

Appendix 5

附录五

Declaration and Undertaking with regard to Directors

董事的声明及承诺

Form B

B 表格

Part 1

第一部分

DECLARATION

声明

1. State:-
请填报：

	in English 英文	in Chinese 中文
(a) present surname and any former surname(s)* 现时姓氏及任何前度姓氏 *
(b) alias, if any * 别名，如有 *
(c) present forename(s) and any former forename(s) * 现时名字及任何前度名字 *
(d) date of birth 出生日期
(e) residential address 住址
(f) nationality and former nationality, if any 国籍及前度国籍，如有
(g) (i) Hong Kong ID card number 香港身份证号码

- (ii) in the case of a non-Hong Kong ID cardholder, passport number or any identification document number and name of issuing authority
 如为非香港身份证持有人，请列明护照号码或任何身份识别文件号码，以及签发机构名称
- (h) name of issuer (i.e. the new applicant/listed issuer)
 发行人(新申请人/上市发行人)名称

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

* 香港身份证或上文1(g)所述的任何有关身份识别文件上所示者。

2. The relevant document that sets out my personal details in the manner described in paragraph 41(1) of Appendix 1A or rule 13.51(2), as the case may be, of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited from time to time in force (the “Listing Rules”) is:
按不时生效的《香港联合交易所有限公司证券上市规则》(《上市规则》)附录一A第41(1)段或第13.51(2)条所述方式(视属何情况而定)载有本人的个人资料的有关文件为：

(Tick as appropriate)

(请在适当方格内加上√号)

In the case of new applicant:

如属新申请人：

- the listing document dated which has been duly registered with the Companies Registry.
日期为.....年.....月.....日并已正式在公司注册处登记的上市文件。

In the case of listed issuer:

如属上市发行人：

- the announcement dated by the issuer as required under Listing Rule 13.51(2) with regard to my appointment as a director of the issuer.
发行人按《上市规则》第13.51(2)条的规定，就委任本人为发行人董事的公告。公告日期为.....年.....月.....日。

Part 2
第二部分

UNDERTAKING
承诺

The particulars referred to in this Part 2 are:-
此第二部分所述的资料为：

- (a) in the exercise of my powers and duties as a director of
(Insert the name of the issuer) I, the undersigned, shall:-
在行使.....(填入发行人名字)董事的权力及职责时，本人(签署人)须：
- (i) comply to the best of my ability with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited from time to time in force (the “Listing Rules”);
尽力遵守不时生效的《香港联合交易所有限公司证券上市规则》(《上市规则》)；
 - (ii) use my best endeavours to procure that the issuer and, in the case of depositary receipts, the depositary, shall so comply; and
尽力促使发行人及(如属预托证券)存管人遵守《上市规则》；及
 - (iii) use my best endeavours to procure that any alternate of mine shall so comply;
尽力促使本人的任何替任人遵守《上市规则》；
- (b) I shall, in the exercise of my powers and duties as a director of the issuer, comply to the best of my ability with Parts XIVA and XV of the Securities and Futures Ordinance, the Code on Takeovers and Mergers, the Code on Share Buy-backs and all other securities laws and regulations from time to time in force in Hong Kong, and I shall use my best endeavours to procure that the issuer shall so comply;
本人在行使发行人董事的权力及职责时，将尽力遵守《证券及期货条例》第XIVA及XV部、《公司收购及合并守则》、《公司股份回购守则》及香港所有其他不时生效的有关证券的法例及规例，本人并会尽力促使发行人遵守上述各项；

- (c) I shall:
本人将：
- (i) provide to the Exchange as soon as possible, or otherwise in accordance with time limits imposed by the Exchange:
尽快或根据本交易所设定的时限向本交易所提供以下资料及文件：
 - (1) any information and documents that the Exchange reasonably considers appropriate to protect investors or ensure the smooth operation of the market; and
本交易所合理地认为可保障投资者或确保市场运作畅顺的任何资料及文件；
及
 - (2) any other information and documents or explanation that the Exchange may reasonably require for the purpose of verifying compliance with the Listing Rules; and
本交易所可为核实是否有遵守《上市规则》事宜而合理地要求的任何其他资料及文件或解释；及
 - (ii) cooperate in any investigation conducted by the Listing Division and/or the Listing Committee of The Stock Exchange of Hong Kong Limited, including answering promptly and openly any questions addressed to me, promptly producing the originals or copies of any relevant documents and attending before any meeting or hearing at which I am requested to appear;
在香港联合交易所有限公司上市科及／或上市委员会所进行的任何调查中给予合作，包括及时及坦白地答复向本人提出的任何问题，及时地提供任何有关文件的正本或副本，并出席本人被要求出席的任何会议或听证会；
- (d) I hereby irrevocably appoint the issuer as my agent, for so long as I remain a director of the issuer, for receiving on my behalf any correspondence from and/or service of notices and other documents by The Stock Exchange of Hong Kong Limited;
本人兹不可撤回地委任发行人为本人的代理人，在本人留任发行人董事期间，代表本人接收香港联合交易所有限公司发出的任何书信及 / 或送达的通知书及其他文件；

