

APPENDIX A

CO COMPLIANCE CHECKLIST

Application for authorisation for registration of the [*name of document*] pursuant to section 38D(5) or section 342C(5) of the Companies Ordinance

Compliance Checklist

Compliance Checklist for [*name of issuer/guarantor*] in respect of [*name of document*].

The following checklist is to assist you in ensuring compliance with the Companies Ordinance. Please enclose the completed checklist with your application. The checklist is divided into 4 parts as follows:

- Part 1: Information to be supplied to the Securities and Futures Commission
- Part 2: Compliance with the Third Schedule of the Companies Ordinance
- Part 3: Compliance with sections 44A and 44B of the Companies Ordinance (sections 38 and 44A are not applicable to Rights/Warrants Issue)
- Part 4: Compliance with sections 342, 342B, and 342C of the Companies Ordinance (section 342 is not applicable to Rights/Warrants Issue)

Part 3 is to be completed by companies incorporated in Hong Kong while Part 4 is to be completed by companies incorporated outside Hong Kong.

Part 1

Information to be submitted to the Securities and Futures Commission

Name of Applicant
Company/Issuer:

Address of Company:

Type of Issue:

Proposed Date of
Registration:

Contact Person:

In Hong Kong:

Solicitors:

Parties Involved:

Please ensure that you have submitted all the relevant documents as required under the Companies Ordinance.



Part 2

Compliance with the Third Schedule of the Companies Ordinance

Para No. in the third schedule	Particulars	Complied with			Page	Remark
		Yes	No	N/A		
1.	The general nature of the business of the company, and if the company carries on 2 or more activities which are material having regard to profits or losses, assets employed or any other factor, information as to the relative importance of each such activity.					
2.	The authorised share capital and the description and nominal value of the shares into which it is divided, the amount of share capital issued or agreed to be issued, and the amount paid up on the shares which have been issued.					
3.	Sufficient particulars and information to enable a reasonable person to form as a result thereof a valid and justifiable opinion of the shares or debentures and the financial condition and profitability of the company at the time of the issue of the prospectus, taking into account the nature of the shares or debentures being offered and the nature of the company, and the nature of the persons likely to consider acquiring them.					
4.	The number of founders or management or deferred shares, if any, and the nature and extent of the interest of the holders in the property and profits of the company.					
5.	The number of shares, if any, fixed by the articles as the qualification of a director, and any provision in the articles as to the remuneration of the directors.					
6.	Names, descriptions and addresses of directors or proposed directors.					
7.	Where shares are offered to the public for subscription, particulars as to: (a) the minimum amount which, in the opinion of the directors, must be raised by the issue of those shares in order to provide the sums, or, if any part thereof is to be defrayed in any other manner, the balance of sums, required to be provided in respect of each of the following matters -					



Para No. in the third schedule	Particulars	Complied with			Page	Remark
		Yes	No	N/A		
	<p>(i) the purchase price of any property purchased or to be purchased which is to be defrayed in whole or in part out of the proceeds of the issue;</p> <p>(ii) any preliminary expenses payable by the company, and any commission so payable to any person in consideration of his agreeing to subscribe for, or of his procuring or agreeing to procure subscriptions for, any shares in the company;</p> <p>(iii) the repayment of any money borrowed by the company in respect of any of the foregoing matters;</p> <p>(iv) working capital;</p> <p>but, so long as the general purpose of the issue is clearly stated and the issue is fully underwritten this sub-paragraph need not be compiled with, and</p> <p>(b) the amounts to be provided in respect of the matters aforesaid otherwise than out of the proceeds of the issue and the sources out of which those amounts are to be provided.</p>					
8.	The date and time of the opening of the subscription lists.					
9.	The amount payable on application and allotment on each share, and, in the case of a second or subsequent offer of shares, the amount offered for subscription on each previous allotment made within the 2 preceding years, the amount actually allotted, and the amount, if any, paid on the shares so allotted.					
10.	The number, description and amount of any shares in or debentures of the company which any person has, or is entitled to be given, an option to subscribe for, together with the following particulars of the option, that is to say:-					
	<p>(a) the period during which it is exercisable;</p> <p>(b) the price to be paid for shares or debentures subscribed for under it;</p> <p>(c) the consideration (if any) given or to be given for it or for the right to it;</p>					



