

## HKEX\* GUIDANCE LETTER

HKEX\*-GL57-13 (July 2013) (Updated in February, March, June and September 2014 and November 2016) – effective for applications submitted on or after 1 October 2013

*(Updated to set out the consequence of inadequate redactions in an Application Proof and a PHIP for publication purpose and remove Enclosure 2 of which relevant information has been included in elsewhere in this Guidance Letter)*

Subject	Guidance on logistical arrangements for publication of Application Proofs, Post Hearing Information Packs (“PHIPs”) and related materials on the Exchange’s website for listing applicants
Listing Rules and Regulations	Main Board Rules 9.08(2)(c), 12.01A, 12.01B, 20.25, 20.26, and Practice Note 22 GEM Rules 12.10(2)(c), 16.01A, 16.01B and Practice Note 5
Related Publications	HKEX*-GL56-13 – Guidance on (i) disclosure requirements for substantially complete Application Proofs; and (ii) publication of Application Proofs and Post Hearing Information Packs on the Exchange’s website
Author	IPO Transactions <u>Team</u>

### Important notes:

- (1) *This letter does not override the Listing Rules and is not a substitute for advice from qualified professional advisers. If there is any conflict or inconsistency between this letter and the Listing Rules, the Listing Rules prevail. You may consult the Listing Department on a confidential basis for an interpretation of the Listing Rules or this letter.*
- (2) *The Securities and Futures Commission (“**Commission**”) is of the view that so long as an Application Proof or a PHIP submitted for publication on the Exchange’s website adheres to the guidance set out in paragraphs A.7 (Warning and Disclaimer Statements) and A.8 (Redactions in Application Proof for Publication and PHIP) below, then neither the Application Proof nor the PHIP would constitute a prospectus under section 2(1) of the Companies Ordinance<sup>1</sup> as amended from time to time (Cap. 32) (“**Companies Ordinance**”); or an advertisement under section 38B(1) of the Companies Ordinance<sup>1</sup>; or an invitation to the public in breach of section 103(1) of the Securities and Futures Ordinance as amended from time to time (Cap. 571) (“**Securities and Futures Ordinance**”). (Updated in March 2014)*

<sup>1</sup> Retitled as the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) with effect from March 2014.

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## A. Preliminary

### ***Purpose and Effective Date***

- A.1 We have revised the Main Board Rules and the GEM Rules (collectively the “**Listing Rules**”) to require the publication of Application Proofs<sup>2</sup>, PHIPs<sup>3</sup> and statements under Main Board Rule 9.08(2)(c) or GEM Rule 12.10(2)(c) (“**MB Rule 9.08/ GEM Rule 12.10 Statements**”) on the Exchange’s website.
- A.2 This guidance is on the logistical arrangements for the submission and publication of Application Proofs, PHIPs and MB Rule 9.08/ GEM Rule 12.10 Statement for Main Board and GEM applications on the Exchange’s website. Applicants and their sponsors must follow these arrangements and such others as may from time to time be prescribed by the Exchange.
- A.3 ~~This guidance will supersede the Revised Logistical Arrangements. For Posting WPIP on the HKEx Website dated 1 December 2011 applicable to Web Proof Information Packs (“WPIPs”) effective from 1 October 2013.~~ **(Deleted in November 2016)**

### ***Reference to the Listing Rules***

- A.4 Unless the context requires otherwise:
- (i) the reference to a “new applicant” or “applicant” includes a CIS applicant which is required to publish an Application Proof and a PHIP under Main Board Rules 20.25 and 20.26; and
  - (ii) the reference to a “sponsor” includes a “listing agent” or a person under whatever description appointed by a CIS applicant which is required to discharge the functions equivalent to those of a sponsor for the purpose of a listing of interests in a CIS under Chapter 20 of the Main Board Rules.
- A.5 An applicant should refer to Practice Note 22 to the Main Board Rules and Practice Note 5 to the GEM Rules for details on the publication requirements for Application

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<sup>2</sup> As defined in Main Board Rule 1.01 and GEM Rule 1.01

<sup>3</sup> As defined in Main Board Rule 1.01 and GEM Rule 1.01

Proofs and PHIPs, including:

- (i) language requirements;
- (ii) content requirements;
- (iii) legal compliance matters;
- (iv) prescribed timing for publication;
- (v) confidential filings; and
- (vi) publication of subsequent PHIPs with mark-ups against the previous proofs.

### ***Application***

A.6 The publication requirements for Application Proofs and PHIPs apply to any application for the new listing of:

- (i) securities under Chapter 9 of the Main Board Rules and Chapter 12 of the GEM Rules; and
- (ii) interests in a CIS under Chapter 20 of the Main Board Rules with a listing agent appointed to discharge the functions equivalent to those of a sponsor.

### ***Warning and Disclaimer Statements***

A.7 Minimum warning and disclaimer statements are set out in Part A and Part B respectively of [Enclosure 1](#). These warning and disclaimer statements are for reference only and are not intended to be prescriptive. An applicant can adopt warning and disclaimer statements that contain elements additional to but not detracting from those set out in [Enclosure 1](#).

### ***Redactions in Application Proof for Publication and PHIP***

A.8 (i) Extent of redactions:

\_\_\_\_\_ For the purpose of publication on the Exchange's website, unless consent is obtained for further redactions, an applicant must redact an Application Proof and a PHIP only to the extent necessary for these documents not to constitute a prospectus under section 2(1) of the Companies Ordinance<sup>1</sup>; or an advertisement under section 38B(1) of the Companies Ordinance<sup>1</sup>; or an invitation to the public in breach of section 103 of the Securities and Futures Ordinance (the "Relevant Laws"). Please refer to [Table A of Guidance Letter HKEX-GL56-13](#) [Enclosure](#)

2 on what information must be redacted in an Application Proof for publication purpose which also applies to a PHIP.

