**Regulatory Forms

Form G**

**Formal Application
for Transfer of Listing of Equity Securities
from GEM to the Main Board
(for Eligible Issuers under Chapter 9B)**

This form must be duly completed and lodged in compliance with the provisions of Chapter 9B.

To: The Head of the Listing Division

The Listing Division

The Stock Exchange of Hong Kong Limited . . . . . . . . . . . . . .

Dear Sir,

1. We, [Limited] (the “Issuer”) hereby apply for the listing of and for permission to deal in the securities referred to in paragraph 3 below subject to the listing rules of The Stock Exchange of Hong Kong Limited (the “Exchange”) entitled “Rules Governing the Listing of Securities” (the “Listing Rules”). (Note 1)
2. SHARE CAPITAL

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  | Authorised $ |  |  |  |  | Issued (and paid up) inclusive of present issue |
|  | . . . . . . . . . . .. . . . . . . . . . .. . . . . . . . . . .. . . . . . . . . . . | in in in in | . . . . . . . . .. . . . . . . . .. . . . . . . . .. . . . . . . . . | Stock/Shares of Stock/Shares of Stock/Shares of Stock/Shares of | . . . . . . . . . . . . . . . . . . . .. . . . . . . . . . . . . . . . . . . .. . . . . . . . . . . . . . . . . . . .. . . . . . . . . . . . . . . . . . . . |
|  | $ |  |  |  | $ |

1. Amounts and descriptions of securities for which application is now made [including, if applicable, amounts and descriptions of any options, warrants or convertible instruments relating to such securities for which transfer application is made simultaneously] (include distinctive numbers if any)

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

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

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

1. The securities for which application is now made are proposed to be listed by way of transfer of listing from GEM to the Main Board.
2. So far as is known or can be ascertained after reasonable enquiry, by the directors of the Issuer, the undermentioned is/are substantial shareholder(s) of the company or of its holding company (Note 2):—

|  |  |  |
| --- | --- | --- |
| Name | Address  | Extent of holding and which company  |

The following are the directors, chief executive and secretary of the Issuer (Note 2).

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

1. We declare, to the best of our knowledge, information and belief, that:—
2. all the qualifications for a transfer of listing from GEM to the Main Board of the Exchange set out in the relevant chapters of the Listing Rules have, insofar as applicable, been fulfilled in relation to the Issuer and the securities of the Issuer referred to in paragraph 3 above;
3. all information required to be included in the documents accompanying or incorporated by reference in this application by virtue of the Listing Rules and the Securities and Futures (Stock Market Listing) Rules (the “SML Rules”) has been included therein or, if the final version has not yet been submitted (or reviewed), will be included therein before it is so submitted;
4. all the requirements of the SML Rules, insofar as applicable and required to be fulfilled at the time of the application, have been fulfilled in relation to the Issuer and the securities of the Issuer referred to in paragraph 3 above; and
5. there are no other facts bearing on the Issuer’s application for listing of and permission to deal in such securities which, in our opinion, should be disclosed to the Exchange.
6. ISSUER’S SOLE UNDERTAKING

We undertake to comply with the Listing Rules from time to time so far as applicable to the Issuer.

1. ISSUER’S AUTHORISATION FOR FILING WITH THE COMMISSION

We are required to file our application (within the meaning under section 2 of the SML Rules) with the Securities and Futures Commission (the “Commission”) under section 5(1) of the SML Rules. Under section 5(2) of the SML Rules, we hereby authorise the Exchange to file all materials with the Commission on our behalf as and when we file them with the Exchange.

In respect of materials and documents filed and submitted in relation to our listing application including those filed by our advisers and agents on our behalf, we hereby acknowledge that both the Exchange and the Commission will have unrestricted access to such materials and documents, and on this basis, the Exchange will be regarded as having discharged the above duty of filing such materials and documents with the Commission on our behalf as and when such materials and documents are filed and submitted.

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

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

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

Yours faithfully,

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

Name:

Director, for and on behalf of [Issuer’s Name]

DECLARATION OF DIRECTORS AND SUPERVISORS

The undersigned jointly and individually declare to the best of our knowledge, information and belief that all qualifications for a transfer of listing to the Main Board of the Exchange set out in the relevant chapters of the Listing Rules have, insofar as applicable, been fulfilled in relation to the Issuer and the securities of the Issuer.

Signed by : . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . .

[Name of Director/Supervisor], [Date]

Signed by : . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . .

[Name of Director/Supervisor], [Date]

Signed by : . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . .

[Name of Director/Supervisor], [Date]

Signed by : . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . .

[Name of Director/Supervisor], [Date]

Signed by : . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . .

[Name of Director/Supervisor], [Date]

Signed by : . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . .

[Name of Director/Supervisor], [Date]

Signed by : . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . .

[Name of Director/Supervisor], [Date]

(Note 3)

**NOTES**

|  |  |
| --- | --- |
| *Note 1* | *Insert name of issuer of securities. If it is an overseas issuer, the place of incorporation or other establishment and the applicable law under which it is incorporated or otherwise established must be stated.* |
| *Note 2* | *These paragraphs apply only to companies and:-**“chief executive” means a person who either alone or together with one or more other persons is or will be responsible under the immediate authority of the board of directors for the conduct of the business of the issuer.**“substantial shareholder” means a person entitled to exercise, or control the exercise of, 10% or more of the voting power at any general meeting of the issuer.* |
| *Note 3* | *This form must be signed by all directors and supervisors (if any) of the issuer.* |