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**Listing on the Hong Kong Stock Exchange –  
document list**

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## Listing on the Hong Kong Stock Exchange - Document List

<i>Documents</i>	<i>Responsibility</i>
<b>Public Documents</b>	
1. Prospectus	All parties
2. Application forms - public (white, yellow)	Sponsor/Sponsor Lawyers/Company Lawyers
3. Share certificates and transfer forms	Registrar/Company/Sponsor Lawyers
4. Cheques for return of excess application monies/Covering note	Registrar/Company/Sponsor Lawyers
5. Letters of regret regarding unsuccessful applications and applications received after subscription lists closed	Registrar/Company/Sponsor Lawyers
<b>Documents Supporting Prospectus</b>	
6. Company supporting schedule on profit forecast	Company/Accountants
7. Indebtedness Statement	Company/Accountants
8. Budget/cash flow/working capital	Company/Accountants
9. Accountant report and audited accounts of Company for three years	Company/Accountants
10. [Statement of adjustments for Accountants' report]	Accountants
11. Accountants' comfort letter on profit forecast	Accountants
12. Accountants' comfort letter on indebtedness, working capital, banking facilities on other financial information	Accountants
13. Accountants' consent letter	Accountants
14. Letters from banks confirming facilities provided/indebtedness	Company/Accountants
15. Sponsors' comfort letter on profit forecast	Sponsor
16. Sponsors' consent letter	Sponsor
17. Estimate of expenses	Sponsor/Company

<i>Documents</i>	<i>Responsibility</i>
18. Sponsor comfort letter on working capital statement	Sponsor
19. Verification notes	Sponsor Lawyers
20. Letter confirming registration of prospectus under Companies Ordinance	Company Lawyers
21. Letter of confirmation of indebtedness	Company/Accountants
22. Letter of confirmation of working capital	Company/Accountants
23. Directors service agreements/ Supervisors service agreements	Company/Company Lawyers/ PRC Lawyers
24. Property valuation	Valuers
25. Valuer consent letter	Valuers
26. Plant and machinery valuation report	Valuers
27. PRC lawyers' consent letter	PRC Lawyers
<b>Underwriting and Placing Documents</b>	
28. "Red herring" proof prospectus	Sponsor/Printer
29. Placing and Underwriting agreement	Sponsor Lawyers/Sponsor
30. Agreement amongst Placing Underwriters	Sponsor/Sponsor Lawyer
31. Sub-underwriting letters	Sponsor
32. Invitation telex	Sponsor Lawyer/Sponsor
33. Pricing agreement	Sponsor Lawyer/Sponsor
34. Allotment telex	Sponsor Lawyer/Sponsor
35. Stabilisation letter	Sponsor Lawyer/Sponsor
36. Sponsor post-listing appointment letter	Sponsor Lawyer/Sponsor
37. List of places	Company/Sponsor
<b>Reorganisation Documents and Approvals</b>	
38. Reorganisation agreement	Company/Company Lawyers/PRC Lawyers
39. Documents for formation of the Company and other group companies as per reorganisation plan (Reorganisation Report)	Company/Company Lawyers/ PRC Lawyers
40. Approvals for the reorganisation of the Company from the relevant PRC authorities (if required)	Company/PRC Lawyers
41. Approvals for the Transfer of assets and land from the relevant PRC authorities (if required)	Company/PRC Lawyers

<i>Documents</i>	<i>Responsibility</i>
42. Approval for the issue of shares by the Company from the relevant PRC authorities (if required)	Company/PRC Lawyers
43. Application for confirmation of assets valuation	Company/PRC Lawyers
44. Approval from the relevant authorities of income tax rate (if applicable)	Company/PRC Lawyers
<b>Company Documents</b>	
45. Powers of Attorney from all directors to sign prospectus and to deal with all matter arising out of the Share Offer	Company/ Company Lawyers
46. Articles of Association	Company/Company Lawyers/PRC Lawyers
47. Material contracts	Company/Company Lawyers/PRC Lawyers
48. Leasing/rental agreements (if any)	Company/Company Lawyers/PRC Lawyers
49. Minutes of Board Meeting of Company :-  (i) determine issue price or authorise (ii) appointment of directors and supervisors (iii) Adopt Model Code for securities transactions by directors of listed companies and Code of Good Practice (iv) approved forecasts of profit, cash flow and dividend policy (v) confirm no material changes in financial or trading position of (vi) the Company as stated in Prospectus (vii) approve Red herring/“U-proof” Prospectus (viii) confirm directors’ interests as disclosed in Prospectus (ix) note directors’ Prospectus liabilities (x) approve formal notice of Prospectus (xi) approve bulk print of Prospectus and application forms (xii) authorise signing of the placing and underwriting agreement (xiii) approve agreement and Registrar Agreement (xiv) authorise the issue of share certificates and adopt the securities seal	Company/Company Lawyers/PRC Lawyers

