

## HKEx GUIDANCE LETTER

HKEx-GL57-13 (July 2013) (Updated in September 2013) – effective for applications submitted on or after 1 October 2013

<b>Subject</b>	<b>Guidance on logistical arrangements for publication of Application Proofs, Post Hearing Information Packs (“PHIPs”) and related materials on the Exchange’s website for listing applicants</b>
<b>Listing Rules and Regulations</b>	<b>Main Board Rules 9.08(2)(c), 12.01A, 12.01B, 20.25, 20.26, and Practice Note 22 GEM Rules 12.10(2)(c), 16.01A, 16.01B and Practice Note 5</b>
<b>Related Publications</b>	<b>HKEx-GL56-13 - Guidance on (i) disclosure requirements for substantially complete Application Proofs; (ii) a 3-day checklist for disclosure matters that the Exchange will check in Application Proofs prior to acceptance; and (iii) publication of Application Proofs and Post Hearing Information Packs on the Exchange’s website</b>
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### Important notes:

- (1) *This letter does not override the Listing Rules and is not a substitute for advice from qualified professional advisers. If there is any conflict or inconsistency between this letter and the Listing Rules, the Listing Rules prevail. You may consult the Listing Division on a confidential basis for an interpretation of the Listing Rules or this letter.*
- (2) *The Securities and Futures Commission (“**Commission**”) is of the view that so long as an Application Proof or a PHIP submitted for publication on the Exchange’s website adheres to the guidance set out in paragraphs A.7 (Warning and Disclaimer Statements) and A.8 (Redactions in Application Proof for Publication and PHIP) below, then neither the Application Proof nor the PHIP would constitute a prospectus under section 2(1) of the Companies Ordinance as amended from time to time (Cap. 32) (“**Companies Ordinance**”); or an advertisement under section 38B(1) of the Companies Ordinance; or an invitation to the public in breach of section 103(1) of the Securities and Futures Ordinance as amended from time to time (Cap. 571) (“**Securities and Futures Ordinance**”).*

## Table of Contents

- A. Preliminary
- B. File Specifications and Submission Procedures
- C. Display of Application Proofs, PHIPs and MB Rule 9.08/ GEM Rule 12.10 Statements on the Exchange's Website
- D. Searching for an Application Proof, PHIP and MB Rule 9.08/ GEM Rule 12.10 Statements on the Exchange's Website

## Enclosures

- 1. Part A - Minimum Warning Statement in a Dedicated Section of the Exchange's Website  
Part B - Minimum Disclaimer Statement in an Application Proof and a PHIP
- 2. Recommended Redactions in an Application Proof and a PHIP for Publication on the Exchange's Website
- 3. Recommended Template for MB Rule 9.08/ GEM Rule 12.10 Statements
- 4. Recommended Template for a Request for a Company Case number for a New Application
- 5. Recommended Template for a Confirmation Letter from Each Sponsor
- 6. Recommended Content Layout of an Application Proof and a PHIP

### A. Preliminary

#### *Purpose and Effective Date*

- A.1 We have revised the Main Board Rules and the GEM Rules (collectively the "**Listing Rules**") to require the publication of Application Proofs<sup>1</sup>, PHIPs<sup>2</sup> and statements under Main Board Rule 9.08(2)(c) or GEM Rule 12.10(2)(c) ("**MB Rule 9.08/ GEM Rule 12.10 Statements**") on the Exchange's website.
- A.2 This guidance is on the logistical arrangements for the submission and publication of Application Proofs, PHIPs and MB Rule 9.08/ GEM Rule 12.10 Statement for Main Board and GEM applications on the Exchange's website. Applicants and their sponsors must follow these arrangements and such others as may from time to time be prescribed by the Exchange.
- A.3 This guidance will supersede the Revised Logistical Arrangements For Posting WPIP on the HKEx Website dated 1 December 2011 applicable to Web Proof Information Packs ("**WPIPs**") effective from 1 October 2013.

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<sup>1</sup> As defined in Main Board Rule 1.01 and GEM Rule 1.01

<sup>2</sup> As defined in Main Board Rule 1.01 and GEM Rule 1.01

### ***Reference to the Listing Rules***

A.4 Unless the context requires otherwise:

- (i) the reference to a “new applicant” or “applicant” includes a CIS applicant which is required to publish an Application Proof and a PHIP under Main Board Rules 20.25 and 20.26; and
- (ii) the reference to a “sponsor” includes a “listing agent” or a person under whatever description appointed by a CIS applicant which is required to discharge the functions equivalent to those of a sponsor for the purpose of a listing of interests in a CIS under Chapter 20 of the Main Board Rules.

A.5 An applicant should refer to Practice Note 22 to the Main Board Rules and Practice Note 5 to the GEM Rules for details on the publication requirements for Application Proofs and PHIPs, including:

- (i) language requirements;
- (ii) content requirements;
- (iii) legal compliance matters;
- (iv) prescribed timing for publication;
- (v) confidential filings; and
- (vi) publication of subsequent PHIPs with mark-ups against the previous proofs.

### ***Application***

A.6 The publication requirements for Application Proofs and PHIPs apply to any application for the new listing of:

- (i) securities under Chapter 9 of the Main Board Rules and Chapter 12 of the GEM Rules; and
- (ii) interests in a CIS under Chapter 20 of the Main Board Rules with a listing agent appointed to discharge the functions equivalent to those of a sponsor.

### ***Warning and Disclaimer Statements***

A.7 Minimum warning and disclaimer statements are set out in Part A and Part B respectively of [Enclosure 1](#). These warning and disclaimer statements are for reference only and are not intended to be prescriptive. An applicant can adopt warning and disclaimer statements that contain elements additional to but not detracting from those set out in [Enclosure 1](#).

### ***Redactions in Application Proof for Publication and PHIP***

A.8 For the purpose of publication on the Exchange’s website, unless consent is

obtained for further redactions, an applicant **must** redact an Application Proof and a PHIP only to the extent necessary for these documents not to constitute a prospectus under section 2(1) of the Companies Ordinance; or an advertisement under section 38B(1) of the Companies Ordinance; or an invitation to the public in breach of section 103 of the Securities and Futures Ordinance. Please refer to **Enclosure 2** on what information may be redacted in an Application Proof/PHIP.

### ***Obligation to Update Information in PHIP***

- A.9 Guidance Letter HKEx-GL56-13 provides guidance on what information may be bracketed (i.e. information which will be updated in subsequent drafts of a listing document), omitted and redacted in an Application Proof. For the avoidance of doubt, if the information is permitted to be omitted from the Application Proof for vetting, it should not be disclosed in the Application Proof for publication. To the extent practicable and except for offer-related information, bracketed or omitted information in an Application Proof should be updated or included upon the publication of the PHIP.

### ***Confidential Filing of Application Proof***

- A.10 The Listing Rules provide for confidential filing of an Application Proof where, at the time of filing a listing application, an applicant has already been listed on a recognised overseas exchange for not less than five years and has a market capitalisation of not less than US\$200,000,000 or such higher value the Exchange as may determine from time to time (paragraph 18 of Practice Note 22 to the Main Board Rules and paragraph 17 of Practice Note 5 to GEM Rules). A recognised overseas exchange for this purpose means the main market<sup>3</sup> on any one of the exchanges listed below (which is subject to change as the Exchange considers appropriate):

- (i) The Amsterdam Stock Exchange (NYSE Euronext – Amsterdam);
- (ii) The Australian Securities Exchange (ASX);
- (iii) The Brazilian Securities, Commodities and Futures Exchange (BM&FBOVESPA);
- (iv) The Frankfurt Stock Exchange (Deutsche Börse);
- (v) The Italian Stock Exchange (Borsa Italiana);
- (vi) The London Stock Exchange (premium segment, LSE);
- (vii) The Madrid Stock Exchange (Bolsa de Madrid);

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<sup>3</sup> A “main market” on one of the stock exchanges listed in paragraph A.10 refers to a full listing on a market of the relevant stock exchange that complies with the highest standards and full rigour of the rules and regulations of that particular market. For instance, a premium listing on the London Stock Exchange would meet the “main market” definition.

- (viii) NASDAQ OMX (US);
- (ix) The New York Stock Exchange (NYSE Euronext (US));
- (x) The Paris Stock Exchange (NYSE Euronext – Paris);
- (xi) The Singapore Exchange (SGX);
- (xii) The Stockholm Stock Exchange (NASDAQ OMX – Stockholm);
- (xiii) The Swiss Exchange (SIX Swiss Exchange);
- (xiv) The Tokyo Stock Exchange (TSE); and
- (xv) The Toronto Stock Exchange (TMX).

***Waivers from Publication of Application Proof***

- A.11 The Exchange or the Commission (as the case may be) may waive or modify the publication requirements for an Application Proof. An applicant is encouraged to consult the Exchange or the Commission (as the case may be) at an early stage if it envisages any difficulties in complying with the publication requirements (e.g. where the publication of an Application Proof will conflict with the laws of the foreign jurisdiction which the applicant is subject to or unduly prejudice an applicant’s continuing listing status on an overseas exchange).
- A.12 In the case of a spin-off from an overseas listed parent, the Exchange or the Commission (as the case may be) will only consider a waiver from the publication requirements on a case by case basis taking into account whether an applicant can generally satisfy (i), (ii) or (iii) below:
- (i) (a) the applicant’s application for listing in Hong Kong is price sensitive to its overseas listed parent under the applicable rules of its primary listing venue;
  - (b) the overseas listed parent is not required under the applicable rules of its primary listing venue to disclose the applicant’s listing in Hong Kong (e.g. a safe harbour provisions are available under the rules of its primary listing venue); and
  - (c) the overseas listed parent keeps and undertakes to keep the applicant’s application for listing in Hong Kong confidential before the issue of the PHIP; or
  - (ii) (a) the Application Proof contains price-sensitive information to the overseas listed parent under the applicable rules of its primary listing venue;
  - (b) the overseas listed parent is entitled to keep the price-sensitive information confidential under the applicable rules of its primary listing venue by redacting such information in the Application Proof; and

- (c) the extent of the proposed redactions will make the content of the Application Proof and its publication meaningless; or
- (iii) the overseas listed parent’s jurisdiction or the relevant exchange it is listed on has requirements or regulations that prevent the overseas listed parent or the applicant from publishing a draft listing document relating to the spin-off.

A.13 In the case of a spin-off from a parent listed on the Exchange, the Exchange or the Commission (as the case may be) will only consider a waiver from the publication requirements on a case by case basis in the light of the relevant application of the inside information<sup>4</sup> requirement as applicable to that case.

***Publication of MB Rule 9.08 /GEM Rule 12.10 Statements***

A.14 The publication of MB Rule 9.08/ GEM Rule 12.10 Statements must be in English and Chinese and submitted to the Exchange through HKEx-ESS. The Exchange will not review the statement, but applicants must submit a copy to the Exchange for its record prior to any publication. Applicants must ensure that these statements do not include information that (i) constitutes a prospectus under section 2(1) of the Companies Ordinance; or an advertisement under section 38B(1) of the Companies Ordinance; or an invitation to the public in breach of section 103 of the Securities and Futures Ordinance; (ii) discusses its proposed issue of securities; or (iii) promotes its securities to be issued or its listing. The statement will be published on a designated webpage for publication of Application Proofs, PHIPs, and MB Rule 9.08/ GEM Rule 12.10 Statements (“**Designated Webpage**”) (see webpage layout in paragraph C1.1 and webpage contents in paragraph A.18). A recommended template for the publication of MB Rule 9.08/ GEM Rule 12.10 Statements is set out in [Enclosure 3](#).

