

# APPENDIX 3A

## DIRECTOR'S DECLARATION

This form of declaration is to be entered into by each director and proposed director (or comparable official) of an issuer, other than a director of an issuer of specialist debt securities to be listed under chapter 8, or in relation to unsponsored depositary receipts under chapter 10, or in relation to derivative warrants under chapter 11, or in relation to corporate and sovereign debt securities under chapter 12, or a director of an issuer which is applying for a secondary listing under chapter 7.

To: The Cayman Islands Stock Exchange (the "Exchange") \_\_\_\_\_ 20\_\_

### Declaration

State:

(a) present surname(s) and any former surname(s): \_\_\_\_\_

(b) present forename(s): \_\_\_\_\_

(c) date of birth: \_\_\_\_\_

(d) residential address: \_\_\_\_\_

(e) nationality and former nationality, if any: \_\_\_\_\_

(f) professional qualifications, if any: \_\_\_\_\_

(g) business experience during the last five years: \_\_\_\_\_

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Are you a director of any other company, a trustee of any trust or a partner in any partnership? If so, state the name of any such company or partnership, the nature of business where this is not indicated in the title, and date you became a director or partner.

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Have you at any time been adjudged bankrupt or sequestrated in any jurisdiction? If so, state the court by which you were adjudged bankrupt and, if discharged, the date and conditions on which you were granted your discharge.

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Have you at any time been a party to a deed of arrangement or made any other form of composition with your creditors?

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Are there any unsatisfied judgements outstanding against you? If so give full particulars.

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Has any company been put into compulsory liquidation or had an administrator or an administrative or other receiver appointed during the period when you were (or within

the preceding twelve (12) months had been) one of its directors or shadow directors?

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Has any partnership or unit trust been put into compulsory liquidation or been sequestrated during the period when you were (or within the preceding twelve (12) months had been) one of its partners or trustees? If so, in each case state the name, nature of business, date of commencement of winding up, administration or receivership and the amount involved together with an indication of the outcome or current position.

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Have you at any time or has a company of which you were a director or shadow director at the time of the offence been convicted in any jurisdiction of any offence involving fraud or dishonesty or an offence under legislation relating to companies. All such convictions must be disclosed even though they may now be "spent convictions". If so, state the court by which you were or the company was convicted, the date of conviction and full particulars of the offence and the penalty imposed.

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Have you, in connection with the formation or management of any company, partnership or unincorporated institution been adjudged by a court in any jurisdiction civilly liable for any fraud, misfeasance or other misconduct by you towards it or towards any of its members? If so, give full particulars.

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Have you ever been disqualified by a court from acting as a director of a company, or from acting in the management or conduct of the affairs of any company? If so, give full particulars.

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Have you, in any jurisdiction, been refused admission to or renewal of membership in any professional body, trade society, institution or association, or stock exchange or been censured or disciplined or had membership withdrawn by any such body to which you belong or belonged or have you held a practising certificate subject to conditions? If so, give full particulars.

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I \_\_\_\_\_, a director (director, general partner or trustee) of \_\_\_\_\_ (state name of company) (the "issuer") declare that to the best of my knowledge and belief (having taken all reasonable care to ensure that such is the case) the answers to all the above questions are true.

I hereby authorise the Exchange to obtain information from, and pass information to, any authority, agency or body having responsibility for the supervision of financial services or for law enforcement, whether in the Cayman Islands or elsewhere.

Signed by: \_\_\_\_\_  
Director

# APPENDIX 3B

## DEPOSITARY'S UNDERTAKING FOR A LISTING OF UNSPONSORED DEPOSITARY RECEIPTS

To: The Cayman Islands Stock Exchange (the "Exchange") \_\_\_\_\_ 20\_\_

We, \_\_\_\_\_, ("the  
depository") with respect to listing of the following depository receipts:

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hereby agree that:

1. We shall provide to the Exchange within ten days after the end of each fiscal quarter, or on receipt of a request from the Exchange, a report showing:
  - (a) the number of depository receipts listed on the Exchange which have been converted into shares;
  - (b) the number of shares deposited and converted into depository receipts; and
  - (c) the number of depository receipts in existence as at the date of the report.
2. We hereby undertake and agree to comply with the continuing obligations of the Exchange, applicable to a depository, as set out in the relevant part of the listing rules of the Exchange. We acknowledge the power of the Exchange to suspend or cancel the listing of the depository receipts in accordance with its listing rules.
3. We hereby acknowledge that the unsponsored depository receipts shall remain listed only during the pleasure of the Exchange.
4. We hereby authorise the Exchange to obtain information from, and pass information to, any authority, agency or body having responsibility for the supervision of financial services or for law enforcement, whether in the Cayman Islands or elsewhere.

Nothing in the foregoing shall be construed so as to require the depository to do any acts in contravention of any law or in violation of any rule or regulation of any public authority exercising jurisdiction over the depository.

Signed on behalf of: \_\_\_\_\_

By: \_\_\_\_\_  
Director, secretary or other duly authorised\* representative.

\*Authorisation would normally consist of a resolution of the issuer with an appropriate minute noting its approval by the directors in accordance with the constitution of the issuer.