

Minor and Housekeeping Amendments to the Main Board Listing Rules

Chapter 1

1.01 Throughout this book, the following terms, save where the context otherwise requires, have the following meanings:

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“subsidiary”

includes:

- (a) ~~the meaning attributed to it in section 2 of the Companies Ordinance~~ “subsidiary undertaking” as defined in the twenty-third schedule to the Companies Ordinance;–
- (b) any entity which is accounted for and consolidated in the audited consolidated accounts of another entity as a subsidiary pursuant to applicable Hong Kong Financial Reporting Standards or International Financial Reporting Standards; and
- (c) any entity which will, as a result of acquisition of its equity interest by another entity, be accounted for and consolidated in the next audited consolidated accounts of such other entity as a subsidiary pursuant to applicable Hong Kong Financial Reporting Standards or International Financial Reporting Standards

Chapter 4

Additional disclosure of pre-acquisition financial information for a Listing Document

4.05A Where a new applicant acquires any material subsidiary or business during the trading record period (see rule 4.04(1)) and such an acquisition if made by a listed issuer would have been classified at the date of application as a major transaction (see rule 14.06(3)) or a very substantial acquisition (see rule 14.06(5), it must disclose pre-acquisition financial information on that material subsidiary or business from the commencement of the trading record period (or if the material subsidiary or business commenced its business after the commencement of the trading record period, then from the date of the commencing of its business) to the date of acquisition. Pre-acquisition financial information on the material subsidiary or business must normally be drawn up in conformity with accounting policies adopted by the new applicant and be disclosed in the form of a note to the accountant's report or in a separate accountants' report.

Note: For the purpose of determining whether an acquisition is material and falls within the classification of a major transaction or a very substantial acquisition, reference shall be made to total assets, profits or revenue (as the case may be) of the acquired business or subsidiary and this shall be compared to the total assets, profits or revenue (as the case may be) of the new applicant as shown in the most recent financial year of the trading record period.

Accounting Standards

4.11 The financial history of results and the balance sheet included in the accountants' report must normally be drawn in conformity with:—

(b)

(ii)

Note: The issuer must apply one of these bodies of standards consistently and shall not change from one body of standards to the other; ~~unless there are reasonable grounds to justify such a change.~~

4.28 In the case of a new applicant (rule 4.01(1)) which has acquired or proposed to acquire any businesses or companies, which would at the date of application or such later date of acquisition before listing of the applicant be classified as a major subsidiary, since the date to which the latest audited accounts of the issuer have been made up, it must include in its listing document the pro forma financial information required under rule 4.29 in respect of the enlarged group (i.e. the new applicant, its subsidiaries and any businesses or companies acquired or proposed to be acquired since the date to which the latest audited accounts of the issuer have been made up).

Note: For purposes of rule 4.28, all acquisitions or proposed acquisitions since the date to which the latest audited accounts in the accountants' report of the issuer have been made up, whether of businesses or companies, should be aggregated. If the aggregated total assets, profits or revenue represents 5% or more under any of the percentage ratios as defined under rule 14.04(9), these acquisitions will be deemed to be an acquisition of a major subsidiary for the purpose of rule 4.28. 100% of the major subsidiary's total assets, profits or revenue (as the case may be) or, where the major subsidiary itself has subsidiaries, the consolidated total assets, profits or revenue (as the case may be) of the major subsidiary is to be compared to the total assets, profits or revenue (as the case may be) shown in the issuer's latest ~~published~~ audited consolidated financial statements in the accountants' report irrespective of the interest held in the major subsidiary.

Chapter 8

8.08 There must be an open market in the securities for which listing is sought. This will normally mean that:—

- (1) (a) at least 25% of the issuer's total issued share capital must at all times be held by the public.
- (b) where an issuer has ~~more than one class of securities~~one class of securities or more apart from the class of securities for which listing is sought, the total securities of the issuer held by the public (on all regulated market(s) including the Exchange) at the time of listing must be at least 25% of the issuer's total issued share capital. However, the class of securities for which listing is sought must not be less than 15% of the issuer's total issued share capital, having an expected market capitalisation at the time of listing of not less than HK\$50,000,000.

8.17 The secretary of the issuer must be a person who is ordinarily resident in Hong Kong and who has the requisite knowledge and experience to discharge the functions of secretary of the issuer and who:-

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- (2) is an Ordinary ~~m~~Member of The Hong Kong Institute of Company Chartered Secretaries, a solicitor or barrister as defined in the Legal Practitioners Ordinance or a professional accountant; or

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Chapter 9

Documentary Requirements

9.11 The following documents must be lodged with the Exchange for initial review, in the case of (1) to (3) below at the time of submission of Form A1 in accordance with rule 9.03, in the case of (4) to (6) at least 20 clear business days before the expected hearing date, in the case of (7) and (8) at least 15 clear business days before the expected hearing date and in the case of (9) to (15) below, at least 10 clear business days prior to the expected hearing date:—

Together with the Form A1

- (1) in case of a new applicant, six drafts or proofs of the listing document in reasonably advanced state marked in the margin to indicate where the relevant items from Chapter 11 and/or Part A of Appendix 1 and the Companies Ordinance have been met, together with, in respect of each

sponsor to the application for listing, an undertaking pursuant to rule 3A.03 in the terms set out in rule 3A.04 and in the form in Appendix 17 and a statement pursuant to rule 3A.08 addressing the matters set out in rule 3A.07 and in the form of Appendix 18, both duly signed on the sponsor's behalf;

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Chapter 11

LISTING DOCUMENTS

Preliminary

11.02 Issuers are reminded (see rule 9.12(2)) that the final proof of the listing document must be lodged with the Exchange, in the case of a new applicant, at least ~~three~~-four clear business days before the date of hearing of the formal application for listing and, in the case of listed issuers, at least two clear business days before it is bulk printed and that no material amendment to the final proof listing document will be allowed without the consent of the Exchange.