***Transitional Arrangements for Publication of Application Proofs<sup>5</sup>***

A.15 An applicant must submit its Application Proof through HKEx-ESS for publication on the Exchange’s website:

- (i) subject to sub-paragraph (ii):
  - (a) in the case of an applicant for listing equity securities, at the same time the applicant files a listing application with the Exchange; or
  - (b) in the case of a CIS applicant required to publish its Application Proof under Main Board Rule 20.25, at the same

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<sup>4</sup> “inside information” is defined under Part XIVA of the Securities and Futures Ordinance.

<sup>5</sup> Paragraph 9 of Practice Note 22 to the Main Board Rules; paragraph 8 of Practice Note 5 to GEM Rules.

time the CIS applicant files an authorisation application with the Commission;

- (ii) (a) from 1 October 2013 to 31 March 2014 (both dates inclusive), any Application Proof submitted to the Exchange, and in the case of a Returned Application<sup>6</sup>, the name of the applicant and sponsor, and the date of the return<sup>7</sup> will not be published on the Exchange's website. For the avoidance of doubt, all other requirements (except for the submission of Chinese version of Application Proofs) will be effective on 1 October 2013 (e.g. the eight weeks moratorium for Returned Applications under Main Board Rule 9.03(3)/GEM Rule 12.09, and publication of PHIPs);
- (b) from 1 April 2014 to 30 September 2014 (both dates inclusive), any Application Proof submitted to the Exchange will only be published on the Exchange's website:
- in the case of an applicant for equity securities, when the Exchange accepts the listing application for detailed vetting after the completion of an initial 3-day check of the Application Proof ("**3-Day Check**") (see paragraphs A.16 and A.17); or
  - in the case of a CIS applicant required to publish its Application Proof under Main Board Rule 20.25, when the CIS applicant notifies the Exchange that the Commission has formally taken up its authorisation application.

For the avoidance of doubt, in the case of a Returned Application, the name of the applicant and sponsor, and the date of the decision to return an application will be published on the Exchange's website effective from 1 April 2014.

A.16 From 1 October 2013 to 30 September 2014, both dates inclusive (the "**Transitional Period**"), the Exchange will perform a 3-Day Check of all Application Proofs according to a prescribed 3-day checklist in Table B of Guidance Letter HKEx-GL56-13. Failure to include the matters under the 3-day checklist<sup>8</sup> may lead to a listing application being returned. Since it is an initial check, only limited qualitative assessment will be carried out. The

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<sup>6</sup> As defined in paragraph 1 of Practice Note 22 to the Main Board Rules; and paragraph 1 of Practice Note 5 to the GEM Rules.

<sup>7</sup> The date of the return refers to the date of the decision letter to return an application.

<sup>8</sup> This 3-day checklist does not apply to a CIS applicant's Application Proof required to be submitted under Main Board Rule 20.25.

Exchange and the Commission reserve the right to return a listing application during the initial 3-day period if there are grounds which render it not substantially complete despite meeting the disclosure and checklist requirements under the Listing Rules and the 3-day checklist, such as non-compliance with paragraph 17 of the Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission and Main Board Rule 9.03(3) (GEM Rule 12.09). If after a qualitative assessment the Exchange and/ or the Commission consider an Application Proof accepted for detailed vetting is not substantially complete, the listing application form, Application Proof and other documents will be returned to the applicant.

- A.17 During the first six months of the Transitional Period (i.e. 1 October 2013 to 31 March 2014, both dates inclusive), the Exchange and the Commission will review (i) the effectiveness of the arrangement of having a 3-Day Check before publication of Application Proofs; and (ii) the duration of the Transitional Period. The Commission’s prior consent under the Listing Rules is required for any decision to remove or continue the 3-Day Check after the first six months of the Transitional Period.

***Status Marks and Information on the Exchange’s Website<sup>9</sup>***

- A.18 The Exchange will publish the following status marks and information on the Exchange’s website to indicate the status of each listing application:

Status Mark	Status of Listing Application	Information on the Exchange’s Website under the Designated Webpage
“Active”	Any valid listing or authorisation application and includes an application of which the review of a decision to return or reject the application is pending	<ul style="list-style-type: none"> <li>The contents of the latest submitted Application Proof, and any PHIPs and MB Rule 9.08/ GEM Rule 12.10 Statements submitted thereafter</li> </ul>
“Inactive” comprising: <ul style="list-style-type: none"> <li>“Lapsed”</li> <li>“Withdrawn”</li> </ul>	Any lapsed application  Any withdrawn application	<ul style="list-style-type: none"> <li>The name of the applicant</li> <li>A record of the date and description of the documents previously published</li> </ul> Note: The contents of all

<sup>9</sup> Paragraph 21 of Practice Note 22 to the Main Board Rules; paragraph 20 of Practice Note 5 to the GEM Rules.



<ul style="list-style-type: none"> <li>• “Rejected”</li> </ul>	Any rejected application	previously published documents will no longer be accessible
“Listed”	Any application of which the applicant is subsequently listed on the Exchange	<ul style="list-style-type: none"> <li>• The name and the stock code of the applicant</li> <li>• The contents of the latest submitted Application Proof, and any PHIPs and MB Rule 9.08/ GEM Rule 12.10 Statements submitted thereafter can be viewed and downloaded under “Listed Company Information” on HKExnews website</li> </ul> <p>Note: The contents of all previously published documents which have been categorised as “Inactive” will no longer be accessible, but there will be a record of these documents</p>
“Returned”	Any application returned by the Exchange or the Commission (as the case may be) where all related review procedures on the decision to return the application have been completed or the time for invoking them has lapsed	<ul style="list-style-type: none"> <li>• The name of the applicant</li> <li>• The name of the sponsor or listing agent</li> <li>• The date of the Exchange’s or the Commission’s return decision</li> </ul> <p>Note: All other information previously categorised as “Active” will be removed</p>

## **B. File Specifications and Submission Procedures**

### ***Submission through the e-Submission System (“HKEx-ESS”)***

B.1 HKEx-ESS is the Exchange’s system to enable registered users to submit documents electronically to the Exchange. The e-Submission System User Manual For Listing Related Matters (“**User Manual (Listing)**”) has been updated to include procedures on Application Proofs, PHIPs and MB Rule 9.08/ GEM Rule 12.10 Statements. Please access this document through the link at the bottom of the HKEx-ESS website at: <https://www.esubmission.hkex.com.hk>.

### ***Publication of Application Proofs, PHIPs and MB Rule 9.08/ GEM Rule 12.10 Statements***

B.2 An applicant’s sponsor must arrange for publication on the applicant’s behalf of all Application Proofs, PHIPs and MB Rule 9.08/ GEM Rule 12.10 Statements on the Exchange’s website in accordance with the prescribed time limit in paragraph B.5 below.

B.3 For publication of Application Proofs, PHIPs and MB Rule 9.08/ GEM Rule 12.10 Statements on the Exchange’s website, a sponsor must first:

- (i) register with the Exchange’s Primary Market Information Team of the Exchange as a HKEx-ESS user at least three business days before any submission. We will assign a User ID and Password to each applying sponsor. If a sponsor is already a HKEx-ESS user, no re-registration is required and the previously allocated User ID and Password can be used for submission of Application Proofs, PHIPs and MB Rule 9.08/ GEM Rule 12.10 Statements through the HKEx-ESS; and
- (ii) obtain a company case number from the Listing Division - IPO Team for the applicant by filing a request form as set out in **Enclosure 4** at least one business day before the filing of the listing or authorisation application. This case number is specific to an applicant and it must be used for submissions of all Application Proofs, PHIPs and MB Rule 9.08/ GEM Rule 12.10 Statements under the same application.

B.4 Every Application Proof, PHIP and MB Rule 9.08/ GEM Rule 12.10 Statements must be:

- (i) in a ready-to-publish electronic version in both English and Chinese when submitted through HKEx-ESS for publication (see paragraph B.9 below for large files); and
- (ii) accompanied by a written confirmation from each sponsor by facsimile, mail or hand to the Listing Division - IPO Team confirming that the submission of the Application Proof, PHIP or MB Rule 9.08/

GEM Rule 12.10 Statements is under the applicant's authority (see sample at [Enclosure 5](#)).

B.5 The Exchange requires processing time to upload any submitted Application Proofs, PHIPs and MB Rule 9.08/ GEM Rule 12.10 Statements on the Exchange's website. Applicants should early consult the Exchange on the estimated publication time to avoid delays. Priority will be given to PHIPs as it is not anticipated that Application Proofs and MB Rule 9.08/ GEM Rule 12.10 Statements will have the same time pressure for publication. Application Proofs are expected to be submitted on a business day during office hours between 9:00 a.m. and 6:00 p.m. Barring unforeseen circumstances, the publication time of Application Proofs, PHIPs and MB Rule 9.08/ GEM Rule 12.10 Statements is:

- (i) when submitted through HKEx-ESS during the HKEx-ESS Operational Hours:

HKEx-ESS Operational Hours	Time of submitting the Application Proofs, PHIPs and MB Rule 9.08/ GEM Rule 12.10 Statements	Publication time on the Exchange's website
6:00 a.m. to 11:00 p.m. on Mondays to Fridays (business days only)	Before 6:00 p.m.	Before 11:00 p.m. on the same day
	After 6:00 p.m. where the next day is a business day	Before 12:00 noon on the next day
	After 6:00 p.m. where the next day is a non-business day  For example:  (i) a submission after 6:00 p.m. on Friday where the next business day is Monday  (ii) a submission after 6:00 p.m. on Wednesday where the next business day is Friday	6:00 p.m. to 8:00 p.m. on a non-business day immediately before a business day  6:00 p.m. to 8:00 p.m. on Sunday  6:00 p.m. to 8:00 p.m. on Thursday
6:00 p.m. to 8:00 p.m. on a non-business day immediately before a business day (Saturdays are usually closed for maintenance)	Between 6:00 p.m. and 8:00 p.m.	Before 12:00 midnight on the same day

- (ii) if a PHIP is intended to be submitted on a day where no HKEx-ESS service is available, the following special arrangements can be made:

Special Submission Arrangements	Submission Method	Publication time on the Exchange's website
<p>Notify the Listing Division - IPO Team not later than 2:00 p.m. on a business day immediately before the day special arrangements are to be made, and agree with the Listing Division - IPO Team to arrange for a special window for submission of the PHIP within a one-hour session between 9:00 a.m. and 6:00 p.m. on the day with no HKEx-ESS service</p>	<p>Within the pre-agreed one-hour session, deliver the following to the Exchange:</p> <p>(i) the relevant files set out in paragraph B.8 through</p> <ul style="list-style-type: none"> <li>- email if the aggregate file size does not exceed 7MB; or</li> <li>- in other cases, through CD ROM; and</li> </ul> <p>(ii) <b>Enclosure 5</b> confirmation</p> <p>The CD ROM, where applicable and <b>Enclosure 5</b> must be hand delivered to the relevant IPO Team staff</p>	<p>Before 12:00 midnight on the same day</p>

### *File Specifications*

- B.6 Every file comprising an Application Proof, PHIP or MB Rule 9.08/ GEM Rule 12.10 Statements (except for the file referred to in paragraph B.8(iii) below which is in Excel format) submitted for publication on the Exchange's website must be in a read-only PDF format. The copying and editing functions in the file must be disabled.
- B.7 A warning statement as set out in Part A of **Enclosure 1** in English and Chinese contained in separate files must be submitted to the Exchange through HKEx-ESS at the same time as the applicant submits its Application Proof. Only one submission of the warning statement is required for all related Application Proofs, PHIPs and MB Rule 9.08/ GEM Rule 12.10 Statements of an applicant. The warning statement may be revised from time to **time** as the applicant considers appropriate.
- B.8 Every English and Chinese version of an Application Proof and a PHIP submitted through HKEx-ESS (or on CD ROM for large files, see paragraph

B.9 below) must contain the following:

- (i) a single file containing an Application Proof or a PHIP with bookmarks to enable readers to navigate easily between chapters of the document;
- (ii) a multi-file containing an Application Proof or a PHIP with bookmarks to enable readers to navigate easily between chapters of the document; and
- (iii) a multi-file of the same Application Proof or PHIP divided into different chapters as in the recommended contents layout in **Enclosure 6** in an Excel file as an index for each individual file.