(ii) Consequence of inadequate redaction of information:

Inadequate redaction of information in an Application Proof or a PHIP for publication purpose is a breach of the Relevant Laws. The publication of unauthorised materials as a result of inadequate redaction of information in an Application Proof or a PHIP is likely to condition the market ahead of a properly authorised prospectus and affect market perceptions of an upcoming offer. We will take strict measures against such unauthorised published materials in order to “cool off” any undesirable impact on the market. These include requiring the immediate withdrawal of the unauthorised published materials, suspension of the vetting of the application for up to a month from the date of withdrawal of the unauthorised published materials. The listing timetable will be delayed as a result. (Updated in ~~November 2016~~ March and June 2014)

### ***Obligation to Update Information in PHIP***

A.9 Guidance Letter HKE~~X~~-GL56-13 provides guidance on what information may be bracketed (i.e. information which will be updated in subsequent drafts of a listing document), omitted and redacted in an Application Proof. For the avoidance of doubt, if the information is permitted to be omitted from the Application Proof for vetting, it should not be disclosed in the Application Proof for publication. To the extent practicable and except for offer-related information, bracketed or omitted information in an Application Proof should be updated or included upon the publication of the PHIP.

### ***Confidential Filing of Application Proof***

A.10 The Listing Rules provide for confidential filing of an Application Proof where, at the time of filing a listing application, an applicant has already been listed on a recognised overseas exchange for not less than five years and has a market capitalisation of not less than US\$400,000,000 or such higher value the Exchange as may determine from time to time (paragraph 18 of Practice Note 22 to the Main Board Rules and paragraph 17 of Practice Note 5 to GEM Rules). A recognised overseas exchange for this purpose means the main market<sup>4</sup> on any one of the exchanges listed below (which is

<sup>4</sup> A “main market” on one of the stock exchanges listed in paragraph A.10 refers to a full listing on a market of the relevant stock exchange that complies with the highest standards and full rigour of the rules and regulations of that particular market. For instance, a premium listing on the London Stock Exchange would

subject to change as the Exchange considers appropriate):

- (i) The Amsterdam Stock Exchange (NYSE Euronext – Amsterdam);
- (ii) The Australian Securities Exchange (ASX);
- (iii) The Brazilian Securities, Commodities and Futures Exchange (BM&FBOVESPA);
- (iv) The Frankfurt Stock Exchange (Deutsche Börse);
- (v) The Italian Stock Exchange (Borsa Italiana);
- (vi) The London Stock Exchange (premium segment, LSE);
- (vii) The Madrid Stock Exchange (Bolsa de Madrid);
- (viii) NASDAQ OMX (US);
- (ix) The New York Stock Exchange (NYSE Euronext (US));
- (x) The Paris Stock Exchange (NYSE Euronext – Paris);
- (xi) The Singapore Exchange (SGX);
- (xii) The Stockholm Stock Exchange (NASDAQ OMX – Stockholm);
- (xiii) The Swiss Exchange (SIX Swiss Exchange);
- (xiv) The Tokyo Stock Exchange (TSE); and
- (xv) The Toronto Stock Exchange (TMX).

### ***Waivers from Publication of Application Proof***

A.11 The Exchange or the Commission (as the case may be) may waive or modify the publication requirements for an Application Proof. An applicant is encouraged to consult the Exchange or the Commission (as the case may be) at an early stage if it envisages any difficulties in complying with the publication requirements (e.g. where the publication of an Application Proof will conflict with the laws of the foreign jurisdiction which the applicant is subject to or unduly prejudice an applicant's continuing listing status on an overseas exchange).

A.12 In the case of a spin-off from an overseas listed parent, the Exchange or the Commission (as the case may be) will only consider a waiver from the publication requirements on a case by case basis taking into account whether an applicant can generally satisfy (i), (ii) or (iii) below:

- (i) (a) the applicant's application for listing in Hong Kong is price sensitive to its overseas listed parent under the applicable rules of its primary listing venue;
- (b) the overseas listed parent is not required under the applicable rules of its primary listing venue to disclose the applicant's listing in Hong Kong (e.g. a safe harbour provisions are available under the rules of its primary listing venue); and

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meet the "main market" definition.

- (c) the overseas listed parent keeps and undertakes to keep the applicant's application for listing in Hong Kong confidential before the issue of the PHIP; or
- (ii) (a) the Application Proof contains price-sensitive information to the overseas listed parent under the applicable rules of its primary listing venue;
  - (b) the overseas listed parent is entitled to keep the price-sensitive information confidential under the applicable rules of its primary listing venue by redacting such information in the Application Proof; and
  - (c) the extent of the proposed redactions will make the content of the Application Proof and its publication meaningless; or
- (iii) the overseas listed parent's jurisdiction or the relevant exchange it is listed on has requirements or regulations that prevent the overseas listed parent or the applicant from publishing a draft listing document relating to the spin-off.

A.13 In the case of a spin-off from a parent listed on the Exchange, the Exchange or the Commission (as the case may be) will only consider a waiver from the publication requirements on a case by case basis in the light of the relevant application of the inside information<sup>5</sup> requirement as applicable to that case.

***Publication of MB Rule 9.08/ GEM Rule 12.10 Statements***

A.14 The publication of MB Rule 9.08/ GEM Rule 12.10 Statements must be in English and Chinese and submitted to the Exchange through HKE~~X~~\*-ESS. The Exchange will not review the statement, but applicants must submit a copy to the Exchange for its record prior to any publication. Applicants must ensure that these statements do not include information that (i) constitutes a prospectus under section 2(1) of the Companies Ordinance<sup>1</sup>; or an advertisement under section 38B(1) of the Companies Ordinance<sup>1</sup>; or an invitation to the public in breach of section 103 of the Securities and Futures Ordinance; (ii) discusses its proposed issue of securities; or (iii) promotes its securities to be issued or its listing. The statement will be published on a designated webpage for publication of Application Proofs, PHIPs, and MB Rule 9.08/ GEM Rule 12.10

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<sup>5</sup> "inside information" is defined under Part XIVA of the Securities and Futures Ordinance.