Chapter 13

13.11 (1) Without prejudice to any obligation to disclose information pursuant to rule 13.09 and without limiting the scope of that rule, rules 13.12 to 13.19 set out specific instances that give rise to a disclosure obligation on the part of an issuer.

Note: Issuers are reminded that transactions and financing arrangements of the sort referred to in rules 13.12 to 13.19 may also be subject to the requirements of Chapter 14 and/or Chapter 14A.

(2) For the purposes of rules 13.12 to 13.19,

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(b) ~~the expression "percentage ratios" shall have the meaning set out in rule 14.04(9) and the percentage ratios shall apply to the requirements under rules 13.12 to 13.19 to the extent applicable;~~[Repealed 1 March 2006]

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13.13 A general disclosure obligation will arise where ~~any of the percentage ratios of~~ the relevant advance to an entity exceeds 8% under the assets ratio as defined under rule 14.07(1). For the avoidance of doubt, an advance to a subsidiary of

the issuer will not be regarded as an advance to an entity.

13.14 A general disclosure obligation will arise where the relevant advance to an entity increases from that previously disclosed under rule 13.13, under this rule, or under rule 13.20 and ~~any of the percentage ratios for~~ the amount of the increase since the previous disclosure is 3% or more under the assets ratio as defined under rule 14.07(1).

13.15 Where a general disclosure obligation arises under rules 13.13 or 13.14 above issuers shall disclose details of the relevant advance to an entity including details of the balances, the nature of events or transactions giving rise to the amounts, the identity of the debtor group, interest rate, repayment terms and collateral.

13.15A For the purpose of rules 13.13 and 13.14, where:

(1) any trade receivable (other than as a result of the provision of financial assistance) arose in the ordinary and usual course of business of the issuer; and

(2) the transaction from which the trade receivable arose was on normal commercial terms,

the trade receivable shall not be regarded as a relevant advance to an entity.

Financial assistance and guarantees to affiliated companies of an issuer

13.16 A general disclosure obligation will arise where ~~any of the percentage ratios of~~ the financial assistance to affiliated companies of an issuer, and guarantees given for facilities granted to affiliated companies of an issuer together in aggregate exceeds 8% under the assets ratio as defined under rule 14.07(1). In these circumstances the information to be disclosed is:

- (1) analysis by company of the amount of financial assistance given to, committed capital injection to, and guarantees given for facilities granted to affiliated companies;
- (2) terms of the financial assistance, including interest rate, method of repayment, maturity date, and the security therefor, if any;
- (3) source of funding for the committed capital injection; and
- (4) banking facilities utilised by affiliated companies which are guaranteed by the issuer.

13.22 Where the circumstances giving rise to a disclosure under rule 13.16 continue

to exist at the issuer's interim period end or annual financial year end, the issuer's interim or annual report shall include a ~~proforma~~ combined balance sheet of affiliated companies as at the latest practicable date. The ~~proforma~~ combined balance sheet of affiliated companies should include significant balance sheet classifications and state the attributable interest of the issuer in the affiliated companies. In cases where it is not practicable to prepare the ~~proforma~~ combined balance sheet of affiliated companies, the Exchange on application from the issuer may consider to accept, as an alternative, a statement of the indebtedness, contingent liabilities and capital commitments as at the end of the period reported on by affiliated companies.

GENERAL MATTERS RELEVANT TO THE ISSUER'S SECURITIES

Subsequent listing

- 13.26 (1) An issuer shall, prior to their issue, apply for the listing of any further securities which are of the same class as securities already listed, ~~prior to their issue~~, and shall not issue such securities unless ~~it has applied for the approval for the~~ listing of those securities has been granted by the Exchange.

After board meetings

- 13.45 An issuer shall inform the Exchange immediately after approval by or on behalf of the board of:—
- (1) any decision to declare, recommend or pay any dividend or to make any other distribution on its listed securities and the rate and amount thereof;
 - (2) any decision not to declare, recommend or pay any dividend which would otherwise have been expected to have been declared, recommended or paid in due course;
 - (3) any preliminary announcement of profits or losses for any year, half-year or other period;

Notes: 1. The timing of board meetings is a matter for the convenience and judgment of individual boards, but the Exchange should be informed of decisions on dividends and results either between 12:30 and 1:30 p.m. or after the market closes at 4:00~~15~~ p.m. This will enable the Exchange to release the information outside of trading hours on the Exchange's website and any other electronic news dissemination system operated by the Exchange from time to time. The directors are reminded that it is their direct responsibility to ensure that such information is kept strictly confidential until the announcement is made. In the case of a preliminary announcement of results the information delivered to the Exchange should include at least the

information specified in rule 13.49. The announcement of the decision and/or the preliminary announcement of results should then be published in the newspapers on the morning of the next business day. By following this procedure, an issuer will have taken appropriate steps to ensure that no dealings take place in which one party is in possession of information of which the other is not. Each transaction in the market will thus take place in the light of all information from the moment that such information is released to the market.