Para No. in the third schedule	Particulars	Complied with			Page	Remark
		Yes	No	N/A		
11.	<p>(d) the names and addresses of the persons to whom it or the right to it was given or, if given to existing shareholders or debenture holders as such, the relevant shares or debentures.</p> <p>The number and amount of shares and debentures which within the 2 preceding years have been issued, or agreed to be issued, as fully or partly paid up otherwise than in cash, and in the latter case the extent to which they are so paid up, and in either case the consideration for which those shares or debentures have been issued or are proposed or intended to be issued.</p>					
12.	<p>(1) As respects any property to which this paragraph applies:</p> <p>(a) the names and addresses of the vendors;</p> <p>(b) the amount payable in cash, shares or debentures to the vendor and, where there is more than 1 separate vendor, or the company is a sub-purchaser, the amount so payable to each vendor;</p> <p>(c) short particulars of any transaction relating to the property completed within the 2 preceding years in which any vendor of the property to the company or any person who is, or was at the time of the transaction, a promoter or a director or proposed director of the company had any interest direct or indirect.</p>					
	<p>(2) The property to which this paragraph applies is property purchased or acquired by the company or proposed so to be purchased or acquired, which is to be paid for wholly or partly out of the proceeds of the issue offered for subscription by the prospectus or the purchase or acquisition of which has not been completed at the date of the issue of the prospectus, other than property:-</p>					



Para No. in the third schedule	Particulars	Complied with			Page	Remark
		Yes	No	N/A		
13.	<p>(a) the contract for the purchase or acquisition whereof was entered into in the ordinary course of the company's business, the contract not being made in contemplation of the issue nor the issue in consequence of the contract; or</p> <p>(b) as respects which the amount of the purchase money is not material.</p> <p>The amount, if any, paid or payable as purchase money in cash, shares or debentures for any property to which paragraph 12 applies, specifying the amount, if any, payable for goodwill.</p>					
14.	The amount, if any, paid within the 2 preceding years, or payable, as commission (but not including commission to sub-underwriters) for subscribing or agreeing to subscribe, or procuring or agreeing to procure subscriptions, for any shares in or debentures of the company, or the rate of any such commission.					
15.	The amount or estimated amount of preliminary expenses and the persons by whom any of those expenses have been paid or are payable, and the amount or estimated amount of the expenses of the issue and the person by whom any of those expenses have been paid or are payable.					
16.	Any amount or benefit paid or given within the 2 preceding years or intended to be paid or given to any promoter, and the consideration for the payment or the giving of the benefit.					
17.	The dates of, parties to and general nature of every material contract, not being a contract entered into in the ordinary course of the business carried on or intended to be carried on by the company or a contract entered into more than 2 years before the date of issue of the prospectus, and a statement that a copy of every such material contract has been delivered to the Registrar for registration.					
18.	The names and addresses of the auditors, if any of the company, and, if the prospectus invites the public to subscribe for debentures which are stated in the prospectus to be guaranteed, the names and addresses of the auditors, if any, of the guarantor corporation.					