MB Rule 9.08/ GEM Rule 12.10 Statements are required to be in a single file for each English and Chinese version.

- B.9 Each Application Proof, PHIP or MB Rule 9.08/ GEM Rule 12.10 Statements file submitted through HKEx-ESS must NOT be larger than 20MB and must not be in a compressed format (e.g. a “zip” file). If any file exceeds 20 MB, the applicant must submit the file on a CD ROM (together with **Enclosure 5**). The applicant must send the CD ROM to the collection box located at the following address during the operational hours of HKEx-ESS (see paragraph B11) as soon as other files (e.g. warning statements) where applicable are submitted through HKEx-ESS:

Primary Market Information Team,  
Listing Division,  
Hong Kong Exchanges & Clearing Limited,  
10th Floor, One International Finance Centre  
1 Harbour View Street,  
Central,  
Hong Kong

(Please write clearly “Application Proof or PHIP for Publication-[company case number]” on the envelope for identification purpose.) Failure to do so may delay the acceptance of an Application Proof or publication of a PHIP

- B.10 Please refer to the e-Submission System User Manual For Publication Related Matters (“**User Manual (Publication)**”) for the file specifications of Application Proofs, PHIPs and MB Rule 9.08/ GEM Rule 12.10 Statements. You can access the document through the link shown at the bottom of the HKEx-ESS website at: <https://www.esubmission.hkex.com.hk>. In particular, please refer to the following headings:

- (i) “File Name Convention and Recommended File Size” section of Appendix G of the User Manual (Publication) for filename convention;
- (ii) “Excel Spreadsheet” section of Appendix G of the User Manual (Publication) for guidelines on preparing the excel spreadsheet; and

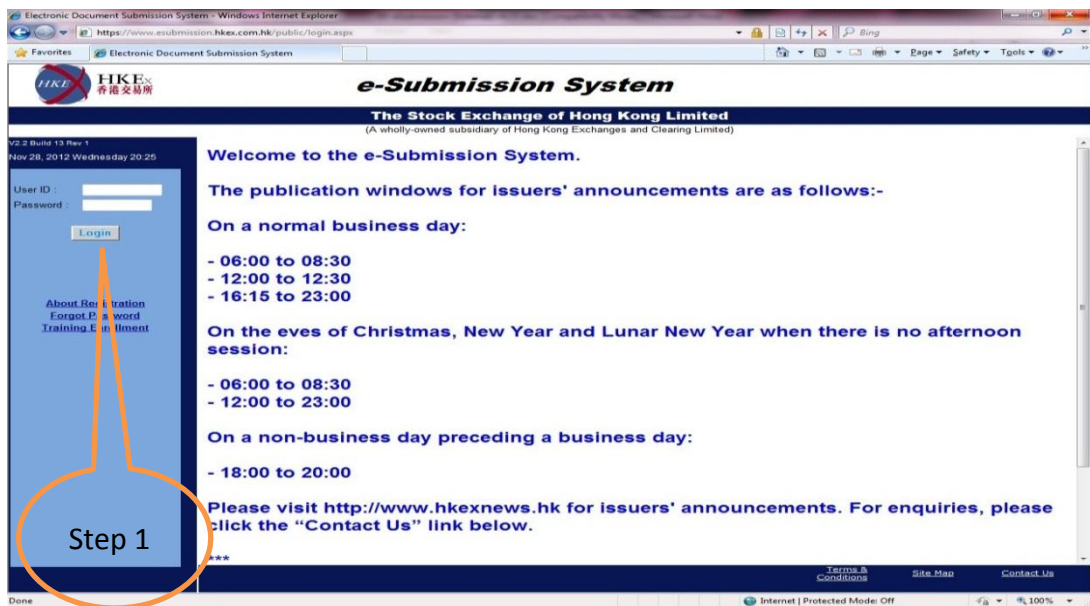
- (iii) Guidelines on how to create bookmarks within a document (in PDF format) in Appendix H of the User Manual (Publication).

### ***Submission Steps***

#### **B.11 Step 1: Log in.**

When submitting an Application Proof/PHIP, the sponsor is required to log in to HKEx-ESS (using the User ID and Password previously issued by the Exchange) at: <https://www.esubmission.hkex.com.hk> during:

- 6:00 a.m. to 11:00 p.m. on Mondays to Fridays (business days only)
- 6:00 p.m. to 8:00 p.m. on a non-business day immediately before a business day (i.e. Saturdays are excluded)



Step 2 Select “Submit Document” under “Document Submission” after logging in.

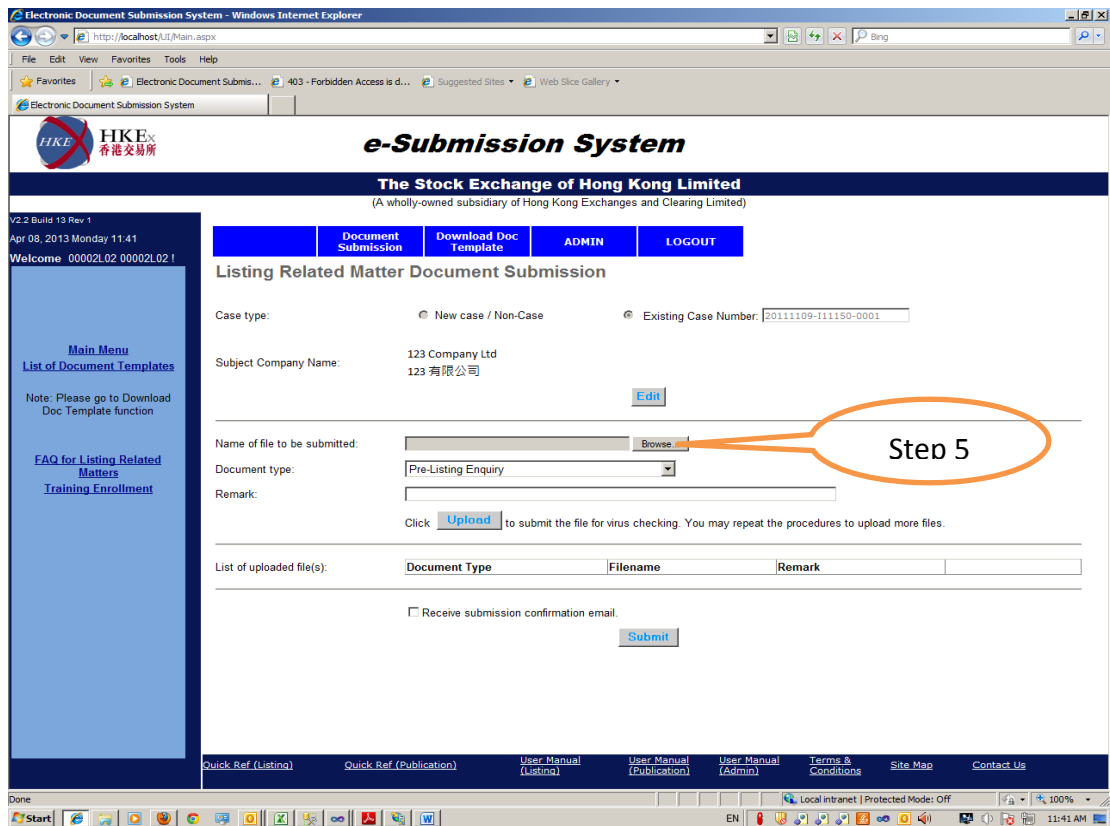
In the “Document Submission” pull down box.

Step 3 Click the “Existing Case Number” button. Then input the case number assigned to the new listing application. Use the same case number for all Application Proofs, PHIPs and MB Rule 9.08/ GEM Rule 12.10 Statements submitted by the same applicant under the same application.

Step 4 Click the “Next” button to view the next screen.



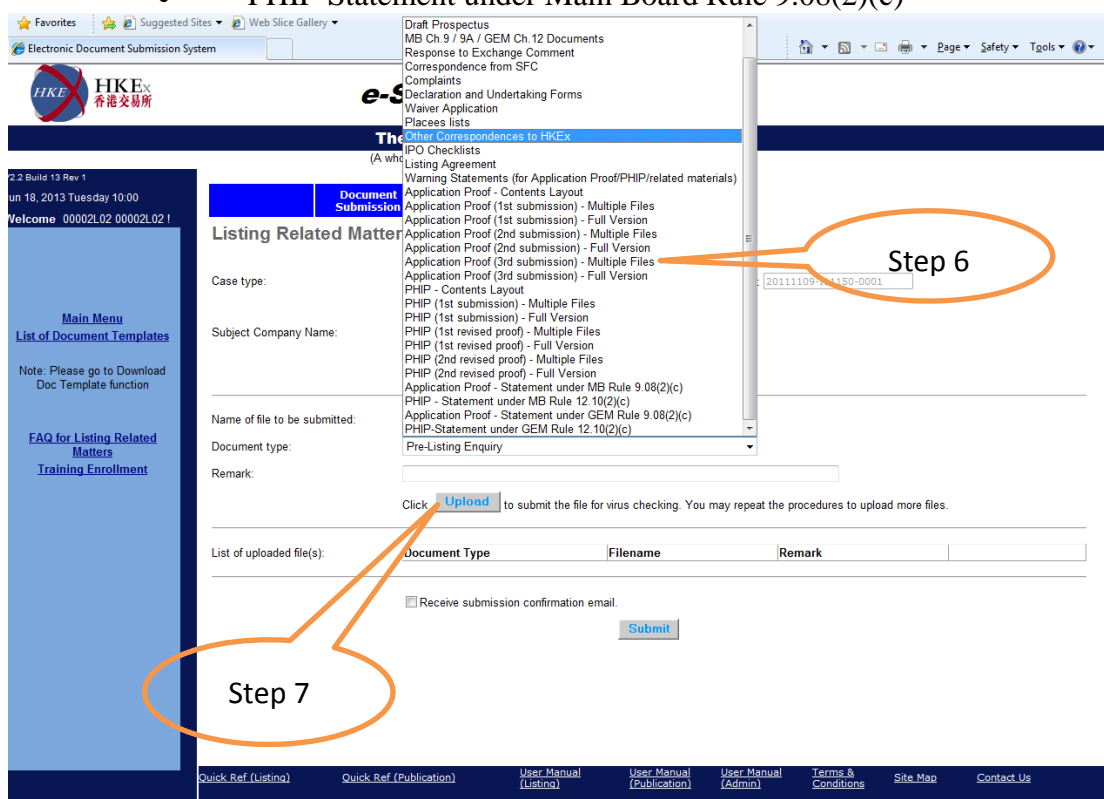
Step 5 Click the “Browse” button to select the file to be submitted from original location.





Step 6 Select Document Type from the draw-down box: for example:

- Warning Statements (for Application Proof/PHIP/related materials)
- Application Proof-Contents Layout
- Application Proof (1st submission)-Multiple Files
- PHIP-Contents Layout
- PHIP(1st submission)-Multiple Files
- Application Proof-Statement under Main Board Rule 9.08(2)(c)
- PHIP-Statement under Main Board Rule 9.08(2)(c)



Step 7 Click the “Upload” button to upload the file to be submitted.