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NOTIFICATION

Changes

13.51 An issuer shall inform the Exchange immediately of any decision made and publish an announcement in the newspapers as soon as practicable in regard to:—

- (1)
- (2) any changes in its directorate or supervisory committee, and shall procure that each new director or supervisor or member of its governing body shall sign and lodge with the Exchange as soon as practicable after their appointment a declaration and undertaking in the form set out in Form B, H or I, where applicable in Appendix 5~~3~~.

Note :- Where a new director or supervisor is appointed or the resignation or re-designation of a director or supervisor takes effect, the Exchange must be informed immediately thereafter. The issuer must simultaneously make arrangements to ensure that an announcement of the appointment, resignation or re-designation of the director or supervisor is published in the newspapers as soon as practicable. The issuer shall include the following details of any newly appointed or re-designated director or supervisor in the announcement of his appointment or re-designation:-

- (a) the full name (which should normally be the same as that stated in the declaration and undertaking of the director or supervisor in the form set out in Form B, H or I in Appendix 5) and age;
- (b) positions held with the issuer and other members of the issuer's group;
- (c) previous experience including other directorships held in listed public companies in the last three years and other major appointments and qualifications;
- (d) length or proposed length of service with the issuer;

- (e) relationships with any directors, senior management or substantial or controlling shareholders of the issuer, ~~or an appropriate negative statement;~~
- (f) his interests in shares of the issuer within the meaning of Part XV of the Securities and Futures Ordinance, ~~or an appropriate negative statement;~~
- (g) amount of the director's or supervisor's emoluments ~~specified in his service contract~~ and the basis of determining the director's or supervisor's emoluments (including any bonus payments, whether fixed or discretionary in nature), irrespective of whether the director or supervisor has or does not have a service contract and how much of these emoluments are covered by a service contract; ~~and~~
- (h) full particulars of any public sanctions made against him by statutory or regulatory authorities;
- (i) where he has at any time been adjudged bankrupt or insolvent, the Court by which he was adjudged bankrupt or insolvent and, if discharged, the date and conditions on which he was granted his discharge;
- (j) where he has at any time been a party to a deed of arrangement or entered into any other form of arrangement or composition with his creditors, full particulars of the deed of arrangement or the arrangement or composition with his creditors;
- (k) full particulars of any unsatisfied judgments or court orders of continuing effect against him;
- (l) where any enterprise, company or unincorporated business enterprise has been dissolved or put into liquidation (otherwise than by a members' voluntary winding up when the company, in the case of a Hong Kong company, was solvent) or bankruptcy or been the object of an analogous proceeding, or entered into any form of arrangement or composition with creditors, or had a receiver, trustee or similar officer appointed over it (i) during the period when he was one of its directors or, in the case of an enterprise, a company or an unincorporated business enterprise established in the PRC, during the period when he was one of its directors, supervisors or managers, or (ii) within 12 months after his ceasing to act as one of its directors, supervisors or managers, as the case may be, full particulars, including the name of the enterprise, company or unincorporated business enterprise, its place of incorporation or establishment, the nature of its business, the nature of the proceeding involved, the date of commencement of the proceeding and the amounts involved together with an

indication of the outcome or current position of the proceeding;

- (m) subject to the provisions of the Rehabilitation of Offenders Ordinance or comparable legislation of other jurisdictions, full particulars of any conviction for any of the following offences (including details of each such offence, the court by which he was convicted, the date of conviction and the penalty imposed):

 - (i) involving fraud, dishonesty or corruption;
 - (ii) under the Companies Ordinance, the Bankruptcy Ordinance, the Banking Ordinance, the Securities and Futures Ordinance, the repealed Protection of Investors Ordinance, the repealed Securities Ordinance, the repealed Securities (Disclosure of Interests) Ordinance and any Ordinance relating to taxation, and any comparable legislation of other jurisdictions; and
 - (iii) in respect of which he has, within the past 10 years, been sentenced as an adult to a period of imprisonment of six months or more, including suspended or commuted sentences;
- (n) full particulars where:

