory Rules received by the Exchange with the Commission pursuant to sections 5(2) and 7(3) of the Statutory Rules respectively and issuers shall be deemed to have agreed to the above by filing such applications and corporate disclosure materials with the Exchange. 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, the issuer undertakes to execute such documents in favour of the Exchange perfecting the above authorisation as the Exchange may require. Applications and relevant corporate disclosure materials shall be filed with the Exchange in such manner ~~and number of copies~~ as the Exchange may from time to time prescribe.



...

~~Forwarding of documents, circulars, etc.~~ Publication of circulars and other documents

31.21 The issuer shall ~~publish~~ forward to the Exchange:—

- (1) ~~One~~ copy of each of the English language version and the Chinese language version (where applicable) of:—
  - (a) [Repealed 1 September 2008]
  - (b) the annual report and accounts and, where applicable, the summary financial report at the same time as they are despatched to the holders of its listed debt securities with registered addresses in Hong Kong; and
  - (c) any half-year or quarterly report prepared by the issuer as soon as possible after it has been approved by the board of directors of the issuer;

~~Note: Wherever practicable the issuer should provide the Exchange with such reasonable number of additional copies of these documents as the Exchange may request.~~

- (2) ~~One~~ copy of notices of meetings and notices by advertisement to holders of its ~~bearer~~ debt securities at the same time as they are issued; and
- (3) ~~upon request by the Exchange, such number as may be requested of one~~ certified copies of all resolutions of the holders of listed debt securities, within 15 days after they are passed.

...

**Financial information**

...

*Distribution of annual report and accounts*

31.38 ...

Notes: ...

- 4 ~~The issuer must publish~~ send 1 copy of each of the English language version and the Chinese language version of the directors' report and annual accounts and, where applicable, the summary financial report on the Exchange's website at the same time as they are sent to the holders of the issuer's listed debt securities with registered addresses in Hong Kong (see rule 31.21).

...

**Chapter 32**

**DEBT SECURITIES**  
**OVERSEAS ISSUERS**

...  
**Listing Document**  
...

32.05 The following modifications apply:—

- (1) some of the items of information specified in ~~Part C of Appendix D1C~~ D1C may be inappropriate. In such a case, the item should be appropriately adapted so that equivalent information is given;
- (2) if the overseas issuer does not have a board of directors the statement of responsibility required under paragraph 2 of ~~Part C of Appendix D1C~~ D1C must be made by all the members of the overseas issuer's equivalent governing body and the listing document should be modified appropriately;
- (3) the documents to be published on the Exchange's website and the issuer's own website will be the documents corresponding to those mentioned in paragraph 53 of ~~Part C of Appendix D1C~~ D1C. Where any of such documents are not in the English or Chinese language, a certified English or Chinese translation thereof must be published on the Exchange's website and the issuer's own website. In particular cases, the Exchange may require additional documents to be published on the Exchange's website and the issuer's own website; and

...

## Chapter 33

### DEBT SECURITIES

#### OPTIONS, WARRANTS AND SIMILAR RIGHTS

...

- 33.05 Paragraphs 32 and 33 of ~~Part C of Appendix D1C~~ set out additional requirements for the contents of listing documents relating to warrants.

## Chapter 34

### DEBT SECURITIES

#### CONVERTIBLE DEBT SECURITIES

...

- 34.06 Paragraphs 19 to 31 of ~~Part C of Appendix D1C~~ set out additional requirements for the contents of listing documents relating to the issue of convertible debt securities.

## Chapter 35

### DEBT SECURITIES

#### TAP ISSUES, DEBT ISSUANCE PROGRAMMES AND ASSET-BACKED SECURITIES

...

##### Debt issuance programmes

##### *Application procedure and requirements*

...

- 35.07 ~~An application in the form set out in Appendix 5~~ Form C (published in Regulatory Forms) need not be submitted for issues made after the first issue in any 12 month period after publication of the listing document.

...

##### *Listing document*

...

- 35.10 In addition to those documents mentioned in paragraph 53(5) of ~~Part C of Appendix D1C~~, the following must be published on the Exchange's website and the issuer's own website for as long as issues are made under the programme:

...

35.11 The listing document must include a statement that the documents required by paragraph 53(5) of ~~Part C of~~ Appendix D1C (documents on display) are published on the Exchange's website and the issuer's own website throughout the life of the programme.

### **Asset-backed securities**

#### *Listing document*

...

35.14 ...

In a case when the information required with respect to each borrower will be the same as that which would be required if it were itself the issuer of the securities to be listed, and where the issuer of the underlying securities or borrower of the underlying loans does not cooperate with the preparation of the listing document, then, as an alternative to the declaration required under paragraph 2 of ~~Part C of~~ Appendix D1C, a declaration in the following form is acceptable:

...

# The Stock Exchange of Hong Kong Limited

## Practice Note 2

to the Rules Governing the Listing of Securities on GEM  
of The Stock Exchange of Hong Kong Limited  
(the “GEM Listing Rules”)

Issued pursuant to rule 1.07 of the GEM Listing Rules

### DUE DILIGENCE BY SPONSORS IN RESPECT OF INITIAL LISTING APPLICATIONS

1. This Practice Note should be read together with Chapter 6A of the GEM Listing Rules and the SFC Sponsor Provisions. Chapter 6A, amongst other things, requires that Sponsors conduct reasonable inquiries (“due diligence”) to enable the Sponsor to discharge its obligations under rule 6A.11 ~~make a declaration set out in Appendix 7G under rule 6A.13~~. The SFC Sponsor Provisions provide a regulatory basis for defining the expected quality of work as a Sponsor.

...

#### Due Diligence

...

14. Typical due diligence inquiries in relation to the expert sections of the listing document include:
  - (c) verifying factual information for the purpose of discharging its obligations under rule 6A.11 ~~making that part of the declaration in rule 6A.13 and Appendix 7G(3)~~;

...

## **D. Document Content Requirements**

### **Appendix D1A**

#### **CONTENTS OF LISTING DOCUMENTS**

##### **Part A**

##### **Equity Securities**

**In the case where listing is sought for equity securities of an issuer no part of whose share capital is already listed**

...

**Information about the issuer's management**

...

45. ...

- (2) The information required to be included by virtue of paragraph 45(1) of Appendix D1A must specify the company in which interests or short positions are held, the class to which those securities belong and the number of such securities held, but need not disclose:

...

### **Appendix D1B**

#### **CONTENTS OF LISTING DOCUMENTS**

##### **Part B**

##### **Equity Securities**

**In the case where listing is sought for equity securities of an issuer some part of whose share capital is already listed**

...

**Information about the issuer's management**

...

38. ...

- (2) The information required to be included by virtue of paragraph 38(1) of Appendix D1B must specify the company in which interests or short positions are held, the class to which those securities belong and the number of such securities held, but need not disclose:

...

### **Appendix D1C**

#### **CONTENTS OF LISTING DOCUMENTS**

##### **Part C**

**Debt Securities**

**In the case where listing is sought for debt securities**

...

**Information about the issuer's management**

...

49. ...

- (2) The information required to be included by virtue of paragraph 49(1) of Appendix D1C must specify the company in which interests or short positions are held, the class to which those securities belong and the number of such securities held, but need not disclose:

...

**B. Documents of Title**

**Appendix B12**

**DOCUMENTS OF TITLE**

**Part A**

**Temporary Documents of Title**

**Equity securities**

...

- 6. In the absence of contrary instructions from the holders concerned, all letters of allotment and letters of rights to holders of securities with addresses outside Hong Kong must, if they are sent in hard copy under the Rules, be despatched by airmail.

...

**Appendix B2**

**DOCUMENTS OF TITLE**

**Part B**

**Definitive Documents of Title**

...

**Bearer Securities**

...

- 24. The issuer shall make appropriate arrangements with the high security printer to ensure compliance with the following, ~~must, if requested by the Exchange, give a declaration (which may, with the approval of the Exchange, be given on an annual basis) that:—~~

...

## **A. Shareholder Protection and Constitutional Documents**

### **Appendix A13**

**CORE SHAREHOLDER PROTECTION STANDARDS**

...

### **Appendix A24**

~~Trust Deeds or Other Documents Securing  
or Constituting Debt Securities~~

**TRUST DEEDS OR OTHER DOCUMENTS SECURING  
OR CONSTITUTING DEBT SECURITIES**

...



# **Appendix 5 Regulatory Forms**

## **FORMS RELATING TO LISTING**

### **FORM A**

#### **Application Form - Equity securities (of an issuer no part of whose share capital is already listed)**

...

1. We, ..... [Limited] (in English) ..... (in Chinese) (the "Issuer" and together with its subsidiaries, the "issuer group"), and ..... [Limited] (in English) ..... (in Chinese) (the "Sponsor") hereby apply for the listing of and for the permission to deal in the securities referred to in paragraph 6(b) below, subject to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules").

...

19. A cheque numbered ..... (cheque number) drawn on ..... (bank) for HK\$[ ..... ], the amount specified in the Fees Rules Appendix 9, has been enclosed for payment of the non-refundable initial listing fee/A sum of HK\$[ ..... ], the amount specified in the Fees Rules Appendix 9, has been electronically transferred to the Exchange's designated bank account as the nonrefundable initial listing fee\*. 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 acknowledges the Exchange's right to forfeit this amount. The Issuer also acknowledges the Exchange's rights under Notes 2(e) and (f) below.

\*Delete as appropriate

#### **19A. Sponsor's undertakings and confirmations**

We ..... (Name of the sponsor), the sponsor to the listing application, hereby:—

- (a) confirm and undertake that we have complied with, and will comply with, all applicable GEM Listing Rules and guidance materials on due diligence standards issued by the Exchange throughout the listing application process (or the part during which we continue to be engaged by the issuer as a sponsor) save with respect to provisions for which waiver has been sought;
- (b) confirm and undertake that we have advised and guided, and will continue to advise and guide, the issuer to comply with all applicable GEM Listing Rules and guidance materials throughout the listing application process; and
- (c) declare to the Exchange that as regards our relationship with the issuer, [we are and expect to be independent / we are not or do not expect to be independent because ..... (enter details of the circumstances that give rise to the lack of independence here or otherwise provide separate submissions)].

Yours faithfully

.....  
Name:  
for and on behalf of  
[Sponsor's name]  
**(Note 8)**

20. Issuer's Undertaking

We, ..... [Limited], the Issuer hereby undertake: -

- (a) for so long as any of our securities are listed on GEM, to comply and notify our directors, supervisors and controlling shareholders of their obligations to comply at all times with all of the requirements of the GEM Listing Rules from time to time in force (save for any that are stated not to apply); and hereby confirm that we have complied with, and will comply with, and have notified our directors, supervisors and controlling shareholders of their obligations to comply with, all applicable GEM Listing Rules and guidance materials throughout the listing application process;
- (aa) throughout the listing application process, to submit, or procure the submission on our behalf of, to the Exchange information that is accurate and complete in all material respects and not misleading or deceptive; and hereby confirm that all information in this application form and all documents submitted herewith are accurate and complete in all material respects and not misleading or deceptive;
- (b) to advise the Exchange as soon as practicable if any change of circumstance arises prior to the hearing date of the application by the GEM Listing Committee that would render any information (i) contained in this application form or the draft listing document submitted herewith or (ii) submitted to the Exchange during the listing application process, inaccurate or incomplete misleading in any material respect or misleading or deceptive;
- (c) to lodge with the Exchange, before dealings in the securities commence, the declaration (~~Appendix 5E~~ Form F (published in Regulatory Forms)) required by rule 12.26(7) of the GEM Listing Rules; and
- (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, declaration and acknowledgements set out herein.~~

...

22A. 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 (“relevant corporate materials”) 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.

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. Applications and relevant corporate disclosure materials shall be filed with the Exchange in such manner ~~and number of copies~~ as the Exchange may from time to time prescribe. In addition, we undertake to execute such documents in favour of the Exchange perfecting the above authorisation as the Exchange may require.

...

Yours faithfully,

Signed: .....  
Name: .....  
Director, Secretary or other  
duly authorised officer\*  
for and on behalf of  
Name of Issuer: .....  
\*Delete as appropriate

~~Yours faithfully,~~

Signed: .....  
Name: .....  
Director  
For and on behalf of  
Name of Sponsor: .....

## NOTES

...

- (2) ...  
(e) *in the event that the listing remains outstanding for more than 6 months after the date of the application form, any initial listing fee paid will be forfeited and a new application form together with a further non-refundable initial listing fee*

in the amount specified in the Fees Rules Appendix 9 must be submitted to the Exchange unless the Exchange agrees otherwise;

- (f) where there is a termination or addition of a Sponsor during the vetting process of the listing application, the Exchange will normally require the applicant to submit a new listing application form detailing a revised timetable and a further non-refundable initial listing fee in the amount specified in the Fees Rules Appendix 9. Any initial listing fee paid will, in such circumstances, be forfeited; and

...

- (8) To the extent that this form is required to be signed on the behalf of the Sponsor, the Exchange expects that it would be signed by Principal(s) who act(s) as the supervisor(s) of the Transaction Team (as defined in the SFC Sponsor Provisions) undertaking the listing assignment. However, notwithstanding who signs this form on behalf of the Sponsor, the Management (as defined in the SFC Sponsor Provisions) 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 SFC Sponsor Provisions.
- (9) Each and every director of the sponsor firm, and any officer or representative of the sponsor firm supplying information sought in this form should:
- (a) note that this form constitutes a record or document which is to be provided to the Exchange in connection with the performance of its functions under "relevant provisions" (as defined in Part 1 of Schedule 1 to the Securities and Futures Ordinance as amended from time to time); and
- (b) be aware that giving to the Exchange any record or document which is false or misleading in a material particular will render relevant persons liable for prosecution for an offence under subsection 384(3) of the Securities and Futures Ordinance as amended from time to time.

## **Appendix 5 Regulatory Forms**

### **FORMS RELATING TO LISTING**

#### **FORM B**

#### **Application Form - Equity securities (of an issuer part of whose share capital is already listed)**

...

13. Details of renounceable document (where applicable):  
(a) type of document.....(which must comply with ~~Part A of Appendix B12~~ to the GEM Listing Rules).

...

- 17A. **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 (“relevant corporate materials”) 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.**

**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. Applications and relevant corporate disclosure materials shall be filed with the Exchange in such manner ~~and number of copies~~ as the Exchange may from time to time prescribe. In addition, we undertake to execute such documents in favour of the Exchange perfecting the above authorisation as the Exchange may require.**

...

## **Appendix 5 Regulatory Forms**

### **FORMS RELATING TO LISTING**

#### **FORM C**

##### **Application Form - Debt securities**

...

...

12. A cheque numbered .....(cheque number) drawn on .....(bank) for HK\$[ ], the amount specified in the Fees Rules Appendix 9, has been enclosed for payment of the listing fee/A sum of HK\$[ ], the amount specified in the Fees Rules Appendix 9, has been electronically transferred to the Exchange's designated bank account as the payment of the listing fee\*.

\*Delete as appropriate

13. **We hereby undertake:-**

(a) **for so long as any of our securities are listed on GEM, to comply at all times with all the requirements of the GEM Listing Rules, relevant to issuers of debt securities from time to time in force (save for any that are stated not to apply) and hereby confirm that we have complied with, and will comply with, all applicable GEM Listing Rules and guidance materials throughout the listing application process;**

**(aa) throughout the listing application process, to submit, or procure the submission on our behalf of, to the Exchange information that is accurate and complete in all material respects and not misleading or deceptive;**

(b) **to advise the Exchange as soon as practicable if any change of circumstance arises prior to the hearing date of the application (if applicable) or the proposed date of issue of the securities the subject of this application, that would render any information (i) contained in this application form or the listing document (if any) or (ii) submitted to the Exchange during the listing application process, inaccurate or incomplete misleading in any material respect or misleading or deceptive;**

(c) **to lodge with the Exchange, before dealings in the securities the subject of this application commence, the declaration (~~Appendix 5E~~ Form F (published in Regulatory Forms)) required by rule 28.16(9) of the GEM Listing Rules; and**

...

**~~Any new applicant (but not for the avoidance of doubt a listed issuer) must attach a certified extract from the board minutes of the Issuer authorising the submission of this form and approving the undertaking and declaration set out herein.~~**

**13A. Guarantor’s declarations and undertakings (for guaranteed debt issue)**

**We . . . . . (Name of the guarantor where the debt securities for which listing is hereby applied are guaranteed), the guarantor of the issuer’s debt securities hereby:—**

- (a) undertake for so long as any of the issuer’s debt securities are listed on GEM, to comply at all times with all of the requirements of the applicable GEM Listing Rules from time to time in force; and hereby confirm that we have complied with, and will comply with, all applicable GEM Listing Rules and guidance materials throughout the listing application process;**
- (b) undertake throughout the listing application process to submit, or procure the submission on our behalf of, to the Exchange information that is accurate and complete in all material respects and not misleading or deceptive; and hereby confirm that all information in this application form and all documents submitted herewith are accurate and complete in all material respects and not misleading or deceptive; and**
- (c) undertake to advise the Exchange as soon as practicable if any change of circumstance arises that would render any information (i) contained in this application form or the listing document (if any) or (ii) submitted to the Exchange during the listing application process, inaccurate or incomplete in any material respect or misleading or deceptive.**

**14. We declare, to the best of our knowledge and belief, having made due and careful enquiries, that:—**

...

- (b) the information supplied in this form and in the documents submitted together with this form is accurate and complete in all material respects and not misleading or deceptive (save in respect of matters that cannot be ascertained as at the date of this form);**

...

**14A. 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 (“relevant corporate materials”) 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.**

**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.**

Applications and relevant corporate disclosure materials shall be filed with the Exchange in such manner and number of copies as the Exchange may from time to time prescribe. In addition, we undertake to execute such documents in favour of the Exchange perfecting the above authorisation as the Exchange may require.

Yours faithfully,

...

**[Only for listing application of debt securities which are guaranteed]**

.....  
For and on behalf of  
[the guarantor of the debt securities]

#### NOTES

...

- (7) *In the case of a guaranteed issue, this form, in addition to being completed by the Issuer, must be completed by the guarantor~~adapted in a manner approved by the Exchange and duly completed by the guarantor. In particular, the guarantor is required to complete the undertaking set out in paragraph 13 (save as regards subparagraphs (c) and (d)) and declaration set out in paragraph 14. The guarantor must attach a certified extract from the board minutes of the guarantor authorising the submission of this form and approving the undertaking and declaration referred to above.~~*



## **~~Appendix 5~~ Regulatory Forms**

FORMS RELATING TO LISTING

FORM D

Marketing statement (concerning a placing of equity securities)

...

## **~~Appendix 5~~ Regulatory Forms**

FORMS RELATING TO LISTING

FORM FE

Issuer's declaration of compliance

...

## **~~Appendix 5~~ Regulatory Forms**

FORMS RELATING TO LISTING

FORM GF

GEM

Company Information Sheet

...