- (e) I shall, for so long as I remain a director of the issuer and for a further period of 3 years from the date on which I cease to be a director of the issuer, inform The Stock Exchange of Hong Kong Limited, by notice in writing to the Head of the Listing Division, of any change to my contact address for correspondence from and service of notices and other documents by The Stock Exchange of Hong Kong Limited as soon as reasonably practicable and in any event within 28 days of such change. I acknowledge and agree that a document or notice, for whatever purposes, including but not limited to the service of notice of disciplinary proceedings, shall be deemed to have been validly and adequately served on me by The Stock Exchange of Hong Kong Limited when the document or notice is served personally on me or is sent by post or facsimile to the address I provide to The Stock Exchange of Hong Kong Limited. I agree and acknowledge that I am responsible for keeping The Stock Exchange of Hong Kong Limited informed of my up-to-date contact address. I acknowledge that, if I fail to provide The Stock Exchange of Hong Kong Limited with my up-to-date contact address or arrange for notices, documents or correspondence to be forwarded to me, I may not be alerted to any proceedings commenced against me by The Stock Exchange of Hong Kong Limited; and

在本人出任发行人董事期间以至辞去发行人董事职务之日起计三年内，若本人用以接收香港联合交易所有限公司发出的书信、送达的通知书及其他文件的联络地址有任何变动，本人将会在合理可行的情况下尽快及在任何情况下于有关变动出现后28日内，向上市科主管发出书面通知，知会香港联合交易所有限公司有关变动。本人确认及同意，若有任何文件或通知（不论其目的，包括（但不限于）送达纪律程序的通知）以面交本人的方式，或以邮寄或传真的方式送达本人向香港联合交易所有限公司提供的地址，该文件或通知即被视为香港联合交易所有限公司已有效及充分地送达本人。本人同意及确认，本人有责任向香港联合交易所有限公司提供本人最新的联络地址。本人确认，若本人未能向香港联合交易所有限公司提供本人最新的联络地址，或未有为送呈本人的通知、文件或书信提供转送安排，本人可能会不知悉香港联合交易所有限公司向本人展开的任何程序；及

- (f) I hereby give my authority to the Head of the Listing Division of The Stock Exchange of Hong Kong Limited, or to any person authorised by him, to disclose any of the foregoing particulars given by me to members of the Listing Committee and, with the approval of the Chairman or a Deputy Chairman of The Stock Exchange of Hong Kong Limited, to such other persons, as the said Head of the Listing Division may from time to time think fit.

本人兹授权香港联合交易所有限公司上市科主管、或其授权的任何人士，将本人提供的上述资料向上市委员会委员披露；并在香港联合交易所有限公司主席或一位副主席批准的情况下，向上市科主管不时认为适当的其他人士披露。

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

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

谨以至诚郑重声明，在本B表格第一部分(1)及本B表格第一部分(2)所述文件所示有关本人的所有详细资料均为真实、完整及准确，且本人对上述资料的真实性、准确性及完整性承担责任，而本人亦无作出任何声明或遗漏，致使有关资料不真实或具误导性，本人亦明白在要项上提供虚假或具误导性的资料可能引致的后果(包括本表格附注1所载内容)；本人并明白，香港联合交易所有限公司或会倚赖上述资料来评估本人是否适合出任发行人董事；及

(ii) undertake with The Stock Exchange of Hong Kong Limited in the terms set out in Part 2 of this Form B.