 - (i) he has been identified as an insider dealer pursuant to Parts XIII or XIV of the Securities and Futures Ordinance or the repealed Securities (Insider Dealing) Ordinance at any time;
 - (ii) any enterprise, company or unincorporated business enterprise with which he was or is connected (as such expression is defined in Parts XIII or XIV of the Securities and Futures Ordinance or the repealed Securities (Insider Dealing) Ordinance) or any enterprise, company or unincorporated business enterprise for which he acts or has acted as an officer, supervisor or manager has been identified as an insider dealer pursuant to Parts XIII or XIV of the Securities and Futures Ordinance or the repealed Securities (Insider Dealing) Ordinance at any time during the period when he was connected and/or acted as an officer, supervisor or manager;
 - (iii) he has been found guilty of or been involved in insider dealing, or been held by any Court or competent authority to be in breach of any securities or financial markets laws, rules or regulations including any rules and regulations of any securities regulatory authority, stock exchange or futures exchange at any time; or
 - (iv) any enterprise, company or unincorporated business enterprise in which he was or is a controlling shareholder (as such term is defined in the Exchange Listing Rules) or was or is a supervisor, manager, director or officer or has been found guilty of or been involved in insider dealing, or been held by any Court or

competent authority to be in breach of any securities or financial markets laws, rules or regulations including any rules and regulations of any securities regulatory authority, stock exchange or futures exchange at any time during the period when he was a controlling shareholder, supervisor, manager, director or officer;

- (o) where he has, in connection with the formation or management of any enterprise, company, partnership or unincorporated business enterprise or institution, been adjudged by a Court or arbitral body civilly liable for any fraud, breach of duty or other misconduct by him towards such enterprise, company, partnership or unincorporated business enterprise or institution or towards any of its members or partners, full particulars of such judgement;
- (p) where any enterprise, company, partnership or unincorporated business enterprise of which he was or is a partner, director, supervisor or manager has had its business registration or licence revoked at any time during the period when he was one of its partners, directors, supervisors or managers, full particulars of such revocation, including the date upon which such registration or licence was revoked, the reasons for the revocation, the outcome and current position;
- (q) where he has at any time been disqualified from holding, or deemed unfit to hold, the position of director, supervisor or manager of an enterprise, a company or an unincorporated business enterprise, or from being involved in the management or conduct of the affairs of any enterprise, company or unincorporated business enterprise, pursuant to any applicable law, rule or regulation or by any competent authority, full particulars of such disqualification or ruling;
- (r) except where such disclosure is prohibited by law, full particulars of any investigation by any judicial, regulatory or governmental authority to which he is subject, including the investigating body, the nature of the investigation and the matters under investigation;
- (s) where he has at any time been refused admission to membership of any professional body or been censured or disciplined by any such body to which he belongs or belonged or been disqualified from membership in any such body or has at any time held a practising certificate or any other form of professional certificate or licence subject to special conditions, full particulars of such refusal, censure, disciplinary action, disqualification or special conditions;
- (t) where he is now or has at any time been a member of a triad or other illegal society, full particulars;

- (u) where he is currently subject to (i) any investigation, hearing or proceeding brought or instituted by any securities regulatory authority, including the Hong Kong Takeovers Panel or any other securities regulatory commission or panel, or (ii) any judicial proceeding in which violation of any securities law, rule or regulation is or was alleged, full particulars of such investigation, hearing or proceeding;
- (v) where he is a defendant in any current criminal proceeding involving an offence which may be material to an evaluation of his character or integrity to be a director or supervisor of the issuer, full particulars of such proceeding;
- (~~hw~~) any other matters that need to be brought to the attention of holders of securities of the issuer-; and
- (x) where there is no information to be disclosed pursuant to any of the requirements of this rule 13.51(2), an appropriate negative statement to that effect.

The issuer shall also disclose in the announcement of resignation of a director or supervisor the reasons given by the director or supervisor for his resignation (including, but not limited to, any information relating to his disagreement with the board and a statement as to whether or not there are any matters that need to be brought to the attention of holders of securities of the issuer).

The issuer must notify the Exchange and publish an announcement on ~~must be informed of~~ any important change in the holding of an executive office, including changes to any important functions or executive responsibilities of a director.

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- (5) any change in its secretary, share registrar (including any change in overseas branch share registrar) or registered address or where applicable, agent for the service of process in Hong Kong or registered office or registered place of business in Hong Kong.

Note: The new secretary must fulfil the requirements of rule 8.17.

Inclusion of stock code in documents

- 13.51A An issuer shall set out its stock code in a prominent position on the cover page or, where there is no cover page, the first page of all announcements, circulars and other documents published by it pursuant to these Exchange Listing Rules.

Chapter 14

14.04 For the purposes of this Chapter:—

- (1) any reference to a “transaction” by a listed issuer:

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- (e) includes granting an indemnity or a guarantee or providing financial assistance by a listed issuer, other than by a listed issuer which:

- (i) is a banking company (as defined in rule 14A.10(1)) and provides the financial assistance (as defined in rule 14A.10(4)) in its ordinary and usual course of business (as referred to in rule 14.04(8)); ~~or~~

- (ii) grants an indemnity or a guarantee, or provides financial assistance to its subsidiaries; or

- (iii) is a securities house and provides the financial assistance (as defined in rule 14A.10(4)) in its ordinary and usual course of business (as referred to in rule 14.04(8)) and upon normal commercial terms, either:

- (A) by way of securities margin financing (which means providing a financial accommodation in order to facilitate:

- (aa) the acquisition of securities listed on any stock market, whether a recognized stock market (as defined in Schedule 1 to the Securities and Futures Ordinance) or any other stock market outside Hong Kong; and

- (bb) (where applicable) the continued holding of those securities,

whether or not those or other securities are pledged as security for the accommodation); or

- (B) for the purpose of a proposed acquisition of securities in accordance with the terms of a prospectus which is registered in Hong Kong and issued in respect of an initial public offering of equity securities to be listed in Hong Kong.