Statements (“**Designated Webpage**”) (see webpage layout in paragraph C1.1 and webpage contents in paragraph A.18). A recommended template for the publication of MB Rule 9.08/ GEM Rule 12.10 Statements is set out in **Enclosure 3. (Updated in March 2014)**

A.15 *(Deleted in September 2014)*

A.16 *(Deleted in September 2014)*

A.17 *(Deleted in September 2014)*

**Status Marks and Information on the Exchange’s Website<sup>6</sup>**

A.18 The Exchange will publish the following status marks and information on the Exchange’s website to indicate the status of each listing application:

Status Mark	Status of Listing Application	Information on the Exchange’s Website under the Designated Webpage
“Active”	Any valid listing or authorisation application and includes an application of which the review of a decision to return or reject the application is pending	<ul style="list-style-type: none"> <li>The contents of the latest submitted Application Proof, and any PHIPs and MB Rule 9.08/ GEM Rule 12.10 Statements submitted thereafter</li> </ul>
“Inactive” comprising: <ul style="list-style-type: none"> <li>“Lapsed”</li> <li>“Withdrawn”</li> <li>“Rejected”</li> </ul>	Any lapsed application Any withdrawn application Any rejected application	<ul style="list-style-type: none"> <li>The name of the applicant</li> <li>A record of the date and description of the documents previously published</li> </ul> <p><i>Note: The contents of all previously published documents will no longer be accessible</i></p>

<sup>6</sup> Paragraph 21 of Practice Note 22 to the Main Board Rules; paragraph 20 of Practice Note 5 to the GEM Rules.



Status Mark	Status of Listing Application	Information on the Exchange's Website under the Designated Webpage
"Listed"	Any application of which the applicant is subsequently listed on the Exchange	<ul style="list-style-type: none"> <li>• The name and the stock code of the applicant</li> <li>• The contents of the latest submitted Application Proof, and any PHIPs and MB Rule 9.08/ GEM Rule 12.10 Statements submitted thereafter can be viewed and downloaded under "Listed Company Information" on <a href="#">HKEXnews</a> website</li> </ul> <p><i>Note: The contents of all previously published documents which have been categorised as "Inactive" will no longer be accessible, but there will be a record of these documents</i></p>
"Returned"	Any application returned by the Exchange or the Commission (as the case may be) where all related review procedures on the decision to return the application have been completed or the time for invoking them has lapsed	<ul style="list-style-type: none"> <li>• The name of the applicant</li> <li>• The name of the sponsor or listing agent</li> <li>• The date of the Exchange's or the Commission's return decision</li> </ul> <p><i>Note: All other information previously categorised as "Active" will be removed</i></p>

## B. File Specifications and Submission Procedures

### *Submission through the e-Submission System (“HKE~~X~~\*-ESS”)*

B.1 HKE~~X~~\*-ESS is the Exchange’s system to enable registered users to submit documents electronically to the Exchange. The e-Submission System User Manual for Listing Related Matters (“**User Manual (Listing)**”) has been updated to include procedures on Application Proofs, PHIPs and MB Rule 9.08/ GEM Rule 12.10 Statements. Please access this document through the link at the bottom of the HKE~~X~~\*-ESS website at: <https://www.esubmission.hkex.com.hk>.

### *Publication of Application Proofs, PHIPs and MB Rule 9.08/ GEM Rule 12.10 Statements*

B.2 An applicant’s sponsor must arrange for publication on the applicant’s behalf of all Application Proofs, PHIPs and MB Rule 9.08/ GEM Rule 12.10 Statements on the Exchange’s website in accordance with the prescribed time limit in paragraph B.5 below.

B.3 For publication of Application Proofs, PHIPs and MB Rule 9.08/ GEM Rule 12.10 Statements on the Exchange’s website, a sponsor must first:

- (i) register with the Exchange’s Primary Market Information Team of the Exchange as a HKE~~X~~\*-ESS user at least three business days before any submission. We will assign a User ID and Password to each applying sponsor. If a sponsor is already a HKE~~X~~\*-ESS user, no re-registration is required and the previously allocated User ID and Password can be used for submission of Application Proofs, PHIPs and MB Rule 9.08/ GEM Rule 12.10 Statements through the HKE~~X~~\*-ESS; and
- (ii) obtain a company case number from the Listing Department – IPO Transactions Team for the applicant by filing a request form as set out in **Enclosure 4** at least one business day before the filing of the listing or authorisation application. This case number is specific to an applicant and it must be used for submissions of all Application Proofs, PHIPs and MB Rule 9.08/ GEM Rule 12.10 Statements under the same application.

B.4 Every Application Proof, PHIP and MB Rule 9.08/ GEM Rule 12.10 Statements must

be:

- (i) in a ready-to-publish electronic version in both English and Chinese when submitted through HKE~~X~~\*-ESS for publication (see paragraph B.9 below for large files); and
- (ii) accompanied by a written confirmation from each sponsor by facsimile, mail or hand to the Listing Department – IPO Transactions Team confirming that the submission of the Application Proof, PHIP or MB Rule 9.08/ GEM Rule 12.10 Statements is under the applicant’s authority (see sample at [Enclosure 5](#)).