Para No. in the third schedule	Particulars	Complied with			Page	Remark
		Yes	No	N/A		
19.	Full particulars of the nature and extent of the interest, if any, of every director in the promotion of, or in the property proposed to be acquired by, the company, or, where the interest of such a director consists in being a partner in a firm, the nature and extent of the interest of the firm, with a statement of all sums paid or agreed to be paid to him or to the firm in cash or shares or otherwise by any person either to induce him to become, or to qualify him as a director, or otherwise for services rendered by him or by the firm in connection with the promotion or formation of the company.					
20.	If the prospectus invites the public to subscribe for shares in the company and the share capital of the company is divided into different classes of shares, the right of voting at meetings of the company conferred by, and the rights in respect of capital and dividends attached to, the several classes of shares respectively.					
21.	In the case of a company which has been carrying on business, or of a business which has been carried on, for less than 3 years, the length of time during which the business of the company or the business to be acquired, as the case may be, has been carried on.					
22.	The contents or a sufficient summary of the contents of the articles of the company with regard to any borrowing powers exercisable by the directors and the manner of variation of such powers.					
23.	Particulars of any bank overdrafts or other similar indebtedness of the company and its subsidiaries, if any, as at the latest practicable date or, if there are no bank overdrafts or other similar indebtedness, a statement to that effect.					
24.	Particulars of any hire purchase commitments, guarantees or other material contingent liabilities of the company and its subsidiaries, if any, or, if there are none such, a statement to that effect.					



Para No. in the third schedule	Particulars	Complied with			Page	Remark
		Yes	No	N/A		
25.	Particulars of the authorised debentures of the company and its subsidiaries; if any, the amount issued and outstanding or agreed to be issued, or if no debentures are outstanding a statement to that effect.					
26.	<p>If the prospectus invites the public to subscribe for debentures of the company:-</p> <p>(a) the rights conferred upon the holders thereof, including rights in respect of interest and redemption, and particulars of the security, if any, therefor;</p> <p>(b) the designation of such debentures which shall incorporate - (i) in the case of debentures not secured by a charge on assets of the company - (A) the word "unsecured" if the designation is in English; (B) the expression in Chinese "無保證" if the designation is in Chinese; or (C) both such word and expression respectively if the designation is both in English and Chinese; and (ii) in the case of debentures secured to a substantial extent by a specific mortgage or charge - (A) the word "mortgage" if the designation is in English; (B) the expression in Chinese "按揭" if the designation is in Chinese; or (C) both such word and expression respectively if the designation is both in English and Chinese;</p>					
	(c) particulars of any guarantee subsisting in respect of the debentures, including the name and address of the guarantor, and the designation or any description of the debentures shall only incorporate the word "guaranteed" or the expression in Chinese "獲擔保" if they are guaranteed to a substantial extent by a legally enforceable guarantee.					



Para No. in the third schedule	Particulars	Complied with			Page	Remark
		Yes	No	N/A		
27.	A statement as to the gross trading income or sales turnover (as may be appropriate) of the company during each of the 3 financial years immediately preceding the issue of the prospectus including an explanation of the method used for the computation of such income or turnover, and a reasonable break-down between the more important trading activities; but a bank, discount house or other company whose business is in the opinion of the directors of a character that such a statement is either not practicable or not of value may instead include an explanation of the absence of such a statement.					
28.	If the prospectus offers shares in the company for sale to the public- (a) the names, addresses and descriptions of the vendor or vendors of the shares, or, if there are more than 10 vendors, the like particulars of the 10 principal vendors and a statement of the number of other vendors; (b) particulars of any beneficial interest possessed by any director of the company in any shares so offered for sale.					
29.	The name, date and country of incorporation, whether public or private (if applicable), the general nature of the business, the issued capital and the proportion thereof held or intended to be held, of every company the whole of the capital of which or substantial proportion thereof is held or intended to be held, or whose profits or assets make or will make a material contribution to the figures in the auditors' report or to the next accounts of the company.					
30.	A statement of the persons holding or beneficially interested in any substantial part of the share capital of the company and the amounts of the holdings in question.					
31.	(1) A report by the auditors of the company with respect to (a) profits and losses and assets and liabilities of the company in accordance with sub-paragraph (2) or (3), as the case required; and					



