

Appendix 5

附录五

Declaration and Undertaking with regard to Supervisors of an Issuer incorporated in the People's Republic of China ("PRC")

在中华人民共和国（「中国」）注册成立的发行人的
监事的声明及承诺

Form I

I 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 supervisor 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监事的公告。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 supervisor of
(Insert the name of the issuer) I, the undersigned, shall:-
在行使 (填入发行人名字) 监事的权力及职责时，本人 (签署人) 须：
- (i) comply to the best of my ability with all applicable laws, rules, regulations and normative statements from time to time in force in the PRC relating to the responsibilities, duties and obligations of a supervisor in connection with the governing, operation, conduct or regulation of public companies in the PRC or elsewhere;
尽力遵守不时生效的所有关于监事对中国或其他地方的公众公司的管辖、运作、行为或监管的责任、职责及义务的适用中国法律、规则、规例及规范声明；
 - (ii) comply to the best of my ability with the provisions of the issuer's articles of association (including all provisions regarding the duties of supervisors) and use my best endeavours to procure the issuer and its directors to act at all times in accordance with the issuer's articles of association;
尽力遵守发行人的公司章程的规定 (包括有关监事职责的一切规定)，并尽力促使发行人及其董事在任何时候均按照发行人的公司章程而行事；
 - (iii) use my best endeavours to procure the issuer and its directors to comply with the Listing Rules, the Code on Takeovers and Mergers, the Code on Share Buy-backs and all other relevant securities laws and regulations from time to time in force in Hong Kong;
尽力促使发行人及其董事遵守《上市规则》、《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；

- (iv) inform The Stock Exchange of Hong Kong Limited (the "Exchange") forthwith and in writing, at any time while I am a supervisor of the issuer, of the initiation by the issuer's supervisory committee of legal proceedings against any director of the issuer;

在本人担任发行人的监事的任何期间，如发行人的监事会对发行人的任何董事提出法律程序，立即通知及以书面通知香港联合交易所有限公司（联交所或本交易所）；

- (v) comply to the best of my ability, as if the same applied to me to the same extent as it does to directors, with: (a) Parts XIVA and XV of the Securities and Futures Ordinance; (b) the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules; (c) the Code on Takeovers and Mergers; (d) the Code on Share Buy-backs; and (e) all other relevant securities laws and regulations from time to time in force in Hong Kong; and 尽力遵守下列条例及规则，犹如该条例适用于本人，如同其适用于董事般：(a)《证券及期货条例》第XIVA及XV部；(b)《上市规则》附录十列出的《上市发行人董事进行证券交易的标准守则》；(c)《公司收购及合并守则》；(d)《公司股份回购守则》；以及(e)香港所有其他不时生效的有关证券法例与规例；及

- (vi) use my best endeavours to procure that any alternate of mine to comply with the provisions set out above;

尽力促使本人的任何替任人遵守上列条文；

- (b) I shall, when I am a supervisor of the issuer and after I cease to be so:

本人出任发行人监事时以及停止担任发行人监事后均须：

- (i) provide to the Exchange and the Securities and Futures Commission (the "Commission") as soon as possible, or otherwise in accordance with time limits imposed by the Exchange or the Commission:

尽快或根据本交易所或证券及期货事务监察委员会（证监会）设定的时限向本交易所及证监会提供以下资料及文件：

- (1) any information and documents that the Exchange or the Commission reasonably considers appropriate to protect investors or ensure the smooth operation of the market; and

联交所或证监会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 or as requested by the Commission; and

