
Documentary Requirements for a PRC GEM Applicant

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Set out below is a list of the documents that must accompany a GEM listing application by a PRC issuer (as set out in Rules 12.22, 12.23 and 25.16 and required under Rule 12.14). All references to rules and appendices are to the rules and appendices of the GEM Listing Rules.

	Required Documents	Form	Responsible Party
1	Sponsors' declaration of interests	Original (in the form of Appendix 7H)	Sponsor
2	Board minutes of PRC issuer authorising submission of listing application and approving undertaking, declaration and acknowledgements	Certified extract	Co's HK Legal Adviser/ PRC Legal Adviser
3	Non-refundable initial listing fee (see Appendix 9)		Company/Sponsor
4	Prospectus duly annotated in the margin in anticipated final form	6 proofs	Sponsor/Sponsor's Legal Adviser
5	Memorandum and articles of association of PRC issuer duly annotated in the margin	3 certified copies	Co's HK Legal Adviser
6	Letter of compliance from the sponsor or legal adviser in respect of the memorandum and articles	Original	Sponsor/Co's HK Legal Adviser
7	Anticipated final draft of any Statement of Adjustments relating to the Accountants' Report	3 copies	Accountant
8	Every material contract to be summarised in the prospectus (as required by paragraph 17 of the Third Schedule of the Companies Ordinance), or, in the case of a contract not reduced to writing, a memorandum giving full particulars thereof	Copy	Co's HK Legal Adviser
9	Anticipated final draft or proof of any formal notice	3 copies	Sponsor
10	Anticipated final draft or proof of any applicable	3 copies	Sponsor

	Required Documents	Form	Responsible Party
	application form (including any excess or preferential application form) to subscribe or purchase the securities for which listing is sought		
11	Notice(s) of meeting (if any) referred to in the prospectus	Copy	Co's HK Legal Adviser/ PRC Legal Adviser
12	Resolution(s) of the PRC issuer in general meeting (if any) authorising the allotment of the securities for which listing is sought	Certified copy	Co's HK Legal Adviser/ PRC Legal Adviser
13	All resolutions which have been passed by the PRC issuer and which are required to be registered under the Companies Ordinance	Copy	Co's HK Legal Adviser/ PRC Legal Adviser
14	Resolution(s) of the board of directors (or board committee) authorising the allotment of securities, making of application for listing, admission into CCASS, and approving and authorising the issue of the prospectus	Certified copy	Co's HK Legal Adviser/ PRC Legal Adviser
15	Anticipated final drafts or proofs of the definitive certificate or other document of title	3 copies	Sponsor
16	Where the prospectus contains a statement by the directors as to the sufficiency of working capital, the anticipated final draft of a letter from the sponsor or the PRC issuer's auditors, confirming that it/ they are satisfied that the statement in the prospectus as to the sufficiency of working capital has been made by the directors after due and careful enquiry and that persons or institutions providing finance have stated in writing that such facilities exist	Copy	Sponsor/Accountant
17	Where the prospectus contains a profit forecast, the anticipated final draft reports thereof by the Reporting Accountants and the sponsor on profits forecast	3 copies	Sponsor/Accountant

	Required Documents	Form	Responsible Party
18.	Anticipated final draft of the profit forecast memorandum with principal assumptions, accounting policies and calculations for the forecasts	3 copies	Sponsor/Accountant
19.	Any application for a waiver of any provision of the GEM	Original	Sponsor/Co's HK Legal Adviser
20.	Annual report and accounts of the companies which comprise or will comprise the group of PRC issuer for each of the years forming the subject of the Accountants' Report	Original	Accountant
21.	Formal declaration, undertaking and acknowledgement, duly signed by each director and proposed director, each supervisor and proposed supervisor	Original (in the form set out in Appendix 6B & 6C)	Co's HK Legal Adviser
22.	Certificate of incorporation and any certificates of incorporation on change of name or equivalent documents of the PRC issuer	Certified copy	Co's HK Legal Adviser/ PRC Legal Adviser
23.	Certificate (if any) entitling the PRC issuer to commence business	Certified copy	Co's HK Legal Adviser
24.	Any checklist(s) in the form prescribed by the Stock Exchange from time to time, duly completed	Original	Co's HK Legal Adviser (responsible for checklist on (1) property valuation; (2) articles of association; (3) documents of title; (4) share schemes) Sponsor's Legal Adviser (responsible for checklist on (1) third schedule of CO; (2) other CO requirements; (3) GEM

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			Listing Rules Appendix 1A; (4) general compliance with GEM Listing Rules Valuers (responsible for checklist on property valuation)
25.	Where the promoter or other interested party is a limited company or a firm, a statutory declaration as to the identity of those who control it or are interested in its profits or assets	Original	Co's HK Legal Adviser/ PRC Legal Adviser
26.	If the PRC issuer has any corporate shareholder holding over 5% of the issued capital, a declaration by a duly authorised officer of each such corporate shareholder, giving details of its registered office, directors, shareholders and business	Original	Co's HK Legal Adviser
27.	If the securities of the PRC issuer are, or are to be, listed on one or more stock exchanges, a written submission to the Exchange stating whether, in the sponsor's opinion, the PRC's issuer's directors appreciate the difference as well as the similarities between H-shares and the shares listed on such other stock exchanges and between the rights and obligations of holders of such shares and the basis for such opinion. The sponsor must also explain how the PRC issuer's directors propose to co-ordinate and comply in a timely manner with their obligations under the requirements of the Exchange and such other stock exchanges	3 copies	Sponsor
28.	The anticipated final draft contract between the PRC issuer and every director and officer, each of which must contain the undertakings and arbitration clause (required by rule 25.41) and which must be marked in	3 copies	Co's HK Legal Adviser/ PRC Legal Adviser

	Required Documents	Form	Responsible Party
	the margin to indicate where such provisions appear		
29.	The anticipated final draft contract between the PRC issuer and every supervisor, each of which must contain the undertakings and arbitration clause (required by rule 25.42) and which must be marked in the margin to indicate where such provisions appear	3 copies	Co's HK Legal Adviser/ PRC Legal Adviser
30.	The anticipated final draft legal opinion by the PRC's issuer's HK legal adviser, citing and attaching the legal opinion issued by PRC lawyers (authorised by the relevant authorities in the PRC to advise on securities laws), confirming the due incorporation and legal person status of PRC issuer as a joint stock limited company under PRC law and the obtaining of all relevant regulatory approvals in the PRC required for the issue and listing contemplated by the PRC's issuer's listing application	3 copies	Co's HK Legal Adviser/ PRC Legal Adviser
31.	Draft share option scheme	Draft	Co's HK Legal Adviser

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