

Part B Consultation Questions

Please reply to the questions below that are raised in the Concept Paper downloadable from the HKEx website at: [add link]. Please indicate your preference by ticking the appropriate boxes.

Where there is insufficient space provided for your comments, please attach additional pages.

We encourage you to read all of the following questions before responding.

1. Should the Exchange¹ in no circumstances allow companies to use WVR structures?

Yes (in no circumstances allow companies to use WVR structures)

No

Please give reasons for your views below.

Hong Kong needs to remain competitive, especially versus the US exchanges. Every share holding structure has its pros and cons. Even OSOV has its problems. Whatever the shareholding structure, the most important thing is, as always, to have a sound regulatory regime to protect minority shareholders.

Please only answer the remaining questions if you believe there are circumstances in which companies should be allowed to use WVR structures.

2. Should the Exchange permit WVR structures:

(a) for all companies, including existing listed companies; or

(b) only for new applicants (see paragraphs 147 to 152 of the Concept Paper);
or

(c) only for:

(i) companies from particular industries (e.g. information technology companies) (see paragraphs 155 to 162 of the Concept Paper), please specify below which industries and how we should define such companies;

¹ References to “the Exchange” in this Questionnaire mean The Stock Exchange of Hong Kong Limited, a HKEx subsidiary.

or

- (ii) “innovative” companies (see paragraphs 163 to 164 of the Concept Paper), please specify how we should define such companies below;

or

- (iii) companies with other specific pre-determined characteristics (for example, size or history), please specify with reasons below;

or

- (d) only in “exceptional circumstances” as permitted by current Listing Rule 8.11² (see paragraph 81 of the Concept Paper) and, if so, please give examples below.

I think some discretions/flexibilities have to be given to the Listing Committee and the SFC to define 2ci-vi above, as circumstances may changes over time. In addition, the companies that are committed to strong corporate governance and are willing to accept additional safegraud measures to protect minority shareholders.

Please give reasons for your views below.

² GEM Rule 11.25.

If you wish, you can choose more than one of the options (b), (c) and (d) above to indicate that you prefer a particular combination of options.

3. If a listed company has a dual class share structure with unequal voting rights at general meetings, should the Exchange require any or all of the restrictions on such structures applied in the US (see the examples at paragraph 153 of the Concept Paper), or others in addition or in substitution?

Please identify the restrictions and give reasons for your views below.

Yes, we need the same restrictions in HK. First, they are fair restrictions. Second, we need that to minimise abuse of the WVR system.

4. Should other WVR structures be permissible (see Chapter 5 of the Concept Paper for examples), and, if so, which ones and under what circumstances?

Please give reasons for your views below. In particular, how would you answer Question 2 and Question 3 in relation to such structures?

I support the other WVR structures in principle, but I think this needs to be explored and consulted in more depth in the next consultation.

5. Do you believe changes to the corporate governance and regulatory framework in Hong Kong are necessary to allow companies to use WVR structures (see paragraphs 67 to 74 and Appendix V of the Concept Paper)?

Yes

No

If so, please specify these changes with reasons below.

Without knowing what kind of WVR structure HK might adopt it is difficult to answer this questions. Rules changes would be different if we allow Board Nomination rights only vs A and B shares, for example.

6. Do you have any comments or suggestions regarding the additional matters discussed in paragraphs 33 to 47 of the Concept Paper:

- (a) using GEM, a separate board, or a professional board to list companies with WVR structures (paragraphs 33 to 41 of the Concept Paper); and

No, creating another board will not solve the problems.

- (b) the prospect of overseas companies seeking to list for the first time on the Exchange with a WVR structure or seeking a further primary or secondary listing here (see paragraphs 44 to 47 of the Concept Paper)?

Support.

7. Do you have any other comments or suggestions regarding WVR structures?

If HK remains status quo, more and more major New Economy companies will get listed in the US. It will ultimately be very damaging to HK's role as a major financial hub (for China). It is not a question of whether we need to do it. It is a question of how to do it, in order to make it acceptable to all stakeholders. Don't let HK to loose its "Can Do" spirit to "Can't Do" or "Won't Do". We need to at least explore how we can do best!

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