B.5 The Exchange requires processing time to upload any submitted Application Proofs, PHIPs and MB Rule 9.08/ GEM Rule 12.10 Statements on the Exchange’s website. Applicants should early consult the Exchange on the estimated publication time to avoid delays. Priority will be given to PHIPs as it is not anticipated that Application Proofs and MB Rule 9.08/ GEM Rule 12.10 Statements will have the same time pressure for publication. Application Proofs are expected to be submitted on a business day during office hours between 9:00 a.m. and 6:00 p.m.. Barring unforeseen circumstances, the publication time of Application Proofs, PHIPs and MB Rule 9.08/ GEM Rule 12.10 Statements is:

- (i) when submitted through HKE~~X~~\*-ESS during the HKE~~X~~\*-ESS Operational Hours:

<b>HKE<del>X</del>*-ESS Operational Hours</b>	<b>Time of submitting the Application Proofs, PHIPs and MB Rule 9.08/ GEM Rule 12.10 Statements</b>	<b>Publication time on the Exchange’s website</b>
6:00 a.m. to 11:00 p.m. on Mondays to Fridays (business days only)	Before 6:00 p.m.	Before 11:00 p.m. on the same day
	After 6:00 p.m. where the next day is a business day	Before 12:00 noon on the next day
	After 6:00 p.m. where the next day is a non-business day  For example:	6:00 p.m. to 8:00 p.m. on a non-business day immediately before a business day

HKE <del>X</del> -ESS Operational Hours	Time of submitting the Application Proofs, PHIPs and MB Rule 9.08/ GEM Rule 12.10 Statements	Publication time on the Exchange's website
	(i) a submission after 6:00 p.m. on Friday where the next business day is Monday  (ii) a submission after 6:00 p.m. on Wednesday where the next business day is Friday	6:00 p.m. to 8:00 p.m. on Sunday  6:00 p.m. to 8:00 p.m. on Thursday
6:00 p.m. to 8:00 p.m. on a non-business day immediately before a business day (Saturdays are usually closed for maintenance)	Between 6:00 p.m. and 8:00 p.m.	Before 12:00 midnight on the same day

- (ii) if a PHIP is intended to be submitted on a day where no HKE~~X~~-ESS service is available, the following special arrangements can be made:

Special Submission Arrangements	Submission Method	Publication time on the Exchange's website
Notify the Listing Department – IPO Transactions Team not later than 2:00 p.m. on a business day immediately before the day special arrangements are to be made, and agree	Within the pre-agreed one-hour session, deliver the following to the Exchange:  (i) the relevant files set out in paragraph B.8 through  - email if the aggregate file size does not exceed 7MB; or	Before 12:00 midnight on the same day

Special Submission Arrangements	Submission Method	Publication time on the Exchange's website
with the Listing Department – IPO Transactions Team to arrange for a special window for submission of the PHIP within a one-hour session between 9:00 a.m. and 6:00 p.m. on the day with no HKE <del>X</del> *-ESS service	<ul style="list-style-type: none"> <li>- in other cases, through CD ROM; and</li> <li>(ii) <b>Enclosure 5</b> confirmation</li> </ul> <p>The CD ROM, where applicable and <b>Enclosure 5</b> must be hand delivered to the relevant IPO Team staff</p>	

### ***File Specifications***

- B.6 Every file comprising an Application Proof, PHIP or MB Rule 9.08/ GEM Rule 12.10 Statements (except for the file referred to in paragraph B.8(iii) below which is in Excel format) submitted for publication on the Exchange's website must be in a read-only PDF format. The copying and editing functions in the file must be disabled.
- B.7 A warning statement as set out in Part A of **Enclosure 1** in English and Chinese contained in separate files must be submitted to the Exchange through HKE~~X~~\*-ESS at the same time as the applicant submits its Application Proof. Only one submission of the warning statement is required for all related Application Proofs, PHIPs and MB Rule 9.08/ GEM Rule 12.10 Statements of an applicant. The warning statement may be revised from time to time as the applicant considers appropriate.
- B.8 Every English and Chinese version of an Application Proof and a PHIP submitted through HKE~~X~~\*-ESS (or on CD ROM for large files, see paragraph B.9 below) must contain the following:
- (i) a single file containing an Application Proof or a PHIP with bookmarks to enable readers to navigate easily between chapters of the document; and

- (ii) a multi-file of the same Application Proof or PHIP divided into different chapters as in the recommended contents layout in **Enclosure 6** in an Excel file as an index for each individual file.

MB Rule 9.08/ GEM Rule 12.10 Statements are required to be in a single file for each English and Chinese version. **(Updated in February 2014)**

- B.9 Each Application Proof, PHIP or MB Rule 9.08/ GEM Rule 12.10 Statements file submitted through HKE~~X~~\*-ESS must NOT be larger than 20MB and must not be in a compressed format (e.g. a “zip” file). If any file exceeds 20 MB, the applicant must submit the file on a CD ROM (together with **Enclosure 5**). The applicant must send the CD ROM to the collection box located at the following address during the operational hours of HKE~~X~~\*-ESS (see paragraph B11) as soon as other files (e.g. warning statements) where applicable are submitted through HKE~~X~~\*-ESS:

Primary Market Information Team,  
Listing Department,  
Hong Kong Exchanges and Clearing Limited,  
10th Floor, One International Finance Centre  
1 Harbour View Street,  
Central,  
Hong Kong

(Please write clearly “Application Proof or PHIP for Publication-[company case number]” on the envelope for identification purpose.) Failure to do so may delay the acceptance of an Application Proof or publication of a PHIP

- B.10 Please refer to the e-Submission System User Manual For Publication Related Matters (“**User Manual (Publication)**”) for the file specifications of Application Proofs, PHIPs and MB Rule 9.08/ GEM Rule 12.10 Statements. You can access the document through the link shown at the bottom of the HKE~~X~~\*-ESS website at: <https://www.esubmission.hkex.com.hk>. In particular, please refer to the following headings:

- (i) “File Name Convention and Recommended File Size” section of Appendix G of the User Manual (Publication) for filename convention;

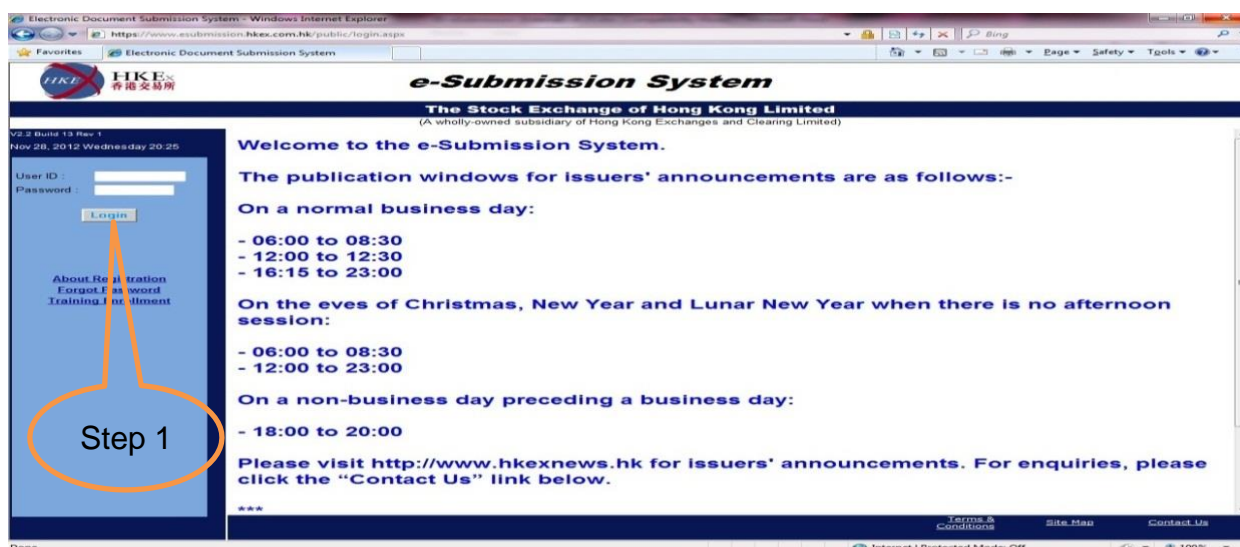
- (ii) “Excel Spreadsheet” section of Appendix G of the User Manual (Publication) for guidelines on preparing the excel spreadsheet; and
- (iii) Guidelines on how to create bookmarks within a document (in PDF format) in Appendix H of the User Manual (Publication).

## Submission Steps

### B.11 Step 1: Log in.

When submitting an Application Proof/PHIP, the sponsor is required to log in to HKE~~X~~\*ESS (using the User ID and Password previously issued by the Exchange) at: <https://www.esubmission.hkex.com.hk> during:

- 6:00 a.m. to 11:00 p.m. on Mondays to Fridays (business days only)
- 6:00 p.m. to 8:00 p.m. on a non-business day immediately before a business day (i.e. Saturdays are excluded)



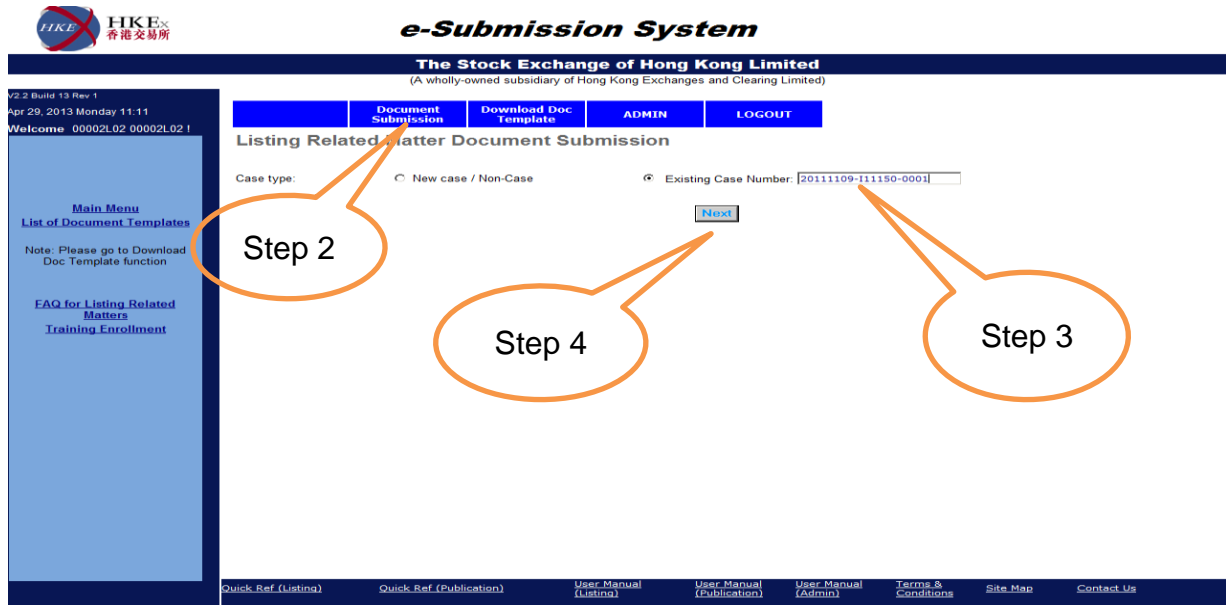
Step 2 Select “Submit Document” under “Document Submission” after logging in.

In the “Document Submission” pull down box.