Para No. in the third schedule	Particulars	Complied with			Page	Remark
		Yes	No	N/A		
	<p>(b) the rates of the dividends, if any, paid by the company in respect of each class of shares in the company in respect of each of the 3 financial years immediately preceding the issue of the prospectus, giving particulars of each such class of shares on which such dividends have been paid and particulars of the cases in which no dividends have been paid in respect of any class of shares in respect of any of those years,</p> <p>and, if no accounts have been made up in respect of any part of the period of 3 years ending on a date 3 months before the issue of the prospectus, containing a statement of that fact.</p> <p>(2) If the company has no subsidiaries, the report shall:</p> <p>(a) so far as regards profits and losses, deal with the profits or losses of the company in respect of each of the 3 financial years immediately preceding the issue of the prospectus; and</p> <p>(b) so far as regards assets and liabilities, deal with the assets and liabilities of the company at the last date to which the accounts of the company were made up.</p> <p>(3) If the company has subsidiaries, the report shall:</p>					
	<p>(a) so far as regards profits and losses, deal separately with the company's (other than subsidiaries) profits or losses as provided by sub-paragraph (2) and, in addition, deal either-</p> <p>(i) as a whole with the combined profits or losses of its subsidiaries; or</p> <p>(ii) individually with the profits or losses of each subsidiary,</p> <p>or, instead of dealing separately with the company's profits or losses, deal as a whole with the profits or losses of the company and with the combined profits or losses of its subsidiaries; and</p>					



Para No. in the third schedule	Particulars	Complied with			Page	Remark
		Yes	No	N/A		
	<p>(b) so far as regards assets and liabilities, deal separately with the company's (other than subsidiaries) assets and liabilities as provided by subparagraph (2) and, in addition, deal either-</p> <p>(i) as a whole with the combined assets and liabilities of its subsidiaries, with or without the company's assets and liabilities; or</p> <p>(ii) individually with the assets and liabilities of each subsidiary,</p> <p>and shall indicate as respects the profits or losses and assets and liabilities of the subsidiaries the allowance to be made for persons other than members of the company.</p>					
32.	<p>If the proceeds, or any part of the proceeds, of the issue of the shares or debentures are or is to be applied directly or indirectly in the purchase of any business, a report made by accountants (who shall be named in the prospectus) upon -</p> <p>(a) the profits and losses of the business for each of the 3 financial years immediately preceding the issue of the prospectus; and</p> <p>(b) the assets and liabilities of the business at the last date to which the accounts were made up.</p>					
33.	<p>(1) If:</p> <p>(a) the proceeds, or any part of the proceeds, of the issue of the shares or debentures are or is to be applied directly or indirectly in any manner resulting in the acquisition by the company of shares in any other body corporate; and</p> <p>(b) by reason of that acquisition or anything to be done in consequence thereof or in connexion therewith that body corporate will become a subsidiary of the company,</p> <p>a report made by accountants (who shall be named in the prospectus) upon -</p> <p>(i) the profits or losses of the other body corporate in respect of each of the 3 financial years immediately preceding the issue of the prospectus; and</p>					



Para No. in the third schedule	Particulars	Complied with			Page	Remark
		Yes	No	N/A		
	<p>(ii) assets and liabilities of that other body corporate at the last date to which the accounts of the body corporate were made up.</p> <p>(2) The said report shall:</p> <p>(a) indicate how the profits or losses of the body corporate dealt with by the report would, in respect of the shares to be acquired, have concerned members of the company and what allowance would have fallen to be made, in relation to assets and liabilities so dealt with, for holders of other shares, if the company had at all material times held the shares to be acquired; and</p>					
	<p>(b) where the other body corporate as subsidiaries, deal with the profits or losses and the assets and liabilities of the body corporate and its subsidiaries in the manner provided by paragraph 31(3) in relation to the company and its subsidiaries.</p>					
34.	<p>(1) This paragraph shall apply in the case of every company whose accounts at the last date at which the accounts have been made up disclose that either a value exceeding 10 per cent of the value of the assets of the company or a value of not less than \$3,000,000 is placed on the company's interest in land and buildings.</p> <p>(2) A valuation report with respect to all the company's interest in land or buildings which shall include the following particulars of each property:</p> <p>(a) the address;</p> <p>(b) a brief description;</p> <p>(c) the use at the date of report;</p> <p>(d) the nature of tenure;</p> <p>(e) a summary of the terms of any sub-leases or tenancies, including repair obligations granted by the company;</p> <p>(f) the approximate age of buildings;</p> <p>(g) the present capital value;</p>					