Note: Such a transaction may nevertheless in some cases constitute a connected transaction under Chapter 14A. In such cases, the listed issuer will

have to comply with the provisions of Chapter 14A.

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- (8) “ordinary and usual course of business” of an entity means the existing principal activities of the entity or an activity wholly necessary for the principal activities of the entity. In the context of financial assistance provided in the ordinary and usual course of business, this means financial assistance provided by a banking company only or by a securities house pursuant to rule 14.04(1)(e)(iii) only and, in the context of financial assistance not provided in the ordinary and usual course of business, it means financial assistance not provided by a banking company or by a securities house under rule 14.04(1)(e)(iii);

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(10A) a “securities house” means a corporation which is licensed or registered under the Securities and Futures Ordinance for Type 1 (dealing in securities) or Type 8 (securities margin financing) regulated activity;

- 14.19 In calculating total assets, the Exchange may require the inclusion of further amounts where contingent assets are involved ~~and the exclusion of all liabilities irrespective of whether they are regarded as part of the consideration.~~

Discloseable transaction circulars

- 14.64 All circulars relating to discloseable transactions must contain the following:

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- (4) information ~~regarding the assets being acquired or disposed of,~~ which is required to be included in the announcement under rule 14.60.

Major transaction circulars

- 14.66 A circular relating to a major transaction must also contain the following:—

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- (4)
- (a)
- (b) the persons or institutions providing finance have confirmed in writing that such facilities exist; and

- (5) ~~the in financial information required under paragraph 48 of Appendix 16; and [repealed 1 March 2006]~~
- (6) where applicable, the information required under rule 2.17.

14.67 In addition to the requirements set out in rule 14.66, a circular issued in relation to an acquisition constituting a major transaction must contain:—

.....

- (4) (b)
 - (i); ~~and~~
 - (ii) a pro forma statement of the assets and liabilities of the listed issuer's group combined with the assets being acquired on the same accounting basis. The pro forma financial information must comply with Chapter 4 of the Exchange Listing Rules; ~~and~~

~~(5) a management discussion and analysis of results of the business, company or companies being acquired covering all those matters set out in paragraph 32 of Appendix 16 for the period reported in the accountant's report.~~

Very substantial acquisition circulars and reverse takeover listing documents

14.69 A circular issued in relation to a very substantial acquisition or a listing document issued in relation to a reverse takeover must contain:—

- (1) in respect of a listing document issued in relation to a reverse takeover,
 - (a) the information required under rule 14.64 (save for the information required under rules 14.64(2) and 14.64(3)) and under rules 14.65(3), 14.66(4) and 14.67(5);

.....

- (7) in respect of a circular issued in relation to a very substantial acquisition a separate discussion and analysis of the performance of each of the existing enlarged group and any business or company acquired or to be acquired for the 3 preceding financial years, in both cases covering all those matters set out in paragraph 32 of Appendix 16.

Chapter 14A

General matters concerning definitions and interpretation

14A.10 In this Chapter:

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- (9) “ordinary and usual course of business” of an entity ~~shall have the meaning set out in rule 14.04(8);~~ means the existing principal activities of the entity or an activity wholly necessary for the principal activities of the entity. In the context of financial assistance provided in the ordinary and usual course of business, this means financial assistance provided by a banking company only and, in the context of financial assistance not provided in the ordinary and usual course of business, it means financial assistance not provided by a banking company;

.....

14A.12 The definition of “connected person” in rule 14A.11 does not include any wholly-owned subsidiary ~~ies of the listed issuer~~ the company whose securities are listed on the Exchange, whether directly or indirectly held.

Definition of continuing connected transaction

14A.14 Continuing connected transactions are connected transactions involving the provision of goods or services or financial assistance, which are carried out on a continuing or recurring business and are expected to extend over a period of time. They are usually transactions in the ordinary and usual course of business of the issuer.

Connected transactions (other than those involving financial assistance or the granting of options) exempt from the reporting, announcement and independent shareholders' approval requirements

14A.31 The following connected transactions will be exempt from all the reporting, announcement and independent shareholders' approval requirements contained in this Chapter:

Intra-group transactions

- (1) a transaction between a listed issuer and a non wholly-owned subsidiary or between its non wholly-owned subsidiaries where no connected person(s) of the listed issuer (other than at the level of its subsidiaries) as defined under rules 14A.11(1) to (4), is/are (individually or together) entitled to exercise, or control the exercise of, 10% or more of the voting power at any general meeting of any of the subsidiaries concerned ~~(see also rules 14A.11(5) and (6))~~ and none of the subsidiaries concerned is itself a connected person under rule 14A.11 or rule 1.01;

Note: An interest of a connected person of the listed issuer (other than at the level of its subsidiaries) in the subsidiary which is held through the listed issuer is to be excluded from the 10% referred to in this rule.