<i>Documents</i>	<i>Responsibility</i>
(xv) approve estimate of expenses (xvi) approve press announcement (xvii) approve signing of verification notes (xviii) approve listing on Stock Exchange including signing of Listing Agreement (xix) appoint Board Committee (xx) note/approve signing of Powers of attorney from all directors to sign prospectus, directors statement of interests, directors responsibility letters, Listing agreement (xxi) appoint new non-executive directors, if not already appointed (xxii) convene EGM	
50. Notice of EGM of the Company to, inter alia: (i) approve an increase in authorised share capital (ii) authorise the Share Offer (iii) adopt new Articles	
51. Consent to short notice for EGM	Company/Company Lawyers/PRC Lawyers
52. Minutes of EGM	Company/Company Lawyers/PRC Lawyers
53. Board minutes for approving placing results	Company/Company Lawyers/PRC Lawyers
54. Buildings and fixture certificates	Company/PRC Lawyers
55. Land documents	Company/PRC Lawyers
56. Regulatory Certificates of Company/Holding Company/Associated Companies	Company/PRC Lawyers
<b>Press Conference/Announcements</b>	
57. Formal notice of prospectus (English and Chinese)	Sponsor
58. Announcement of allotment results (English and Chinese)	Sponsor/Company
59. Announcement of placing results	Company/Sponsor
60. Fund managers presentation/roadshow arrangements	Company/Sponsor/PR Company
61. Presentation materials for press conference on the flotation	Company/Sponsor/PR Company

<i>Documents</i>	<i>Responsibility</i>
62. Press release on the flotation	Company/Sponsor/PR Company
63. [Announcement of exercise of over-allotment option (English & Chinese)]	
<b>SEHK-related Documents</b>	
64. Form A1	Sponsor/Company
65. Form C1	Sponsor/Company
66. Submission re-connected party transaction	Company/Company Lawyers/Sponsor
67. Directors statement of interests/ Supervisors statement of interests	Company/Company Lawyers
68. Directors responsibility letters	Company/Company Lawyers
69. Directors declarations and undertakings/ declaration and undertakings(if any)	Company/Company Lawyers
70. Directors contract for compliance and arbitration / Supervisors contract for compliance and arbitration (if any)	Company/ Company Lawyers
71. Company secretaries contract of compliance and arbitration	Company/ Sponsor
72. [Rule 19.06 submission]	Sponsor Lawyers/Company Lawyers/Sponsor
73. Listing agreement	Company/HKSE
74. Approval in principle for listing of the shares from HKSE	Sponsor/HKSE
75. Final approval of listing from HKSE	Sponsor/HKSE
<b>Legal Opinions</b>	
76. PRC legal opinion on the Company establishment and legal status	PRC Lawyers
77. PRC legal opinion for purpose of placing and underwriting agreement	PRC Lawyers
78. PRC legal opinion/report (including placing and review) on land title and title of building and fixtures	PRC Lawyers
79. PRC legal opinion in relation to Summary of PRC law and Articles of Association in Prospectus	PRC Lawyers
80. Legal opinion (HK) re incorporation status	Company Lawyers

<i>Documents</i>	<i>Responsibility</i>
of Company from HK lawyer	
<b>General</b>	
81. Miscellaneous filings under Hong Kong Companies Ordinance	Company/Company Lawyers
82. Memorandum on directors' Prospectus liability	Sponsor/Sponsor Lawyers
83. Timetable	Sponsor
84. Application for registration as overseas company (HK)	Company/Company Lawyers
85. Application for Business Registration Certificate (HK)	Company/Company Lawyers
86. Business Registration Certificate (HK)	Company/Company Lawyers
87. Translator certificate	Translation Company
88. Sponsor letter on translator competency	Sponsor
89. List of assets	Company/Accountants
90. List of liabilities	Company/Accountants
91. Registrar Agreement	Company/Company Lawyers/Sponsor Sponsor Lawyers
92. Receiving bankers agreement	Company/Receiving banker/Sponsor/Sponsor Lawyers/Company Lawyers

## **February 2002**

*This note is provided for information purposes only and does not constitute legal advice. Specific advice should be sought in relation to any particular situation. This note has been prepared based on the laws and regulations in force at the date of this note which may be subsequently amended, modified, re-enacted, restated or replaced.*