

This form should not be interpreted as a replacement of or any departure from the Code on Unlisted Structured Investment Products (“SIP Code”). Compliance with this form does not mean or guarantee full compliance with the Code. It is very important that this form should be read in conjunction with the full SIP Code and reference should be made to the relevant sections of the SIP Code in case of doubt.

Unlisted Structured Investment Products (“SIP”)

Information and Undertakings required from the Issuer, Guarantor, Product Arranger in respect of SIPs, and the issuer of Advertisement(s) in respect of SIPs

In an application to the Securities and Futures Commission (“Commission”) under section 104A of the Securities and Futures Ordinance (Cap. 571) (“SFO”), for the Commission to authorize structured products, and under section 105 of the SFO, for the Commission to authorize the issue of offering document(s) (“Offering Documents”) and/or advertisements (“Advertisements”) in respect of such structured products, the information and undertakings in this form are required.

Name of Product: _____ (“Product”)

Type of Product: _____

Name of Issuer: _____

Name of Guarantor: (if applicable) _____

**Name of Product Arranger(s):
(if applicable)** _____

**Name of Key Product
Counterparty/ies: (if applicable)** _____

**Name of Issuer of Advertisement(s):
(if applicable)** _____

Note:

The Issuer of the Product and the Offering Documents must complete Parts A(1) to A(6) (inclusive), Part A(8), Part B, and Part C(1).

The issuer of Advertisements must complete Part A(7) and Part C(2).

The Issuer of the Product and the Offering Documents, and where applicable, any Guarantor, Product Arranger and issuer of Advertisements must sign at the end of this form in the relevant spaces provided.

Instructions for completing this form

This form should not be considered as an exhaustive list of the information required by the Commission. **All information that is deemed material and relevant to the application should also be submitted in addition to this form.**

The Commission reserves the right to return, without processing, an incomplete application to the extent this form and/or the accompanying documents are not properly or fully completed, and/or where negative responses in this form are not properly explained, and/or where such application is accompanied by documents that do not meet the requirements of the SIP Code.

A tick placed in a box in the right hand column of the following pages of this form shall be read as a confirmation of the facts or information requested in the left hand column opposite that box or the giving of an undertaking requested in the left hand column opposite that box (as the case may be).

Please note that all documents submitted to the Commission should be in good order and suitable for clearance. The Commission reserves the right to reject draft documents that are not in good order and suitable for clearance.

This form is a standard form document. Unless otherwise specified, when completing this form please do not make any deletion, addition or amendment to the form or headings.

If there are any changes to the information provided in this form, please notify the Commission as soon as practicable. The Commission reserves the right to request the applicant to submit updated and duly signed and completed form before authorization for the issue of the relevant offering document.

Unless otherwise specified, terms and expressions used in this form are as defined in the SIP Code.

A. Information

The Issuer shall provide the following information to the Commission:

1. Legal classification of the Product	√ if applicable
<p><i>(Note 1: Please complete this section if you are applying for an authorisation under section 104A(1) of the SFO. The confirmations must be supported by a legal opinion issued by the Issuer's legal advisers confirming the same. A copy of the legal opinion must be provided to the Commission.)</i></p> <p>I. Please confirm that the Product is a “structured product” within the meaning of the SFO. <input type="checkbox"/></p> <p>II. Please confirm that the Product is a “structured investment product” within the meaning of the SIP Code. <input type="checkbox"/></p>	
2. Variations of the Product	
<p><i>(Note 2: Please complete this section if you are applying for an authorisation under section 104A(1) of the SFO. The Commission would normally expect one product key facts statement (“KFS”) to describe one variation of the product, and hence one product per KFS for the purpose of section 104A authorization.)</i></p> <p>If there are more than one variation of the Product, please specify these in the space below.</p>	
3. Core competence of Relevant Parties	
<p>I. For all structured investment products:</p> <p><u>Issuer</u></p> <p>Please state the standing of the Issuer:-</p> <p>(a) incorporated in _____ on _____</p> <p>(b) total net asset amount (as set out in latest published audited financial statements/interim financial report*): HK\$ _____</p> <p>(c) credit rating and rating agency: _____</p> <p>(d) is regulated by _____ <i>(Note 3: State the name of the Hong Kong or overseas regulator by whom the Issuer is licensed or registered)</i></p> <p>(e) Please confirm that the issuer is not the subject of any disciplinary proceeding in respect of its licence or registration to conduct any regulated activity, or subject to any action by an exchange, regulated market or self-regulatory organisation for breach of any applicable rules, which may materially affect its financial condition, status as a licensed or regulated entity, or ability to perform its licensed or regulated activity.</p>	<input type="checkbox"/>