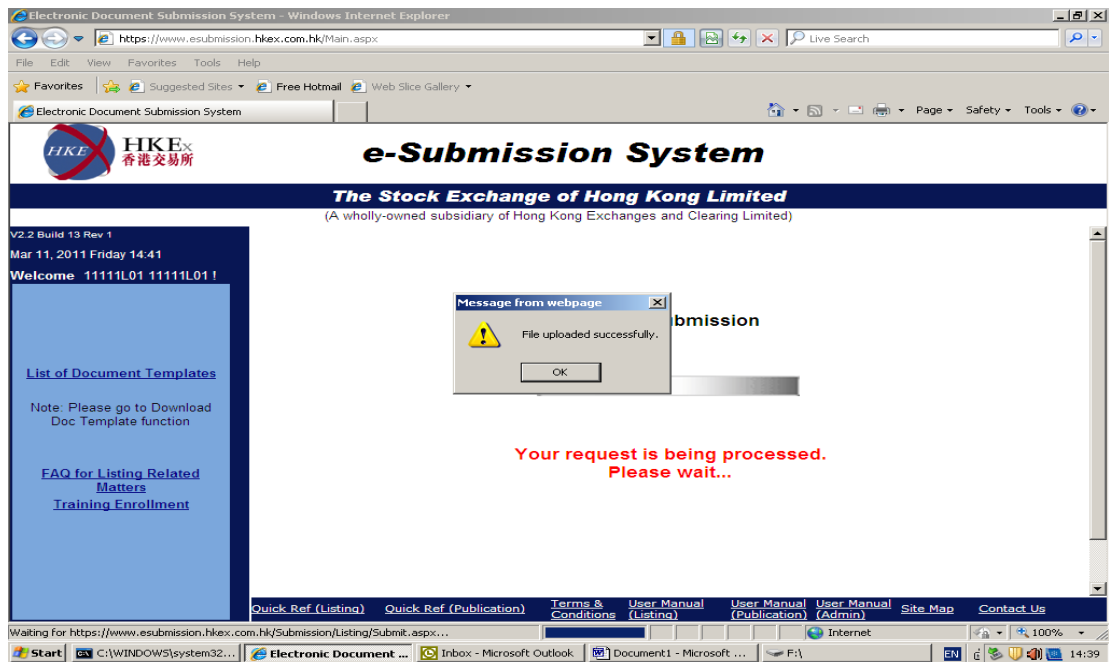
Step 8 Repeat Steps 4 to 7 until all the files are uploaded.

Step 9 Input the relevant “Contact Person” and “Contact Number”.

Step 10 Click the “Submit” button to submit all files.



Step 11 Check the completeness of the files on “List of Uploaded Files”. Click the “Confirm” button to submit document(s) or click the “Previous” button to return to the previous page for amendment if necessary.



The system will display “File uploaded successfully”.

Step 12 Select “Document Submission Log” under “Document Submission” to view the submission details, e.g. document submitted, date and time of submission

The screenshot shows a web browser window displaying the Electronic Document Submission System. The page title is "e-Submission System" and it is part of "The Stock Exchange of Hong Kong Limited". The interface includes a navigation menu with "Document Submission", "Download Doc Template", "ADMIN", and "LOGOUT". The "Document Submission Log" section displays a table with the following data:

Case Type	Subject Company	Submitted By (Company)	Submitted By (Person)	Submission Date / Time	Uploaded document
Existing Case	AM11150-IPD-123 Company Ltd	PPP Sponsor	00002L02	2013-03-26 11:12	[Application Proof - Warning Statements - e-test.doc]

On the left side, there is a "Document Submission Log Search" section with input fields for Subject, Company Code, Submission Date (DD/MM/YYYY), From, To, and Case Number, along with a "Search" button. The bottom of the page contains a footer with links for "Quick Ref (Listing)", "Quick Ref (Publication)", "User Manual (Listing)", "User Manual (Publication)", "User Manual (Admin)", "Terms & Conditions", "Site Map", and "Contact Us".

**C. Display of Application Proof, PHIP and MB Rule 9.08/ GEM Rule 12.10 Statements on the Exchange’s Website**

C.1 To view Application Proofs, PHIPs and MB Rule 9.08/ GEM Rule 12.10 Statements submitted by applicants:

For Main Board Applicants

C1.1 Click the “Application Proof and PHIP” button found on: <http://www.hkexnews.hk> to access the Designated Webpage.

The screenshot shows the HKExnews website interface. At the top, there is a navigation bar with the HKExnews logo and the Chinese characters '披露易'. Below this, there are three main menu categories: 'Listed Company Information', 'Shareholding Disclosures', and 'Issuer-related Information'. The 'Issuer-related Information' menu is expanded, showing links for 'Prolonged Suspension Status Report', 'Share Repurchases Reports', and 'Application Proof & PHIP'. A callout bubble labeled 'Click' points to the 'Application Proof & PHIP' link. Below the navigation, the page title is 'Application Proof, PHIP and Related Materials'. There is a 'Print Friendly' button and a 'Main Board' button. The page is updated on 1 October 2013. A link is provided: 'Click here for meanings of the “Active”, “Inactive”, “Listed” and “Returned” status marks.' A callout bubble labeled 'Click “here” for Status Marks explanations' points to this link. Under the heading '1. Active', there is a table of applicants:

Applicant
ABC Limited
CDE Limited
XXX Limited
YYY Limited

A callout bubble labeled 'Click “ABC Limited” for its Application Proof & PHIP (See C.3)' points to the 'ABC Limited' entry in the table. Below the table, there are sections for '2. Inactive', '3. Listed', and '4. Returned'. At the bottom, there is a section for 'Application Proof and PHIP' with a 'By Year' filter showing '2014' and '2013', and a 'Download the Consolidated Index' link.

## Status Marks explanations for Main Board Applicants

Status Mark	Status of Listing Application	Information on the Exchange's Website under the Designated Webpage
"Active"	Any valid listing or authorisation application and includes an application of which the review of a decision to return or reject the application is pending	<ul style="list-style-type: none"> <li>The contents of the latest submitted Application Proof, and any PHIPs and MB Rule 9.08 Statements submitted thereafter</li> </ul>
<b>"Inactive" comprising:</b> <ul style="list-style-type: none"> <li>"Lapsed"</li> <li>"Withdrawn"</li> <li>"Rejected"</li> </ul>	<p>Any lapsed application</p> <p>Any withdrawn application</p> <p>Any rejected application</p>	<ul style="list-style-type: none"> <li>The name of the applicant</li> <li>A record of the date and description of the documents previously published</li> </ul> <p>Note: The contents of all previously published documents will no longer be accessible</p>
"Listed"	Any application of which the applicant is subsequently listed on the Exchange	<ul style="list-style-type: none"> <li>The name and the stock code of the applicant</li> <li>The contents of the latest submitted Application Proof, and any PHIPs and MB Rule 9.08 Statements submitted thereafter can be viewed and downloaded under "Listed Company Information" on HKExnews website</li> </ul> <p>Note: The contents of all previously published documents which have been categorised as "Inactive" will no longer be accessible, but there will be a record of these documents</p>
"Returned"	Any application returned by the Exchange or the Commission (as the case may be) where all related review procedures on the decision to return the application have been completed or the time for invoking them has lapsed	<ul style="list-style-type: none"> <li>The name of the applicant</li> <li>The name of the sponsor or listing agent</li> <li>The date of the Exchange's or the Commission's return decision</li> </ul> <p>Note: All other information previously categorised as "Active" will be removed</p>

## For GEM Applicants

- C.1.2 Click the “Application Proof and PHIP” button found in:  
[http://www.hkgem.com/research/listingmatters/e\\_default.htm](http://www.hkgem.com/research/listingmatters/e_default.htm) to access the Designated Webpage.

The screenshot shows the GEM website interface. The main content area is titled "Issuer-related Information" and "Application Proof, PHIP and Related Materials". It is updated as of 1 October 2013. A callout box highlights a table of applicants under the "1. Active" status, with the instruction "Click 'here' for Status Marks explanations".

Applicant
ABC Limited
CDE Limited
XXX Limited
YYY Limited

## Status Marks explanations for GEM applicants

Status Mark	Status of Listing Application	Information on the Exchange's Website under the Designated Webpage
<b>"Active"</b>	Any valid listing or authorisation application and includes an application of which the review of a decision to return or reject the application is pending	<ul style="list-style-type: none"> <li>The contents of the latest submitted Application Proof, and any PHIPs and GEM Rule 12.10 Statements submitted thereafter</li> </ul>
<b>"Inactive" comprising:</b>		<ul style="list-style-type: none"> <li>The name of the applicant</li> <li>A record of the date and description of the documents previously published</li> </ul> <p>Note: The contents of all previously published documents will no longer be accessible</p>
<ul style="list-style-type: none"> <li><b>"Lapsed"</b></li> <li><b>"Withdrawn"</b></li> <li><b>"Rejected"</b></li> </ul>	<p>Any lapsed application</p> <p>Any withdrawn application</p> <p>Any rejected application</p>	
<b>"Listed"</b>	Any application of which the applicant is subsequently listed on the Exchange	<ul style="list-style-type: none"> <li>The name and the stock code of the applicant</li> <li>The contents of the latest submitted Application Proof, and any PHIPs and GEM Rule 12.10 Statements submitted thereafter can be viewed and downloaded under "Listed Company Information" on HKExnews website</li> </ul> <p>Note: The contents of all previously published documents which have been categorised as "Inactive" will no longer be accessible, but there will be a record of these documents</p>
<b>"Returned"</b>	Any application returned by the Exchange or the Commission (as the case may be) where all related review procedures on the decision to return the application have been completed or the time for invoking them has lapsed	<ul style="list-style-type: none"> <li>The name of the applicant</li> <li>The name of the sponsor or listing agent</li> <li>The date of the Exchange's or the Commission's return decision</li> </ul> <p>Note: All other information previously categorised as "Active" will be removed</p>

C.2 Click the applicant’s name to view Application Proofs, PHIPs, MB Rule 9.08/ GEM Rule 12.10 Statements. For example, viewers can click the “ABC Limited” button to select the Application Proof and PHIP submitted by ABC Limited (see C3 below).

C.3 A warning statement page as shown below will be displayed. You must click the “Accept” button to go to the next screen.

The screenshot shows the HKEXnews website interface. At the top, there is a navigation bar with the HKEXnews logo and language options (繁體 | 简体). Below this is a menu with three main categories: Listed Company Information, Shareholding Disclosures, and Issuer-related Information. The Issuer-related Information section is expanded, showing options like Prolonged Suspension Status Report, Share Repurchases Reports, and Application Proof & PHIP. A callout bubble with an orange border points to the 'Warning Statement' link under the 'Application Proof, PHIP and Related Materials' section for 'ABC Limited'. The text inside the bubble says 'Click to view Warning Statement'. Below the warning statement, there are two buttons: 'Accept' and 'Do Not Accept'.

C.4 Click the “Active” button: The most recent Application Proof or PHIP will appear at the top of the list as shown below:

The screenshot shows the HKEXnews website interface, similar to the previous one. The 'Warning Statement' section is no longer visible. Instead, there is a table listing documents for 'ABC Limited'. The table has two columns: 'Date of Posting' and 'Document'. The most recent document is highlighted in blue.