## Appendix 6

附錄六

### ~~DIRECTOR'S AND SUPERVISOR'S FORMS~~

~~董事及監事的表格~~

~~Form A~~

~~A表格~~

### ~~Director's Declaration, Undertaking and Acknowledgement~~

~~董事的聲明、承諾及確認~~

~~Part 1~~

~~第一部分~~

### ~~DECLARATION~~

~~聲明~~

<del>1. State:—</del> <del>請填報:—</del>	<del>in-English</del> <del>英文</del>	<del>in-Chinese</del> <del>中文</del>
<del>(a) present surname and any former surname(s)*</del> <del>現時姓氏及任何前度姓氏*</del>	<del>.....</del>	<del>.....</del>
<del>(b) alias, if any*</del> <del>別名, 如有*</del>	<del>.....</del>	<del>.....</del>
<del>(c) present forename(s) and any former forename(s)*</del> <del>現時名字及任何前度名字*</del>	<del>.....</del>	<del>.....</del>
<del>(d) date of birth</del> <del>出生日期</del>	<del>.....</del>	<del>.....</del>
<del>(e) residential address</del> <del>住址</del>	<del>.....</del>	<del>.....</del>
<del>(f) nationality and former nationality, if any</del> <del>國籍及前度國籍, 如有</del>	<del>.....</del>	<del>.....</del>
<del>(g) (i) Hong Kong ID card number</del> <del>香港身份證號碼</del>	<del>.....</del>	<del>.....</del>
<del>(ii) in the case of a non-Hong Kong ID-cardholder, passport number or any identification document number and name of issuing authority</del>	<del>.....</del>	<del>.....</del>

———— 如為非香港身份證持有人，請  
列明護照號碼或任何身份識別  
文件號碼，以及簽發機構名稱

(h) ~~name of issuer (i.e. the new  
applicant/listed issuer)~~

———— 發行人（新申請人/上市發行  
人）名稱

(i) ~~sex (male/female/non-  
binary/others)~~

———— 性別（男/女/非二元性別/其  
他）

\* ~~As set out in the Hong Kong ID card, or any relevant identification document  
referred to in 1(g) above.~~

\* ~~香港身份證或上文 1(g) 所述的任何有關身份識別文件上所示者~~

2. ~~The relevant document that sets out my personal details in the manner described in  
paragraph 41 of Appendix 1A or rule 17.50(2), as the case may be, of the Rules  
Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong  
Limited from time to time in force (the “GEM Listing Rules”) is:  
按不時生效的《香港聯合交易所有限公司 GEM 證券上市規則》（《GEM 上市規則》）  
附錄—A 第 41 段或第 17.50(2) 條所述方式（視屬何情況而定）載有本人的個人資料  
的有關文件為:~~

———— (Tick as appropriate)  
———— (請在適當方格內加上√號)

———— In the case of new applicant:  
———— 如屬新申請人:

~~the listing document dated..... which has been  
duly registered with the Companies Registry.~~

———— 日期為.....年.....  
月.....日並已正式在公司註冊處登記的上市文件。

In the case of listed issuer:

如屬上市發行人:

~~the announcement dated.....by the issuer as  
required under GEM Listing Rule 17.50(2) with regard to my appointment as  
a director of the issuer.~~

———— 發行人按《GEM 上市規則》第 17.50(2) 條的規定，就委任本人為發行人董事  
的公告。公告日期為.....年.....月.....日。

## Part 2

## 第三部分

### UNDERTAKING AND ACKNOWLEDGEMENT

#### 承諾及確認

The particulars referred to in this Part 2 are:—

此第三部分所述的資料為:—

(a) ~~in the exercise of my powers and duties as a director of ..... (Insert the name of the issuer) I, the undersigned, shall:—~~

~~在行使..... (填入發行人名字)董事的權力及職責時, 本人 (簽署人) 須:—~~

~~(i) comply to the best of my ability with the GEM Listing Rules;~~

~~盡力遵守《GEM上市規則》;~~

~~(ii) use my best endeavours to procure the issuer to comply with the GEM Listing Rules;~~

~~盡力促使發行人遵守《GEM上市規則》;~~

~~(iii) use my best endeavours to procure any alternate of mine to comply with the GEM Listing Rules; and~~

~~盡力促使本人的任何替任人遵守《GEM上市規則》; 及~~

~~(iv) comply to the best of my ability, and use my best endeavours to procure the issuer to comply, with the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Securities and Futures Ordinance, the Code on Takeovers and Mergers, the Code on Share Buy-backs and all other securities laws and regulations from time to time in force in Hong Kong;~~

~~盡力遵守並盡力促使發行人遵守《公司條例》、《公司(清盤及雜項條文)條例》、《證券及期貨條例》、《公司收購及合併守則》、《公司股份回購守則》及香港所有其他不時生效的有關證券的法例及規例;~~

~~(b) I shall, when I am a director of the issuer and after I cease to be so:~~

~~本人出任發行人董事時以及停止擔任發行人董事後均須:—~~

~~(i) provide to The Stock Exchange of Hong Kong Limited (the "Exchange") and the Securities and Futures Commission (the "Commission") as soon as possible, or otherwise in accordance with time limits imposed by the Exchange or the Commission:~~

~~盡快或根據香港聯合交易所有限公司 (聯交所或本交易所) 或證券及期貨事務監察委員會 (證監會) 設定的時限向聯交所及證監會提供以下資料及文件:—~~

~~(1) any information and documents that the Exchange or the Commission reasonably considers appropriate to protect investors or ensure the smooth operation of the market; and~~

~~聯交所或證監會合理地認為可保障投資者或確保市場運作暢順的任何資料及文件; 及~~

~~(2) any other information and documents or explanation that the Exchange may reasonably require for the purpose of verifying~~

~~compliance with the GEM Listing Rules or as requested by the Commission; and~~

~~聯交所可為核實是否有遵守《GEM上市規則》事宜而合理地要求或證監會要求的任何其他資料及文件或解釋；及~~

~~(ii) cooperate in any investigation conducted by the Listing Division (as such term is defined in rule 1.01 of the GEM Listing Rules) and/or the Listing Committee (as such term is defined in rule 1.01 of the GEM Listing Rules) or the Commission, including answering promptly and openly any questions addressed to me, promptly producing the originals or copies of any relevant documents and attending before any meeting or hearing at which I am requested to appear;~~

~~在聯交所上市科(按《GEM上市規則》第1.01條界定)及/或上市委員會(按《GEM上市規則》第1.01條界定)或證監會所進行的任何調查中給予合作，包括及時及坦白地答覆向本人提出的任何問題，及時地提供任何有關文件的正本或副本，並出席本人被要求出席的任何會議或聽證會；~~

~~(c) I shall inform the Exchange (in the manner prescribed by the Exchange from time to time):~~

~~本人須在下列情況下(以聯交所不時規定的方式)將下述資料通知聯交所：~~

~~(i) as soon as reasonably practicable after my appointment, my telephone number, mobile phone number, facsimile number (if available), email address (if available), residential address and contact address (if different from the residential address) for correspondence from and service of notices and other documents by the Exchange or the Commission;~~

~~於獲委任後在合理可行情況下盡快提供本人的電話號碼、手機號碼、傳真號碼(如有)、電郵地址(如有)、住址及用以接收聯交所或證監會所發出的信函及送達的通知書和其他文件的聯絡地址(如與住址不同)；~~

~~(ii) for so long as I remain as a director of the issuer, any change to the contact information as described in paragraph (i) as soon as reasonably practicable and in any event within 28 days of such change; and~~

~~在出任發行人董事期間，如第(i)段所述聯絡資料有變，須在合理可行的情況下盡快(無論如何於有關變動出現後28日內)通知聯交所；及~~

~~(iii) for a period of 3 years from the date on which I cease to be a director of the issuer, any change to the contact information as described in paragraph (i) as soon as reasonably practicable and in any event within 28 days of such change.~~

~~在本人不再出任發行人董事的日期起計三年內，如第(i)段所述聯絡資料有變，須在合理可行的情況下盡快(無論如何須於有關變動出現後28日內)通知聯交所。~~

~~I acknowledge and agree that any correspondence from and/or service of notices and other documents by the Exchange or the Commission to me when I am a director of the issuer or after I cease to be so, for whatever purposes (including but not limited to the service of notice of disciplinary proceedings) shall be deemed to have been validly and adequately served on me when the document or notice is served personally or is sent by post, facsimile or email to the address or number I provide to the Exchange. I agree and acknowledge that I am responsible for keeping the Exchange informed of my up-to-date contact details. I acknowledge that, if I, as the~~

~~director or former director of the issuer, fail to provide the Exchange with my up-to-date contact details or arrange for notices, documents or correspondence to be forwarded to me, I may not be alerted to any proceedings commenced against me by the Exchange or the Commission;~~

~~本人確認及同意，在本人出任發行人董事期間或不再出任發行人董事之後，但凡聯交所或證監會就任何目的向本人發出的信函及/或送達的通知書及其他文件（包括但不限於送達紀律程序的通知）若以面交本人的方式，或以郵寄、傳真或電郵的方式送達本人向聯交所提供的地址或號碼，即被視為已有效及充分地送達本人。本人同意及確認，本人有責任向聯交所提供本人最新的聯絡資料。本人確認，若本人（作為發行人的董事或前董事）未能向聯交所提供本人最新的聯絡資料，或未有為送呈本人的通知、文件或書信提供轉送安排，本人可能會不知悉聯交所或證監會向本人展開的任何程序；~~

~~(d) I, in accepting to be a director of the issuer, hereby (i) irrevocably appoint the issuer as my agent, for so long as I remain as a director of the issuer, for receiving on my behalf any correspondence from and/or service of notices and other documents by the Exchange or the Commission; and (ii) authorise the Executive Director — Listing Division, or any person authorised by the Executive Director — Listing Division, to disclose any of my personal particulars given by me to members of the Listing Committee or the Commission and, with the approval of the Chairman or a Deputy Chairman of the Exchange, to such other persons, as the Executive Director — Listing Division may from time to time think fit; and~~

~~本人接受出任發行人的董事，即(i)不可撤回地委任發行人為本人的代理人，在本人出任發行人董事期間，代表本人接收任何聯交所或證監會發出的信函及/或送達的通知書及其他文件；及(ii)授權上市科執行總監（或獲其授權的任何人士）將本人提供的個人資料向上市委員會委員或證監會披露；並在聯交所主席或一位副主席批准的情況下，向上市科執行總監不時認為適當的其他人士披露；及~~

~~(e) I hereby submit to the jurisdiction of the Exchange in respect of all matters relevant to the GEM Listing Rules.~~

~~本人在此接受聯交所就有關《GEM上市規則》各方面的管轄。~~

~~I, ..... [Insert Chinese name, if any]:~~

~~本人 ..... [請填上中文姓名（如有）]:~~

~~(i) solemnly and sincerely declare that all particulars about me that appear in Part 1(1) of this Form A and in the document referred to in Part 1(2) of this Form A are true, complete and accurate, that I accept responsibility for the truthfulness, accuracy and completeness of the foregoing particulars, that I have not made any statements or omissions which would render such particulars untrue or misleading, that I understand the possible consequences of giving information which is false or misleading in a material particular including those as set forth in Note (1) hereto, and that I understand that the Exchange may rely upon the foregoing particulars in assessing my suitability to act as a director of the issuer; and~~

~~謹以至誠鄭重聲明，在本A表格第一部分(1)及本A表格第一部分(2)所述文件所示有關本人的所有詳細資料均為真實、完整及準確，且本人對上述資料的真實性、準確性及完整性承擔責任，而本人亦無作出任何聲明或遺漏，致使有關資料不真實或具誤導性，本人亦明白在要項上提供虛假或具誤導性的資~~

料可能引致的後果（包括本表格附註 1 所載內容）；本人並明白，聯交所或會倚賴上述資料來評估本人是否適合出任發行人董事；及

(ii) ~~undertake and acknowledge with the Exchange in the terms set out in Part 2 of this Form A.~~

~~按本 A 表格第二部分所載的條款向聯交所作出承諾及確認。~~

Signature 簽署: .....

Name of director 董事姓名: .....

Hong Kong ID Card Number\*

香港身份證號碼\*: .....

Dated 日期: .....

Certified as the true signature of

由以下人士證明上述簽署為 ..... 的真實簽署

By:

Signature (Secretary/Director)

簽署 (秘書/董事) : .....

Name (Secretary/Director)

姓名 (秘書/董事) : .....

\* ~~In the case of a non-Hong Kong ID cardholder, state the passport number or any identification document number and name of issuing authority.~~

~~如為非香港身份證持有人，請列明護照號碼或任何身份識別文件號碼，以及簽發機構名稱。~~

### Part 3

#### 第三部分

(A) ~~If the issuer is a new applicant, the following sponsor's certification must be completed:—~~

~~如發行人為新申請人，下列的保薦人證明亦須填報:~~

#### SPONSOR'S CERTIFICATION

##### 保薦人證明

We, ....., are the sponsor for the issuer appointed on [Date] for the purpose referred to in GEM Listing Rule 6A.02 and have offices located at..... We hereby certify that we have read the particulars provided by ..... [Insert name of director] in and any document referred to in Part 1 (1) and (2) of this Form A and we are not aware of any information that would lead a reasonable person to inquire further concerning the truthfulness, completeness or accuracy of any of the particulars so provided.

我們 ....., 乃在 [日期] 為《GEM 上市規則》第 6A.02 條所提及的目的而委任的發行人的保薦人，辦事處設於.....。我們茲證明，我們已閱讀..... [填入董事的姓名] 在 A 表格第一部

份(1)及(2)所作及所述任何文件內作出的回答，我們並不知悉任何資料，足以使一名合理的人士，就如此填報的資料的真實性、完整性及準確性作進一步的查詢。

Executed this ..... day of ..... 20 ....., in .....  
本證明於 20 ..... 年 ..... 月 ..... 日在 簽立。

(Signed 簽署).....

~~(B) The following solicitor's certification must be completed whenever this Form A is required to be lodged with The Stock Exchange of Hong Kong Limited:—  
按規定須向香港聯合交易所有限公司呈報本 A 表格的，均須填報下列律師證明：~~

**SOLICITOR'S CERTIFICATION**  
律師證明

~~We, ..... are a firm of solicitors qualified to advise on Hong Kong law with offices located at ..... We hereby certify that we have explained all applicable requirements and procedures for completing and executing this Form A and the documents referred to in this Form A, and the possible consequences of making any false declaration or giving false information, to ..... [Insert name of director]. Further, we hereby certify that ..... [Insert name of director] has acknowledged to us that he / she understands the foregoing.~~

~~我們，.....，為一家有資格就香港法律提供意見的律師行，辦事處設於..... 我們茲證明，我們已向..... [填入董事的姓名] 解釋填報及簽立本 A 表格及本 A 表格所指的文件的所有適用規定和程序，以及作出任何虛假聲明或提供虛假信息所可能引致的後果。此外，我們茲證明..... [填入董事的姓名] 已向我們承認其了解上述各項。~~

Executed this ..... day of ..... 20 ....., in .....  
本證明於 20 ..... 年 ..... 月 ..... 日在 簽立。

(Signed 簽署).....

Notes: (1) *The failure of any person required to lodge this Form A to complete Part 1 of this Form A truthfully, completely and accurately, or the failure to execute Part 2 of this Form A or to observe any of the undertakings made under that Part, constitutes a breach of the GEM Listing Rules. In addition, every director of the issuer supplying information sought or referred to in this Form A, should note that such information constitutes information which is provided to the Exchange in purported compliance with a requirement to provide information under the "relevant provisions" (as defined in Part 1 of Schedule 1 to the Securities and Futures Ordinance, Cap. 571) and is likely to be relied upon by the Exchange. In relation to this, you should be aware that giving to the Exchange any information*

附註:



~~which is false or misleading in a material particular will render the relevant person liable for prosecution for an offence under section 384 of the Securities and Futures Ordinance. If you have any queries you should consult the Exchange or your professional adviser immediately.~~

~~按規定須呈交本 A 表格的任何人士，若未能真實、完整及準確地填妥本 A 表格第一部分，或未能簽立本表格第二部分又或未能遵守該部分所作的任何承諾，均構成違反《GEM 上市規則》。此外，凡提供本 A 表格所要求或所述資料的發行人董事均應注意，該等資料構成本意是為遵守「有關條文」（定義見香港法例第 571 章《證券及期貨條例》附表 1 第 1 部）項下關於提供資料的規定而向本交易所提供的資料，本交易所或會依賴該等資料。就此，閣下應注意，根據《證券及期貨條例》第 384 條，在要項上向本交易所提供虛假或具誤導性的資料，有關人士即屬犯法，會遭檢控。若閣下有任何疑問，應立即諮詢本交易所或閣下的專業顧問。~~

- (2) ~~To the extent that this form is required to be signed by the Sponsor, the Exchange expects that it would be signed by the Principal(s) who act(s) as the supervisor(s) of the Transaction Team (as defined in the SFC Sponsor Provisions) undertaking the listing assignment. However, notwithstanding who signs this form on behalf of the Sponsor, the Management (as defined in the SFC Sponsor Provisions) 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 SFC Sponsor Provisions.~~

~~只要此表格是規定須由保薦人簽署，本交易所認為，此表格須由承擔有關上市工作的交易小組（定義見「證監會保薦人條文」）的監督的主事人簽署。不過，無論是誰代表保薦人簽署此表格，保薦人的管理層（定義見「證監會保薦人條文」）須就保薦人公司工作的監督及質素保證負有最終責任。本交易所提醒保薦人：其有責任設立有效的內部系統及監控，並作出妥善的監督及監管；有關責任包括但不限於「證監會保薦人條文」所載的責任。~~

**Appendix 6**  
**附錄六**

**~~DIRECTOR'S AND SUPERVISOR'S FORMS~~**  
**董事及監事的表格**

**~~Form B~~**  
**~~B 表格~~**

**~~Director's Declaration, Undertaking and Acknowledgement (PRC Issuer)~~**  
**董事的聲明、承諾及確認（適用於中國發行人）**

**~~Part 1~~**  
**第一部分**

**~~DECLARATION~~**  
**聲明**

<del>1. State:</del> <del>請填報:</del>	<del>in English</del> <del>英文</del>	<del>in Chinese</del> <del>中文</del>
<del>(a) present surname and any former surname(s)*</del> <del>現時姓氏及任何前度姓氏*</del>	<del>.....</del>	<del>.....</del>
<del>(b) alias, if any*</del> <del>別名, 如有*</del>	<del>.....</del>	<del>.....</del>
<del>(c) present forename(s) and any former forename(s)*</del> <del>現時名字及任何前度名字*</del>	<del>.....</del>	<del>.....</del>
<del>(d) date of birth</del> <del>出生日期</del>	<del>.....</del>	<del>.....</del>
<del>(e) residential address</del> <del>住址</del>	<del>.....</del>	<del>.....</del>
<del>(f) nationality and former nationality, if any</del> <del>國籍及前度國籍, 如有</del>	<del>.....</del>	<del>.....</del>
<del>(g) (i) Hong Kong ID card number</del> <del>香港身份證號碼</del>	<del>.....</del>	<del>.....</del>
<del>(ii) in the case of a non-Hong Kong ID cardholder, passport number or any identification document</del>		

~~number and name of  
issuing authority~~

~~如為非香港身份證持有人，  
請列明護照號碼或任何身  
份識別文件號碼，以及簽發  
機構名稱~~

.....