Para No. in the third schedule	Particulars	Complied with			Page	Remark
		Yes	No	N/A		
	<p>(h) the estimated current net rental, being the estimated average net annual income from the property accruing to the company over a long period of years (not being less than 3 years) before taking into account tax and any interest or mortgage expenses but after taking into account management and maintenance expenses;</p> <p>(3) A report for the purposes of sub-paragraph (2) shall state-</p> <p>(a) whether the valuation -</p>					
	<p>(i) is the current value in the open market, stating whether -</p> <p>(A) on an investment basis, or</p> <p>(B) on an development basis, or</p> <p>(C) on a future capital realisation basis.</p> <p>(ii) is the current level value as an asset of a going concern; or</p> <p>(iii) is the value after development has been completed; or</p> <p>(iv) has any other basis (which should be stated);</p> <p>(b) Where the valuation is based on value after development completed:</p> <p>(i) the date when the development is expected to be completed;</p> <p>(ii) the estimated cost of carrying out the development or (where part of the development has already been carried out) the estimated cost of completing the development;</p> <p>(iii) the estimated value of the property in the open market in its present condition.</p> <p>(4) If the company has obtained more than one valuation report regarding any of the company's interests in land or buildings within 6 months before the issue of the prospectus then all other such reports shall be included.</p>					



Para No. in the third schedule	Particulars	Complied with			Page	Remark
		Yes	No	N/A		
42.	Any report required by Part II of the Third Schedule to the Companies Ordinance shall either indicate by way of note any adjustments as respects the figures of any profits or losses or assets and liabilities dealt with by the report which appear to the persons making the report necessary or shall make those adjustments and indicate that adjustments have been made.					
43.	Any report by accountants required by Part II shall be made by accountants qualified under the Professional Accountants Ordinance (Cap 50) for appointment as auditors of a company and shall not be made by any accountant who is an officer or servant, or a partner of or in the employment of an officer or servant, of the company or of the company's subsidiary or parent undertaking or of a subsidiary of the company's parent undertaking; and for the purposes of this paragraph the expression "officer" (高級人員) shall include a proposed director but not an auditor.					
46	Any valuation report required by Part II- (a) shall not state or imply that any land or building has been professionally valued unless the valuation is made by a professionally qualified valuation surveyor who is subject to the discipline of a professional body; (b) shall not be made by a person who is an officer or servant or proposed director of the company or the company's subsidiary or parent undertaking or of a subsidiary of the company's parent undertaking; and (c) shall not be made by a company which- (i) is the company's subsidiary or parent undertaking or a subsidiary of the company's parent undertaking; or (ii) has either a paid up capital of less than \$1,000,000 or the assets of which do not exceed liabilities by \$1,000,000 or more as shown in the company's last balance sheet.					



Part 3

Compliance with sections 44A and 44B of the Companies Ordinance

Section	Particulars	Complied with			Page	Remark
		Yes	No	N/A		
44A(1)	No allotment shall be made of any shares in or debentures of a company in pursuance of a prospectus issued generally and no proceedings shall be taken on applications made in pursuance of a prospectus so issued, until the beginning of the 3rd day after that on which the prospectus is first so issued or such later time (if any) as may be specified in the prospectus.					
44A(2)	Subject to section 38A, no allotment shall be made of any shares in or debentures of a company in pursuance of a prospectus issued generally later than 30 days after the day on which the prospectus is first so issued.					
44A(6)	An application for shares in or debentures of a company which is made in pursuance of a prospectus issued generally shall not be revocable until after the expiration of the 5th day after the time of the opening of the subscription lists, or the giving before the expiration of the said 5th day, by some person responsible under section 40 for the prospectus, of a public notice having the effect under that section of excluding or limiting the responsibility of the person giving it.					
44B(1)	Where a prospectus, whether issued generally or not, states that application has been or will be made for permission for the shares or debentures offered thereby to be listed on any stock exchange, any allotment made on an application in pursuance of the prospectus shall, whenever made, be void if the permission has not been applied for before the 3rd day after the first issue of the prospectus or if the permission has been refused before the expiration of 3 weeks from the date of the closing of the subscription lists or such longer period not exceeding 6 weeks as may, within the said 3 weeks, be notified to the applicant for permission by or on behalf of the stock exchange.					