Date of Posting	Document
2 November 2014	PHIP (1st revised proof) (Full Version)
2 November 2014	PHIP (1st revised proof) (Multi-Files)
13 October 2014	PHIP (1st submission) (Full Version)
13 October 2014	PHIP (1st submission) (Multi-Files)
9 October 2014	Statement under MB Rule 9.08(2)(c)
1 October 2014	Application Proof (1st submission) (Full Version)
1 October 2014	Application Proof (1st submission) (Multi-Files)

C.5 Click the “Inactive” button:

The screenshot shows the HKExnews website interface. At the top, there is a navigation bar with the HKExnews logo and the text '披露易'. Below this, there are three main menu categories: 'Listed Company Information', 'Shareholding Disclosures', and 'Issuer-related Information'. The 'Issuer-related Information' category is selected, and it contains sub-links for 'Prolonged Suspension Status Report', 'Share Repurchases Reports', and 'Application Proof & PHIP'. Under 'Application Proof, PHIP and Related Materials', the 'Inactive' button is highlighted. The page also includes a 'Print Friendly' button and a 'Main Board' / 'Growth Enterprise Market' selector. The update date is '1 October 2013'. A table lists applicants and their statuses:

Applicant	Status
BBB Limited	Withdrawn
CDE Limited	Rejected
CCC Limited	Lapsed
XXX Limited	Withdrawn
AAA Limited	Lapsed
YYY Limited	Rejected

C.6 Click the “Listed” button:

The screenshot shows the HKExnews website interface, similar to the previous one. The 'Listed' button under 'Application Proof, PHIP and Related Materials' is highlighted. The update date is '1 October 2013'. A table lists stock codes and applicants:

Stock Code	Applicant
90000	ABC Limited
90001	BBB Limited
90003	CDE Limited
90004	CCC Limited



C.7 Click the “Returned” button:

The screenshot shows the HKExnews 披露易 website interface. At the top, there is a navigation bar with the HKExnews logo and the text '繁體 | 简体'. Below this is a menu with three main categories: 'Listed Company Information', 'Shareholding Disclosures', and 'Issuer-related Information'. The 'Issuer-related Information' category is selected and expanded, showing sub-items: 'Prolonged Suspension Status Report', 'Share Repurchases Reports', and 'Application Proof & PHIP'. A 'more' link is visible next to the last item. Below the menu, there is a 'Print Friendly' button and two tabs: 'Main Board' and 'Growth Enterprise Market'. The main content area is titled 'Application Proof, PHIP and Related Materials' and 'Returned'. It includes an update date of '1 October 2013' and a note: '\* Date of return of application refers to upon completion of all review procedures or the time for invoking them has lapsed.' Below this is a table with three columns: 'Applicant', 'Sponsors', and 'Date of return of application \*'. The table contains two rows of data.

Applicant	Sponsors	Date of return of application *
YYY Limited	Sponsor A Limited	13 May 2014
SSS Limited	Sponsor B Limited	1 June 2014

**D. Searching for an Application Proof, PHIP and MB Rule 9.08/ GEM Rule 12.10 Statements on the Exchange’s Website**

D.1 Select the following headline categories (see Appendix 24 of the Main Board Rules and Appendix 17 of the GEM Rules) to search for Application Proofs and PHIPs submitted by an applicant after listing:

Tier 1 headline: Application Proofs and Post Hearing Information Packs or PHIPs

Tier 2 headline: Application Proof and related materials  
Post Hearing Information Pack or PHIP or related materials

D.2 In the “News Title” box insert an appropriate description of the document, e.g.

- Application Proof (1st submission)
- Application Proof (2nd submission)
- Application Proof (3rd submission)
- PHIP (1st submission)
- PHIP (1st revised proof)
- PHIP (2nd revised proof)
- Application Proof-Statement under MB Rule 9.08(2)(c)
- PHIP-Statement under MB Rule 9.08(2)(c)
- Application Proof-Statement under GEM Rule 12.10(2)(c)
- PHIP-Statement under GEM Rule 12.10(2)(c)

The screenshot displays the HKEXnews 披露易 search interface. At the top, there are navigation tabs for 'Listed Company Information', 'Shareholding Disclosures', and 'Issuer-related Information'. Below these is a search section for 'Listed Company Information Advanced Search - Current Securities'. The search criteria include: Stock Code, Stock Name, Headline Category (set to 'Application Proofs and Post Hearing Information Packs or PHIPs'), Document Type (set to 'ALL'), News Title (with a dropdown menu open showing 'ALL', 'Application Proofs or related materials', and 'Post Hearing Information Packs or PHIPs or related materials'), Date of Release (Start Date: 19/03/2013, End Date: 19/04/2013), and Sort by (set to 'Date/time'). Search and Clear buttons are at the bottom.

D.3 Search functions of Application Proof and PHIP at the respective Main Board or GEM Designated Webpages.

D.3.1 Search by Year.

**HKExnews 披露易** 繁體 | 简体

**Issuer-related Information**

- Latest Information
- Simple Search
- Advanced Search

**Shareholding Disclosures**

- Disclosure of Interests
- CCASS Shareholding Search

**Issuer-related Information**

- Prolonged Suspension Status Report
- Share Repurchases Reports
- Application Proof & PHIP

**Issuer-related Information** Print Friendly

**Application Proof, PHIP and Related Materials** Main Board Growth Enterprise Market

Updated : 1 October 2013

Year: 2013

Date of First Posting	Applicant	Status
01/10/2013	WWW Limited	Active
01/09/2013	DDD Limited	Lapsed
30/07/2013	EEE Limited	Listed
15/06/2013	ZZZ Limited	Rejected
04/06/2013	TTT Limited	Withdrawn

D.3.2 Search by Consolidated Excel Index.

	A	B	C
1	<b>Date of First Posting</b>	<b>Applicant</b>	<b>Status</b>
2	01/10/2014	<a href="#">ABC Company</a>	Active
3	10/09/2014	<a href="#">AAA Company</a>	Listed
4	24/08/2014	<a href="#">Sun Company</a>	Withdrawn
5	20/07/2014	<a href="#">Moon Company</a>	Lapsed
6	10/06/2014	<a href="#">CCC Company</a>	Rejected
7			

## Enclosure 1

### Part A – Minimum Warning Statement in a Dedicated Section of the Exchange’s Website

#### Warning Statement

The documents which you will access by clicking the acceptance button below (“these documents”) are being published by [the name of the applicant] (the “Company”) as required by The Stock Exchange of Hong Kong Limited/ the Securities and Futures Commission under the Listing Rules. These documents should not be accessed by persons located in any jurisdictions where the provision of the following information may breach local securities law.

Each of these documents is in draft form. The information contained in it is incomplete and is subject to change which can be material. If an offer or an invitation is made to the public in Hong Kong in due course, prospective investors are reminded to make their investment decisions solely based on the Company’s [prospectus registered with the Registrar of Companies in Hong Kong] [offering circular authorised by the Securities and Futures Commission under Section 105 of the Securities and Futures Ordinance], copies of which will be distributed during the offer period.

The Stock Exchange of Hong Kong Limited and the Securities and Futures Commission give no indication that the application to which these documents relate has been approved for listing and take no responsibility for the contents of the Company’s information published on this website, 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 information.

The Company, its sponsors, advisers and members of the underwriting syndicate do not have any obligation or liability to its investors in relation to these documents except for the Company’s obligation to submit these documents for publication on the Exchange’s website.

I hereby declare that I am a resident of Hong Kong or I am not prohibited by any laws and regulations from gaining access to the applicant’s documents referred to in the above warning statement and I confirm that I have read the warning statement before proceeding to the next web page.

Viewer can choose to accept or not to accept the statement above \*

\* *This statement is provided by the Exchange for reference only.*

**Part B – Minimum Disclaimer Statement on an Application Proof and a PHIP**

1. Minimum Disclaimer Statement on the Front Page of an Application Proof and a Post Hearing Information Pack (PHIP)

The Stock Exchange of Hong Kong Limited and the Securities and Futures Commission take no responsibility for the contents of this [\*Application Proof] [\*PHIP], 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 [\*Application Proof] [\*PHIP].

[\*Application Proof] [\*Post Hearing Information Pack] of

[name of the applicant] (the “Company”)  
(a company incorporated in[ ])

**WARNING**

The publication of this [\*Application Proof] [\*PHIP] is required by The Stock Exchange of Hong Kong Limited (the “Exchange”) / the Securities and Futures Commission (the “Commission”) solely for the purpose of providing information to the public in Hong Kong.

This [\*Application Proof] [\*PHIP] is in draft form. The information contained in it is incomplete and is subject to change which can be material. By viewing this document, you acknowledge, accept and agree with the Company, its sponsor, advisers or member of the underwriting syndicate that:

- (a) this document is only for the purpose of providing information about the Company to the public in Hong Kong and not for any other purposes. No investment decision should be based on the information contained in this document;
- (b) the publication of this document or supplemental, revised or replacement pages on the Exchange’s website does not give rise to any obligation of the Company, its sponsor, advisers or members of the underwriting syndicate to proceed with an offering in Hong Kong or any other jurisdiction. There is no assurance that the Company will proceed with the offering;
- (c) the contents of this document or supplemental, revised or replacement pages may or may not be replicated in full or in part in the actual final listing document;
- (d) the [\*Application Proof] [\*PHIP] is not the final listing document and may be updated or revised by the Company from time to time in accordance with the Listing Rules;

- (e) this document does not constitute a prospectus, offering circular, notice, circular, brochure or advertisement offering to sell any securities to the public in any jurisdiction, nor is it an invitation to the public to make offers to subscribe for or purchase any securities, nor is it calculated to invite offers by the public to subscribe for or purchase any securities;
- (f) this document must not be regarded as an inducement to subscribe for or purchase any securities, and no such inducement is intended;
- (g) neither the Company nor any of its affiliates, advisers or underwriters is offering, or is soliciting offers to buy, any securities in any jurisdiction through the publication of this document;
- (h) no application for the securities mentioned in this document should be made by any person nor would such application be accepted;
- (i) the Company has not and will not register the securities referred to in this document under the United States Securities Act of 1933, as amended, or any state securities laws of the United States;
- (j) as there may be legal restrictions on the distribution of this document or dissemination of any information contained in this document, you agree to inform yourself about and observe any such restrictions applicable to you; and
- (k) the application to which this document relates has not been approved for listing and the Exchange and the Commission may accept, return or reject the application for the subject public offering and/or listing.

If an offer or an invitation is made to the public in Hong Kong in due course, prospective investors are reminded to make their investment decisions solely based on [the Company's prospectus registered with the Registrar of Companies in Hong Kong][offering circular authorised by the Commission under Section 105 of the Securities and Futures Ordinance], copies of which will be distributed to the public during the offer period.

2. Warning Statement - There should be a prominent warning statement on each page of this document displayed on the Exchange's website stating that this document is in draft form, incomplete and subject to change and that the information must be read in conjunction with the section headed "Warning" on the cover of this document.

*\*delete as appropriate*

**Recommended redactions in an Application Proof and a PHIP for Publication on the Exchange's Website (Updated in September 2013)**

**Notes:**

1. Please refer to Guidance Letter HKEx-GL56-13 on what information may be bracketed (i.e. information which will be updated in subsequent proofs), omitted and redacted in an Application Proof. For the avoidance of doubt, if the information is permitted to be omitted from the Application Proof for vetting, it **should** not be disclosed in the Application Proof for publication.
2. To the extent practicable and except for offer-related information, bracketed or omitted information in an Application Proof should be updated or included on the publication of the related PHIP.