.....

(h) ~~name of issuer (i.e. the  
new applicant/listed issuer)~~

~~發行人（新申請人/上市發  
行人）名稱~~

.....

.....

(i) ~~sex (male/female/non-  
binary/others)~~

~~性別（男/女/非三元性別/  
其他）~~

.....

.....

\* ~~As set out in the Hong Kong ID card, or any relevant identification document  
referred to in 1(g) above.~~

\* ~~香港身份證或上文 1(g) 所述的任何有關身份識別文件上所示者~~

2. ~~The relevant document that sets out my personal details in the manner described in  
paragraph 41 of Appendix 1A or rule 17.50(2), as the case may be, of the Rules  
Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong  
Limited from time to time in force (the “GEM Listing Rules”) is:~~

~~按不時生效的《香港聯合交易所有限公司 GEM 證券上市規則》（《GEM 上市規則》）  
附錄—A 第 41 段或第 17.50(2) 條所述方式（視屬何情況而定）載有本人的個人資料  
的有關文件為~~

~~(Tick as appropriate)~~

~~(請在適當方格內加上√號)~~

~~In the case of new applicant:~~

~~如屬新申請人：~~

~~the listing document dated..... which has been duly  
registered with the Companies Registry.~~

~~日期為.....年.....~~

~~月.....日並已正式在公司註冊處登記的上市文件。~~

~~In the case of listed issuer:~~

~~如屬上市發行人：~~

~~□~~ the announcement dated .....by the issuer as required under GEM Listing Rule 17.50(2) with regard to my appointment as a director of the issuer.

發行人按《GEM上市規則》第17.50(2)條的規定，就委任本人為發行人董事的公告。公告日期為.....  
年.....月.....日。

## Part 2 第二部分

### UNDERTAKING AND ACKNOWLEDGEMENT 承諾及確認

The particulars referred to in this Part 2 are:—  
此第二部分所述的資料為：

- (a) in the exercise of my powers and duties as a director of ..... (Insert the name of the issuer) I, the undersigned, shall:—  
在行使 ..... (填入發行人名字)董事的權力及職責時，本人 (簽署人) 須：—
- (i) comply to the best of my ability with the GEM Listing Rules, and all applicable laws, rules, regulations and normative statements from time to time in force in the PRC relating to the governing, operation, conduct or regulation of public companies in the PRC or elsewhere;  
— 盡力遵守《GEM上市規則》，及不時生效的所有關於中國或其他地方的公眾公司的管轄、運作、行為或監管事宜的適用中國法律、規則、規例及規範聲明；—
- (ii) comply to the best of my ability with the provisions of the issuer's articles of association (including all provisions regarding the duties of directors) and use my best endeavours to procure the issuer to act at all times in accordance with its articles of association;  
— 盡力遵守發行人的公司章程的規定 (包括有關董事職責的一切規定)，並盡力促使發行人在任何時候均按照其公司章程而行事；—
- (iii) use my best endeavours to procure the issuer to comply with the GEM Listing Rules;  
盡力促使發行人遵守《GEM上市規則》；—
- (iv) inform The Stock Exchange of Hong Kong Limited (the “Exchange”) forthwith and in writing, at any time while I am a director of the issuer (or within 12 months of my ceasing to be a director of the issuer), of any administrative or governmental notice or proceeding alleging a breach by the issuer or any of its subsidiaries or directors of any applicable laws, rules, regulations or normative statements in force in the PRC relating to the governing, operation, conduct or regulation of public companies;  
— 在本人擔任發行人的董事的任何期間 (或本人停止擔任發行人的董事後的十二個月內)，如有行政或政府部門的通知或涉及任何程序，指稱發行人或其任何附屬公司或董事，違反有關公眾公司的管轄、運作、行為或監管事宜而

~~不時生效的任何適用的中國法律、規則、規例或規範聲明，立即通知並以書面通知香港聯合交易所有限公司（聯交所或本交易所）；~~

~~(v) comply to the best of my ability, and use my best endeavours to procure the issuer to comply, with the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Securities and Futures Ordinance, the Code on Takeovers and Mergers, the Code on Share Buy-backs and all other relevant securities laws and regulations from time to time in force in Hong Kong; and~~

~~盡力遵守及盡力促使發行人遵守《公司條例》、《公司(清盤及雜項條文)條例》、《證券及期貨條例》、《公司收購及合併守則》、《公司股份回購守則》及香港所有其他不時生效的有關證券的法例與規例；及~~

~~(vi) use my best endeavours to procure any alternate of mine to comply with the GEM Listing Rules including the provisions as set out above;~~

~~盡力促使本人的任何替任人遵守《GEM上市規則》（包括上述各項條文）；~~

~~(b) I shall, when I am a director of the issuer and after I cease to be so:~~

~~本人出任發行人董事時以及停止擔任發行人董事後均須：~~

~~(i) provide to the Exchange and the Securities and Futures Commission (the "Commission") as soon as possible, or otherwise in accordance with time limits imposed by the Exchange or the Commission:~~

~~盡快或根據聯交所或證券及期貨事務監察委員會（證監會）設定的時限向聯交所及證監會提供以下資料及文件：~~

~~(1) any information and documents that the Exchange or the Commission reasonably considers appropriate to protect investors or ensure the smooth operation of the market; and~~

~~聯交所或證監會合理地認為可保障投資者或確保市場運作暢順的任何資料及文件；及~~

~~(2) any other information and documents or explanation that the Exchange may reasonably require for the purpose of verifying compliance with the GEM Listing Rules or as requested by the Commission; and~~

~~聯交所可為核實是否有遵守《GEM上市規則》事宜而合理地要求或證監會要求的任何其他資料及文件或解釋；及~~

~~(ii) cooperate in any investigation conducted by the Listing Division (as such term is defined in rule 1.01 of the GEM Listing Rules) and/or the Listing Committee (as such term is defined in rule 1.01 of the GEM Listing Rules) or the Commission, including answering promptly and openly any questions addressed to me, promptly producing the originals or copies of any relevant documents and attending before any meeting or hearing at which I am requested to appear;~~

~~在上市科（按《GEM上市規則》第1.01條界定）及/或上市委員會（按《GEM上市規則》第1.01條界定）或證監會所進行的任何調查中給予合作，包括及時及坦白地答覆向本人提出的任何問題，及時地提供任何有關文件的正本或副本，並出席本人被要求出席的任何會議或聽證會；~~

~~(c) I, in accepting to be a director of the issuer, hereby (i) irrevocably appoint the issuer as my agent, for so long as I remain as a director of the issuer, for receiving on my behalf any correspondence from and/or service of notices and other documents by the Exchange or the Commission; and (ii) authorise the Executive Director — Listing Division, or any person authorised by the Executive Director — Listing Division, to disclose any of my personal particulars given by me to members of the Listing Committee or the Commission and, with the approval of the Chairman or a Deputy Chairman of the Exchange, to such other persons, as the Executive Director — Listing Division may from time to time think fit;~~

~~本人接受出任發行人的董事，即(i)不可撤回地委任發行人為本人的代理人，在本人出任發行人董事期間，代表本人接收任何聯交所或證監會發出的信函及/或送達的通知書及其他文件；及(ii)授權上市科執行總監（或獲其授權的任何人士）將本人提供的個人資料向上市委員會委員或證監會披露；並在聯交所主席或一位副主席批准的情況下，向上市科執行總監不時認為適當的其他人士披露；~~

~~(d) I shall inform the Exchange (in the manner prescribed by the Exchange from time to time):~~

~~本人須在下列情況下（以聯交所不時規定的方式）將下述資料通知聯交所：~~

~~(i) as soon as reasonably practicable after my appointment, my telephone number, mobile phone number, facsimile number (if available), email address (if available), residential address and contact address (if different from the residential address) for correspondence from and service of notices and other documents by the Exchange or the Commission;~~

~~於獲委任後在合理可行情況下盡快提供本人的電話號碼、手機號碼、傳真號碼（如有）、電郵地址（如有）、住址及用以接收聯交所或證監會所發出的信函及送達的通知書和其他文件的聯絡地址（如與住址不同）；~~

~~(ii) for so long as I remain as a director of the issuer, any change to the contact information as described in paragraph (i) as soon as reasonably practicable and in any event within 28 days of such change; and~~

~~在出任發行人董事期間，如第(i)段所述聯絡資料有變，須在合理可行的情況下盡快（無論如何於有關變動出現後 28 日內）通知聯交所；及~~

~~(iii) for a period of 3 years from the date on which I cease to be a director of the issuer, any change to the contact information as described in paragraph (i) as soon as reasonably practicable and in any event within 28 days of such change.~~

~~在本人不再出任發行人董事的日期起計三年內，如第(i)段所述聯絡資料有變，須在合理可行的情況下盡快（無論如何須於有關變動出現後 28 日內）通知聯交所。~~

~~I acknowledge and agree that any correspondence from and/or service of notices and other documents by the Exchange or the Commission to me when I am a director of the issuer or after I cease to be so, for whatever purposes (including but not limited to the service of notice of disciplinary proceedings) shall be deemed to have been validly and adequately served on me when the document or notice is served personally or is sent by post, facsimile or email to the address or number I provide to the Exchange. I agree and acknowledge that I am responsible for keeping the Exchange informed of my up-to-date contact details. I acknowledge that, if I, as the director or former director of the issuer, fail to provide the Exchange with my up-to-date contact details or arrange for notices, documents or correspondence to be~~

~~forwarded to me, I may not be alerted to any proceedings commenced against me by the Exchange or the Commission; and~~

~~本人確認及同意，在本人出任發行人董事期間或不再出任發行人董事之後，但凡聯交所或證監會就任何目的向本人發出的信函及/或送達的通知書及其他文件（包括但不限於送達紀律程序的通知）若以面交本人的方式，或以郵寄、傳真或電郵的方式送達本人向聯交所提供的地址或號碼，即被視為已有效及充分地送達本人。本人同意及確認，本人有責任向聯交所提供本人最新的聯絡資料。本人確認，若本人（作為發行人的董事或前董事）未能向聯交所提供本人最新的聯絡資料，或未有為送呈本人的通知、文件或書信提供轉送安排，本人可能會不知悉有關聯交所或證監會向本人展開的任何程序；及~~

~~(e) I hereby submit to the jurisdiction of the Exchange in respect of all matters relevant to the GEM Listing Rules.~~

~~本人在此接受聯交所就有關《GEM上市規則》各方面的管轄。~~

~~I, ..... [Insert Chinese name, if any]:  
本人..... [請填上中文姓名（如有）]:~~

~~(i) solemnly and sincerely declare that all particulars about me that appear in Part 1(1) of this Form B and in the document referred to in Part 1(2) of this Form B are true, complete and accurate, that I accept responsibility for the truthfulness, accuracy and completeness of the foregoing particulars, that I have not made any statements or omissions which would render such particulars untrue or misleading, that I understand the possible consequences of giving information which is false or misleading in a material particular including those as set forth in Note (1) hereto, and that I understand that the Exchange may rely upon the foregoing particulars in assessing my suitability to act as a director of the issuer; and~~

~~謹以至誠鄭重聲明，在本 B 表格第一部分(1)及本 B 表格第一部分(2)所述文件所示有關本人的所有詳細資料均為真實、完整及準確，且本人對上述資料的真實性、準確性及完整性承擔責任，而本人亦無作出任何聲明或遺漏，致使有關資料不真實或具誤導性，本人亦明白在要項上提供虛假或具誤導性的資料可能引致的後果（包括本表格附註 1 所載內容）；本人並明白，聯交所或會倚賴上述資料來評估本人是否適合出任發行人董事；及~~

~~(ii) undertake and acknowledge with the Exchange in the terms set out in Part 2 of this Form B.~~

~~按本 B 表格第二部分所載的條款向聯交所作出承諾及確認。~~

Signature 簽署: .....

Name of director 董事姓名: .....

Hong Kong ID Card Number\*  
香港身份證號碼\*: .....

Dated 日期: .....

Certified as the true signature of  
由以下人士證明上述簽署為 ..... 的真實簽署

By:  
Signature (Secretary/Director)  
簽署 (秘書/董事) : .....

Name (Secretary/Director)  
姓名 (秘書/董事) : .....

~~\* In the case of a non-Hong Kong ID cardholder, state the passport number or any identification document number and name of issuing authority.  
如為非香港身份證持有人，請列明護照號碼或任何身份識別文件號碼，以及簽發機構名稱。~~

**Part 3**  
**第三部分**

~~(A) If the issuer is a new applicant, the following sponsor's certification must be completed:—  
如發行人為新申請人，下列的保薦人證明亦須填報：—~~

**SPONSOR'S CERTIFICATION**  
**保薦人證明**

~~We, ....., are the sponsor for the issuer appointed on [Date] for the purpose referred to in GEM Listing Rule 6A.02 and have offices located at .....~~ We hereby certify that we have read the particulars provided by [Insert name of director] in and any document referred to in Part 1 (1) and (2) of this Form B and we are not aware of any information that would lead a reasonable person to inquire further concerning the truthfulness, completeness or accuracy of any of the particulars so provided. 我們 ....., 乃在〔日期〕為《GEM上市規則》第6A.02條所提及的目的而委任的發行人的保薦人，辦事處設於.....。我們茲證明，我們已閱讀.....〔填入董事的姓名〕在B表格第一部份(1)及(2)所作及所述任何文件內作出的回答，我們並不知悉任何資料，足以使一名合理的人士，就如此填報的資料的真實性、完整性及準確性作進一步的查詢。

~~Executed this ..... day of ..... 20 .....,  
in .....,  
本證明於 20 ..... 年 ..... 月 ..... 日在 ..... 簽立。~~

~~(Signed 簽署) .....~~

~~(B) The following solicitor's certification must be completed whenever this Form B is required to be lodged with The Stock Exchange of Hong Kong Limited:—  
按規定須向香港聯合交易所有限公司呈報本B表格的，均須填報下列律師證明：—~~

**SOLICITOR'S CERTIFICATION**  
**律師證明**



We, ..... are a firm of solicitors qualified to advise on Hong Kong law with offices located at ..... We hereby certify that we have explained all applicable requirements and procedures for completing and executing this Form B or the documents referred to in this Form B, and the possible consequences of making a false declaration or giving false information, to ..... [Insert name of director]. Further, we hereby certify that ..... [Insert name of director] has acknowledged to us that he/she understands the foregoing.

我們, ....., 為一家有資格就香港法律提供意見的律師行, 辦事處設於.....。我們茲證明, 我們已向..... [填入董事的姓名] 解釋填報及簽立本 B 表格及本 B 表格所指的文件的適用規定和程序, 以及作出虛假聲明或提供虛假信息所可能引致的後果。此外, 我們茲證明..... [填入董事的姓名] 已向我們承認其了解上述各項。

Executed this ..... day of ..... 20 .....,  
in .....

本證明於 20 ..... 年 ..... 月 ..... 日在簽立。

(Signed 簽署) .....

Notes: (1)

附註:

*The failure of any person required to lodge this Form B to complete Part 1 of this Form B truthfully, completely and accurately, or the failure to execute Part 2 of this Form B or to observe any of the undertakings made under that Part, constitutes a breach of the GEM Listing Rules. In addition, every director of the issuer supplying information sought or referred to in this Form B, should note that such information constitutes information which is provided to the Exchange in purported compliance with a requirement to provide information under the "relevant provisions" (as defined in Part 1 of Schedule 1 to the Securities and Futures Ordinance, Cap. 571) and is likely to be relied upon by the Exchange. In relation to this, you should be aware that giving to the Exchange any information which is false or misleading in a material particular will render the relevant person liable for prosecution for an offence under section 384 of the Securities and Futures Ordinance. If you have any queries you should consult the Exchange or your professional adviser immediately.*

按規定須呈交本 B 表格的任何人士, 若未能真實、完整及準確地填妥本 B 表格第一部分, 或未能簽立本 B 表格第二部分又或未能遵守該部分所作的任何承諾, 均構成違反《GEM 上市規則》。此外, 凡提供本 B 表格所要求或所述資料的發行人董事均應注意, 該等資料構成本意是為遵守「有關條文」(定義見香港法例第 571 章《證券及期貨條例》附表 1 第 1 部) 項下關於提供資料的規定而向本交易所提供的資料, 本交易所或會依賴該等資料。就此, 閣下應注意, 根據《證券及期貨條例》第 384 條, 在要項上向本交易所提供虛假或具誤導性的資料, 有關人士即屬犯法, 會遭檢控。若閣下有任何疑問, 應立即諮詢本交易所或閣下的專業顧問。

(2) ~~To the extent that this form is required to be signed by the Sponsor, the Exchange expects that it would be signed by the Principal(s) who act(s) as the supervisor(s) of the Transaction Team (as defined in the SFC Sponsor Provisions) undertaking the listing assignment. However, notwithstanding who signs this form on behalf of the Sponsor, the Management (as defined in the SFC Sponsor Provisions) 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 SFC Sponsor Provisions.~~

~~只要此表格是規定須由保薦人簽署，本交易所認為，此表格須由承擔有關上市工作的交易小組（定義見「證監會保薦人條文」）的監督的主事人簽署。不過，無論是誰代表保薦人簽署此表格，保薦人的管理層（定義見「證監會保薦人條文」）須就保薦人公司工作的監督及質素保證負有最終責任。本交易所提醒保薦人：其有責任設立有效的內部系統及監控，並作出妥善的監督及監管；有關責任包括但不限於「證監會保薦人條文」所載的責任。~~

## Appendix 6

附錄六

### DIRECTOR'S AND SUPERVISOR'S FORMS

董事及監事的表格

#### FORM C

C 表格

#### Supervisor's declaration and undertaking and acknowledgement in respect of an issuer incorporated in the People's Republic of China ("PRC")

監事的聲明、承諾及確認

(適用於在中華人民共和國(「中國」)註冊成立的發行人)

#### Part 1

第一部分

#### DECLARATION

聲明

1. State: 請填報:	in-English 英文	in-Chinese 中文
(a) present surname and any former surname(s)* 現時姓氏及任何前度姓氏*	.....	.....
(b) alias, if any* 別名, 如有*	.....	.....
(c) present forename(s) and any former forename(s)* 現時名字及任何前度名字*	.....	.....
(d) date of birth 出生日期	.....	.....
(e) residential address 住址	.....	.....
(f) nationality and former nationality, if any 國籍及前度國籍, 如有	.....	.....
(g) (i) Hong Kong ID card number 香港身份證號碼	.....	.....
(ii) in the case of a non-Hong Kong ID cardholder, passport number or any identification document		

~~number and name of  
issuing authority~~

~~如為非香港身份證持有  
人，請列明護照號碼或任  
何身份識別文件號碼，以  
及簽發機構名稱~~

.....