Chapter 15A

Single Stock Structured Products

15A.30 Where the structured product relates to a single class of shares, the structured product may only be listed if at the time of issue of the structured product such class of shares is or will become at the same time:-

- (1) listed on the Exchange and is, on the day the structured product is launched, a member of the Hang Seng Index of 33 stocks provided that the structured product concerned is a derivative warrant, equity linked instrument or such other type of structured product as may be specified by the Exchange from time to time; or
- (2) listed on the Exchange and is, on the day the structured product is launched, a Single Scheduled Stock eligible for the type of structured product proposed to be issued as defined in rule 15A.35 below;

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Baskets

15A.32 Where the basket relates to shares listed on the Exchange:

- (1) each class of shares in the basket must be eligible in accordance with rule 15A.30(1) or rule 15A.30(2) or must be a Basket Scheduled Stock eligible for the type of structured product proposed to be issued as defined in rule 15A.35 below; and

.....

Single Scheduled Stocks and Basket Scheduled Stocks

15A.35(1) The Exchange will publish a schedule (the “Stock Eligibility Schedule”) of those stocks that are listed on the Exchange, which are eligible for structured product issuance and indicate whether the Exchange has imposed any restrictions on the types of structured product for which those stocks are eligible. That list will generally be published at approximately quarterly intervals. The stocks appearing on that list will be divided in to two categories: Single Scheduled

Stocks and Basket Scheduled Stocks.

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15A.47 In relation to structured products over securities or assets which are to be settled wholly in cash:-

- (1) where there is only one Valuation Point (see rule 15A.05(3)) the valuation method for determining the amount of the cash settlement on expiry or maturity shall be:-
 - (a) in the case of derivative warrants relating where the structured product relates to securities listed on the Exchange, the average of the closing prices of the underlying securities (as derived from the Daily Quotation Sheet of the Exchange, subject to any adjustments as may be necessary to such closing prices to reflect any capitalisation, rights issue, distribution or the like) for the 5 business days prior to and up to and including the business day before the expiry or maturity date;
 - (b) in the case of other structured products Equity-Linked Instruments or where the structured product relates to securities which are not listed on the Exchange or to other assets, such formula as shall be permitted by the Exchange from time to time; and

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Chapter 19

19.10 The following modifications and additional requirements apply:—

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- (6) the documents to be offered for inspection will be the documents corresponding to those mentioned in paragraph 53 of Part A and paragraph 43 of Part B of Appendix 1, ~~and~~ Unless otherwise provided by the Companies Ordinance, where any of such documents are not in the English language, certified English translations thereof must be available for inspection. In addition, the overseas issuer must offer for inspection a copy of any statutes or regulations which are relevant to the summary of the regulatory provisions of the jurisdiction in which the overseas issuer is incorporated or otherwise established (see rule 19.10(3)). In particular cases, the Exchange may require other additional documents to be offered for inspection; and

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19.20 The annual accounts must be audited by a person, firm or company who must be a practising accountant of good standing, ~~and Such person, firm or company must also be~~ independent of the overseas issuer to the same extent as that required of an auditor under the Companies Ordinance and in accordance with the statements on independence issued by the International Federation of Accountants and,

19.36 The following modifications and additional requirements apply:—

.....

- (3) the documents to be offered for inspection will be the documents corresponding to those mentioned in paragraph 53 of Part A and paragraph 43 of Part B of Appendix 1, ~~and Unless otherwise provided by the Companies Ordinance,~~ where any of such documents are not in the English language, certified English translations thereof must be available for inspection. In particular cases, the Exchange may require additional documents to be offered for inspection;

.....

19.47 The annual accounts must be audited by a person, firm or company who must be a practising accountant of good standing, ~~and Such person, firm or company must also be~~ independent of the overseas issuer to the same extent as that required of an auditor under the Companies Ordinance and in accordance with the statements on independence issued by the International Federation of Accountants and, if the overseas issuer's primary listing is or is to be on the Exchange, must be either:—

- (1) qualified under the Professional Accountants Ordinance for appointment as an auditor of a company; or

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19.57 If, in the sole opinion of the Exchange, the majority of trading in the overseas issuer's securities is likely to be on the Exchange, then:—

.....

Note 1: ~~The International London Stock Exchange plc of the United Kingdom and the Republic of Ireland Irish Stock Exchange Limited is are~~ recognised for this purpose by the Exchange. If an overseas issuer's primary listing will be on a different stock market, in these circumstances, then the overseas issuer must satisfy the Exchange that the proposed stock market should be recognised by the Exchange for this purpose.

Chapter 19A

19A.14 Under rule 8.10, the Exchange ~~may regard~~ requires a new applicant to make disclosure as unsuitable for listing where it has a controlling shareholder or a director with an interest in a business apart from the new applicant's business ~~and~~ which ~~business~~ competes or is likely to compete, either directly or indirectly, with the new applicant's business. ~~to the extent that there could be a conflict between the controlling shareholder's interests and those of the general body of shareholders of the new applicant.~~ In this connection, in the case of a new applicant which is a PRC issuer, "controlling shareholder" means any shareholder or other person or group of persons together entitled to exercise, or control the exercise of 30% (or such other amount as may from time to time be specified in applicable PRC law as being the level for triggering a mandatory general offer or for otherwise establishing legal or management control over a business enterprise) or more of the voting power at general meetings of the new applicant or who is in a position to control the composition of a majority of the board of directors of the new applicant. For the purposes of this rule, the Exchange will normally not consider a PRC Governmental Body (see definition in rule 19A.04) as a "controlling shareholder" of a PRC issuer.