<p>(c) Please confirm whether all requirements set out in 5.13 of the SIP Code are or (where the collateral has not been acquired as of the date of issue of the Offering Documents) will be, complied with. If any such requirement is not applicable, or is otherwise not complied with, please provide the relevant details, including an explanation showing the reasons why the Issuer is satisfied that investors' interest is not thereby prejudiced.</p>	<input type="checkbox"/>
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4. Reference Assets

Please specify in the space below the class of reference asset(s) to which the Product is proposed to be referenced against. Please note that this list must be exhaustive.

5. Explanation of the name of the Product

If the Product bears a name, please provide in the space below an explanation of how the name relates to the Product:

6. Offering Documents

<i>I. <u>All Offering Documents</u></i>	√ if applicable
<p>(a) Please provide in the space below a list of all Offering Documents submitted under this application in respect of the Product:</p> <p>(b) Please confirm that the Offering Documents, when read together with other offering documents as specified in the space below (if any), in respect of a particular offer of the Product, contains the information necessary for investors to make an informed judgment of an investment in the Product.</p> <p>Please state if there are any other offering documents which are not the subject of this application (please state date of authorization for issue; or if inapplicable, please state so):</p> <p>(c) Please confirm that the terms and conditions of the Product are consistent with the disclosures in the Offering Documents.</p> <p>(d) Please confirm, on the basis of the translation certificate submitted together with this application, that the Chinese and English versions of each of the Offering Documents are consistent.</p> <p>(e) Please state how the Offering Documents together with any other documents as specified in (b) above will be distributed in the space provided below:</p>	<p><input type="checkbox"/></p> <p><input type="checkbox"/></p> <p><input type="checkbox"/></p> <p><input type="checkbox"/></p>
<p><i>II. <u>Offering Documents with standard templates</u></i></p> <p>(a) Please state which (if any) Offering Document(s) contain(s) standard template(s) in which details will be included in the fields where appropriate:</p> <p>(b) Please confirm that each of the standard templates will only be used for the specified purposes represented to the Commission, and that in any event the Issuer will not use a field in a standard template to make any material, non-clerical amendment to the terms and conditions of the Product. <i>(Note 10: Such material amendment needs to be made by way of a supplemental Offering Document which requires the Commission's prior authorization.)</i></p>	<p><input type="checkbox"/></p>

7. Advertisements

<i>I. Description of the Advertisements:</i>	if applicable [√]
<p><i>(Note 11: Please continue on a separate sheet if there is insufficient space and attach such continuous sheet to this form.)</i></p> <p>(a) Please provide in the space below a list of all Advertisements submitted under this application in respect of the Product. Please complete the relevant section below for each type of Advertisements submitted.</p> <p>Name and type of Advertisements:</p> <p>Total no. of versions: _____ <i>(Note 12: If Chinese and English versions are printed as one document, the item is treated as one version only.)</i></p> <p>Language(s): _____</p> <p>(For Advertisements in both Chinese and English versions) Please confirm, on the basis of the translation certificate submitted together with this application that the Chinese and English versions of the Advertisements are consistent.</p> <p>To be authorized based on standard template(s)? Yes/No*</p> <p><i>*Delete as appropriate</i></p> <p>If "Yes", <input type="checkbox"/> All versions above <input type="checkbox"/> <i>(please itemize the versions to be authorized on standard template in the space provided below):</i></p>	<p><input type="checkbox"/></p>