联交所可为核实是否有遵守《上市规则》事宜而合理地要求或证监会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 Exchange or the Commission, 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;
在联交所上市科及／或上市委员会或证监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；
- (c) I, in accepting to be a supervisor of the issuer, hereby irrevocably appoint the issuer as my agent, for so long as I remain a supervisor of the issuer, for receiving on my behalf any correspondence from and/or service of notices and other documents by the Exchange or the Commission;
本人接受出任发行人的监事，即不可撤回地委任发行人为本人的代理人，在本人出任发行人监事期间，代表本人接收任何联交所或证监会发出的信函及／或送达的通知书及其他文件；
- (d) I shall inform the Exchange (in the manner prescribed by the Exchange from time to time):
本人须在下列情况下(以联交所不时规定的方式)将下述资料通知联交所：
- (i) as soon as reasonably practicable after my appointment, my telephone number, mobile phone number, facsimile number (if available), email address (if available), residential address and contact address (if different from the residential address) for correspondence from and service of notices and other documents by the Exchange or the Commission;
于获委任后在合理可行情况下尽快提供本人的电话号码、手机号码、传真号码(如有)、电邮地址(如有)、住址及用以接收联交所或证监会所发出的信函及送达的通知书和其他文件的联络地址(如与住址不同)；
- (ii) for so long as I remain as a supervisor of the issuer, any change to the contact information as described in paragraph (i) as soon as reasonably practicable and in any event within 28 days of such change; and
在出任发行人监事期间，如第(i)段所述联络资料有变，须在合理可行的情况下尽快(无论如何于有关变动出现后28日内)知会联交所；及
- (iii) for a period of 3 years from the date on which I cease to be a supervisor of the issuer, any change to the contact information as described in paragraph (i) as soon as reasonably practicable and in any event within 28 days of such change.
在本人不再出任发行人监事的日期起计三年内，如第(i)段所述联络资料有变，须在合理可行的情况下尽快(无论如何于有关变动出现后28日内)知会联交所。

I acknowledge and agree that any correspondence from and/or service of notices and other documents by the Exchange or the Commission to me when I am a supervisor of the issuer or after I cease to be so, 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 when the document or notice is served personally or is sent by post, facsimile or email to the address or number I provide to the Exchange. I agree and acknowledge that I am responsible for keeping the Exchange informed of my up-to-date contact details. I acknowledge that, if I, as a supervisor or a former supervisor of the issuer, fail to provide the Exchange with my up-to-date contact details 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 Exchange or the Commission; and

本人确认及同意，在本人出任发行人监事期间或不再出任发行人监事之后，但凡联交所或证监会就任何目的向本人发出的信函及／或送达的通知书及其他文件(包括但不限于送达纪律程序的通知)若以面交本人的方式，或以邮寄、传真或电邮的方式送达本人向联交所提供的地址或号码，即已有效及充分地送达本人。本人同意及确认，本人有责任向联交所提供本人最新的联络资料。本人确认，若本人(作为发行人的监事或前监事)未能向联交所提供本人最新的联络资料，或未有为送呈本人的通知、文件或书信提供转送安排，本人可能会不知悉联交所或证监会向本人展开的任何程序；及

- (e) I, in accepting to be a supervisor of the issuer, hereby authorise the Executive Director – Listing, or any person authorised by the Executive Director – Listing, to disclose any of my personal particulars given by me to members of the Listing Committee or the Commission and, with the approval of the Chairman or a Deputy Chairman of the Exchange, to such other persons, as the Executive Director – Listing may from time to time think fit.

本人接受出任发行人的监事，即授权上市科执行总监、或其授权的任何人士，将本人提供的个人资料向上市委员会委员或证监会披露；并在联交所主席或一位副主席批准的情况下，向上市科执行总监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)]:

- (i) solemnly and sincerely declare that all particulars about me that appear in Part 1(1) of this Form I and in the document referred to in Part 1(2) of this Form I 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 the Note hereto, and that I understand that the Exchange may rely upon the foregoing particulars in assessing my suitability to act as a supervisor of the issuer; and

谨以至诚郑重声明，在本I表格第一部分(1)及本I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(包括本表格附注所载内容)，本人并明白，联交所或会倚赖上述资料来评估本人是否适合出任发行人监事；及

- (ii) undertake with the Exchange in the terms set out in Part 2 of this Form I.
按本 I 表格第二部分所载的条款向联交所作出承诺。

Signature 签署 :

Name of supervisor

监事姓名 :

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。

Note: The failure of any person required to lodge this Form I to complete Part 1 of this Form I truthfully, completely and accurately, or the failure to execute Part 2 of this Form I or to observe any of the undertakings made under that Part, constitutes a breach of the Listing Rules. In addition, every supervisor of the issuer supplying information sought or referred to in this Form I, 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：按规定须呈交本I表格的任何人士，若未能真实、完整及准确地填妥本I表格第一部分，或未能签立本I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I表格所要求或所述资料的发行人监事均应注意，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。