~~(h) name of issuer (i.e. the  
new applicant/listed  
issuer)~~

~~發行人（新申請人/上市發  
行人）名稱~~

.....

~~\* As set out in the Hong Kong ID card, or any relevant identification document  
referred to in 1(g) above.~~

~~\* 香港身份證或上文 1(g) 所述的任何有關身份識別文件上所示者。~~

~~2. The relevant document that sets out my personal details in the manner described in  
paragraph 41 of Appendix 1A or rule 17.50(2), as the case may be, of the Rules  
Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong  
Limited from time to time in force (the "GEM Listing Rules") is:~~

~~按不時生效的《香港聯合交易所有限公司 GEM 證券上市規則》（《GEM 上市規則》）  
附錄 A 第 41 段或第 17.50(2) 條所述方式（視屬何情況而定）載有本人個人資料的  
有關文件：~~

~~(Tick as appropriate)~~

~~(請在適當方格內加上√號)~~

~~In the case of new applicant:~~

~~如屬新申請人：~~

~~the listing document dated ..... which has been duly  
registered with the Companies Registry.~~

~~日期為 ..... 年 .....  
月 ..... 日並已正式在公司註冊處登記的上市文件。~~

~~In the case of listed issuer:~~

~~如屬上市發行人：~~

~~the announcement dated ..... by the issuer as  
required under GEM Listing Rule 17.50(2) with regard to my appointment as  
a supervisor of the issuer.~~

發行人按《GEM 上市規則》第 17.50(2)條的規定，就委任本人為發行人監事的公告。公告日期為.....年.....月.....日。

**Part 2**  
**第二部分**

**UNDERTAKING AND ACKNOWLEDGEMENT**  
**承諾及確認**

The particulars referred to in this Part 2 are:—  
此第二部分所述的資料為：

1. ~~in the exercise of my powers and duties as a supervisor of..... (Insert the name of the issuer) I, the undersigned, shall:~~  
~~在行使..... (填入發行人名字)監事的權力及職責時，本人 (簽署人) 須：~~

~~(a) comply to the best of my ability with all applicable laws, rules, regulations and normative statements from time to time in force in the PRC relating to the responsibilities, duties and obligations of a supervisor in connection with the governing, operation, conduct or regulation of public companies in the PRC or elsewhere;~~

~~盡力遵守不時生效的所有關於監事對中國或其他地方的公眾公司的管轄、運作、行為或監管的責任、職責及義務的適用中國法律、規則、規例及規範聲明；~~

~~(b) comply to the best of my ability with the provisions of the issuer's articles of association (including all provisions regarding the duties of supervisors) and use my best endeavours to procure the issuer and its directors to act at all times in accordance with the issuer's articles of association;~~

~~盡力遵守發行人的公司章程的規定 (包括有關監事職責的一切規定)，並盡力促使發行人及其董事在任何時候均按照發行人的公司章程而行事；~~

~~(c) use my best endeavours to procure the issuer and its directors to comply with the GEM Listing Rules, the Code on Takeovers and Mergers, the Code on Share Buy-backs and all other relevant securities laws and regulations from time to time in force in Hong Kong;~~

~~盡力促使發行人及其董事遵守《GEM 上市規則》、《公司收購及合併守則》、《公司股份回購守則》及香港所有其他不時生效的有關證券的法例及規例；~~

~~(d) inform The Stock Exchange of Hong Kong Limited (the "Exchange") forthwith and in writing, at any time while I am a supervisor of the issuer, of the initiation by the issuer's supervisory committee of legal proceedings against any director of the issuer;~~

~~在本人擔任發行人的監事的任何期間，如發行人的監事會對發行人的任何董事提出法律程序，立即通知及以書面通知香港聯合交易所有限公司 (聯交所或本交易所) ；~~

- ~~(e) — comply to the best of my ability, as if the same applied to me to the same extent as it does to directors, with: (a) Parts XIVA and XV of the Securities and Futures Ordinance; (b) rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by directors; (c) the Code on Takeovers and Mergers; (d) the Code on Share Buy-backs; and (e) all other relevant securities laws and regulations from time to time in force in Hong Kong;~~  
~~——盡力遵守下列條例及規則，猶如該條例適用於本人，程度上如同其適用於董事般：(a)《證券及期貨條例》第XIVA及XV部；(b)《GEM上市規則》第5.46至5.67條有關董事進行證券交易的規定；(c)《公司收購及合併守則》；(d)《公司股份回購守則》；以及(e)香港所有其他不時生效的有關證券法例與規例；~~
- ~~(f) — use my best endeavours to procure that any alternate of mine to comply with the provisions set out above;~~  
~~——盡力促使本人的任何替任人遵守上列條文；~~
- ~~(g) — I, in accepting to be a supervisor of the issuer, hereby (i) irrevocably appoint the issuer as my agent, for so long as I remain a supervisor of the issuer, for receiving on my behalf any correspondence from and/or service of notices and other documents by the Exchange or the Securities and Futures Commission (the “Commission”); and (ii) authorise the Executive Director — Listing Division (as such term is defined in rule 1.01 of the GEM Listing Rules), or any person authorised by the Executive Director — Listing Division, to disclose any of my personal particulars given by me to members of the Listing Committee (as such term is defined in rule 1.01 of the GEM Listing Rules) or the Commission and, with the approval of the Chairman or a Deputy Chairman of the Exchange, to such other persons, as the Executive Director — Listing Division may from time to time think fit; and~~  
~~——本人接受出任發行人的監事，即(i)不可撤回地委任發行人為本人的代理人，在本人出任發行人監事期間，代表本人接收任何聯交所或證券及期貨事務監察委員會（證監會）發出的信函及/或送達的通知書及其他文件，及(ii)授權上市科執行總監（按《GEM上市規則》第1.01條界定）（或獲其授權的任何人士）將本人提供的個人資料向上市委員會（按《GEM上市規則》第1.01條界定）委員或證監會披露；並在聯交所主席或一位副主席批准的情況下，向上市科執行總監不時認為適當的其他人士披露；及~~
- ~~(h) — I shall inform the Exchange (in the manner prescribed by the Exchange from time to time):~~  
~~——本人須在下列情況下（以聯交所不時規定的方式）將下述資料通知聯交所：~~
- ~~(i) — as soon as reasonably practicable after my appointment, my telephone number, mobile phone number, facsimile number (if available), email address (if available), residential address and contact address (if different from the residential address) for correspondence from and service of notices and other documents by the Exchange or the Commission;~~  
~~——於獲委任後在合理可行情況下盡快提供本人的電話號碼、手機號碼、傳真號碼（如有）、電郵地址（如有）、住址及用以接收聯交所或證監會所發出的信函及送達的通知書和其他文件的聯絡地址（如與住址不同）；~~

~~(ii) for so long as I remain a supervisor of the issuer, any change to the contact information as described in paragraph (i) as soon as reasonably practicable and in any event within 28 days of such change; and~~

~~在擔任發行人監事期間，如第(i)段所述聯絡資料有變，須在合理可行的情況下盡快（無論如何於有關變動出現後 28 日內）通知聯交所；及~~

~~(iii) for a period of 3 years from the date on which I cease to be a supervisor of the issuer, any change to the contact information as described in paragraph (i) as soon as reasonably practicable and in any event within 28 days of such change.~~

~~在本人不再擔任發行人監事之日起計三年內，如第(i)段所述聯絡資料有變，須在合理可行的情況下盡快（無論如何於有關變動出現後 28 日內）通知聯交所。~~

~~2. I acknowledge and agree that any correspondence from and/or service of notices and other documents by the Exchange or the Commission to me when I am a supervisor of the issuer or after I cease to be so, for whatever purposes (including but not limited to the service of notice of disciplinary proceedings) shall be deemed to have been validly and adequately served on me when the document or notice is served personally or is sent by post, facsimile or email to the address or number I provide to the Exchange. I agree and acknowledge that I am responsible for keeping the Exchange informed of my up-to-date contact details. I acknowledge that, if I, as the supervisor or former supervisor of the issuer, fail to provide the Exchange with my up-to-date contact details or arrange for notices, documents or correspondence to be forwarded to me, I may not be alerted to any proceedings commenced against me by the Exchange or the Commission.~~

~~本人承認及同意，在本人出任發行人監事期間或不再出任發行人監事之後，但凡聯交所或證監會就任何目的向本人發出的信函及/或送達的通知書及其他文件（包括但不限於送達紀律程序的通知）若以面交本人的方式，或以郵寄、傳真或電郵的方式送達本人向聯交所提供的地址或號碼，即被視為已有效及充分地送達本人。本人同意及確認，本人有責任向聯交所提供本人最新的聯絡資料。本人確認，若本人（作為發行人的監事或前監事）未能向聯交所提供本人最新的聯絡資料，或未有為送呈本人的通知、文件或書信提供轉送安排，本人可能會不知悉聯交所或證監會向本人展開的任何程序。~~

~~3. I shall, when I am a supervisor of the issuer and after I cease to be so:~~

~~本人出任發行人監事時以及不再擔任發行人監事後均須：~~

~~(a) provide to the Exchange and the Commission as soon as possible, or otherwise in accordance with time limits imposed by the Exchange or the Commission:~~

~~盡快或根據聯交所或證監會設定的時限向聯交所及證監會提供以下資料及文件：~~

~~(i) any information and documents that the Exchange or the Commission reasonably considers appropriate to protect investors or ensure the smooth operation of the market; and~~

~~—— 聯交所或證監會合理地認為可保障投資者或確保市場運作暢順的任何資料及文件；及~~

~~(ii) any other information and documents or explanation that the Exchange may reasonably require for the purpose of verifying compliance with the GEM Listing Rules or as requested by the Commission; and~~

~~—— 聯交所可為核實是否有遵守《GEM上市規則》事宜而合理地要求或證監會要求的任何其他資料及文件或解釋；及~~

~~(b) cooperate in any investigation conducted by the Listing Division and/or the Listing Committee of the Exchange or the Commission, including answering promptly and openly any questions addressed to me, promptly producing the originals or copies of any relevant documents and attending before any meeting or hearing at which I am requested to appear.~~

~~—— 在聯交所上市科及/或上市委員會或證監會所進行的任何調查中給予合作，包括及時及坦白地答覆向本人提出的任何問題，及時地提供任何有關文件的正本或副本，並出席本人被要求出席的任何會議或聽證會。~~

~~I hereby submit to the jurisdiction of the Exchange in respect of all matters relevant to the GEM Listing Rules.~~

~~本人在此接受聯交所就有關《GEM上市規則》各方面的管轄。~~

~~I, ..... [Insert Chinese name, if any]:~~

~~本人 ..... [請填上中文姓名（如有）]:~~

~~(i) solemnly and sincerely declare that all particulars about me that appear in Part 1(1) of this Form C and in the document referred to in Part 1(2) of this Form C are true, complete and accurate, that I accept responsibility for the truthfulness, accuracy and completeness of the foregoing particulars, that I have not made any statements or omissions which would render such particulars untrue or misleading, that I understand the possible consequences of giving information which is false or misleading in a material particular including those as set forth in Note hereto, and that I understand that the Exchange may rely upon the foregoing particulars in assessing my suitability to act as a supervisor of the issuer; and~~

~~—— 謹以至誠鄭重聲明，在本 C 表格第一部分(1)及本 C 表格第一部分(2)所述文件所示有關本人的所有詳細資料均為真實、完整及準確，且本人對上述資料的真實性、準確性及完整性承擔責任，而本人亦無作出任何聲明或遺漏，致使有關資料不真實或具誤導性，本人亦明白在要項上提供虛假或具誤導性的資料可能引致的後果（包括本表格附註所載內容）；本人並明白，聯交所或會倚賴上述資料來評估本人是否適合出任發行人監事；及~~

~~(ii) undertake and acknowledge with the Exchange in the terms set out in Part 2 of this Form C.~~

~~—— 按本 C 表格第二部分所載的條款向聯交所作出承諾及確認。~~

Signature 簽署: .....

Name of supervisor 監事姓名: .....



Hong Kong ID Card Number\*

香港身份證號碼\*: .....

Dated 日期: .....

Certified as the true signature of

由以下人士證明上述簽署為 ..... 的真實簽署

By:

Signature (Secretary/Director)

簽署 (秘書/董事) : .....

Name (Secretary/Director)

姓名 (秘書/董事) : .....

\* ~~In the case of a non-Hong Kong ID cardholder, state the passport number or any identification document number and name of issuing authority.~~

~~如為非香港身份證持有人，請列明護照號碼或任何身份識別文件號碼，以及簽發機構名稱。~~

Notes:

附註:

~~The failure of any person required to lodge this Form C to complete Part 1 of this Form C truthfully, completely and accurately, or the failure to execute Part 2 of this Form C or to observe any of the undertakings made under that Part, constitutes a breach of the GEM Listing Rules. In addition, every supervisor of the issuer supplying information sought or referred to in this Form C, should note that such information constitutes information which is provided to the Exchange in purported compliance with a requirement to provide information under the "relevant provisions" (as defined in Part 1 of Schedule 1 to the Securities and Futures Ordinance, Cap. 571) and is likely to be relied upon by the Exchange. In relation to this, you should be aware that giving to the Exchange any information which is false or misleading in a material particular will render the relevant person liable for prosecution for an offence under section 384 of the Securities and Futures Ordinance. If you have any queries you should consult the Exchange or your professional adviser immediately.~~

~~按規定須呈交本表格的任何人士，若未能真實、完整及準確地填妥本C表格第一部分，或未能簽立本C表格第二部分又或未能遵守該部分所作的任何承諾，均構成違反《GEM上市規則》。此外，凡提供本C表格所要求或所述資料的發行人監事均應注意，該等資料構成本意是為遵守「有關條文」（定義見香港法例第571章《證券及期貨條例》附表1第1部）項下關於提供資料的規定而向本交易所提供的資料，本交易所或會依賴該等資料。就此，閣下應注意，根據《證券及期貨條例》第384條，在要項上向本交易所提供虛假或具誤導性的資料，有關人士即屬犯法，會遭檢控。若閣下有任何疑問，應立即諮詢本交易所或閣下的專業顧問。~~

**Appendix 7**

**SPONSOR'S FORMS**

**FORM A**

**Application Form**

~~[Repealed 1 January 2007]~~

**Appendix 7**

**SPONSOR'S FORMS**

**FORM B**

**Declaration by principal supervisor**

~~[Repealed 1 January 2007]~~

**Appendix 7**

**SPONSOR'S FORMS**

**FORM C**

**Declaration by assistant supervisor**

~~[Repealed 1 January 2007]~~

**Appendix 7**

**SPONSOR'S FORMS**

**FORM D**

**Review Form for Continuing Eligibility**

~~[Repealed 1 January 2007]~~

**Appendix 7**

**SPONSOR'S FORMS**

**FORM E**

**Review Form for Principal Supervisor**

~~[Repealed 1 January 2007]~~

**Appendix 7**

**SPONSOR'S FORMS**

**FORM F**

**Review Form for Assistant Supervisor**

[Repealed 1 January 2007]

**Appendix 7**

**SPONSOR'S FORMS**

**FORM G**

**Sponsor's Declaration in support of a New Applicant**

To: ~~\_\_\_\_\_~~ The Listing Division  
The Stock Exchange of Hong Kong Limited

~~\_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_~~

We ~~\_\_\_\_\_~~ are the Sponsor appointed by ~~\_\_\_\_\_~~ (the "Company") on [Date] for the purpose referred to in rule 6A.02 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules") and have offices located at ~~\_\_\_\_\_~~.

Under rule 6A.13 we declare to The Stock Exchange of Hong Kong Limited (the "Exchange") that:

- ~~(1) all of the documents required by the GEM 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 (where applicable) to be submitted to the Exchange on or before the date of issue of the Company's listing document and in connection with the Company's listing application have been submitted;~~
- ~~(2) having made reasonable due diligence inquiries, we have reasonable grounds to believe and do believe that:~~
  - ~~(a) [Repealed 1 January 2009]~~
  - ~~(b) the Company is in compliance with all the conditions in Chapter 11 of the GEM Listing Rules (except to the extent that compliance with those rules has been waived by the Exchange in writing);~~
  - ~~(c) the Company's listing document contains sufficient particulars and information to enable a reasonable person to form as a result thereof a valid and justifiable opinion of the shares, the financial condition and profitability of the Company at the time of the issue of the listing document;~~
  - ~~(d) the information in the non-expert sections of the listing document:~~
    - ~~(i) contains all information required by relevant legislation and rules;~~

- ~~(ii) is true, accurate and complete in all material respects and not misleading or deceptive in any material respect, or, to the extent it consists of opinions or forward looking statements by the Company's directors or any other person, such opinions or forward looking statements have been made after due and careful consideration and on bases and assumptions that are fair and reasonable; and~~
  - ~~(iii) does not omit any matters or facts the omission of which would make any information in the non-expert sections of a listing document or any other part of the listing document misleading in a material respect;~~
- ~~(e) the Company has established procedures, systems and controls (including accounting and management systems) which are adequate having regard to the obligations of the Company and its directors under the GEM Listing Rules and other relevant legal and regulatory requirements (in particular rules 17.10, 17.11, 18.03, 18.49 and 18.53 to 18.64 and Chapters 19 and 20, and Part XIVA of the Securities and Futures Ordinance) and which provide a reasonable basis to enable the Company's directors to make a proper assessment of the financial position and prospects of the Company and its subsidiaries, both immediately before and after listing;~~
- ~~(f) the Company's directors collectively have the experience, qualifications and competence to manage the Company's business and comply with the GEM Listing Rules, and individually have the experience, qualifications and competence to perform their individual roles, including an understanding of the nature of their obligations and those of the Company as an issuer under the GEM Listing Rules and other legal or regulatory requirements relevant to their role; and~~
- ~~(g) there are no other material issues bearing on the Company's application for listing of and permission to deal in its securities which, in our opinion, should be disclosed to the Exchange;~~
- ~~(3) in relation to each expert section in the listing document, having made reasonable due diligence inquiries, we have reasonable grounds to believe and do believe (to the standard reasonably expected of a Sponsor which is not itself expert in the matters dealt with in the relevant expert section) that:~~
  - ~~(a) where the expert does not conduct its own verification of any material factual information on which the expert is relying for the purposes of any part of the expert section, such factual information is true in all material respects and does not omit any material information. Factual information includes:~~
    - ~~(i) factual information that the expert states it is relying on;~~
    - ~~(ii) factual information we believe the expert is relying on; and~~
    - ~~(iii) any supporting or supplementary information given by the expert or the Company to the Exchange relating to an expert section;~~
  - ~~(b) all material bases and assumptions on which the expert sections of the listing document are founded are fair, reasonable and complete;~~
  - ~~(c) the expert is appropriately qualified, experienced and sufficiently resourced to give the relevant opinion;~~