Individual section	Disclosure requirements (where applicable) (Adherence to guidelines set out in listing decisions, guidance letters or guidance in pre-IPO enquiries, and Appendix 1A to the Main Board Rules (Appendix 1A to the GEM Rules) unless not relevant)	Information that must be redacted in an Application Proof and PHIP published on the Exchange's website <sup>10</sup>
Warning	<ul style="list-style-type: none"> <li>• See Enclosure 1-Part B for sample language</li> </ul>	
Cover	<ul style="list-style-type: none"> <li>• The cover design (can be in black and white only) should (i) take into account the likely overall impression it will give; (ii) ensure that the illustrations or examples used are appropriate; and (iii) ensure that the graphs and diagrams are drawn to scale, and what is depicted is a fair representation of the position with all relevant information provided (Guidance Letter HKEx-GL13-09)</li> <li>• Name of the applicant is not misleading with reference to the applicant's business (Listing Decision HKEx-LD67-1)</li> <li>• Name of sponsor</li> <li>• Stock code</li> <li>• Identities of lead managers/co-ordinators/book runners/underwriting syndicate</li> </ul>	✓
Important	<ul style="list-style-type: none"> <li>• Name of the applicant</li> <li>• Name of sponsor</li> <li>• Stock code</li> </ul>	<ul style="list-style-type: none"> <li>• stock code</li> <li>• identities of lead managers/</li> </ul>

<sup>10</sup> The symbol "✓" means that the whole section can be redacted; otherwise, only specific items listed can be redacted. For the avoidance of doubt, the section headings should be left in the Application Proofs and PHIPs even where the content of the whole section is deleted.

Individual section	Disclosure requirements (where applicable) (Adherence to guidelines set out in listing decisions, guidance letters or guidance in pre-IPO enquiries, and Appendix 1A to the Main Board Rules (Appendix 1A to the GEM Rules) unless not relevant)	Information that must be redacted in an Application Proof and PHIP published on the Exchange's website <sup>10</sup>
	<ul style="list-style-type: none"> <li>• Number of offer shares</li> <li>• Offer price</li> <li>• Identities of lead managers/co-ordinators/ book runners/underwriting syndicate</li> </ul>	<ul style="list-style-type: none"> <li>• co-ordinators/ book runners/ underwriting syndicate</li> <li>• number of offer shares</li> <li>• offer price</li> </ul>
Expected timetable	<ul style="list-style-type: none"> <li>• Dates of events on the Hong Kong public offering</li> </ul>	✓
Contents	<ul style="list-style-type: none"> <li>• Headings of each section and page numbers</li> </ul>	
Summary	<ul style="list-style-type: none"> <li>• Refer to Guidance Letter HKEx-GL27-12 for guidance on disclosure in the Summary section</li> <li>• Refer to Guidance Letter HKEx-GL41-12 for guidance on disclosure of material changes in the financial, operational and/or trading positions after the trading record period</li> </ul>	<ul style="list-style-type: none"> <li>• offer statistics</li> <li>• unaudited pro forma adjusted net tangible assets</li> <li>• unaudited adjusted pro forma forecast earnings per share (if applicable)</li> </ul>
Definitions and Glossary	<ul style="list-style-type: none"> <li>• All defined terms in plain language and used consistently throughout the Application Proof and PHIP</li> <li>• For each entity disclosed in this section, specify the date and place of incorporation, its current ownership structure and relationship with the applicant, its shareholders or connected persons or the fact that it is an independent third party. All references to an “independent party” or “independent third party” in the listing document must be made with reference to the connected persons definition under Main Board Rules (GEM Rules)</li> <li>• Relationship and details of the connectedness of connected persons with the applicant</li> </ul>	<ul style="list-style-type: none"> <li>• offer- related information</li> </ul>
Forward-looking statements	<ul style="list-style-type: none"> <li>• Where a profit forecast/estimate is disclosed, there should not be any statement that mitigates the directors' responsibility for the profit forecast/estimate (Listing Decision HKEx-LD50-4)</li> </ul>	
Risk Factors	<ul style="list-style-type: none"> <li>• Refer to Guidance Letter HKEx-GL54-13 for guidance on disclosure in the Risk Factors section</li> <li>• Risk factors that are specifically required to be disclosed under specific guidance letters (e.g. Listing Decision HKEx-LD43-3 on structured contracts, Guidance Letter HKEx-GL19-10 on defective titles of properties) and any guidance by the Listing Division or Listing Committee in response to pre-IPO enquiries</li> <li>• Material risks that are highlighted in final or advanced draft expert reports</li> </ul>	
Waivers and exemptions from	<ul style="list-style-type: none"> <li>• All applications for waivers/exemptions/ consents under relevant Listing Rules/ Companies</li> </ul>	



Individual section	Disclosure requirements (where applicable) (Adherence to guidelines set out in listing decisions, guidance letters or guidance in pre-IPO enquiries, and Appendix 1A to the Main Board Rules (Appendix 1A to the GEM Rules) unless not relevant)	Information that must be redacted in an Application Proof and PHIP published on the Exchange's website <sup>10</sup>
compliance with the Listing Rules	<p>Ordinance with detailed basis</p> <ul style="list-style-type: none"> <li>● Cross-reference to relevant sections (including Connected Transactions and Structure of the Global Offering sections for waivers from Chapter 14A of Main Board Rules (Chapter 20 of GEM Rules) and Practice Note 18 to Main Board Rules respectively)</li> <li>● All waiver conditions that are set out in the relevant published listing decisions (e.g. Listing Decision HKEx-LD38-2012), guidance letters (e.g. Guidance Letters HKEx-GL9-09, HKEx-GL10-09, HKEx-GL11-09, HKEx-GL22-10, HKEx-GL25-11, HKEx-GL42-12); and any guidance by the Listing Division or Listing Committee in response to pre-IPO enquiries</li> <li>● The statement that further information is disclosed in the “Connected Transactions” section below</li> </ul>	
Information about the Listing Document and Global Offering	<ul style="list-style-type: none"> <li>● Directors’ responsibility statement for the contents of listing document</li> <li>● Selling shareholder (including name and number of shares sold, etc.)</li> <li>● CSRC approval or other relevant PRC authorities approval</li> <li>● Restrictions on offer and sale of shares</li> <li>● Application for listing of shares on the Exchange</li> <li>● Shares will be eligible for admission into CCASS</li> <li>● Professional tax advice recommended</li> <li>● Registration of subscription, purchase and transfer of shares</li> <li>● Share registrar and stamp duty</li> <li>● Exchange rate conversion</li> </ul>	✓
Directors, Supervisors and Parties Involved in the Global Offering	<ul style="list-style-type: none"> <li>● Names (in English and Chinese), full residential addresses and nationalities of the directors (including all independent non-executive directors (“INEDs”)) and supervisors (All executive directors and non-executive directors must be appointed. All INEDs, although they may not be appointed until closer to the time the listing document is issued, must be identified)</li> <li>● The statement that further information is disclosed in the “Directors, Senior Management and Employees” section</li> </ul>	

Individual section	Disclosure requirements (where applicable) (Adherence to guidelines set out in listing decisions, guidance letters or guidance in pre-IPO enquiries, and Appendix 1A to the Main Board Rules (Appendix 1A to the GEM Rules) unless not relevant)	Information that must be redacted in an Application Proof and PHIP published on the Exchange's website <sup>10</sup>
	<ul style="list-style-type: none"> <li>Identities, addresses and qualifications of the professional parties (including sponsor, legal advisers to the applicant, sponsor and underwriters, reporting accountants, valuer, compliance adviser, global co-ordinators, book runners, lead managers, and receiving banks)</li> </ul>	<ul style="list-style-type: none"> <li>identities of legal advisers to underwriters</li> <li>identities of global co-ordinators/ book runners/lead managers and receiving banks</li> </ul>
Corporate Information	<ul style="list-style-type: none"> <li>Addresses of the applicant's registered office, headquarters, principal place of business in Hong Kong, and the applicant's website</li> </ul>	
	<ul style="list-style-type: none"> <li>Names and addresses of the company secretary and the authorised representatives</li> <li>Professional qualifications of the company secretary</li> </ul>	
	<ul style="list-style-type: none"> <li>Members of the audit committee, remuneration committee, nomination committee, and other committees with an indication of the proposed chairperson for each committee</li> </ul>	
	<ul style="list-style-type: none"> <li>Identity and address of the share registrar</li> </ul>	<ul style="list-style-type: none"> <li>share registrar's identity and address</li> </ul>
	<ul style="list-style-type: none"> <li>Identities and addresses of principal bankers</li> </ul>	
Industry Overview	<ul style="list-style-type: none"> <li>Refer to Guidance Letter HKEx-GL48-13 for guidance on disclosure in the Industry Overview section</li> <li>Refer to Guidance Letter HKEx-GL8-09 for guidance on statistics and data quoted in a listing document</li> <li>Market information to be updated to the most recent information as far as practicable (An Industry Overview section is not mandatory, but where an Application Proof and PHIP does not contain an Industry Overview section, the sponsor must inform the Exchange in a submission where the information required in Guidance Letter HKEx-GL48-13 is disclosed in the Application Proof and PHIP)</li> </ul>	
Regulations	<ul style="list-style-type: none"> <li>Details of material regulations directly relevant to the applicant's current and future businesses and how these regulations will affect the applicant's business operations and future developments</li> </ul>	
	<ul style="list-style-type: none"> <li>The regulatory and/or shareholders' approvals which the applicant will require for its reorganisation and proposed listing and the status and actual/expected timing to obtain these approvals</li> </ul>	
History,	<ul style="list-style-type: none"> <li>Refer to Guidance Letter HKEx-GL49-13 for</li> </ul>	

Individual section	Disclosure requirements (where applicable) (Adherence to guidelines set out in listing decisions, guidance letters or guidance in pre-IPO enquiries, and Appendix 1A to the Main Board Rules (Appendix 1A to the GEM Rules) unless not relevant)	Information that must be redacted in an Application Proof and PHIP published on the Exchange's website <sup>10</sup>
Development and Reorganisation	guidance on disclosure in the History and Development section	
	<ul style="list-style-type: none"> <li>Refer to Guidance Letters HKEx-GL29-12, HKEx-GL43-12 and HKEx-GL44-12 for guidance on pre-IPO investments</li> </ul>	<ul style="list-style-type: none"> <li>any offer-related information (e.g. discount of the pre-IPO investment to the offer price)</li> </ul>
Business	<ul style="list-style-type: none"> <li>Refer to Guidance Letter HKEx-GL50-13 for guidance on disclosure in the Business section and Guidance Letter HKEx-GL21-10 for guidance on confidential information</li> </ul>	
Financial Information	<ul style="list-style-type: none"> <li>Management Discussion and Analysis – paragraph 34 of Appendix 1A and paragraph 32 and 47(2) of Appendix 16 to Main Board Rules (GEM Rule 18.41). Refer to Guidance Letter HKEx-GL59-13 for guidance on disclosure of management discussion and analysis on the historical financial information</li> </ul>	<ul style="list-style-type: none"> <li>unaudited pro forma adjusted net tangible assets</li> <li>unaudited adjusted pro forma forecast earnings per share (if applicable)</li> </ul>
	<ul style="list-style-type: none"> <li>Liquidity, financial resources and capital structure of the applicant – paragraph 32 of Appendix 1A to Main Board Rules and GEM Rules</li> <li>Guidance Letter HKEx-GL6-09A for guidance on financial information for trading record period expected in an Application Proof and PHIP submitted on or after 1 October 2013</li> <li>Guidance Letter HKEx-GL37-12 for guidance on indebtedness, liquidity, financial resources and capital structure disclosure</li> <li>Guidance Letter HKEx-GL38-12 for guidance on the latest practicable date and the latest date for liquidity disclosure in a listing document</li> </ul>	
Relationship with Controlling Shareholders	<ul style="list-style-type: none"> <li>Controlling shareholder's background (including principal activities and shareholding of each listed company owned by controlling shareholder)</li> </ul>	
	<ul style="list-style-type: none"> <li>Independence from controlling shareholder and its associates under paragraph 27A of Appendix 1A to Main Board and GEM Rules <ul style="list-style-type: none"> <li>- basis that the applicant is financially and operationally independent of its controlling shareholder</li> <li>- basis of management independence (overlapping directors and senior management between the applicant and its controlling shareholder preferably in tabular form). Where there are overlapping directors, detailed mechanism to address conflicts of interests to ensure that the applicant's remaining board can properly function taking into account their expertise and experience (e.g. Listing Decisions HKEx-LD30-2012, HKEx-LD69-1,</li> </ul> </li> </ul>	