<i>I. Description of the Advertisements:</i>	√ if applicable
<p>(b) Please confirm that each of the Advertisements complies with the requirements under the Advertising Guidelines (Appendix D to the SIP Code)</p> <p>(c) Please provide in the space below an explanation of how the visual of each of the Advertisements relates to the Product (attach additional sheets if necessary):</p> <p>(d) Please provide in the space below an explanation of how any slogan used in the Advertisements relates to the Product (attach additional sheets if necessary):</p> <p>(e) Please set out the mode(s) of publication of the Advertisements concerned in the space provided below:</p> <p><i>(Note 13: Soft copy/ies which may be available on-line or in CD ROM must only be in locked version. The Commission may request screenflow to be provided.</i></p> <p><i>Note 14: Where the advertisement constitutes one or more webpages on a website, the issuer must set out the uniform resource locator and the screenflow.)</i></p>	<p><input type="checkbox"/></p>

II. Undertakings of issuer of Advertisements:	√ if applicable
<p>(a) (For Advertisements which contain standard templates only) Please undertake that the amendments to be made to the text and particulars that are square-bracketed in the standard template of the Advertisement(s) will not render the contents of the Advertisement(s) concerned inconsistent with the Product's Offering Document(s).</p> <p>(b) For posters or print advertisements to be published in newspapers, magazines or any other publication, please undertake that:</p> <p>(i) the contents and form of the Advertisement(s) will be the same as the ones enclosed with the application,</p> <p>(ii) subject to (iii) and (iv) below, the size of the published Advertisement(s) will be no smaller than the versions enclosed with the application;</p> <p>(iii) the dimensions of any larger version will be proportionate or closely proportionate to the versions enclosed with the application; and</p> <p>(iv) if, as a result of the differences in the requirements for the advertising sizes imposed by different newspapers, magazines and/or other publications, the dimensions of the advertisement(s) (including the margins of the artwork) will be changed in compliance with such requirements, any such discrepancy will not affect the substance or emphasis of the message conveyed to prospective investors in the Product.]</p>	<p><input type="checkbox"/></p> <p><input type="checkbox"/></p>

8. Other Information (if applicable)

Please provide in the space below any other information that the Issuer believes should be drawn to the attention of the Commission for the purpose of its application.
(Note 15: Please continue on a separate sheet if there is insufficient space and attached such continuous sheet to this form.)

B. Issuer's Undertakings

1. Commission's authorization for the issue of advertisements, invitations or documents

- | | |
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| (a) The Issuer undertakes that it will seek the Commission's prior authorization for the issue of all "advertisements, invitations or documents" in relation to the Product falling within the ambit of section 103(1)(a) SFO by it, its affiliates or agents (including the Product Arranger of the Product). | <input type="checkbox"/> |
| (b) The Issuer undertakes that it will procure that all distributors appointed for the Product will seek the Commission's prior authorization for all "advertisements, invitations or documents" in relation to the Product to be issued by them, their respective affiliates or agents. | <input type="checkbox"/> |

2. Ongoing obligation

- | | |
|---|--------------------------|
| (c) The Issuer undertakes to comply with all continuing disclosure obligations set out in 7.6 and 7.7 of the SIP Code. | <input type="checkbox"/> |
| (d) The Issuer undertakes that it will give prompt notice to the Commission when any information given under this form of information and undertakings is no longer accurate. | <input type="checkbox"/> |
| (e) The Issuer undertakes that it will promptly submit to the Commission such information in respect of the Product or the programme under which the Product is issued as the Commission may require for the purposes of pursuing its regulatory objectives and performing its functions under the SFO. | <input type="checkbox"/> |

C. Approved Person

(Note 16: For the purpose of sections 104A(2)(a) and 105(2)(a) of the SFO. The approved person must: (i) be a director of the Issuer, or a director of any Guarantor, or the Responsible Officer or, where applicable, an Executive Officer of a Product Arranger; (ii) be licensed or registered in Hong Kong in respect of Type 1 or Type 4 regulated activities; and (iii) have his/her ordinary residence in Hong Kong. Evidence must be provided to the Commission to show that the nominated person meets these requirements.)