- ~~(d) the expert's scope of work is appropriate to the opinion given and the opinion required to be given in the circumstances (where the scope of work is not set by a relevant professional body);~~
  - ~~(e) the expert is independent from the Company and its directors and controlling shareholder(s); and~~
  - ~~(f) the listing document fairly represents the views of the expert and contains a fair copy of or extract from the expert's report; and~~
- ~~(4) in relation to the information in the expert reports, we, as a non-expert, after performing reasonable due diligence inquiries, have no reasonable grounds to believe and do not believe that the information in the expert reports is untrue, misleading or contains any material omissions.~~

Signed: \_\_\_\_\_

Name: \_\_\_\_\_

For and on behalf of: \_\_\_\_\_ *[insert the name of Sponsor]*

Dated: \_\_\_\_\_

**NOTES:**

- ~~(1) The Exchange expects that this form would be signed by the Principal(s) who act(s) as the supervisor(s) of the Transaction Team (as defined in the SFC Sponsor Provisions) undertaking the listing assignment. However, notwithstanding who signs this form on behalf of the Sponsor, the Management (as defined in the SFC Sponsor Provisions) 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 SFC Sponsor Provisions.~~
- ~~(2) Each and every director of the Sponsor, and any officer or representative of the Sponsor supplying information sought in this form, should note that this form constitutes a record or document which is to be provided to the Exchange in connection with the performance of its functions under "relevant provisions" (as defined in Part 1 of Schedule 1 to the Securities and Futures Ordinance (Cap 571) as amended from time to time) and is likely to be relied upon by the Exchange. Therefore, you should be aware that giving to the Exchange any record or document which is false or misleading in a material particular will render relevant persons liable for prosecution for an offence under subsection 384(3) of the Securities and Futures Ordinance (Cap 571) as amended from time to time. If you have any queries you should consult the Exchange or your professional adviser immediately.~~

## Appendix 7

### SPONSOR'S FORMS

#### FORM H

#### Compliance Adviser's Declaration of Interests

~~This declaration must be lodged, duly completed, at the time a new applicant or a listed issuer submits its listing application.~~

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

Dear Sirs,

Re: \_\_\_\_\_ (state name of issuer) (the "Issuer")

We, \_\_\_\_\_, the Compliance Adviser of the above-named Issuer hereby confirm that:

- ~~(1) neither ourselves nor our close associates have or may, as a result of the listing or transaction, have any interest in any class of securities of the Issuer, or any other company in the Issuer's group (including options or rights to subscribe such securities); (Note 2)~~
- ~~(2) no director or employee of the Compliance Adviser who is involved in providing advice to the Issuer has or may, as a result of the listing or transaction, have any interest in any class of securities of the Issuer or any other company in the Issuer's group (including options or rights to subscribe such securities but, for the avoidance of doubt, excluding interests in securities that may be subscribed by any such director or employee pursuant to an offer by way of public subscription made by the issuer);~~
- ~~(3) neither ourselves nor our close associates expect to have accrued any material benefit as a result of the successful outcome of the listing or transaction, including by way of example, the repayment of material outstanding indebtedness and payment of any underwriting commissions or success fees; and~~
- ~~(4) no director or employee of the Compliance Adviser has a directorship in the Issuer, or any other company in the Issuer's group, save as disclosed below (Note 2) (complete on a separate sheet if necessary):~~

Yours faithfully,

Signed:.....

Name:.....

(Principal)

for and on behalf of  
Name of Compliance  
Adviser:

**NOTES:**

- ~~(1) This declaration must be read in conjunction with the full text of the GEM Listing Rules and the notes provided herein do not replace or limit the effect of the GEM Listing Rules.~~
- ~~(2) Please refer to rule 6A.31 of the GEM Listing Rules for guidance. The Compliance Adviser must forward a copy of this form to the new applicant or listed issuer.~~

## **Appendix 7 Regulatory Forms**

### **SPONSOR/OVERALL COORDINATOR'S FORMS**

#### **FORM E**

**Sponsor's/Overall coordinator's\* Declaration of Compliance concerning a New Applicant**

...



## Appendix 7

### SPONSOR'S FORMS

#### FORM J

#### Declaration in relation to certain Listing Documents issued by an Issuer

~~This declaration must, in the circumstances referred to in rule 6A.35 of the GEM Listing Rules, be lodged with The Stock Exchange of Hong Kong Limited (the "Exchange"), duly completed, prior to the issue of the listing document.~~

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

.....

Dear Sirs,

Re: ..... (state name of issuer) (the "applicant")

We, ....., being financial adviser to the applicant, hereby confirm that:—

- ~~(1) all the documents required by the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules") to be submitted to the Exchange prior to issue of the listing document have been so submitted; and~~
- ~~(2) we have satisfied ourselves, to the best of our knowledge and belief, having made due and careful enquiries that the listing document is in compliance with the GEM Listing Rules and that:—~~
  - ~~(a) the information contained in the listing document is accurate and complete in all material respects and not misleading;~~
  - ~~(b) there are no other matters the omission of which would make any statement in the listing document misleading;~~
  - ~~(c) all opinions of the directors of the applicant expressed in the listing document have been arrived at after due and careful consideration on their part and are founded on bases and assumptions that are fair and reasonable; and~~
  - ~~(d) the directors of the applicant have made sufficient enquiries so as to enable them to give the confirmations set out in the "responsibility statement" contained in the listing document.~~

Yours faithfully,

Signed .....  
Name .....

(Principal)

Signed \_\_\_\_\_ : .....  
Name \_\_\_\_\_ : .....

(Principal)

For and on behalf of  
Name of Sponsor: .....

**NOTES**

- ~~(1) — This declaration must be read in conjunction with the full text of the GEM Listing Rules and the notes provided herein do not replace or limit the effect of the GEM Listing Rules.~~
- ~~(2) — Where a listed issuer appoints, in connection with the issue, a party admitted to the Commission's public register of licensed persons and registered institutions other than the Compliance Adviser appointed by the issuer for the purposes of rules 6A.19 and 6A.20, the newly appointed adviser is responsible for completing and lodging this form (see rule 6A.37).~~

## E. Obligations of Certain Parties

### Appendix 7E1

#### SPONSOR'S FORMS

#### FORM K

#### Sponsor's obligations~~undertaking and statement of independence~~

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

...../...../.....

We, ....., are the sponsor appointed by .....  
(the "Company") on [Date] for the purpose referred to in rule 6A.02 of the Rules Governing  
the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM  
Listing Rules") and have offices located  
at .....

Under rule 6A.03, we hereby:

(1) ~~undertake to The Stock Exchange of Hong Kong Limited (the "Exchange") that we shall:~~

A sponsor as appointed under Rule 6A must:

- (a) comply with the GEM Listing Rules from time to time in force and applicable to sSponsors;
- (b) use reasonable endeavours to ensure that all information provided to the Exchange and the ~~Securities and Futures Commission (the "Commission")~~ during the new applicantCompany's listing application process, or for that part of it as wethe sponsor continues to be engaged by the new applicantCompany, is true, accurate, complete and not misleading in all material respects and, to the extent that wethe sponsor subsequently becomes aware of information that casts doubt on the truth, accuracy or completeness of information provided to the Exchange, the sponsorwe will promptly inform the Exchange and the Commission, as the case may be, of such information;
- (c) (i) cooperate in any investigation conducted or enquiry raised by, and use reasonable endeavours to address all matters raised by, the Listing Division, the GEM Listing Committee of the Exchange, and/or the Commission in connection with the listing application, including providing in a timely manner any information that may be reasonably required by the Exchange for the purpose of verifying whether the GEM Listing Rules are being or have been complied with by the sponsor, the new applicant and the new applicant's directors, answering promptly and openly any questions addressed to usthe sponsor, promptly producing the originals or copies of any relevant documents; and (ii) accompany the new applicant to any meetings with the Exchange unless otherwise requested by the Exchange, and attending

before any meeting or hearing and participate in any other discussion with the Exchange at which the sponsor is ~~we are~~ requested to appear;

- (d) lodge with the Exchange, before dealings in the new applicant ~~Company's~~ securities commence, the declaration of ~~compliance~~ set out in Form E (published in Regulatory Forms) Appendix 7 ~~1~~ as referred to in rule 12.26(8) of the GEM Listing Rules;
- (e) report to the Exchange in writing as soon as practicable when ~~we~~ the sponsor becomes aware of any material information relating to the new applicant ~~Company~~ or its listing application which concerns non-compliance with the GEM Listing Rules or other legal or regulatory requirements relevant to the new applicant ~~Company's~~ listing (except as otherwise disclosed), or any change to the information relating to ~~our~~ the sponsor's independence. This obligation continues after ~~we~~ the sponsor ceases to be the new applicant ~~Company's~~ Ssponsor, if the material information came to ~~our~~ its knowledge whilst ~~it was~~ we were acting as the Ssponsor; and
- (f) report to the Exchange in writing of the reasons for ceasing to act as a Ssponsor as soon as practicable when ~~we~~ the sponsor ceases to act for the new applicant ~~Company~~ before completion of its listing; and
- (g) conduct reasonable due diligence inquiries to have reasonable grounds to believe and must believe on or before the date of issue of the listing document that:
  - (i) the new applicant is in compliance with all the conditions in Chapter 11 of the GEM Listing Rules (except to the extent that compliance with those rules has been waived by the Exchange in writing or are not applicable);
  - (ii) the new applicant's listing document contains sufficient particulars and information to enable a reasonable person to form as a result thereof a valid and justifiable opinion of the shares, the financial condition and profitability of the new applicant at the time of the issue of the listing document;
  - (iii) the information in the non-expert sections of the listing document:
    - (A) contains all information required by relevant legislation and rules;
    - (B) is true, accurate and complete in all material respects and not misleading or deceptive in any material respect, or, to the extent it consists of opinions or forward looking statements by the new applicant's directors or any other person, such opinions or forward looking statements have been made after due and careful consideration and on bases and assumptions that are fair and reasonable; and
    - (C) does not omit any matters or facts the omission of which would make any information in the non-expert sections of a listing document or any other part of the listing document misleading in a material respect;
  - (iv) the new applicant has established procedures, systems and controls (including accounting and management systems) which are adequate

- having regard to the obligations of the new applicant and its directors under the GEM Listing Rules and other relevant legal and regulatory requirements (in particular rules 17.10, 17.11, 18.03, 18.49 and 18.53 to 18.64 and Chapters 19 and 20 and Part XIVA of the Securities and Futures Ordinance) and which provide a reasonable basis to enable the new applicant's directors to make a proper assessment of the financial position and prospects of the new applicant and its subsidiaries, both immediately before and after listing;
- (v) the new applicant's directors collectively have the experience, qualifications and competence to manage the new applicant's business and comply with the GEM Listing Rules, and individually have the experience, qualifications and competence to perform their individual roles, including an understanding of the nature of their obligations and those of the new applicant as an issuer under the GEM Listing Rules and other legal or regulatory requirements relevant to their role; and
  - (vi) there are no other material issues bearing on the new applicant's application for listing of and permission to deal in its securities which, in the sponsor's opinion, should be disclosed to the Exchange;
- (h) conduct reasonable due diligence inquiries in relation to each expert section in the listing document, to have reasonable grounds to believe and must believe (to the standard reasonably expected of a sponsor which is not itself expert in the matters dealt with in the relevant expert section) on or before the date of issue of the listing document that:
- (i) where the expert does not conduct its own verification of any material factual information on which the expert is relying for the purposes of any part of the expert section, such factual information is true in all material respects and does not omit any material information. Factual information includes:
    - (A) factual information that the expert states it is relying on;
    - (B) factual information the sponsor believes the expert is relying on; and
    - (C) any supporting or supplementary information given by the expert or the new applicant to the Exchange relating to an expert section;
  - (ii) all material bases and assumptions on which the expert sections of the listing document are founded are fair, reasonable and complete;
  - (iii) the expert is appropriately qualified, experienced and sufficiently resourced to give the relevant opinion;
  - (iv) the expert's scope of work is appropriate to the opinion given and the opinion required to be given in the circumstances (where the scope of work is not set by a relevant professional body);
  - (v) the expert is independent from the new applicant and its directors and controlling shareholder(s); and
  - (vi) the listing document fairly represents the views of the expert and contains a fair copy of or extract from the expert's report; and
- (i) in relation to the information in the expert reports, as a non-expert, conduct reasonable due diligence inquiries to be satisfied (after performing

reasonable due diligence inquiries) on or before the date of issue of the listing document that there are no reasonable grounds to believe that the information in the expert reports is untrue, misleading or contains any material omissions; and

(i) submit all of the documents required by the GEM Listing Rules, the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Statutory Rules and the Takeovers Code (where applicable) to be submitted to the Exchange on or before the date of issue of the new applicant's listing document and in connection with its listing application.

(2) ~~declare to the Exchange that as regards our relationship with the Company [clearly strike out whichever of the following does not apply]:~~

(a) ~~we are and expect to be independent; [or]~~

(b) ~~we are not or do not expect to be independent because:~~

~~[describe in some detail the circumstances that give rise to the lack of independence]~~

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

Signed: .....

Name: .....

For and on behalf of: ..... [insert the name of Sponsor]

Dated: .....

**NOTE:**

(1) ~~[Repealed 1 October 2013]~~

(2) ~~Each and every director of the Sponsor, and any officer or representative of the Sponsor supplying information sought in this form, should note that this form constitutes a record or document which is to be provided to the Exchange in connection with the performance of its functions under "relevant provisions" (as defined in Part 1 of Schedule 1 to the Securities and Futures Ordinance (Cap 571) as amended from time to time) and is likely to be relied upon by the Exchange. Therefore, you should be aware that giving to the Exchange any record or document which is false or misleading in a material particular will render relevant persons liable for prosecution for an offence under subsection 384(3) of the Securities and Futures Ordinance (Cap 571) as amended from time to time. If you have any queries you should consult the Exchange or your professional adviser immediately.~~

Note: For the avoidance of doubt, sponsors are reminded that there are other sponsors' obligations which are not specifically set out above, including but not limited to those under Chapter 6A, Practice Note 2, the SFC Corporate Finance Adviser Code of Conduct, the Code of Conduct and particularly the SFC Sponsor Provisions, the

Sponsors Guidelines, the Securities and Futures Ordinance and all other relevant ordinances, codes, rules and guidelines applicable to sponsors.

## Appendix 7

### SPONSOR'S FORMS

#### FORM M

#### ~~Compliance Adviser's undertaking~~

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

~~...../...../.....~~

We, ....., are the Compliance Adviser appointed by ..... (the "Company") for the purpose referred to in rule 6A.19 / rule 6A.20 [cross out whichever is not applicable] of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules") and have offices located at .....

Pursuant to rule 6A.21 we undertake with The Stock Exchange of Hong Kong Limited (the "Exchange") that we shall:

- (1) ~~comply with the GEM Listing Rules from time to time in force and applicable to Compliance Advisers; and~~
- (2) ~~cooperate in any investigation conducted by the Listing Division and/or the GEM Listing Committee of the Exchange, including answering promptly and openly any questions addressed to us, promptly producing the originals or copies of any relevant documents and attending before any meeting or hearing at which we are requested to appear.~~

Signature: .....

Name: .....

For and on behalf of: ..... [insert the name of Compliance Adviser]

Dated: .....

## Appendix 8

### ~~FORM OF SHARE BUYBACK REPORT TO THE STOCK EXCHANGE OF HONG KONG LIMITED ("THE EXCHANGE")~~

~~[Repealed 1 January 2009]~~



## **FEES RULESAppendix 9**

### **~~LISTING FEES, LEVIES AND TRADING FEES ON NEW ISSUES AND BROKERAGE~~**

#### **1. Equity Securities**

...

#### **10. General**

All fees or charges payable to the Exchange under the Fees Rules~~this Appendix~~ shall be net of all taxes, levies and duties. The Exchange reserves the right to revise any of the fees or charges prescribed above at any time, subject to the approval of the Commission pursuant to section 76 and section 24 of the Securities and Futures Ordinance. The Exchange may also at its sole discretion in any specific case reduce or waive the fees or charges prescribed above, except for (a) the SFC Transaction Levy on Qualifying Transactions in respect of which any reduction or waiver must be approved in writing by the Commission; or (b) the annual PIE levy and the FRC Transaction Levy payable to the Exchange under paragraphs 9A and 9B above in respect of which any reduction must be approved in writing by the FRC.

## Appendix 10

### MODEL FORMS OF FORMAL NOTICE

#### FORM A

##### For offers for sale or subscription

~~Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.~~

~~This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities.~~

[XYZ Limited]  
(Incorporated in [Hong Kong] under the [Companies Ordinance])

NEW ISSUE

of

[up to]  
200,000,000 ordinary shares of 10 cents each  
at  
HK\$1.00 per share  
on

GEM  
OF THE STOCK EXCHANGE OF HONG KONG LIMITED

[Underwritten by]

Lead Manager  
ABC & Co.  
Joint Managers

DEF & Co. — GHI & Co. — JKL & Co. — MNO & Co.

[Overall coordinator]

[UVW & Co.]

[Spensor]

[RST & Co.]

~~Copies of the listing document required by the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited together with application forms are available during normal office hours up to and including [ / / ] from:—~~

~~Any Exchange Participant of The Stock Exchange of Hong Kong Limited~~

~~Application for the shares will only be considered on the basis of the listing document dated [\_\_\_\_/\_\_\_\_/\_\_\_\_].~~

~~Application has been made to The Stock Exchange of Hong Kong Limited for the listing of and permission to deal in the shares of XYZ Limited in issue and to be issued as described in the listing document. Dealings are expected to commence on GEM of The Stock Exchange of Hong Kong Limited on [\_\_\_\_/\_\_\_\_/\_\_\_\_].~~

~~Dated [\_\_\_\_/\_\_\_\_/\_\_\_\_].~~

~~This announcement and a copy of the listing document referred to above will remain on the Exchange's website, in the case of the announcement, on the "Latest Listed Company Announcements" page for 7 days from the day of its posting.~~

## **Appendix 10**

### **MODEL FORMS OF FORMAL NOTICE**

#### **FORM B**

#### **For introductions**

~~*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*~~

~~*This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for shares.*~~

~~[XYZ Limited]~~

~~(incorporated in [Hong Kong] under the [Companies Ordinance])~~

~~Notice of the INTRODUCTION  
of the whole of the issued share capital  
comprising 200,000,000 ordinary shares  
of HK\$1.00 each~~

~~on~~

~~GEM~~

~~OF THE STOCK EXCHANGE OF HONG KONG LIMITED~~

~~Financial Adviser [& Sponsor]~~

~~ABC & Co.~~

~~[Sponsor]~~

~~[DEF & Co.]~~

Copies of the listing document required by the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited are available, for information purposes only, from the Sponsor at [ ] for a period of 14 days from the date of this Notice.