19A.27 The following modifications and additional requirements apply to the contents of listing documents:

.....

- (4) the documents to be offered for inspection will be the documents corresponding to those mentioned in paragraph 53 of Part A and paragraph 43 of Part B of Appendix 1, ~~and~~ Unless otherwise provided by the Companies Ordinance, where any such documents are not in the English language, certified English translations thereof must be available for inspection. In addition, the PRC issuer must offer for inspection a copy of any statutes or regulations which are relevant to the summary of relevant PRC law (see rule 19A.27(3)). In particular cases, the Exchange may require other additional documents to be offered for inspection.

19A.31 The annual accounts must be audited by a person, firm or company who must be a practising accountant of good standing. ~~and~~ Such person, firm or company must also be independent of the PRC issuer to the same extent as that required of an auditor under the Companies Ordinance and in accordance with the statements on independence issued by the International Federation of Accountants and, if the PRC issuer's primary listing is or is to be on the Exchange, must be:

- (1) qualified under the Professional Accountants Ordinance for appointment as an auditor of a company; or

.....

Appendix 1-A

Information about the issuer's management

- 41 (1) The full name, residential or business address of every director and senior manager or proposed director and senior manager. In addition, brief biographical details in respect of the directors, proposed directors, senior managers and proposed senior managers of the issuer shall be provided. Such details will include name, age, positions held with the issuer and other members of the issuer's group, length of service with the issuer and the group, relevant management expertise and experience including current and past directorships in other listed public companies in the last three years, and such other information of which shareholders should be aware, pertaining to the ability or integrity of such persons.

Appendix 1B

Information about the issuer's management

34. The full name, residential or business address of every director and senior manager or proposed director and senior manager. In addition, brief biographical details in respect of the directors, proposed directors, senior managers and proposed senior managers of the issuer shall be provided. Such details will include name, age, positions held with the issuer and other members of the issuer's group, length of service with the issuer and the group including current and past directorships in other listed public companies in the last three years and such other information (which may include business experience) of which shareholders should be aware, pertaining to the ability or integrity of such persons.

Appendix 3

As regards Directors

4

- (3) That, where not otherwise provided by law, the issuer in general meeting shall have power by special-ordinary resolution to remove any director (including a managing or other executive director, but without prejudice to any claim for damages under any contract) before the expiration of his period of office.

.....

Appendix 5

**Formal Application
(For Equity Securities)**

Form C1

This form, suitably adapted for an issuer which is not a company, must be lodged duly completed, in the case of a new applicant, at least **THREEFOUR CLEAR BUSINESS DAYS** prior to the hearing of the application by the Listing Committee and in every other case, at least **TWO CLEAR BUSINESS DAYS** prior to the date on which the listing document is to be bulk printed.

.....

**Form of Share Buyback Report to The Stock Exchange of Hong Kong Limited
("the Exchange")**

Form G

By Fax/Hand

To: The Head of the Listing Division
The Listing Division
The Stock Exchange of Hong Kong Limited

_____ 1920 _____

Dear Sir,

Name of Company:

Description of Securities:

A. Purchase Report

We hereby report the following purchases by our company of the above securities.

<u>Trading Day/Date</u>	<u>Number of Securities Purchased</u>	<u>Method of Purchase*</u>	<u>Price per Share or Highest Price Paid \$</u>	<u>Lowest Price Paid \$</u>	<u>Total Paid \$</u>
	_____				_____
Total	_____	_____	_____	_____	_____

* Either on the Exchange, on another stock exchange (stating the name of the exchange), by private arrangement or by general offer.

B. Additional Information for company's whose primary listing is on the Exchange

~~1. Total number of such securities purchased on the Exchange in the month to date (including those reported in A above) _____ (a) _____~~

~~* Either on the Exchange, on another stock exchange (stating the name of the exchange), by private arrangement or by general offer.~~

~~2. % of previous months turnover acquired this month to date _____ %~~

~~(_____ (a) x 100 _____)~~

~~_____~~

~~—previous months turnover on the Exchange~~

~~31. Number of such securities purchased on the Exchange in the year to date (since ordinary resolution) _____ (ba) _____~~

~~42. % of issued share capital at time ordinary resolution passed acquired on the Exchange since date of resolution~~

~~(_____ (ba) x 100 _____)~~

~~_____~~

~~issued share capital _____ %~~

We hereby confirm that the purchases set out in A above which were made on the Exchange were made in accordance with the listing rules of the Exchange entitled "Rules Governing the Listing of Securities" and that there have been no material changes to the particulars contained in the Explanatory Statement dated _____ which has been filed with the Exchange. We also confirm that any purchases set out in A above which were made on another stock exchange were made in accordance with the domestic rules applying to purchases made on that other exchange.