按本B表格第二部分所载的条款向香港联合交易所有限公司作出承诺。

Signature 签署 :

Name of director

董事姓名 :

Hong Kong ID Card
Number*

香港身份证号码* :

Dated 日期 :

Certified as the true
signature of

由以下人士证明上述签署为
的真实签署

By:

Signature

(Secretary/Director)

签署 (秘书/董事) :

Name

(Secretary/Director)

姓名 (秘书/董事) :

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

如为非香港身份证持有人，请列明护照号码或任何身份识别文件号码，以及签发机构名称。

Part 3
第三部分

(A) *If the issuer is a new applicant, the following sponsor's certification must be completed:-*
如发行人为新申请人，下列的保荐人证明亦须填报：

SPONSOR'S CERTIFICATION
保荐人证明

We,....., are the sponsor for the issuer appointed on [Date] for the purpose referred to in Listing Rule 3A.02 and have offices located at We hereby certify that we have read the particulars provided by [Insert name of director] in and any document referred to in Part 1 (1) and (2) of this Form B and we are not aware of any information that would lead a reasonable person to inquire further concerning the truthfulness, completeness or accuracy of any of the particulars so provided.

我们.....，乃在〔日期〕为《上市规则》第3A.02条所提及的目的而委任的发行人的保荐人，办事处设于.....。我们兹证明，我们已阅读.....〔填入董事的姓名〕在B表格第一部分(1)及(2)所作及所述任何文件内作出的回答，我们并不知悉任何资料，足以使一名合理的人士，就如此填报的资料真实性、完整性及准确性作进一步的查询。

Executed this day of, 20, in
本证明于20.....年.....月.....日在.....签立。

(Signed 签署)

(B) *The following solicitor's certification must be completed whenever this Form B is required to be lodged with The Stock Exchange of Hong Kong Limited:-*
按规定须向香港联合交易所有限公司呈报本B表格的，均须填报下列律师证明：

SOLICITOR'S CERTIFICATION

律师证明

We,, are a firm of solicitors qualified to advise on Hong Kong law with offices located at

We hereby certify that we have explained all applicable requirements and procedures for completing and executing this Form B and the documents referred to in this Form B, and the possible consequences of making any false declaration or giving false information, to [Insert name of director]. Further, we hereby certify that [Insert name of director] has acknowledged to us that he/she understands the foregoing.

我们，.....，为一家有资格就香港法律提供意见的律师行，办事处设于.....。我们兹证明，我们已向.....〔填入董事的姓名〕解释填报及签立本B表格及本B表格所指的文件的所有适用规定和程序，以及作出任何虚假声明或提供虚假信息所可能引致的后果。此外，我们兹证明.....〔填入董事的姓名〕已向我们承认其了解上述各项。

Executed this day of, 20, in
本证明于20.....年.....月.....日在.....签立。

(Signed 签署)

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

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

按规定须呈交本B表格的任何人士，若未能真实、完整及准确地填妥本B表格第一部分，或未能订立本B表格第二部分又或未能遵守该部分所作的任何承诺，均构成违反《上市规则》。此外，凡提供本B表格所要求或所述资料的发行人董事均应注意，该等资料构成本意是为遵守「有关条文」(定义见香港法例第571章《证券及期货条例》附表1第1部)项下关于提供资料的规定而向本交易所提供的资料，本交易所或会依赖该等资料。就此，阁下应注意，根据《证券及期货条例》第384条，在要项上向本交易所提供虚假或具误导性的资料，有关人士即属犯法，会遭检控。若阁下有任何疑问，应立即咨询本交易所或阁下的专业顾问。

(2) *To the extent that this form is required to be signed by the sponsor, the Exchange expects that it would be signed by the Principal(s) who act(s) as the supervisor(s) of the Transaction Team (as defined in the SFC Sponsor Provisions) undertaking the listing assignment. However, notwithstanding who signs this form on behalf of the sponsor, the Management (as defined in the SFC Sponsor Provisions) of the sponsor will be ultimately responsible for supervision of the work carried out by the sponsor firm and quality assurance in respect of that work. The Exchange reminds sponsors of their obligations to have effective internal systems and controls and proper supervision and oversight including but not limited to those obligations under the SFC Sponsor Provisions.*

只要此表格是规定须由保荐人签署，本交易所认为，此表格须由承担有关上市工作的交易小组(定义见「证监会保荐人条文」)的监督的主事人签署。不过，无论是谁代表保荐人签署此表格，保荐人的管理层(定义见「证监会保荐人条文」)须就保荐人公司工作的监督及质素保证负有最终责任。本交易所提醒保荐人：其有责任设立有效的内部系统及监控，并作出妥善的监督及监管；有关责任包括但不限于「证监会保荐人条文」所载的责任。

- (3) *The sponsor's certification does not need to be completed where the new applicant is a GEM listed issuer applying to transfer its listing to the Main Board pursuant to Chapter 9A of the Listing Rules.*

如新申请人为拟根据《上市规则》第九章申请转往主板上市的创业板上市发行人，则毋须填写保荐人证明。