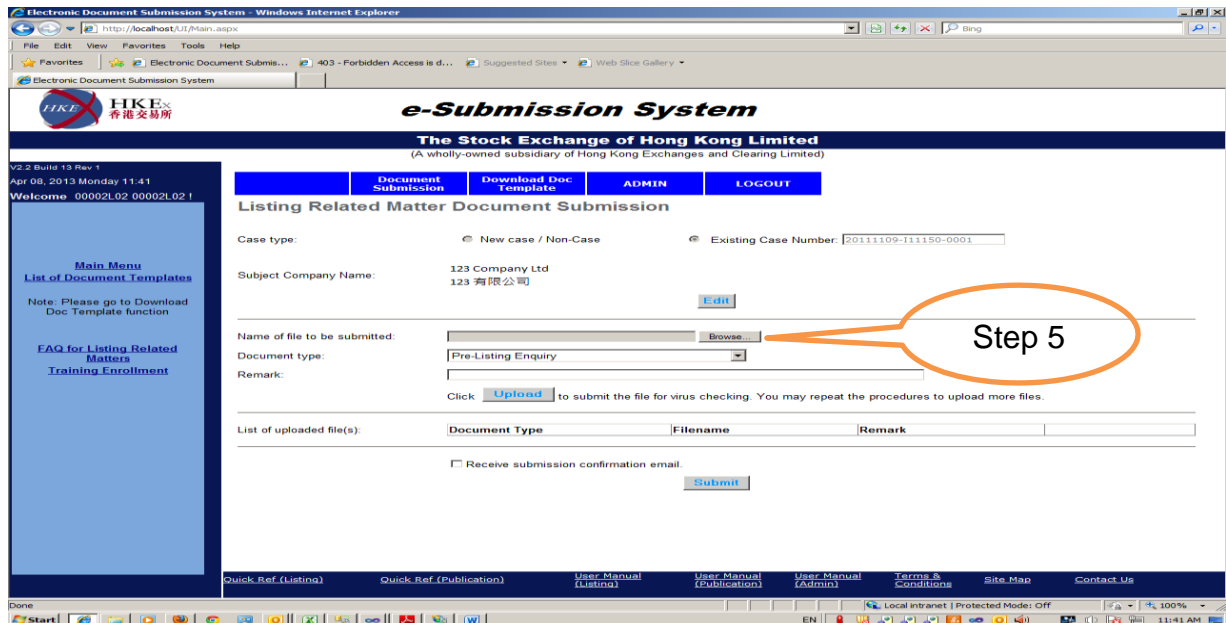
Step 3 Click the “Existing Case Number” button. Then input the case number assigned to the new listing application. Use the same case number for all

Application Proofs, PHIPs and MB Rule 9.08/ GEM Rule 12.10 Statements submitted by the same applicant under the same application.

Step 4 Click the “Next” button to view the next screen.

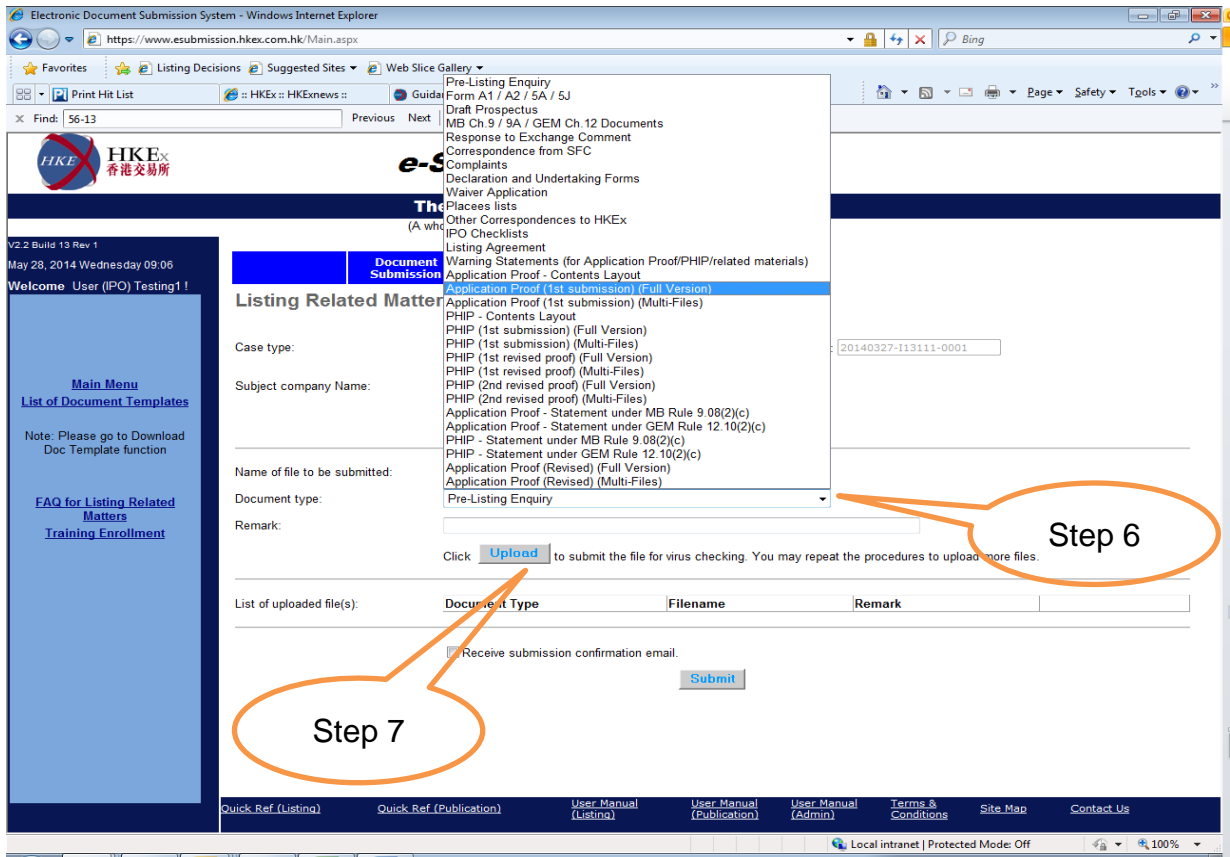


Step 5 Click the “Browse” button to select the file to be submitted from original location.