Application has been made to The Stock Exchange of Hong Kong Limited for the listing of and permission to deal in the above securities. Dealings in the above securities are expected to commence on GEM of The Stock Exchange of Hong Kong Limited on [ / / ].

Dated [ / / ].

This announcement and a copy of the listing document referred to above will remain on the Exchange's website, in the case of the announcement, on the "Latest Listed Company Announcements" page for 7 days from the day of its posting.

## **Appendix 10**

### **MODEL FORMS OF FORMAL NOTICE**

#### **FORM C**

#### **For placings**

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities.*

[XYZ Limited]

(incorporated in [Hong Kong] under the [Companies Ordinance])

**NOTICE OF LISTING BY WAY OF PLACING**

**on**

**GEM**

**OF THE STOCK EXCHANGE OF HONG KONG LIMITED**

[up to]

200,000,000 ordinary shares of HK\$1.00 each

by

Lead Manager

ABC & Co.

Joint Managers

DEF & Co. — GHI & Co. — JKL & Co. — MNO & Co.

[Overall coordinator]

[UVW & Co.]

{Sponsor}  
{RST & Co.}

Copies of the listing document required by the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited together with application forms are available during normal office hours up to and including [— / — / —] from:

Application for the shares will only be considered on the basis of the listing document dated [— / — / —].

Application has been made to The Stock Exchange of Hong Kong Limited for the listing of and permission to deal in the [securities] [the whole of the ordinary share capital of XYZ Limited, issued and to be issued] as described in the listing document. Dealings are expected to commence on GEM of The Stock Exchange of Hong Kong Limited on [— / / —].

Dated [— / — / —].

This announcement and a copy of the listing document referred to above will remain on the Exchange's website, in the case of the announcement, on the "Latest Listed Company Announcements" page for 7 days from the day of its posting.

## **Appendix 10**

### **MODEL FORMS OF FORMAL NOTICE**

#### **FORM D**

#### **FOR DEBT ISSUES TO PROFESSIONAL INVESTORS ONLY**

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities.*

#### **NOTICE OF LISTING ON GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED**

\$(AGGREGATE NOMINAL AMOUNT)

{ISSUER}

(incorporated in {Hong Kong} under the {Companies Ordinance})

{BONDS}/{NOTES}

{guaranteed by}

{GUARANTOR}

(incorporated in {Hong Kong} under the {Companies Ordinance})

[Sponsor]

{ }

Lead Manager[s]

{ }

Co-Managers

{ }

Application has been made to The Stock Exchange of Hong Kong Limited for the listing of and permission to deal in [\$ aggregate nominal amount] [[Issuer] [Bonds] (guaranteed by [ ])] “the [Bonds]” as described in the Listing Document and such permission to deal in the Bonds on GEM of The Stock Exchange of Hong Kong Limited is expected to become effective on [ / / ].

Date: [ / / ].

This announcement and a copy of the listing document referred to above will remain on the Exchange’s website, in the case of the announcement, on the “Latest Listed Company Announcements” page for 7 days from the day of its posting. \_\_\_\_\_

## **Appendix 11**

### **ADDITIONAL REQUIREMENTS IN RESPECT OF CERTAIN JURISDICTIONS**

#### **PART A**

#### **BERMUDA**

**THIS APPENDIX HAS BEEN REPEALED**

[Repealed 1 January 2022]

## **Appendix 11**

### **ADDITIONAL REQUIREMENTS IN RESPECT OF CERTAIN JURISDICTIONS**

#### **PART B**

#### **THE CAYMAN ISLANDS**

**THIS APPENDIX HAS BEEN REPEALED**

[Repealed 1 January 2022]

## **Appendix 12**

### **Securities and Futures (Stock Market Listing) Rules**

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## **SECURITIES AND FUTURES (STOCK MARKET LISTING) RULES**

(Made by the Securities and Futures Commission under section 36(1) of the Securities and Futures Ordinance (Cap.571) after consultation with the Financial Secretary and The Stock Exchange of Hong Kong Limited)

### **PART I PRELIMINARY**

#### **Commencement**

- ~~1. These Rules shall come into operation on the day appointed for the commencement of the Securities and Futures Ordinance (Cap.571).~~

#### **Interpretation**

- ~~2. In these Rules, unless the context otherwise requires—~~

~~“applicant” (申請人) means a corporation or other body which has submitted an application under section 3;~~

~~“application” (申請) means an application submitted under section 3 and all documents in support of or in connection with the application including any replacement of and amendment and supplement to the application;~~

~~“approved share registrar” (認可股份登記員) means a share registrar who is a member of an association of persons approved by the Commission under section 12;~~

~~“issuer” (發行人) means a corporation or other body the securities of which are listed, or proposed to be listed, on a recognized stock market;~~

~~“share registrar” (股份登記員) means any person who maintains in Hong Kong the register of members of a corporation the securities of which are listed, or proposed to be listed, on a recognized stock market.~~

### **PART II**

#### **STOCK MARKET LISTING**

##### **Requirements for listing applications**

- ~~3. An application for the listing of any securities issued or to be issued by the applicant shall—~~
  - ~~(a) comply with the rules and requirements of the recognized exchange company to which the application is submitted (except to the extent that compliance is waived or not required by the recognized exchange company);~~
  - ~~(b) comply with any provision of law applicable; and~~
  - ~~(c) contain such particulars and information which, having regard to the particular nature of the applicant and the securities, is necessary to enable an investor to make an informed assessment of the activities, assets and liabilities and financial~~



position, of the applicant at the time of the application and its profits and losses and of the rights attaching to the securities.

#### **Exemptions from sections 3 and 5**

~~4. Sections 3 and 5 do not apply to the listing of any —~~

~~(a) securities issued or allotted —~~

~~(i) by a capitalization issue pro rata (apart from fractional entitlements) to existing shareholders, whether or not they are shareholders whose addresses registered in the books of the corporation are in a place outside Hong Kong and to whom the securities are not actually issued or allotted because of restrictions imposed by legislation of that place; or~~

~~(ii) pursuant to a scrip dividend scheme which has been approved by the corporation in general meeting;~~

~~(b) securities offered on a pre-emptive basis, pro rata (apart from fractional entitlements) to existing holdings, to holders of the relevant class of shares in the corporation, whether or not they are shareholders whose addresses registered in the books of the corporation are in a place outside Hong Kong and to whom the securities are not actually offered because of restrictions imposed by legislation of that place;~~

~~(c) shares issued in substitution for shares listed on a recognized stock market, if the issue of the shares does not involve any increase in the issued share capital of the corporation;~~

~~(d) shares issued or allotted pursuant to the exercise of options granted to existing employees as part of their remuneration under a scheme approved by the shareholders of the corporation in a general meeting.~~

#### **Copy of application to be filed with the Commission**

~~5. (1) An applicant shall file a copy of its application with the Commission within one business day after the day on which the application is submitted to a recognized exchange company.~~

~~(2) An applicant is regarded as having complied with subsection (1) on the day it submits the application to a recognized exchange company if, prior to or at the time of submitting the application to the recognized exchange company, the applicant has authorized the recognized exchange company in writing to file the application with the Commission on its behalf.~~

#### **Powers of the Commission to require further information and to object to listing**

~~6. (1) Subject to subsection (8), the Commission may, by notice to an applicant and a recognized exchange company given within 10 business days from the date the applicant files a copy of its application with the Commission (or if there is more than one such date, the latest date), require the applicant to supply to the Commission such further information as the Commission may reasonably require for the performance of its functions under these Rules.~~

- ~~(2) The Commission may, within the period specified in subsection (6), by notice to an applicant and a recognized exchange company, object to a listing of any securities to which an application relates if it appears to the Commission that —~~
- ~~(a) the application does not comply with a requirement under section 3;~~
  - ~~(b) the application is false or misleading as to a material fact or is false or misleading through the omission of a material fact;~~
  - ~~(c) the applicant has failed to comply with a requirement under subsection (1) or, in purported compliance with the requirement has furnished the Commission with information which is false or misleading in any material particular; or~~
  - ~~(d) it would not be in the interest of the investing public or in the public interest for the securities to be listed.~~
- ~~(3) The Commission may, within the period specified in subsection (6), notify an applicant and a recognized exchange company that —~~
- ~~(a) it does not object to the listing of any securities to which an application relates; or~~
  - ~~(b) it does not object to the listing of any securities to which an application relates subject to such conditions as the Commission may think fit to impose.~~
- ~~(4) A recognized exchange company may list the securities to which an application relates only if —~~
- ~~(a) the Commission has not, within the period specified in subsection (6), given a notice in relation to the application under subsection (2) or (3)(b);~~
  - ~~(b) the Commission has given a notice in relation to the application under subsection (3) (a); or~~
  - ~~(c) the conditions referred to in subsection (3)(b) in relation to the application have been complied with.~~
- ~~(5) Where the Commission objects to a listing under subsection (2) or imposes any condition under subsection (3)(b), the objection or imposition shall take effect immediately.~~
- ~~(6) The period specified for the purposes of subsections (2), (3) and (4) is 10 business days —~~
- ~~(a) where the Commission has not given a notice under subsection (1) in relation to the application, from the date the applicant files a copy of the application with the Commission (or if there is more than one such date, the latest date); or~~
  - ~~(b) where the Commission has given a notice under subsection (1) in relation to the application, from the date when the further information is supplied.~~
- ~~(7) A notice given under subsection (2) shall be accompanied by a statement specifying the reasons for the objection.~~

- ~~(8) The Commission shall not give any notice to an applicant under subsection (1) after —~~
- ~~(a) it has given a notice in relation to the application under subsection (3)(a); or~~
  - ~~(b) the conditions referred to in subsection (3)(b) in relation to the application have been complied with.~~

### **Copy of ongoing disclosure materials to be filed with the Commission**

- ~~7. (1) An issuer shall file with the Commission a copy of any announcement, statement, circular, or other document made or issued by it or on its behalf to the public or to a group of persons comprising members of the public (including its shareholders) —~~
- ~~(a) under the rules and requirements of a recognized exchange company or any provision of law applicable; or~~
  - ~~(b) pursuant to the terms of any listing agreement between the issuer and a recognized exchange company under the rules of the recognized exchange company,~~
- ~~within one business day following the day on which such announcement, statement, circular or other document is made or issued.~~
- ~~(2) A person shall file with the Commission a copy of any announcement, statement, circular or other document made or issued by the person or on his behalf to the public or to a group of persons comprising members of the public (including holders of the securities of an issuer) under any codes published by the Commission under section 399(2)(a) and (b) of the Ordinance within one business day following the day on which such announcement, statement, circular or other document is made or issued.~~
- ~~(3) An issuer or a person is regarded as having complied with subsection (1) or (2) if the issuer or the person has —~~
- ~~(a) filed with the recognized exchange company concerned; and~~
  - ~~(b) authorized the recognized exchange company in writing to file with the Commission on behalf of the issuer or the person, as the case may be,~~
- ~~a copy of the relevant announcement, statement, circular or other document.~~

## **PART III SUSPENSION OF DEALINGS**

### **Suspension of dealings in securities**

- ~~8. (1) Where it appears to the Commission that —~~
- ~~(a) any materially false, incomplete or misleading information has been included in any —~~
    - ~~(i) document (including but not limited to any prospectus, circular, introduction document and document containing proposals for an arrangement or reconstruction of a corporation) issued in connection with a listing of securities on a recognized stock market; or~~

- ~~(ii) announcement, statement, circular or other document made or issued by or on behalf of an issuer in connection with its affairs;~~
- ~~(b) it is necessary or expedient in the interest of maintaining an orderly and fair market in securities traded through the facilities of a recognized exchange company on the recognized stock market it operates;~~
- ~~(c) it is in the interest of the investing public or in the public interest, or it is appropriate for the protection of investors generally or for the protection of investors in any securities listed on a recognized stock market; or~~
- ~~(d) there has been a failure to comply with any condition imposed by the Commission under section 9(3)(c);~~

~~the Commission may, by notice to the recognized exchange company, direct the recognized exchange company to suspend all dealings in any securities specified in the notice.~~

- ~~(2) The recognized exchange company shall comply with any notice given under subsection (1) without delay.~~

#### **~~Powers of the Commission upon the suspension under this Part of dealings in any securities~~**

- ~~9. (1) An issuer which is aggrieved by a direction given by the Commission under section 8 may make representations in writing to the Commission and where an issuer makes such representations, the Commission shall notify the recognized exchange company.~~
- ~~(2) In respect of a direction given by the Commission under section 8, the recognized exchange company may make representations in writing to the Commission irrespective of whether representations in respect of that direction have been made by an issuer under subsection (1) and where the recognized exchange company makes such representations, the Commission shall notify the issuer.~~
- ~~(3) Where the Commission has —~~
  - ~~(a) directed a recognized exchange company to suspend dealings in any securities under section 8(1); and~~
  - ~~(b) considered any —~~
    - ~~(i) representations made by the issuer under subsection (1);~~
    - ~~(ii) representations made by the recognized exchange company under subsection (2); and~~
    - ~~(iii) further representations made by the issuer or the recognized exchange company;~~

~~the Commission may, by notice to the recognized exchange company —~~

- ~~(c) permit dealings in the securities to recommence subject to such conditions as the Commission may think fit to impose, being conditions of the nature specified in subsection (4); or~~
- ~~(d) direct the recognized exchange company to cancel the listing of the securities on a recognized stock market operated by it if the Commission —
  - ~~(i) is satisfied that there has been a failure to comply with any requirement in respect of listing set out in these Rules or in any other rules made under section 36 of the Ordinance; or~~
  - ~~(ii) considers that the cancellation of the listing is necessary to maintain an orderly market in Hong Kong;~~~~

~~and the recognized exchange company shall comply with the direction without delay.~~

~~(4) The conditions which may be imposed under subsection (3)(c) are —~~

- ~~(a) where the Commission has given a direction under section 8(1)(a) or (d), conditions imposed with the object of ensuring, so far as is reasonably practicable, that the issuer remedies the default by reason of which the suspension of dealings was directed;~~
- ~~(b) where the Commission has given a direction under section 8(1)(b), such conditions as the Commission may consider necessary or expedient in the interest of maintaining an orderly and fair market in securities traded through the facilities of the recognized exchange company mentioned in that section;~~
- ~~(c) where the Commission has given a direction under section 8(1)(c), such conditions as the Commission may consider to be in the interest of the investing public or in the public interest, or to be appropriate for the protection of investors generally or for the protection of the investors mentioned in that section.~~

~~(5) In subsection (3), “further representations” (進一步申述) means representations either in writing or orally or both in writing and orally as the issuer or the recognized exchange company may determine which are submitted within such reasonable time as the Commission may determine.~~

~~(6) The powers of the Commission under this section may only be exercised by a meeting of the Commission and are not delegable.~~

~~(7) A member of the Commission who made the decision in the exercise of the Commission’s powers under section 8 shall not participate in the deliberations or voting of the Commission in the performance of its functions under this section as regards that exercise of the Commission’s powers.~~

~~(8) Notwithstanding subsection (7), the member of the Commission referred to in that subsection may attend any meeting or proceeding of the Commission in the performance of its functions under this section as regards the exercise of the Commission’s powers under section 8 and may make such explanations of his decision as he thinks necessary.~~

## **Provisions supplementary to sections 8 and 9**

~~10. (1) At any hearing held by the Commission to receive oral representations made to it under section 9(3)(b)(iii), the issuer and the recognized exchange company each have the right to be represented by its counsel or solicitor.~~

~~(2) If representations are made under section 9(1) or (2) against a direction made under section 8(1) then, pending the decision of the Commission under section 9(3), all dealings in the securities concerned shall remain suspended.~~

#### **Restriction on re-listing**

~~11. No security the listing of which has been cancelled under section 9(3)(d) shall be listed again on a recognized stock market except in accordance with Part 2.~~

### **PART IV APPROVED SHARE REGISTRARS**

#### **Approval of share registrars**

~~12. (1) The Commission may approve an association of persons as an association each of whose members shall be an approved share registrar for the purposes of these Rules.~~

~~(2) The Commission may cancel the approval of any association of persons approved under subsection (1).~~

~~(3) The Commission shall maintain a list of associations of persons approved under subsection (1).~~

#### **Securities not to be listed where approved share registrar not employed**

~~13. No application made by a corporation to a recognized exchange company for the listing of any securities issued or to be issued by that applicant shall be approved by the recognized exchange company unless the applicant is an approved share registrar or employs an approved share registrar as its share registrar.~~

#### **Suspension of dealings on cessation of employment, etc. of approved share registrar**

~~14. (1) Where—~~

~~(a) the securities of a corporation are listed on a recognized stock market;  
—and~~

~~(b) the corporation ceases either to be an approved share registrar or to employ an approved share registrar as its share registrar,~~

~~the recognized exchange company shall give the corporation a notice of its intention to suspend dealings in the securities of the corporation unless, before the date specified in the notice, being 3 months after the date on which the recognized exchange company first learned of such cessation or 21 days from the date of the notice, whichever is the later, the corporation becomes an approved share registrar or employs an approved share registrar as its share registrar.~~

- ~~(2) Where the corporation fails to comply with the requirement stated in the notice given under subsection (1), the recognized exchange company shall suspend dealings in the securities of the corporation.~~
- ~~(3) The Commission may require a recognized exchange company to give notice under subsection (1) to a corporation which has ceased either to be an approved share registrar or to employ an approved share registrar as its share registrar if, in the opinion of the Commission, the recognized exchange company has failed or neglected to do so within a reasonable time, and the recognized exchange company shall comply with the requirement without delay.~~
- ~~(4) A recognized exchange company which has suspended dealings in the securities of any corporation under subsection (2) shall permit the recommencement of dealings in those securities when it is satisfied that the corporation has become an approved share registrar or has employed an approved share registrar as its share registrar.~~

### **Power to exempt**

- ~~15. (1) The Commission may exempt all or any particular class of securities issued by a corporation specified in a notice under subsection (2) from all or any of the provisions of this Part.~~
- ~~(2) An exemption granted under subsection (1) shall be notified by the Commission to the corporation specified in the notice and to the recognized exchange company which operates the recognized stock market on which the exempted class of securities is, or is proposed to be, listed.~~
  - ~~(3) The Commission may withdraw any exemption granted under subsection (1), and the withdrawal shall be notified in the same manner as an exemption is required to be notified under subsection (2).~~
  - ~~(4) Where an exemption in respect of any securities of a corporation has been withdrawn under subsection (3), the recognized exchange company shall suspend dealings in those securities unless —~~
    - ~~(a) at the date of notification of the withdrawal, the corporation is an approved share registrar or employs an approved share registrar as its share registrar; or~~
    - ~~(b) within 3 months after the date of notification of the withdrawal, the corporation becomes an approved share registrar or employs an approved share registrar as its share registrar.~~

### **Appeal against suspension**

- ~~16. (1) Where a recognized exchange company suspends dealings in the securities of a corporation under section 14 or 15(4) the corporation may, within 21 days of the suspension, appeal in writing to the Commission against the suspension.~~
- ~~(2) An appeal under subsection (1) shall be accompanied by such submissions in writing as the corporation wishes to make.~~
  - ~~(3) On any appeal under subsection (1), the Commission may —~~
    - ~~(a) dismiss the appeal;~~