1. Product and Offering Documents

Please fill in the details of the approved person in respect of the Product and the Offering Document(s).

(Note 17: The approved person in respect of the Product and the Offering Documents must normally be the same person. Where an application is in respect of Offering Documents only (i.e. the Product has been authorized previously), the applicant may state so in the blank space below and refer the Commission to the previous authorization.)

Name: _____

Employer: _____

Position: _____

CE Number: _____

Licensed for type(s)
regulated activities: _____

Contact details (Hong Kong address, telephone and facsimile numbers, and email address):

The Issuer undertakes to inform the Commission of any change in the contact details of the above approved person within 14 days after the change takes place.

2. Advertisements

If applicable, please fill in the details of the approved person in respect of the Advertisement(s).

Name: _____

Employer: _____

Position: _____

CE Number: _____

Licensed for type(s)
regulated activities: _____

Contact details (Hong Kong address, telephone and facsimile numbers, and email address):

The issuer of Advertisements undertakes to inform the Commission of any change in the contact details of the above approved person within 14 days after the change takes place.

Each of the Issuer, and where applicable, the Guarantor, any Product Arranger and any issuer of Advertisement(s) should note that any representation in, or representation made in support of, this application which is false or misleading in a material particular, the provision of any information to the Commission which is false or misleading in a material particular and the provision to the Commission of any record or document which is false or misleading in a material particular each constitute an offence under either sections 383(1), 384(1) and/or 384(3) of the SFO.

THE ISSUER

The Issuer confirms the accuracy of the information given in this form and the Offering Documents, and gives the undertakings in Part B and Part C(1) of this form in this form to the Commission.

Signed : _____

Name : _____

[Please print name in upper case block letters]

Title: _____,
Duly authorised by the board
For and on behalf of the Issuer

Date : _____

THE GUARANTOR (if applicable)

The Guarantor confirms the accuracy of the information contained in this form (in respect of the Guarantor) and the Offering Documents.

Signed : _____

Name : _____

[Please print name in upper case block letters]

Title: _____,
Duly authorised by the board
For and on behalf of the Guarantor

Date : _____

PRODUCT ARRANGER (if applicable)

We, _____, a
Product Arranger appointed in respect of the Product :

confirm that we have conducted reasonable due diligence on the Issuer, the Product and the Offering Documents, to ensure that the Issuer, the Product and the Offering Documents comply, with all relevant Hong Kong laws, codes and guidelines applicable thereto;

and undertake to:

- (a) remain licensed or registered in Hong Kong for Type 1 regulated activity for so long as the Issuer's obligations to investors in the Product remain outstanding;
- (b) ensure the Issuer at all times complies with the applicable requirements in the SFC Handbook for Unit Trust and Mutual Funds, Investment-Linked Assurance Schemes and Unlisted Structured Investment Products ("Handbook"); and
- (c) comply with all applicable requirements in the Handbook.

Signed : _____

Name : _____
[Please print name in upper case block letters]

Title: _____,
Duly authorised by the board
For and on behalf of the Product Arranger

Note 18: Signatory of the Product Arranger must be a responsible officer/executive officer.

Note 19: Where more than one Product Arrangers are appointed in respect of the Product, each such Product Arranger must sign this form.

Date : _____

ISSUER OF ADVERTISEMENT(S) (if applicable)

The issuer of Advertisement(s) confirms the accuracy of the information given in this form in respect of the Advertisement(s), and gives the undertakings in Part A(7)(II) and Part C(2) of this form.

Signed : _____

Name : _____
[Please print name in upper case block letters]

Title: _____,
Duly authorised by the board
For and on behalf of the issuer of Advertisements

Date : _____