

## APPENDIX 4

# LISTING AGENT'S DECLARATION

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

We, \_\_\_\_\_, being listing agent to \_\_\_\_\_

(name of issuer) hereby declare that:

### Part I -- General declarations

1. To the best of our knowledge and belief, having made due and careful enquiry of the issuer and its advisers, the issuer has satisfied all relevant conditions for listing and all other relevant requirements of the listing rules of the Cayman Islands Stock Exchange ("listing rules") both in relation to the issuer and the securities of issuer which are the subject of the application for listing.
2. To the best of our knowledge and belief, having made due and careful enquiry of the issuer and its advisers:
  - (a) all the information required to be included in the listing document pursuant to the listing rules has been included;
  - (b) all the documents required by the listing rules to be included in the application for listing have been supplied to the Exchange;
  - (c) all other relevant requirements of the listing rules have been complied with; and
  - (d) there are no matters other than those disclosed in the listing document or otherwise in writing to the Exchange which should be taken into account by the Exchange in considering the suitability for listing of the securities for which application is being made.
3. The directors of the issuer:
  - (a) have had explained to them by us or other appropriate professional advisers the nature of their responsibilities and obligations as directors of a listed company under the listing rules and under the Code on Takeovers and Mergers and Rules Governing Substantial Acquisitions of Shares (such Code applying to all companies listed on the Exchange other than open-ended funds, specialist securities and securities of specialist companies);

- (b) understand what is required of them to enable holders of the issuer's listed securities and the public to appraise the position of the issuer and avoid the creation of a false market in its securities once they are listed; and
  - (c) understand and acknowledge what is required of them in order to comply with the continuing obligations as set out in the relevant part of the listing rules of the Exchange.
4. We are satisfied that any profit forecast or estimate in the listing document has been made after due and careful enquiry by the issuer.

#### **Part II -- Specific declarations**

In addition to the general declarations set forth above, we also make the following specific declarations as set forth below as to the following categories of issues:

- (a) Equity securities under chapter 6 – clauses 5 and 6
- (b) Investment funds (closed-ended funds) – clause 6
- (c) Specialist companies – clause 7\*\*

#### **Financial requirements**

5. We have obtained written confirmation from the issuer that the working capital available to the group is sufficient for its present requirements and we are satisfied that the confirmation has been given after due and careful enquiry by the issuer and that the persons or entities providing such finance have stated in writing that the relevant financing facilities exist.

#### **Securities in public hands**

6. To the best of our knowledge and belief, at the time trading on the Exchange commences, twenty-five per cent. or more of the issued securities will be in the hands of the public in accordance with the listing rules.

#### **Specialist companies**

7. We are satisfied that the securities will be marketed to qualified investors only as defined in chapter 1.

#### **Part III -- Acknowledgement of Exchange's disciplinary power**

8. We acknowledge that if the Exchange considers that we have been in breach of our responsibilities under the listing rules or this declaration, then the Exchange may censure us or refuse to allow us to act as a listing agent for further issues by removing our firm from the list of approved listing agents of the Exchange and that the Exchange may publicise the fact that it has done so and the reasons for its actions.

**Part IV -- Waiver of Confidentiality**

9. 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.

Signed: \_\_\_\_\_

Name: \_\_\_\_\_

For and on behalf of: \_\_\_\_\_ (Name of listing agent)

*\*The person signing the above declaration must be a registered representative of the listing agent registered as such with the Exchange.*

*\*\*This declaration must be made with regards to issues of equity securities of specialist companies only.*