Step 6 Select Document Type from the draw-down box (see **Table** below with corresponding user guide): **(Updated in June 2014)**





**Table**

Document Type	User Guide
Warning Statements (for Application Proof/ PHIP/ related materials)	See paragraph A.7 above
Application Proof – Contents Layout	See Enclosure 6 below
Application Proof (1st submission) (Full version)	Publication of an Application Proof under a listing application
Application Proof (1st submission) (Multi-Files)	
PHIP – Contents Layout	See Enclosure 6 below
PHIP (1st submission) (Full version)	1st publication of a PHIP
PHIP (1st submission) (Multi-Files)	
PHIP (1st revised proof) (Full version)	Publication of the 1st revised PHIP
PHIP (1st revised proof) (Multi-Files)	
PHIP (2nd revised proof) (Full version)	Publication of the 2nd revised PHIP
PHIP (2nd revised proof) (Multi-Files)	
Application Proof-Statement under Main Board Rule 9.08(2)(c)	See paragraph A.14 above
Application Proof-Statement under GEM Rule 12.10(2)(c)	

Document Type	User Guide
PHIP-Statement under Main Board Rule 9.08(2)(c)	See paragraph A.14 above
PHIP-Statement under GEM Rule 12.10(2)(c)	
Application Proof (Revised) (Full version)	Publication of any revision to the Application Proof published under a listing application. Revisions must be blacklined
Application Proof (Revised) (Multi-Files)	

Step 7 Click the “Upload” button to upload the file to be submitted.

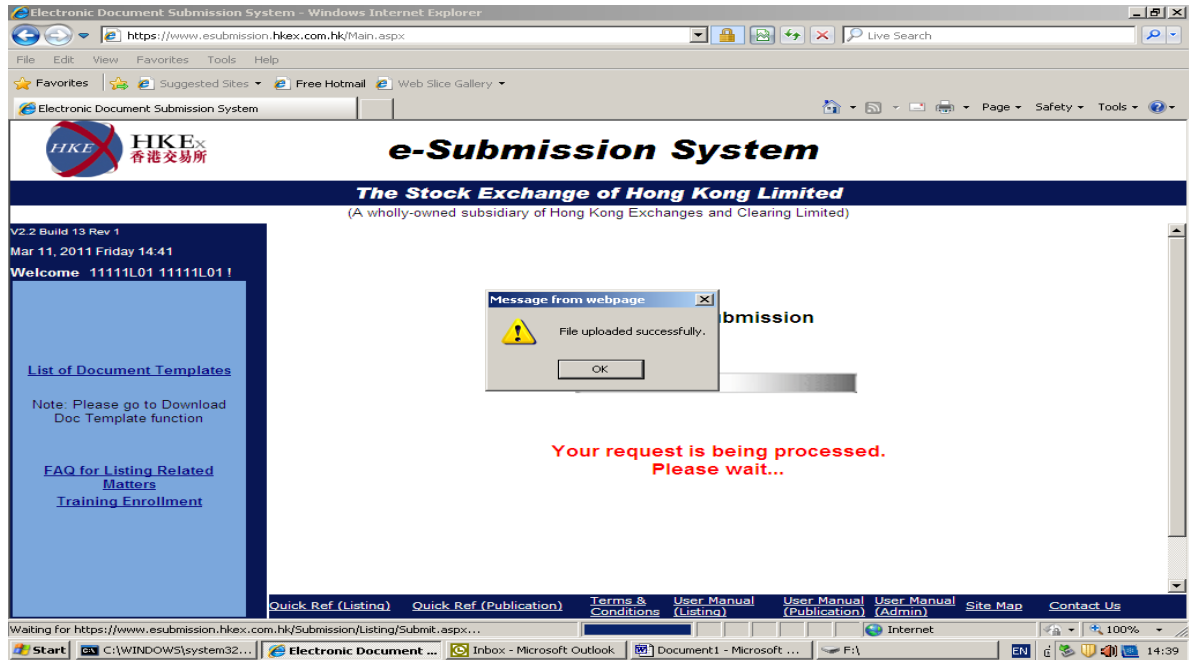
Step 8 Repeat Steps 4 to 7 until all the files are uploaded.

Step 9 Input the relevant “Contact Person” and “Contact Number”.

Step 10 Click the “Submit” button to submit all files.