Section	Particulars	Complied with			Page	Remark
		Yes	No	N/A		
44B(2)	<p>Where the permission has not been applied for as aforesaid, or has been refused as aforesaid, the company shall forthwith repay without interest all money received from applicants in pursuance the prospectus, and, if any such money is not repaid within 8 days after the company becomes liable to repay it, the directors of the company shall be jointly and severally liable to repay that money with interest at the rate of 8 per cent per annum from the expiration of the 8th day:</p> <p>Provided that a director shall not be liable if he proves that the default in the repayment of the money was not due to any misconduct or negligence on his part.</p>					



Part 4

Compliance with sections 342, 342B and 342C of the Companies Ordinance (section 342 is not applicable to Rights/Warrants Issue)

Section	Particulars	Complied with			Page	Remark
		Yes	No	N/A		
342	<p>(1) Subject to section 342A, it shall not be lawful for any person to issue, circulate or distribute in Hong Kong any prospectus offering for subscription or purchase shares in or debentures of a company incorporated outside Hong Kong, whether the company has or has not established a place of business in Hong Kong unless the prospectus is dated (which date shall, unless the contrary is proved, be taken as the date of publication of the prospectus) and:</p> <p>(a) contains particulars with respect to the following matters:</p> <p>(i) the instrument constituting or defining the constitution of the company;</p> <p>(ii) the enactments, or provisions having the force of an enactment, by or under which the incorporation of the company was effected;</p> <p>(iii) an address in Hong Kong where the said instrument, enactments or provisions, or copies thereof, and if the same are in a language other than English or Chinese a translation thereof in English or Chinese certified in the prescribed manner, can be inspected;</p> <p>(iv) the date on which and the country in which the company was incorporated;</p> <p>(v) whether the company has established a place of business in Hong Kong, and, if so, the address of its principal office in Hong Kong;</p>					



Section	Particulars	Complied with			Page	Remark
		Yes	No	N/A		
	<p>(b) subject to the provisions of this section, is either in the English language and contains a Chinese translation or in the Chinese language and contains an English translation, and states the matters specified in Part I of the Third Schedule and sets out the reports specified in Part II of that Schedule, subject always to the provisions contained in Part III of that Schedule:</p> <p>Provided that the provisions of paragraph (a)(i), (ii) and (iii) shall not apply in the case of a prospectus issued more than 2 years after the date at which the company is entitled to commence business, and, in the application of Part I of the Third Schedule for the purposes of the subsection, paragraph 5 thereof shall have effect with the substitution, for the reference to the articles, of a reference to the constitution of the company.</p> <p>(2) Any condition requiring or binding an applicant for shares or debentures to waive compliance with any requirement imposed by virtue of subsection (1)(a) or (b), or purporting to affect him with notice of any contract, document or matter not specifically referred to in the prospectus, shall be void.</p> <p>(2A) Every prospectus to which subsection (1) applies must contain a statement specified in Part 2 of the Eighteenth Schedule.</p> <p>(7) It is hereby declared that the provisions of the Third Schedule applied by this section are also applied to a guarantor corporation in relation to an offer or invitation to the public to subscribe for or purchase debentures of a company incorporated outside Hong Kong.</p>					