Individual section	Disclosure requirements (where applicable) (Adherence to guidelines set out in listing decisions, guidance letters or guidance in pre-IPO enquiries, and Appendix 1A to the Main Board Rules (Appendix 1A to the GEM Rules) unless not relevant)	Information that must be redacted in an Application Proof and PHIP published on the Exchange's website <sup>10</sup>
	<p>HKEx-LD52-2)</p> <ul style="list-style-type: none"> <li>● Competition under Main Board Rule 8.10 (GEM Rule 11.04) <ul style="list-style-type: none"> <li>- basis of clear business delineation between the applicant and its controlling shareholder and/or directors</li> <li>- disclosure under Main Board Rule 8.10 (GEM Rule 11.04) for the controlling shareholder and director (in particular information for investors to assess whether the competition between the applicant and its controlling shareholder is extreme, or the basis that there is no competition between the applicant and the controlling shareholder, and the relevant financial information of the competing business) (e.g. Listing Decisions HKEx-LD51-2 and HKEx-LD51-3)</li> </ul> </li> <li>● Deed of non-competition or non-competition undertaking (“NCU”) <ul style="list-style-type: none"> <li>- clear disclosure of “restricted or excluded businesses” under the NCU</li> <li>- mechanism of (i) the controlling shareholder first referring business opportunities which compete or are likely to compete with the applicant (first right of refusal); and (ii) the applicant determining whether to take up the business opportunities and the basis which the board will consider</li> </ul> </li> <li>● Details of corporate governance measures to resolve actual/potential conflicts of interests between the applicant and its controlling shareholder/director. These can include abstention of conflicted directors from voting at the relevant meetings, INEDs to review compliance with the NCU, controlling shareholder to provide all information necessary for the INEDs’ annual review, the applicant to disclose decisions on matters reviewed by the INEDs (including why business opportunities referred to it by its controlling shareholder were not taken up) either through its annual report or by way of announcements</li> </ul>	
Connected Transactions	<ul style="list-style-type: none"> <li>● Connectedness between the applicant and its connected persons under the Listing Rules, including the shareholding relationships</li> <li>● Nature of connected transactions and classify them into different categories (i.e. exempt continuing connected transactions; non-exempt continuing connected transactions subject to (i) reporting and announcement requirements; (ii) reporting,</li> </ul>	

Individual section	Disclosure requirements (where applicable) (Adherence to guidelines set out in listing decisions, guidance letters or guidance in pre-IPO enquiries, and Appendix 1A to the Main Board Rules (Appendix 1A to the GEM Rules) unless not relevant)	Information that must be redacted in an Application Proof and PHIP published on the Exchange's website <sup>10</sup>
	<p>announcement and shareholders' approval requirements), together with the basis under the Listing Rules</p> <ul style="list-style-type: none"> <li>• Aggregation of continuing connected transactions under Main Board Rule 14A.26 (GEM Rule 20.26)</li> <li>• Historical figures and proposed annual caps of the connected transactions, preferably in tabular form</li> <li>• Detailed quantitative and qualitative justifications of the annual caps (e.g. reasons for the significant difference between the historical amounts and proposed annual caps, and the amount of annual caps in the coming three years; key assumptions in estimating annuals caps with quantitative and qualitative information; reasons for and basis of non-monetary annual caps (Listing Decision HKEx-LD88-1))</li> <li>• If the period of the agreement exceeds three years, the sponsor has to explain why a longer period for the agreement is required and to confirm that it is normal business practice for contracts of this type to be of such duration under Main Board Rule 14A.35(1) (GEM Rule 20.35(1))</li> <li>• Waiver applications for non-exempt continuing connected transactions</li> <li>• Directors (including the INEDs if they have been appointed) and sponsor's confirmation that: <ul style="list-style-type: none"> <li>- the non-exempt continuing connected transactions have been (if not, this also must be disclosed) and will be entered into in the ordinary and usual course of the applicant's business, on normal commercial terms or better that are fair and reasonable and in the interests of the applicant's shareholders as a whole</li> <li>- the proposed annual caps for the non-exempt continuing connected transactions are fair and reasonable and in the interests of the applicant's shareholders as a whole</li> </ul> </li> </ul>	
Share Capital	<ul style="list-style-type: none"> <li>• Authorised share capital</li> <li>• Number of different types of shares (e.g. A shares, B shares, H shares, domestic shares), and percentage of the total number of shares for each type of shares</li> <li>• Ranking of each type of shares</li> <li>• Circumstances under which general meeting and class meeting are required</li> <li>• General mandate to issue and repurchase shares</li> <li>• Share option scheme</li> </ul>	<ul style="list-style-type: none"> <li>• offer-related information</li> </ul>
Substantial	<ul style="list-style-type: none"> <li>• Substantial shareholders' identities and relationship</li> </ul>	<ul style="list-style-type: none"> <li>• interests of</li> </ul>

Individual section	Disclosure requirements (where applicable) (Adherence to guidelines set out in listing decisions, guidance letters or guidance in pre-IPO enquiries, and Appendix 1A to the Main Board Rules (Appendix 1A to the GEM Rules) unless not relevant)	Information that must be redacted in an Application Proof and PHIP published on the Exchange's website <sup>10</sup>
Shareholders	among them <ul style="list-style-type: none"> <li>• In tabular form, the number of shares and percentage of issued share capital held by each substantial shareholder as at the date of the Application Proof and PHIP</li> </ul>	substantial shareholders upon listing
Cornerstone Investors	<ul style="list-style-type: none"> <li>• Salient terms and conditions for placing shares to cornerstone investors</li> <li>• Refer to Guidance Letter HKEx-GL51-13 for guidance on disclosure of cornerstone investment</li> </ul>	✓
Directors, Senior Management and Employees	<ul style="list-style-type: none"> <li>• Refer to Guidance Letter HKEx-GL62-13 for guidance on disclosure of the Directors, Supervisors and Senior Management section</li> </ul>	
	<ul style="list-style-type: none"> <li>• Material details of the contractual arrangements between the applicant and its compliance adviser</li> </ul>	
Future Plans and Use of Proceeds	<ul style="list-style-type: none"> <li>• Refer to Guidance Letter HKEx-GL33-12 for guidance on disclosure of use of proceeds</li> </ul>	<ul style="list-style-type: none"> <li>• all offer-related information and use of proceeds</li> </ul>
Underwriting	<ul style="list-style-type: none"> <li>• Salient terms of the underwriting agreements, grounds of termination of the underwriting arrangements. Refer to Guidance Letter HKEx-GL34-12 on hard underwriting</li> </ul>	<ul style="list-style-type: none"> <li>• identities of underwriters</li> <li>• salient terms of the underwriting agreements</li> </ul>
	<ul style="list-style-type: none"> <li>• Main Board Rules 10.07 and 10.08 (GEM Rules 13.16A and 17.29) undertakings, undertakings by the applicant and any selling shareholder, and the interests of underwriters of Hong Kong offer in the applicant</li> </ul>	<ul style="list-style-type: none"> <li>• Main Board Rule 10.07 (GEM Rule 13.16A) undertakings</li> <li>• undertakings by any selling shareholder</li> </ul>
	<ul style="list-style-type: none"> <li>• Basis of determining commissions and expenses and the relevant amounts</li> </ul>	<ul style="list-style-type: none"> <li>• percentage of offer price of all the offer shares as commission and expenses and the relevant amounts</li> </ul>
	<ul style="list-style-type: none"> <li>• Activities by syndicate members</li> </ul>	<ul style="list-style-type: none"> <li>• activities by syndicate members</li> </ul>
Structure of the Global Offering	<ul style="list-style-type: none"> <li>• Number of shares to be offered under the Hong Kong public offering, international offer, employee share offer and any assured entitlement, before and after exercising the over-allotment option</li> </ul>	✓
	<ul style="list-style-type: none"> <li>• Mechanism of determining offer price</li> </ul>	
	<ul style="list-style-type: none"> <li>• Details of allocation basis, reallocation, clawback mechanism under paragraph 4.2 of Practice Note 18 to Main Board Rules or relevant waiver</li> </ul>	
	<ul style="list-style-type: none"> <li>• Details of any over-allotment and stabilization and stock borrowing arrangement</li> </ul>	
	<ul style="list-style-type: none"> <li>• Conditions of the offer</li> </ul>	
	<ul style="list-style-type: none"> <li>• Dealing arrangements</li> </ul>	
	<ul style="list-style-type: none"> <li>• Board lot size</li> </ul>	

Individual section	Disclosure requirements (where applicable) (Adherence to guidelines set out in listing decisions, guidance letters or guidance in pre-IPO enquiries, and Appendix 1A to the Main Board Rules (Appendix 1A to the GEM Rules) unless not relevant)	Information that must be redacted in an Application Proof and PHIP published on the Exchange's website <sup>10</sup>
How to Apply for Hong Kong Offer Shares	<ul style="list-style-type: none"> <li>• All information that is essential for public investors to subscribe for the Hong Kong offer shares</li> <li>• Refer to Guidance Letter HKEx-GL64-13 for disclosure of how to apply for Hong Kong offer shares</li> </ul>	✓
Accountants' Report	<ul style="list-style-type: none"> <li>• Financial information in audited or advanced draft form – Chapter 4 and Appendix 16 to Main Board Rules (Chapters 7 and 18 of GEM Rules)</li> <li>• Guidance Letter HKEx-GL6-09A for guidance on financial information for trading record period expected in an Application Proof and PHIP submitted on or after 1 October 2013</li> <li>• Guidance Letter HKEx-GL58-13 for guidance on Accountants' Report, Pro-Forma Financial Information and Profit Forecast</li> <li>• Guidance Letter HKEx-GL32-12 for guidance on disclosure requirements for acquisitions of subsidiaries and businesses conducted during or after the trading record period</li> </ul>	
Unaudited Pro Forma Financial Information	<ul style="list-style-type: none"> <li>• Financial information in an advanced draft form – Main Board Rules 4.28, 4.29 and paragraph 21 of Appendix 1A (GEM Rules 7.30, 7.31 and paragraph 21 of Appendix 1A)</li> <li>• Guidance Letter HKEx-GL58-13 for guidance on Accountants' Report, Pro-Forma Financial Information and Profit Forecast</li> </ul>	<ul style="list-style-type: none"> <li>• unaudited pro forma adjusted net tangible assets</li> <li>• unaudited adjusted pro forma forecast earnings per share (if applicable)</li> <li>• letter on unaudited pro forma financial information relating to the offer</li> </ul>
Profit Forecast	<ul style="list-style-type: none"> <li>• Financial information in an advanced draft form – Main Board Rules 11.16 to 11.19 (GEM Rules 14.28 to 14.31)</li> <li>• Guidance Letter HKEx-GL58-13 for guidance on Accountants' Report, Pro-Forma Financial Information and Profit Forecast</li> <li>• Guidance Letter HKEx-GL35-12 for guidance on profit forecast</li> <li>• Include a statement that the profit forecast may be updated</li> </ul>	
Property Valuation Report	<ul style="list-style-type: none"> <li>• Include in final or advanced draft form</li> <li>• The valuation methods adopted with detailed basis</li> <li>• Bases of key assumptions underlying each valuation method adopted</li> <li>• Professional qualifications and industry experiences of experts preparing relevant reports included in Application Proof and PHIP</li> <li>• Disclosure requirements under Chapter 5 of Main</li> </ul>	