~~C. Additional Information for company's whose primary listing is on another stock exchange~~

~~1. Total number of such securities purchased on the Exchange in the month to date (including those reported in A above) _____ (a) _____~~

~~2. % of previous months turnover acquired this month to date~~

~~(_____ (a) x 100 _____)~~

~~_____~~
~~_____~~
~~_____ previous months turnover on the Exchange _____ %~~

~~We hereby confirm that the purchases set out in A above which were made on the Exchange were made in accordance with the listing rules of the Exchange entitled "Rules Governing the Listing of Securities". We also confirm that any purchases set out in A above which were made on another stock exchange were made in accordance with the domestic rules applying to purchases made on that other exchange.~~

Yours faithfully,

Signed _____

Name:
Director, Secretary or other duly
authorised officer
for and on behalf of
[Issuer's name]

Appendix 7C

Note 8.2(3) to Paragraph 8(3)(b) of Appendix 7C

8. (1) If the Issuer is incorporated or otherwise established outside Hong Kong it shall send to:—

(2)

(3)

(a)

(b)

.....

8.2 (3) *The annual accounts must be audited by a person, firm or company who must be a practising accountant of good standing. ~~and~~ Such person, firm or company must also be independent of the Issuer to the same extent as*

that required of an auditor under the Companies Ordinance and in accordance with the statements on independence issued by the International Federation of Accountants.

.....

Appendix 8

10. ~~Teletext System~~ Charges

- (1) For the purpose of trading, one ~~teletext security enquiry~~ page of the ~~Automatic Order Computer Trading Matching and Execution~~ System as installed in the Exchange shall be assigned for the use of the trading of listed securities of an issuer.
- (2) The issuer by reason of paying the prescribed annual listing fee is entitled to the use of up to one ~~teletext security enquiry~~ page. However, an issuer is only entitled to a maximum of one free ~~teletext security enquiry~~ page no matter how many classes of listed securities the issuer may have.
- (3) Where an issuer by reason of listing more than one class of equity securities occupies more than one ~~teletext security enquiry~~ page, such issuer shall pay an additional ~~teletext~~ charge at a rate of HK\$2,000 per calendar month or part thereof per additional ~~teletext security enquiry~~ page used.
- (4) No additional charge is payable for the use of additional ~~teletext security enquiry~~ pages for one or more classes of debt securities.
- (5) Debit notes will be issued in relation to any additional ~~teletext system~~ charges which become payable during the year. Such charges will be payable in advance and are payable within seven days from receipt of the debit note.

Appendix 13B

5. As to directors

- (1) The articles of association shall provide that directors may be removed at any time by ~~special ordinary~~ resolution of the members.

.....

Appendix 15

Banking Reporting

1. At least the following information shall be contained in interim reports, annual reports, preliminary announcements of results, listing documents and circulars:-

(1) Income statement

.....

(j) Taxation on profits (Hong Kong and overseas) in each case indicating basis of computation ~~with separate disclosure of the taxation on share of profits of associated companies and jointly controlled entities;~~

.....

Appendix 16

Paragraph 4(1) of Appendix 16

Basic Financial Information

4. Financial statements referred to in paragraph 2 shall include at least the information set out below. This information may be included in the notes to the financial statements. Banking companies shall comply with Appendix 15 as regards the disclosure requirements for preliminary announcements of results, interim reports, annual reports, listing documents and circulars.

(1) Income statement

(b) profit (or loss) before taxation, ~~including the share of the profit (or loss) of associated companies and jointly controlled entities with separate disclosure of any items included therein which are exceptional because of size, nature and incidence;~~

(c) taxation on profits (Hong Kong and overseas) in each case indicating basis of computation ~~with separate disclosure of the taxation on share of profits of associated companies and jointly controlled entities;~~

.....

(m) share of profit (or loss) of associated companies and jointly controlled entities attributable to equity holders (i.e. after tax and minority interests in the associated companies and jointly controlled entities);

~~(m)~~ (n) comparative figures for the matters specified in (a) to ~~(m)~~ (m) Inclusive for corresponding previous period;

4.1 Where the items of information specified in

sub-paragraph 4(1) are unsuited to a listed issuer's activities, appropriate adjustments should be made. Where the requirements of this appendix are unsuited to a listed issuer's activities or circumstances, the Exchange may require suitable adaptations to be made.

Appendix 16

13. A listed issuer shall include the information relating to interests of directors, the chief executive and others as follows:—

(1)

.....

(c) if there is no such interest or right that has been granted or exercised, a statement of that fact,

provided that the Exchange may agree, in its sole discretion, that compliance with this sub-paragraph may be modified or waived in respect of any associated corporation if, in the opinion of the Exchange, the number of associated ~~companies~~ corporations in respect of which each director and chief executive is taken or deemed to have an interest or short position under Part XV of the Securities and Futures Ordinance is such that compliance with this sub-paragraph would result in particular being given which are not material in the context of the group and are of excessive length;

.....

Appendix 16

Information to accompany circulars

48. Subject to rules 11.09, 14.67~~6~~, 14.69, and 14A.60, the circular shall, in addition to those items specified in Part B of Appendix 1, contain:—

(1) financial statements as set out in paragraph 2;

48.1 Where there have been material changes in group structure of the business or company acquired during the period covered by the accountants' report, the listed issuer should consult with the Exchange at the earliest opportunity in respect of the contents and presentation of the cash flow statement in the circular.

....