Section	Particulars	Complied with			Page	Remark
		Yes	No	N/A		
342B	<p>(1) It shall not be lawful for any person to issue, circulate or distribute in Hong Kong any prospectus offering for subscription or purchase shares in or debentures of a company incorporated outside Hong Kong, whether the company has or has not established a place of business in Hong Kong-</p> <p>(a) if, where the prospectus includes a statement purporting to be made by an expert, he has not given, or has before delivery of the prospectus for registration withdrawn, his written consent to the issue of the prospectus with the statement included in the form and context in which it is included or there does not appear in the prospectus a statement that he has given and has not withdrawn his consent as aforesaid; or</p> <p>(b) if the prospectus does not have the effect, where an application is made in pursuance thereof, of rendering all the persons concerned bound by all the provisions (other than penal provisions) of sections 44A and 44B so far as applicable.</p>					
342C	<p>(1) No prospectus offering for subscription or purchase shares in or debentures of a company incorporated outside Hong Kong (whether the company has or has not established a place of business in Hong Kong) shall be issued, circulated or distributed in Hong Kong unless the prospectus complies with the requirements of this Ordinance and, on or before the date of its publication, circulation or distribution in Hong Kong, its registration has been authorized under this section and a copy thereof has been registered by the Registrar.</p>					



Section	Particulars	Complied with			Page	Remark
		Yes	No	N/A		
	<p>(2) Every prospectus shall:</p> <p>(a) on the face of it, state that a copy has been registered as required by this section and, immediately after such statement, state that neither the Commission nor the Registrar takes any responsibility as to the contents of the prospectus or, where the prospectus is or is to be authorised for issue by a recognised exchange company pursuant to a transfer order made under section 25 of the Securities and Futures Ordinance (Cap. 571), state that neither the Commission nor the recognised exchange company nor the Registrar takes any responsibility as to the contents of the prospectus;</p> <p>(b) on the face of it, specify or refer to statements included in the prospectus which specify, any documents required by this section to be endorsed on or attached to the copy so registered; and</p> <p>(c) conform with such requirements as are prescribed by the Chief Executive in Council or specified by the Registrar under section 346 which are applicable to prospectuses to be registered under this Part.</p> <p>(3) An application for authorization for registration of a prospectus under this section shall be made in writing to the Commission and there shall be delivered to the Commission together with the application a copy of the prospectus proposed to be registered which has been certified by 2 members of the governing body of the company or by their agents authorized in writing as having been approved by resolution of the governing body and having endorsed thereon or attached thereto-</p> <p>(a) any consent to the issue of the prospectus required by section 342B from any person as an expert; and</p>					



Section	Particulars	Complied with			Page	Remark
		Yes	No	N/A		
	<p>(b) in the case of a prospectus issued generally, also:</p> <p>(i) a copy of any contract required by paragraph 17 of the Third Schedule to be stated in the prospectus or, in the case of a contract not reduced into writing, a memorandum giving full particulars thereof or, if in the case of a prospectus exempted under section 342A from compliance with the requirements of section 342(1), a contract or a copy thereof or a memorandum of a contract is required by the Commission to be available for inspection in connection with the request made under section 342A(1), a copy or, as the case may be, a memorandum of that contract;</p> <p>(ii) where the prospectus offers shares in the company for sale to the public, a list of the names, addresses and descriptions of the vendor or vendors of the shares; and</p> <p>(iii) where the persons making any report required by Part II of the Third Schedule have made therein, or have, without giving the reasons, indicated therein, any such adjustments as are mentioned in paragraph 42 of that Schedule, a written statement signed by those persons setting out the adjustments and giving the reasons therefor.</p>					



Section	Particulars	Complied with			Page	Remark
		Yes	No	N/A		
	(4) The references in subsection (3)(b)(i) to the copy of a contract required thereby to be endorsed on or attached to a copy of the prospectus shall, in the case of a contract wholly or partly in a language other than English or Chinese, be taken as references to a copy of a translation of the contract in either language or a copy embodying a translation in English or Chinese of the parts not in either language, as the case may be, being a translation certified in the prescribed manner under subsection (9) to be a correct translation.					