Individual section	Disclosure requirements (where applicable) (Adherence to guidelines set out in listing decisions, guidance letters or guidance in pre-IPO enquiries, and Appendix 1A to the Main Board Rules (Appendix 1A to the GEM Rules) unless not relevant)	Information that must be redacted in an Application Proof and PHIP published on the Exchange's website <sup>10</sup>
	<p>Board Rules (Chapter 8 of GEM Rules)</p> <ul style="list-style-type: none"> <li>• Effective valuation date should not be more than three months before the submission of the Application Proof and PHIP</li> </ul>	
Other expert reports	<ul style="list-style-type: none"> <li>• Include in final or advanced draft form</li> <li>• The valuation methods adopted with detailed basis</li> <li>• Bases of key assumptions underlying each valuation method adopted</li> <li>• Professional qualifications and industry experiences of experts preparing relevant reports included in Application Proof and PHIP</li> <li>• Material findings in the expert reports should be disclosed in the main body of the Application Proof and PHIP (e.g. Business and/or Risks Factors sections)</li> <li>• For a competent person's report of mineral companies, the effective date at which resources and reserves under Chapter 18 of Main Board Rules (Chapter 18A of GEM Rules) are estimated or valued must be less than six months before the expected date of issue of the listing document based on the applicant's listing timetable submitted with the Application Proof and PHIP</li> <li>• Effective date of other expert reports (effective valuation date if valuation is included) must be less than six months before the expected date of issue of the listing document based on the applicant's listing timetable submitted with the Application Proof and PHIP</li> <li>• Guidance Letter HKEx-GL60-13 for guidance on confirmation required on an expert report in a listing document submitted together with a listing application</li> </ul>	
Summary of the applicant's constitution, law of the place of incorporation and information on its dual primary listing	<ul style="list-style-type: none"> <li>• Relevant information required under the following: <ul style="list-style-type: none"> <li>- memorandum of association</li> <li>- articles of association</li> <li>- company law of the place where the applicant is incorporated as required by the Companies Ordinance and the Listing Rules, including Chapters 19, 19A and Appendix 1A to Main Board Rules (Chapters 24, 25 and Appendix 1A to GEM Rules)</li> <li>- trust deed (in the case of stapled securities)</li> <li>- material differences between the Listing Rules and overseas listing rules</li> </ul> </li> </ul>	



Individual section	Disclosure requirements (where applicable) (Adherence to guidelines set out in listing decisions, guidance letters or guidance in pre-IPO enquiries, and Appendix 1A to the Main Board Rules (Appendix 1A to the GEM Rules) unless not relevant)	Information that must be redacted in an Application Proof and PHIP published on the Exchange's website <sup>10</sup>
Statutory and General Information	<ul style="list-style-type: none"> <li>● Information required under the Companies Ordinance and the Listing Rules, including Chapter 17 and Appendix 1A to Main Board Rules (Chapter 23 and Appendix 1A to GEM Rules) which include: <ul style="list-style-type: none"> <li>- incorporation of the applicant</li> <li>- changes in share capital of the applicant and its subsidiaries during the trading record period</li> <li>- corporate reorganisation</li> <li>- restrictions on share repurchases</li> <li>- summary of material contracts</li> <li>- disclosure of interests of directors/chief executive/substantial shareholders</li> <li>- directors' service contracts and remunerations</li> <li>- pre-IPO share option scheme/share option scheme</li> <li>- experts' qualification and consents</li> <li>- promoter</li> <li>- preliminary expenses</li> <li>- information on selling shareholder</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>● disclosure of interests of directors/chief executive/substantial shareholders</li> <li>● offer-related information (e.g. number of shares to be repurchased upon listing)</li> </ul>
	<ul style="list-style-type: none"> <li>● Refer to Guidance Letter HKEx-GL30-12 for guidance on disclosure of intellectual property rights</li> <li>● Binding effect and bilingual listing documents</li> <li>● Details of resolutions passed by the shareholders</li> <li>● Financial advisers</li> </ul>	
	<ul style="list-style-type: none"> <li>● Independence of sponsor (if the applicant has more than one sponsor, disclose whether each sponsor satisfies the independence criteria under Main Board Rule 3A.07 (GEM Rule 6A.07) and, if not, reason(s) for the lack of independence (Main Board Rule 3A.10(2) or GEM Rule 6A.10(2))). Refer to Guidance Letters HKEx-GL2-06 and HKEx-GL4-06 for guidance on assessment of a sponsor's independence</li> </ul>	
	<ul style="list-style-type: none"> <li>● Sponsor's fees</li> </ul>	
Documents delivered to the Registrar of Companies and Available for Inspection	<ul style="list-style-type: none"> <li>● Lists of documents to be delivered to the Registrar of Companies under the Companies Ordinance and be available for inspection under the Companies Ordinance and Main Board Rules 19.10(6) and 19A.27(4) (GEM Rules 24.09(6) and 25.20(4))</li> </ul>	

**Recommended Template for MB Rule 9.08/ GEM Rule 12.10 Statements**

*“This announcement is a statement made under [\*Main Board Rule 9.08(2)(c)/ GEM Rule 12.10(2)(c)] (Note)*

*We noted [source of media reports] on [date] subsequent to the publication of the [\*Application Proof/PHIP] on [date]. No reliance should be placed on the [media reports identified].*

*The publication of the [\*Application Proof/PHIP] and this document is only for the purpose of providing information about the Company and not for any other purposes. No investment decision should be based on the information contained in [\*Application Proof/PHIP] or this announcement.*

*This announcement does not constitute a prospectus, offering circular, notice, circular, brochure or advertisement offering to sell any securities to the public in any jurisdiction. It is also not an invitation to the public to make offers to subscribe for or purchase any securities, nor is it calculated to invite offers by the public to subscribe for or purchase any securities.*

*This announcement is made by the order of the Company. The Company’s Board of Directors collectively and individually accept responsibility for the accuracy of this announcement.”*

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Note: The applicant must ensure that the statement does not (i) include information that will constitute a prospectus under section 2(1) of the Companies Ordinance as amended from time to time (Cap. 32) (“**Companies Ordinance**”); or an advertisement under section 38B(1) of the Companies Ordinance; or an invitation to the public in breach of section 103(1) of the Securities and Futures Ordinance as amended from time to time (Cap. 571), (ii) discusses the applicant’s proposed issue of securities; or (iii) promotes its securities to be issued or its listing.

*\*delete as appropriate*

**Recommended Template for a Request for a Company Case number for a New Application**

[Letterhead of IPO sponsor]

[date]

By fax (2295 0198) and by mail

To : IPO Team  
Listing Division  
The Stock Exchange of Hong Kong Limited  
11th Floor, One International Finance Centre  
1 Harbour View Street, Central  
Hong Kong

Attention: [Head of IPO]

**Company** : [ ] (Chinese Name)  
**Transaction Type** : **New Listing – Primary Listing on SEHK**  
**Subject** : **Request for a Company Case Number for Publication of an Application Proof**

We will submit [\*a new listing application ([\*Form A1]/[\*Form5A])] [\*a CIS application that requires the submission of an Application Proof] on [Date and Time]. Please assign us a company case number for submission of the relevant Application Proof.

We propose to submit the Application Proof through HKEx-ESS on [\*Date and Time].

Please contact [name of the sponsor's responsible person] on [telephone number and email address].

Yours faithfully,  
For and on behalf of  
[name of each IPO sponsor]

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Name:

Title:

(Please submit by 6:00 p.m. if the applicant intends to file a listing/authorisation application on the next business day).

*\*Delete as appropriate*

**Recommended Template for a Confirmation Letter from Each Sponsor**

[Letterhead of IPO sponsor]

[date]

\*By fax (2295 0198)/By mail/By hand

To : Hong Kong Exchanges and Clearing Limited  
The Stock Exchange of Hong Kong Limited  
11th Floor, One International Finance Centre  
1 Harbour View Street, Central  
Hong Kong

Dear Sirs,

Company :  
Case Number :  
Transaction Type : New Listing – Primary Listing on SEHK  
Subject : Request for Publication of [\*Application Proof] [\*PHIP]  
[\*Statement made under Main Board Rule 9.08(2)(c)/GEM  
Rule 12.10(2)(c)]

We confirm that we have been duly authorised by the Company to submit a ready-to-publish [\*Application Proof] [\*PHIP] [Statement made under [\*Main Board Rule 9.08(2)(c)/GEM Rule 12.10(2)(c)]] in the English and Chinese language<sup>11</sup>.

The submission is made in the following manner:

1. [\*through HKEx-ESS, the Warning Statements (for Application Proof/PHIP/ Statement made under Main Board Rule 9.08(2)(c)/GEM Rule 12.10(2)(c)) in a single file format]<sup>12</sup>;
2. through HKEx-ESS, the [\*Application Proof] [\*PHIP] in a multi-file format; and

.../2

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<sup>11</sup> From 1 October 2013 to 31 March 2014 (both dates inclusive), an applicant is not required to submit a Chinese version of an Application Proof to the Exchange.

<sup>12</sup> No warning statement is required to be submitted if the applicant has already submitted a warning statement and does not intend to change the contents of the warning statement.

3. (please tick  at the appropriate items below)

through HKEx-ESS, the [\*Application Proof] [\*PHIP] [\*Statement made under [\*Main Board Rule 9.08(2)(c)/GEM Rule 12.10(2)(c)]] of a file size equals to or less than 20MB in a single file format (with bookmarks)<sup>13</sup>, or

enclosing a CD ROM which contains [\*Application Proof] [\*PHIP] of a file size exceeding 20MB in a single file format (with bookmarks).

[##We further confirm that we have received a confirmation from the Company's legal adviser that the [\*Application Proof] [\*PHIP] submitted for publication on the Exchange's website follows the Exchange's guidance on redactions in an Application Proof/PHIP and appropriate warning and disclaimer statements for publication of these documents (see Guidance Letter HKEx-GL57-13).]

For any queries, please contact [name of contact] on [telephone no.].

Yours faithfully,  
For and on behalf of  
[name of each IPO sponsor]

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

Title:

\* Delete as appropriate

##Only applicable to Application Proofs and PHIPs

Copy: Investment Products Division, Securities and Futures Commission (only for CIS applicant)

<sup>13</sup> A statement made under Main Board Rule 9.08(2)(c)/GEM Rule 12.10(2)(c) is expected to be in single file format not exceeding 20 MB.

**Recommended Content Layout of an Application Proof and a PHIP**

(Some sections/chapters may not be applicable to an applicant and therefore would not be expected to be included)

Sections/Chapters
Warning statement (see Enclosure 1- Part B for sample language)
Cover
Important
Expected timetable
Contents
Summary
Definitions and glossary
Forward-looking statements
Risk factors
Waivers and exemptions from strict compliance with the Listing Rules
Information about the listing document and any global offering
Directors, supervisors and parties involved
Corporate information
Industry overview
Regulations
History, development and reorganisation
Business
Financial information
Relationship with controlling shareholders
Connected transactions
Share capital
Substantial shareholders
Cornerstone investors

Directors, senior management and employees
Future plans and use of proceeds
Underwriting
Structure of the global offering
How to apply for Hong Kong offer shares

Appendix I - Accountants' report
Appendix II - Unaudited pro forma financial information
Appendix III - Profit forecast
Appendix IV - Property valuation report
Appendix V - Other expert reports
Appendix VI - Summary of the applicant's constitution, law of the place of incorporation and information on its dual primary listing
Appendix VII - Statutory and general information
Appendix VIII - Documents delivered to the Registrar of Companies and available for inspection