- ~~(b) direct the recognized exchange company to permit the recommencement of dealings in the securities; or~~
- ~~(c) direct the recognized exchange company to permit the recommencement of dealings in the securities subject to such conditions as the Commission thinks fit.~~

## **PART V**

### **MISCELLANEOUS**

#### **Waiver of requirements of Parts 2 and 3**

- ~~17. The Commission may, by notice to an applicant or an issuer and a recognized exchange company, modify or waive, subject to such reasonable conditions as the Commission may think fit to impose, any requirement of Parts 2 and 3 where the Commission is of the opinion that —~~
- ~~(a) the applicant or issuer, as the case may be, cannot comply with the requirement or it would be unreasonable or unduly burdensome for the applicant or issuer to do so;~~
  - ~~(b) the requirement has no relevance to the circumstances of the applicant or issuer, as the case may be; or~~
  - ~~(c) compliance with the requirement would be detrimental to the commercial interests of the applicant or issuer, as the case may be, or to the interests of the holders of its securities.~~

#### **Suspensions, etc. by a recognized exchange company to be notified to the Commission**

- ~~18. (1) If a recognized exchange company intends to suspend dealings in any securities it shall, where reasonably practicable, inform the Commission of its intention prior to such suspension or, if not so practicable, inform the Commission of the suspension as soon as possible after the suspension.~~
- ~~(2) If a recognized exchange company, after having suspended dealings in any securities, intends to permit dealings in the securities to recommence, it shall, where reasonably practicable, inform the Commission of its intention to permit dealings to recommence or, if not so practicable, inform the Commission as soon as possible after permitting dealings to recommence.~~
- ~~(3) A recognized exchange company shall not cancel the listing of any securities unless it gives the Commission at least 48 hours' notice of its intention to do so.~~
- ~~(4) This section applies only to the suspension of dealings in any securities or the cancellation of dealings in any securities by a recognized exchange company other than in accordance with a direction of the Commission under section 8 or 9.~~

#### **Notices, etc. to be in writing**

- ~~19. Any notice or direction under these Rules shall be in writing.~~

#### **Transitional**



~~20. (1) Where—~~

~~(a) before the commencement of these Rules, any power could have been, but was not, exercised under rule 9 or 10 of the Securities (Stock Exchange Listing) Rules (Cap.333 sub. leg.) which has been repealed under section 406 of the Ordinance (“the repealed Rules”); or~~

~~(b) before such commencement any power has been exercised under any provision referred to in paragraph (a), and the exercise of the power would, but for the commencement, continue to have force and effect on or after such commencement,~~

~~then—~~

~~(c) (i) where paragraph (a) applies, the power may be exercised; or~~

~~(ii) where paragraph (b) applies, the exercise of the power shall continue to have force and effect,~~

~~as if the repealed Rules had not been repealed; and~~

~~(d) the provisions of the repealed Rules shall continue to apply to the exercise of the power and to any matters relating thereto (including any right to make representations in respect of the exercise of the power under rule 9) as if the repealed Rules had not been repealed.~~

~~(2) Subject to subsection (3), where before the commencement of these Rules, an application is made under rule 3 of the repealed Rules and immediately before such commencement the application has not been approved, refused or withdrawn, the application shall upon such commencement be treated as an application under section 3 and the provisions of these Rules (except section 3) shall apply accordingly.~~

~~(3) Section 5 shall apply only to any part of an application submitted on or after the commencement of these Rules.~~

**Andrew Len Tao SHENG**

*Chairman,*

*Securities and Futures Commission*

9 December 2002

### **Explanatory Note**

These Rules are made by the Securities and Futures Commission under section 36(1) of the Securities and Futures Ordinance (Cap.571). The Rules—

~~(a) prescribe certain requirements to be met before securities may be listed, including requirements for applications for the listing of securities and the employment of approved share registrars;~~

~~(b) provide for the cancellation of the listing of securities if the requirements are not met;~~

~~(c) prescribe the circumstances in which and the conditions subject to which a recognized exchange company shall suspend dealings in securities;~~

~~(d) provide for the filing with the Commission of copies of applications for the listing of securities and information disclosed to the public by issuers and certain other persons; and~~

~~(e) provide for other requirements to be complied with by a recognized exchange company.~~

## **Appendix 13**

### **INDEPENDENT FINANCIAL ADVISER'S DECLARATION RELATING TO INDEPENDENCE**

We, ....., are the independent financial adviser (the "Firm") appointed by ..... (the "Company") under rule 17.47(6)(b) / rule 24.05(6)(a)(ii) [~~cross out whichever is not applicable~~] of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules") and have offices located at .....

~~Pursuant to rule 17.97(1) we declare to The Stock Exchange of Hong Kong Limited that, pursuant to rule 17.96, the Firm is independent.~~

~~Signature : .....~~

~~Name : .....~~

~~For and on behalf of: ..... [insert the name of Firm]~~

~~Dated : .....~~

#### **NOTES:**

~~(1) Independent financial advisers are reminded that rule 17.98 requires, amongst other things, that where an independent financial adviser becomes aware of a change to the information set out in this declaration, it must notify the Exchange as soon as possible upon that change occurring.~~

~~(2) Each and every director of the Firm, and any officer or representative of the Firm supplying information sought in this form, should note that this form constitutes a record or document which is to be provided to the Exchange in connection with the performance of its functions under "relevant provisions" (as defined in Part 1 of Schedule 1 to the Securities and Futures Ordinance, Cap 571) and is likely to be relied upon by the Exchange. In relation to this, you should be aware that giving to the Exchange any record or document, which is false or misleading in a material particular, will render relevant persons liable for prosecution for an offence under subsection 384(3) of the Securities and Futures Ordinance. If you have any queries you should consult the Exchange or your professional adviser immediately.~~

## **Appendix 14**

### **INDEPENDENT FINANCIAL ADVISER'S UNDERTAKING**

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

We, ....., are the independent financial adviser appointed by ..... (the "Company") under rule 17.47(6)(b) / rule 24.05(6)(a)(ii) ~~[cross out whichever is not applicable]~~ of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules") and have offices located at .....

Pursuant to rule 17.97(2) we undertake with The Stock Exchange of Hong Kong Limited (the "Exchange") that we shall:

- (1) ~~comply with the GEM Listing Rules from time to time in force; and~~
- (2) ~~cooperate in any investigation conducted by the Listing Division and/or the GEM Listing Committee of the Exchange, including answering promptly and openly any questions addressed to us, promptly producing the originals or copies of any relevant documents and attending before any meeting or hearing at which we are requested to appear.~~

Signature : .....  
Name : .....  
For and on behalf of: ..... *[insert name of independent financial adviser]*  
Dated : .....

## **C. Corporate Governance / Environmental, Social and Governance**

### **Appendix 15C1**

#### **CORPORATE GOVERNANCE CODE**

...

#### **INTRODUCTION**

...

#### **Linkage between Corporate Governance and Environmental, Social and Governance (“ESG”)**

Corporate governance provides the framework within which the board forms their decisions and build their businesses. The entire board should be focusing on creating long-term sustainable growth for shareholders and delivering long-term values to all stakeholders. An effective corporate governance structure allows issuers to have a better understanding of, evaluate and manage, risks and opportunities (including environmental and social risks and opportunities). The ESG Reporting Guide set out in Appendix C220 to the GEM Listing Rules provides a framework for issuers to, among other things, identify and consider what environmental risks and social risks may be material to them. The board should be responsible for effective governance and oversight of it, as well as assessment and management of material environmental and social risks. Issuers are required to disclose environmental and social matters in ESG reports in accordance with the ESG Reporting Guide.

#### **PART 1 – MANDATORY DISCLOSURE REQUIREMENTS**

...

#### **B. BOARD OF DIRECTORS**

...

- (i) relationship (including financial, business, family or other material/relevant relationship(s)), if any, between board members and in particular, between the chairman and the chief executive; ~~and~~
- (j) if any director is appointed during the accounting period covered by the annual report, the date on which each such director had obtained the legal advice referred to in Rule 5.02D, and such director has confirmed he understood his obligations as a director of a listed issuer; and
- (kj) how each director, by name, complied with code provision C.1.4.

...

#### **PART 2 – PRINCIPLES OF GOOD CORPORATE GOVERNANCE, CODE PROVISIONS AND RECOMMENDED BEST PRACTICES**

...

#### **D.2 Risk management and internal control**

**Principle**

The board is responsible for evaluating and determining the nature and extent of the risks it is willing to take in achieving the issuer's strategic objectives, and ensuring that the issuer establishes and maintains appropriate and effective risk management and internal control systems. Such risks would include, amongst others, material risks relating to ESG (please refer to the ESG Reporting Guide in Appendix ~~C220~~ to the GEM Listing Rules for further information). The board should oversee management in the design, implementation and monitoring of the risk management and internal control systems, and management should provide a confirmation to the board on the effectiveness of these systems.

## **Appendix 16**

### **CORPORATE GOVERNANCE REPORT**

**[Merged with Appendix 15 1 April 2012]**

## **Appendix 17**

### **Headline Categories**

The following documents are submitted by issuers for publication on our website as listed companies information:—

#### **Equity**

1. ~~Headline Categories for Announcements and Notices (as set out in Schedule 1)~~
2. ~~Headline Categories for Circulars (as set out in Schedule 2)~~
3. ~~Headline Categories for Listing Documents (as set out in Schedule 3)~~
4. ~~Headline Categories for Financial Statements/ESG Information (as set out in Schedule 4)~~
5. ~~Headline Category — Next Day Disclosure Returns (as set out in Schedule 4A)~~
- 5A. ~~Headline Category — Monthly Returns~~
6. ~~Headline Category — Proxy Forms~~
7. ~~Headline Category — Company Information Sheet~~
8. ~~Headline Category — Trading Information of Exchange Traded Funds~~
9. ~~Headline Category — Trading Information of Leveraged and Inverse Products~~
10. ~~Headline Category — Constitutional Documents~~
11. ~~Headline Category — Documents on Display~~

#### **Debt and Structured Products**

12. ~~Headline Categories for Debt and Structured Products (as set out in Schedule 5)~~
13. ~~Headline Category — Documents on Display (Debt Issuance Programmes)~~
14. ~~Headline Category — Documents on Display (Debt Securities)~~
15. ~~Headline Category — Documents on Display (Structured Products)~~

#### **Application Proofs, OC Announcements and Post Hearing Information Packs or PHIPs**

16. ~~Headline Category for Application Proofs, OC Announcements and Post Hearing Information Packs or PHIPs (as set out in Schedule 6)~~

**Schedule 1**  
**Headline Categories for Announcements and Notices**

**Connected Transactions**

~~Auditors or INEDs Unable to Confirm Matters relating to Continuing Connected Transaction~~  
~~Connected Transaction~~  
~~Continuing Connected Transaction~~  
~~Guaranteed Net Tangible Assets or Profits~~  
~~Waiver in respect of Connected Transaction Requirements~~

**Corporate Positions and Committees/Corporate Changes**

~~Amendment of Constitutional Documents~~  
~~Change in a Director's or Supervisor's Biographical Details~~  
~~Change in Auditors~~  
~~Change in Class Rights~~  
~~Change in Company Secretary~~  
~~Change in Compliance Adviser~~  
~~Change in Compliance Officer~~  
~~Change in Directors or of Important Executive Functions or Responsibilities~~  
~~Change in Financial Year End~~  
~~Change in Registered Address or Office, Registered Place of Business in HK or Agent for Service of Process in HK~~  
~~Change in Share Registrar/Transfer Agent~~  
~~Change in Supervisors~~  
~~Change in Chief Executive~~  
~~Change of Audit Committee Member~~  
~~Change of Remuneration Committee Member~~  
~~Change of Company Name~~  
~~List of Directors and their Role and Function~~  
~~Non-compliance with Audit Committee Requirements~~  
~~Non-compliance with Remuneration Committee Requirements~~  
~~Non-compliance with Compliance Officer Requirements~~  
~~Non-compliance with INED Requirements or INED Failing to Meet Independence Guidelines~~  
~~Terms of Reference of the Audit Committee~~  
~~Terms of Reference of the Remuneration Committee~~  
~~Terms of Reference of the Nomination Committee~~  
~~Terms of Reference of Other Board Committees~~

**Financial Information**

~~Advance to an Entity~~  
~~Date of Board Meeting~~  
~~Delay in Results Announcement~~  
~~Dividend or Distribution~~  
~~Dividend or Distribution (Announcement Form)~~  
~~Final Results~~  
~~Financial Assistance and/or Guarantee to Affiliated Company~~  
~~Interim Results~~  
~~Modified Report by Auditors~~  
~~Net Asset Value~~

Profit Warning  
Prior Period Adjustments due to Correction of Material Errors  
Quarterly Results  
Results of a Subsidiary  
Revision of Information in Published Preliminary Results  
Revision of Published Financial Statements and Reports

### **Meetings/Voting**

Change of Voting Intention  
Material Information after Issue of Circular  
Nomination of Director by Shareholder  
Notice of AGM  
Notice of EGM/SGM  
Re-election or Appointment of Director subject to Shareholders' Approval  
Results of AGM  
Results of EGM/SGM  
Change in Auditors subject to Shareholders' Approval

### **New Listings (Listed Issuers/New Applicants)**

Allotment Results  
Formal Notice  
Listing of Securities by way of Introduction  
Striking Price on Offer for Subscription or for Sale by Tender  
Supplemental Information regarding IPO  
Transfer of listing from GEM to Main Board  
Mixed Media Offer

### **Notifiable Transactions**

Delay in Completion  
Discloseable Transaction  
Major Transaction  
Reverse Takeover  
Share Transaction  
Termination of Transaction  
Variation to Terms  
Very Substantial Acquisition  
Very Substantial Disposal

### **Reorganisation/Change in Shareholding/Major Changes/Public Float/Listing Status**

Announcement by Offeree Company under the Takeovers Code  
Announcement by Offeror Company under the Takeovers Code  
Change in Principal Business Activities  
Change in Shareholding  
Charging or Pledging of Shares by Shareholder  
Concentration of Shareholdings  
Dealing in Securities by Director where Otherwise Prohibited under Model Code  
Group Restructuring or Scheme of Arrangement  
Lack of Open Market in Securities  
Listing on Overseas Exchange or Securities Market  
Privatisation/Withdrawal or Cancellation of Listing of Securities  
Resumption



Spin-off  
Sufficiency of Assets and/or Operations and/or Issuer becoming Cash Company  
Sufficiency of Public Float  
Suspension  
Trading Halt  
Winding Up and Liquidation of Issuer, its Holding Company or Major Subsidiary

### **Securities/Share Capital**

Announcement pursuant to Code on Share Buy-backs  
Bonus Issue (Announcement Form)  
Capital Reorganisation  
Capitalisation Issue  
Change in Board Lot Size  
Change in Terms of Securities or Rights attaching to Securities  
Change of Dividend Payment Date  
Closure of Books or Change of Book Closure Period  
Consideration Issue  
Conversion of Securities  
Intention to Sell Shares of Untraceable Member  
Issue of Convertible Securities  
Issue of Debt Securities  
Issue of Preference Shares  
Issue of Securities by Major Subsidiary  
Issue of Shares under a General Mandate  
Issue of Shares under a Specific Mandate  
Issue of Warrants  
Movements in Issued Share Capital  
Open Offer  
Placing  
Rights Issue  
Share Scheme  
Trading Arrangements (other than Change in Board Lot Size)

### **Miscellaneous**

Breach of Loan Agreement  
Clarification of News or Reports — Qualified  
Clarification of News or Reports — Standard or Super  
Delay in Dispatch of Circular or other Document  
Loan Agreement with Specific Performance Covenant  
Matters relating to Collective Investment Schemes  
Matters relating to Options  
Mining Activities Undertaken by Listed Issuers  
Other — Business Update  
Other — Corporate Governance Related Matters  
Other — Litigation  
Other — Miscellaneous  
Other — Trading Update  
Overseas Regulatory Announcement — Board/Supervisory Board Resolutions  
Overseas Regulatory Announcement — Business Update  
Overseas Regulatory Announcement — Corporate Governance Related Matters  
Overseas Regulatory Announcement — Issue of Securities and Related Matters  
Overseas Regulatory Announcement — Other  
Overseas Regulatory Announcement — Trading Update

Inside Information  
Unusual Price/Turnover Movements—Qualified  
Unusual Price/Turnover Movements—Standard or Super

## **Schedule 2**

### **Headline Categories for Circulars**

#### **Connected Transaction**

Connected Transaction  
Continuing Connected Transaction

#### **Corporate Positions and Committees/Corporate Changes**

Amendment of Constitutional Documents

#### **Meetings/Voting**

Change of Voting Intention  
Material Information after Issue of Circular  
Nomination of Director by Shareholder  
Re-election or Appointment of Director subject to Shareholders' Approval  
Change in Auditors subject to Shareholders' Approval

#### **Notifiable Transactions**

Major Transaction  
Reverse Takeover  
Very Substantial Acquisition  
Very Substantial Disposal

#### **Reorganisation/Change in Shareholding/Major Changes/Public Float/Listing Status**

Document issued by Offeree Company under the Takeovers Code  
Document issued by Offeror Company under the Takeovers Code  
Fundamental Change in Principal Business Activities  
Privatisation/Withdrawal of Listing of Securities  
Proposal of Mineral Company to Explore for Natural Resources as Extension to or Change from Existing Activities  
Spin-off

#### **Securities/Share Capital**

Capitalisation Issue  
Change in Terms of Securities or Rights attaching to Securities  
Document issued pursuant to Code on Share Buy-backs  
Exchange or Substitution of Securities  
Explanatory Statement for Repurchase of Shares  
General Mandate  
Issue of Convertible Securities  
Issue of Debt Securities  
Issue of Preference Shares  
Issue of Securities by Major Subsidiary  
Issue of Securities within 6 Months of Listing

Issue of Shares  
Issue of Warrants  
Open Offer  
Rights Issue  
Share Scheme

### **Miscellaneous**

Matters relating to Collective Investment Schemes  
Other

### **Schedule 3**

#### **Headline Categories for Listing Documents**

Authorised Collective Investment Scheme  
Capitalisation Issue  
Deemed New Listing under the Listing Rules  
Exchange or Substitution of Securities  
Introduction  
Offer for Sale  
Offer for Subscription  
Open Offer  
Other  
Placing of Securities of a Class New to Listing  
Rights Issue  
Supplementary Listing Document

### **Schedule 4**

#### **Headline Categories for Financial Statements/ESG Information**

Annual Report  
Interim/Half Year Report  
Quarterly Report  
Environmental, Social and Governance Information/Report

### **Schedule 4A**

#### **Headline Categories for Next Day Disclosure Returns**

Share Buyback  
Others

### **Schedule 5**

#### **Headline Categories for Debt and Structured Products**

#### **Callable Bull / Bear Contracts (CBBC)**

Additional information – Exotic CBBC  
Adjustment to Terms and Conditions – CBBC  
Base Listing Document – CBBC  
Daily Trading Report – CBBC  
Expiry Announcement – CBBC

Inside Information—CBBC  
Launch Announcement—CBBC  
Liquidity Provision Service—CBBC  
Market Disruption Event—CBBC  
Other—CBBC  
Pre-Listing Trading Report—CBBC  
Resumption—CBBC  
Supplemental Listing Document—CBBC  
Suspension—CBBC  
Trading Halt—CBBC  
Withdrawal of Listing—CBBC

### **Derivative Warrants (DW)**

Additional Information—Exotic DW  
Adjustment to Terms and Conditions—DW  
Base Listing Document—DW  
Daily Trading Report—DW  
Expiry Announcement—DW  
Inside Information—DW  
Launch Announcement—DW  
Liquidity Provision Service—DW  
Market Disruption Event—DW  
Other—DW  
Pre-Listing Trading Report—DW  
Resumption—DW  
Supplemental Listing Document—DW  
Suspension—DW  
Trading Halt—DW  
Withdrawal of Listing—DW

### **Equity Linked Instruments (ELI)**

Additional Information—Exotic ELI  
Adjustment to Terms and Conditions—ELI  
Base Listing Document—ELI  
Daily Trading Report—ELI  
Expiry Announcement—ELI  
Inside Information—ELI  
Launch Announcement—ELI  
Liquidity Provision Service—ELI  
Market Disruption Event—ELI  
Other—ELI  
Pre-Listing Trading Report—ELI  
Resumption—ELI  
Supplemental Listing Document—ELI  
Suspension—ELI  
Trading Halt—ELI  
Withdrawal of Listing—ELI

### **Information regarding Structured Products Issuers**

Corporate Information—Structured Products Issuer  
Credit Rating—Structured Products Issuer  
Financial Disclosure or Report—Structured Products Issuer

~~Inside Information—Structured Products Issuer~~  
~~Other—Structured Products Issuer~~

### **Debt Issuance Programmes**

~~Financial Report—Debt Issuance Programmes~~  
~~Formal Notice—Debt Issuance Programmes~~  
~~Inside Information—Debt Issuance Programmes~~  
~~Issuer-Specific Report—Debt Issuance Programmes~~  
~~Offering Circular—Debt Issuance Programmes~~  
~~Other—Debt Issuance Programmes~~  
~~Overseas Regulatory Announcement—Debt Issuance Programmes~~

### **Debt Securities**

~~Adjustment to Terms and Conditions—Debt Securities~~  
~~Financial Report—Debt Securities~~  
~~Formal Notice—Debt Securities~~  
~~Inside Information—Debt Securities~~  
~~Interest Payment (Announcement Form)—Debt Securities~~  
~~Issuer-Specific Report—Debt Securities~~  
~~Offering Circular and Pricing Supplement—Debt Securities~~  
~~Other—Debt Securities~~  
~~Overseas Regulatory Announcement—Debt Securities~~  
~~Prospectus—Debt Securities~~  
~~Redemption or Repurchase—Debt Securities~~  
~~Resumption—Debt Securities~~  
~~Suspension—Debt Securities~~  
~~Trading Halt—Debt Securities~~  
~~Withdrawal of Listing—Debt Securities~~

## **Schedule 6**

### **Headline Categories for Application Proofs, OC Announcements and Post Hearing Information Packs or PHIPs**

~~Application Proofs or related materials~~  
~~OC Announcements or related materials~~  
~~Post Hearing Information Packs or PHIPs or related materials~~

## **APPENDIX D218**

### **CONTENT OF A COMPETENT PERSON'S REPORT FOR PETROLEUM RESERVES AND RESOURCES**

...

## **Appendix D319**

### **SUMMARY FORM OF DISCLOSURE FOR PROPERTY INTERESTS**

**[Types of properties]**

...

## Appendix C220

### Environmental, Social and Governance Reporting Guide

#### Part A: Introduction

##### The Guide

3. “Comply or explain” provisions are set out in Part C of this Guide. An issuer must report on the “comply or explain” provisions of this Guide. If the issuer does not report on one or more of these provisions, it must provide considered reasons in its ESG report. For guidance on the “comply or explain” approach, issuers may refer to the “What is “comply or explain”?” section of the Corporate Governance Code in Appendix C145 of the GEM Listing Rules.
4. (1) ...
- (2) Where the ESG report does not form part of the issuer’s annual report:
- (a) To the extent permitted under all applicable laws and regulations ~~and the issuer’s own constitutional documents~~, an issuer shall provide the ESG report to its shareholders using electronic means in accordance with and subject to the provisions set out in ~~is not required to provide the ESG report in printed form to its shareholders irrespective of whether such shareholders have elected to receive the issuer’s corporate communication electronically or otherwise under rule 16.04A.~~
  - (b) ~~The issuer must notify the intended recipient of:~~
    - ~~(i) the presence of the ESG report on the website;~~
    - ~~(ii) the address of the website;~~
    - ~~(iii) the place on the website where it may be accessed; and~~
    - ~~(iv) how to access the ESG report.~~[Repealed 31 December 2023]
  - (c) ~~Notwithstanding the above, the issuer shall promptly provide a shareholder with an ESG report in printed form upon its specific request.~~[Repealed 31 December 2023]

## Appendix E224

### FINANCIAL ADVISER'S OBLIGATIONS DECLARATION (FOR EXTREME TRANSACTION)

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

...../...../.....

We, ....., are the financial adviser appointed by .....  
(the "Company") on [Date] to perform due diligence on [a description of the proposed  
transaction] (the "Transaction") as required under rules 17.99A and 19.53A(2) of the Rules  
Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited  
(the "GEM Listing Rules") and have offices located at .....

Under GEM Listing Rules 17.99A and 19.53A(2), we declare to The Stock Exchange of Hong  
Kong Limited (the "Exchange") that:

The financial adviser appointed under Rule 19.53A(2) shall:

- (a) ~~having made~~conduct reasonable due diligence inquiries to come to a  
reasonable belief, ~~we have reasonable grounds to believe and do believe that:~~
- (i) the acquisition targets (as defined in GEM Listing Rule 19.04(2A)) are able to meet the requirements under GEM Listing Rule 11.06 and GEM Listing Rule 11.12A (or GEM Listing Rule 11.14). In addition, the enlarged group is able to meet all the new listing requirements in Chapter 11 of the GEM Listing Rules (except for GEM Listing Rule 11.12A and those rules agreed with the Exchange);
  - (ii) the ~~issuer~~Company's circular contains sufficient particulars and information to enable a reasonable person to form as a result thereof a valid and justifiable opinion of the extreme ~~t~~Transaction and the financial condition and profitability of the acquisition targets at the time of the issue of the circular;
  - (iii) the information in the non-expert sections of the circular:
    - (A) contains all information required by relevant legislation and rules;
    - (B) is true, accurate and complete in all material respects and not misleading or deceptive in any material respect, or, to the extent it consists of opinions or forward looking statements by the issuer~~Company's~~ directors or any other person, such opinions or forward looking statements have been made after due and careful consideration and on bases and assumptions that are fair and reasonable; and
    - (C) does not omit any matters or facts the omission of which would make any information in the non-expert sections of a circular

or any other part of the circular misleading in a material respect; and

- (iv) there are no other material issues relating to the extreme tTransaction which, in the financial adviser'sour opinion, should be disclosed to the Exchange;
- (b) in relation to each expert section in the circular, ~~conduct~~having made reasonable due diligence inquiries to come to a reasonable belief, ~~we have reasonable grounds to believe and do believe~~ (to the standard reasonably expected of a financial adviser which is not itself expert in the matters dealt with in the relevant expert section) that:
  - (i) where the expert does not conduct its own verification of any material factual information on which the expert is relying for the purposes of any part of the expert section, such factual information is true in all material respects and does not omit any material information. Factual information includes:
    - (A) factual information that the expert states it is relying on;
    - (B) factual information the financial adviser ~~we believes~~ the expert is relying on; and
    - (C) any supporting or supplementary information given by the expert or the issuer~~Company~~ to the Exchange relating to an expert section;
  - (ii) all material bases and assumptions on which the expert sections of the circular are founded are fair, reasonable and complete;
  - (iii) the expert is appropriately qualified, experienced and sufficiently resourced to give the relevant opinion;
  - (iv) the expert's scope of work is appropriate to the opinion given and the opinion required to be given in the circumstances (where the scope of work is not set by a relevant professional body);
  - (v) the expert is independent from (1) the issuer~~Company~~ and its directors and controlling shareholder(s); (2) the counterparty to the extreme tTransaction and the acquisition targets; and (3) the directors and controlling shareholder(s) of the counterparty to the extreme tTransaction; and
  - (vi) the circular fairly represents the views of the expert and contains a fair copy of or extract from the expert's report; and
- (c) in relation to the information in the expert reports, ~~we~~, as a non-expert, ~~conduct~~after performing reasonable due diligence inquiries to satisfy itself that there are no reasonable grounds to believe, ~~have no reasonable grounds to believe and do not believe~~ that the information in the expert reports is untrue, misleading or contains any material omissions.

Signed: .....

Name: .....



For and on behalf of: ..... [insert the name of financial adviser]  
Dated: .....

**Note:** Each and every director of the financial adviser, and any officer or representative of the financial adviser supplying information sought in this form, should note that this form constitutes a record or document which is to be provided to the Exchange in connection with the performance of its functions under “relevant provisions” (as defined in Part 1 of Schedule 1 to the Securities and Futures Ordinance (Cap 571) as amended from time to time) and is likely to be relied upon by the Exchange. Therefore, you should be aware that giving to the Exchange any record or document which is false or misleading in a material particular will render relevant persons liable for prosecution for an offence under subsection 384(3) of the Securities and Futures Ordinance (Cap 571) as amended from time to time. If you have any queries you should consult the Exchange or your professional adviser immediately.

## Appendix 22

### FINANCIAL ADVISER’S UNDERTAKING (FOR EXTREME TRANSACTION)

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

...../...../.....

We, ....., are the financial adviser (the “Firm”) appointed by ..... (the “Company”) on [Date] to perform due diligence on [a description of the proposed transaction] (the “Transaction”) as required under rules 17.99A and 19.53A(2) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) and have offices located at .....

Pursuant to GEM Listing Rule 17.99B, we undertake to The Stock Exchange of Hong Kong Limited (the “Exchange”) that we shall:

- (a) ~~comply with the GEM Listing Rules from time to time in force; and~~
- (b) ~~cooperate in any investigation conducted by the Listing Division and/or the GEM Listing Committee of the Exchange, including answering promptly and openly any questions addressed to us, promptly producing the originals or copies of any relevant documents and attending before any meeting or hearing at which we are requested to appear.~~

Signed: .....

Name: .....

For and on behalf of: ..... [insert the name of financial adviser]

Dated: .....

## **Part B**

*This Part sets out the amendments to the GEM Listing Rules, which will come into effect on 8 July 2023.*

\*\*\*

### **Chapter 3**

#### **GENERAL**

#### **COMPOSITION, POWERS, FUNCTIONS AND PROCEDURES OF THE GEM LISTING COMMITTEE, THE GEM LISTING REVIEW COMMITTEE AND THE LISTING DIVISION**

...

#### **Disciplinary jurisdiction and sanctions**

3.10 (1) The Exchange may bring disciplinary actions and impose or issue the sanctions in rule 3.11 against any of the following:—

- ...
- (j) any guarantor in the case of a guaranteed issue of debt securities—~~or structured products~~; and
- ...

#### **Conduct of meetings of the GEM Listing Committee**

3.29 The GEM Listing Committee shall meet for the despatch of business, adjourn and otherwise regulate its meetings in accordance with the provisions of the rules made by the Board for this purpose, including rules governing members' conflicts of interest, subject to the provisions of this rule. The quorum necessary for the transaction of any business by the GEM Listing Committee shall be five members ~~present in person~~. The Chief Executive of HKEC will not attend meetings of the GEM Listing Committee at which the GEM Listing Committee is determining a matter in the first instance or on review.

...

#### **Conduct of meetings of the GEM Listing Review Committee**

3.38L The GEM Listing Review Committee shall meet for the despatch of business, adjourn and otherwise regulate its meetings in accordance with the provisions of the rules made by the Board for this purpose, including rules governing members' conflicts of interest, subject to the provisions of this rule 3.38L. The quorum necessary for the transaction of any business of the GEM Listing Review Committee shall be five members ~~present in person~~. All review hearings shall be heard de novo. The GEM Listing Review Committee will rehear the case and decide it afresh, after considering all the relevant evidence and arguments made at the earlier hearings and any additional evidence or information which may be adduced in accordance with the procedures and regulations for review hearings and any directions made by the GEM Listing Review Committee. The GEM Listing Review Committee will consider the decision of the previous decision making body and state the reasons for its own

decision. The GEM Listing Review Committee will also address the prior decision (and the basis therefor) in its own decision, whether it is upholding or overturning that prior decision.

...

## Chapter 4

### GENERAL

#### REVIEW PROCEDURE

...

#### Conduct of review hearing

- 4.11 ...  
(2) The quorum necessary for the transaction of any business by the GEM Listing Committee or the GEM Listing Review Committee shall be five members present in person.

...

## Chapter 12

### EQUITY SECURITIES

#### APPLICATION PROCEDURES AND REQUIREMENTS

...

#### *Applications by listed issuers*

- 12.16 A listed issuer must apply to the Listing Division for the listing of additional equity securities. The application must be on the prescribed form set out in Appendix 5B. In circumstances where the application is required to be supported by a listing document the application must be submitted at least 10 clear business days prior to the date on which the issuer proposes to ~~bulk print~~ finalise the listing document for publication and in circumstances where the application is not required to be supported by a listing document, the application must be submitted at least 4 clear business days prior to the proposed date for issuing the securities. In all cases, the Exchange may require a longer time period to consider the listing application.
- 12.17 The listing application form must be accompanied by:—
- (1) the documents, as applicable, stipulated in rule 12.26B; and
  - (2) in circumstances where the listed issuer is required to have (or otherwise retains) a Compliance Adviser (or other adviser appointed pursuant to rule 6A.37), the adviser's declaration of interests in the form set out in Appendix 7H; ~~and~~
  - (3) ~~[Repealed 8 July 2023] the subsequent issue fee in the amount specified in Appendix 9.~~

...

~~*Before bulk-printing of the listing document*~~  
As soon as practicable after hearing of the application by the GEM Listing Committee  
but before finalisation of the listing document for publication

12.23A The following must be lodged with the Exchange by a new applicant before ~~bulk-printing~~ finalisation of the listing document for publication:-

- ...
- (1) where the listing document is required to contain a sufficiency of working capital statement by the directors, a final letter from its Sponsor, confirming that it is 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~~
  - (2) a final copy of all draft documents which have been submitted to the Exchange in support of the application for listing;
  - (3) where applicable, a final proof of any application form (including any excess or preferential application form) to subscribe or purchase the securities for which listing is sought; and
  - (4) any document as may be required by the Exchange before finalisation of the listing document for publication.

~~*Before bulk-printing of the listing document*~~ *finalisation of the listing document for publication*

12.26C If the listing document contains a statement as to the sufficiency of working capital, a letter from the issuer's financial advisers or auditors must be submitted to the Exchange before ~~bulk-printing~~ finalisation of the listing document for publication, confirming that:

- (1) the statement has been made by the directors after due and careful enquiry; and
  - (2) persons or institutions providing finance have stated in writing that such facilities exist.
- ...

## Chapter 14

### EQUITY SECURITIES

### LISTING DOCUMENTS

#### *Preliminary*

...

14.02 In order to allow the Exchange sufficient time to consider an application for listing:—

- (1) [Repealed 1 October 2013]

- (2) listed issuers are reminded that the listing document in anticipated final form must be lodged with the Exchange at least 10 clear business days prior to the intended date of its finalisation for publication~~bulk printing~~.

No material amendment to the final proof listing document will be allowed without the consent of the Exchange.

...

## **Chapter 27**

### **DEBT SECURITIES**

#### **QUALIFICATIONS FOR LISTING**

...

##### **Basic conditions**

...

- 27.10 The issue and listing of the debt securities for which listing is sought must be in conformity with the law of the place where the issuer is incorporated or otherwise established and in conformity with the issuer's memorandum and articles of association or equivalent documents and all authorisations needed for their creation and issue under such law or documents must have been duly given. The same applies, mutatis mutandis, to the giving of any related guarantee by a guarantor.

...

## **Appendix 2**

### **DOCUMENTS OF TITLE**

#### **Part B**

##### **Definitive Documents of Title**

...

##### **Bearer Securities**

13. Except for debt issues to professional investors only, proofs of securities and any coupons must be submitted to the Exchange for approval as early as possible, preferably in "sketch" form. Proofs must be submitted to the Exchange at least 10 business days prior to the date on which the relevant listing document is to be finalised for publication~~bulk printed~~.

...

## **Appendix 5**

### **FORMS RELATING TO LISTING**

## FORM A

### Application Form - Equity securities (of an issuer no part of whose share capital is already listed)

...

3. Proposed timetable for the listing (please specify dates) (*Note 2*):

...

(b) ~~bulk print date~~ of finalisation of the listing document for publication: .....

...

## Appendix 5

### FORMS RELATING TO LISTING

#### FORM B

### Application Form - Equity securities (of an issuer part of whose share capital is already listed)

In circumstances where the application is required to be supported by a listing document this form must be lodged, duly completed, at least 10 clear business days prior to the date on which the issuer proposes to ~~bulk print~~ finalise the listing document for publication and, in circumstances where the application is not required to be supported by a listing document, this form must be submitted at least 4 clear business days prior to the proposed date for issuing the securities.

...

3. Proposed timetable for the listing (please specify dates):

(a) ~~bulk print date~~ of finalisation of the listing document for publication, if applicable:...

...

15. ~~[Repealed 8 July 2023] A cheque numbered (cheque number) drawn on (bank) for HK\$[ ], the amount specified in Appendix 9, has been enclosed for payment of the listing fee/A sum of HK\$[ ], the amount specified in Appendix 9, has been electronically transferred to the Exchange's designated bank account as the payment of the listing fee\*.~~

~~\*Delete as appropriate~~

...

16. We hereby undertake to advise the Exchange if any change of circumstance arises prior to the hearing date of the application (if applicable) or the date on which we propose to ~~bulk print~~ finalise the listing document for publication (if any) or the proposed date of issue of the securities the subject of this application, that would render any information contained in this application form or the listing document (if any) misleading in any material respect.

...

## Appendix 5

**FORMS RELATING TO LISTING**

**FORM C**

**Application Form - Debt securities**

...

3. Proposed timetable for the listing (please specify dates, as applicable):
- (a) Exchange hearing: .....
- (b) ~~bulk print date~~ of finalisation of the listing document for publication, if applicable: ...