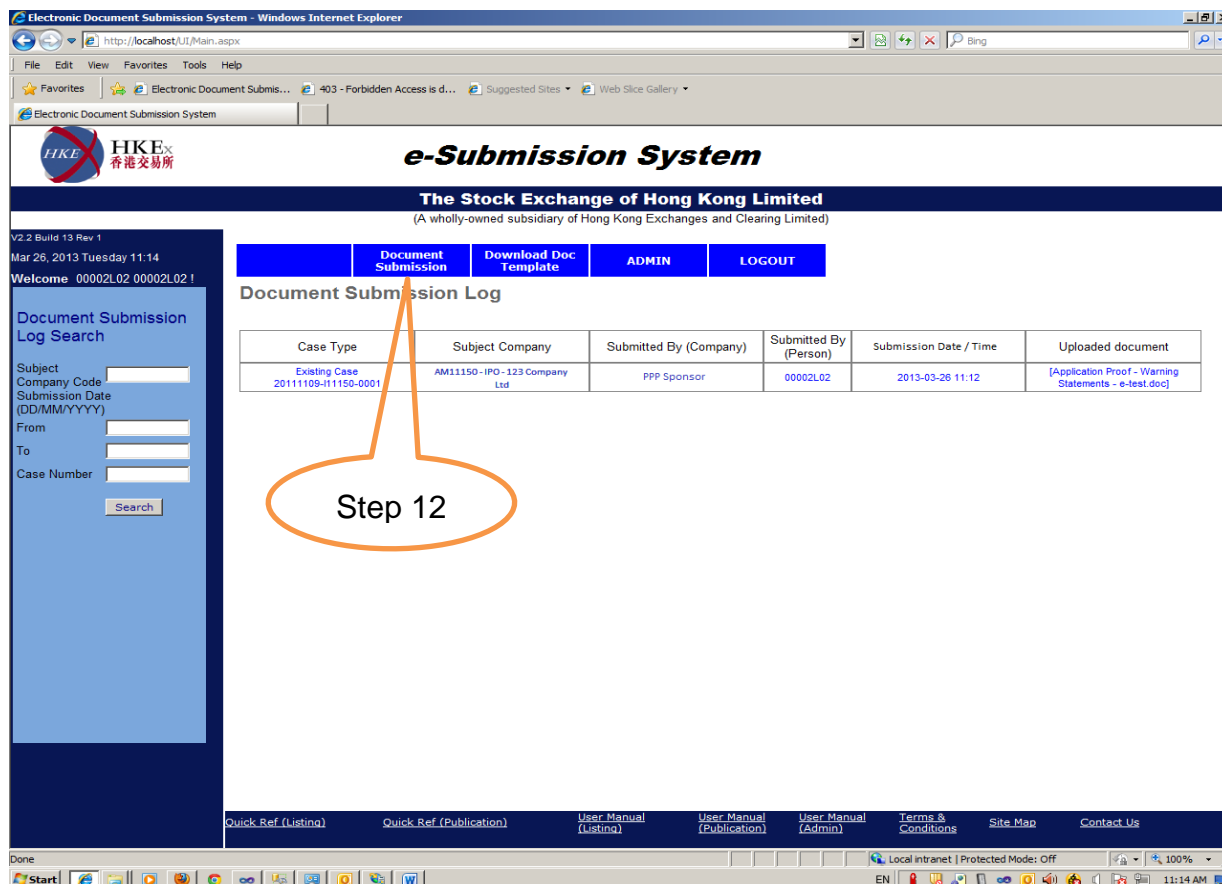
The screenshot shows the HKE e-Submission System interface. The main form area is titled "Listing Related Matter Document Submission". It includes a navigation menu on the left, a top navigation bar with "Document Submission", "Download Doc Template", "ADMIN", and "LOGOUT", and a main form area. The form contains fields for "Case type", "Subject company Name", "Name of file to be submitted", "Document type", and "Remark". Below these is a table of "List of uploaded file(s)" with columns for "Document Type", "Filename", and "Remark". At the bottom of the form are fields for "Contact Person" and "Contact Number", a "MANDATORY FIELDS" label, a checkbox for "Receive submission confirmation email", and a "Submit" button. Two orange callout boxes highlight the "Submit" button (labeled "Step 10") and the "Contact Person" and "Contact Number" fields (labeled "Step 9").

- Step 11 Check the completeness of the files on “List of Uploaded Files”. Click the “Confirm” button to submit document(s) or click the “Previous” button to return to the previous page for amendment if necessary.



The system will display “File uploaded successfully”.

Step 12 Select “Document Submission Log” under “Document Submission” to view the submission details, e.g. document submitted, date and time of submission



**C. Display of Application Proof, PHIP and MB Rule 9.08/ GEM Rule 12.10 Statements on the Exchange’s Website**

C.1 To view Application Proofs, PHIPs and MB Rule 9.08/ GEM Rule 12.10 Statements submitted by applicants:

## For Main Board Applicants

C1.1 Click the “Application Proof and PHIP” button found on: <http://www.hkexnews.hk> to access the Designated Webpage.

The screenshot shows the HKEXnews website interface. At the top, there is a navigation menu with three main categories: 'Listed Company Information', 'Shareholding Disclosures', and 'Issuer-related Information'. Under 'Issuer-related Information', there is a link for 'Application Proof & PHIP'. Below the menu, the page title is 'Application Proof, PHIP and Related Materials'. The page is updated as of 1 October 2013. A section titled '1. Active' contains a table of companies. The first company listed is 'ABC Limited'. A callout points to the 'Application Proof & PHIP' link in the menu, and another callout points to 'ABC Limited' in the table.

**HKEXnews 披露易** 繁體 | 简体

**Listed Company Information**

- Latest Information
- Simple Search
- Advanced Search

**Shareholding Disclosures**

- Disclosure of Interests
- CCASS Shareholding Search

**Issuer-related Information**

- Prolonged Suspension Status Report
- Share Repurchases Reports
- Application Proof & PHIP

**Issuer-related Information**

**Application Proof, PHIP and Related Materials**

Updated: 1 October 2013

Click here for meanings of the "Active", "Inactive", "Listed" and "Returned" status marks.

**1. Active**

Applicant
ABC Limited
GGG COMPANY
HHH Limited
MMM Limited
YYY Limited

**2. Inactive**

**3. Listed**

**4. Returned**

**Application Proof and PHIP**

Year	2014	2013
Download the Consolidated Index		

▶ Click here for WPIP posted before 1/10/2013.

▶ Guidance on Logistical Arrangements

Listed Company Information	Shareholding Disclosures	Issuer-related Information
<ul style="list-style-type: none"> <li>Latest Information</li> <li>Simple Search</li> <li>Advanced Search</li> </ul>	<ul style="list-style-type: none"> <li>Disclosure of Interests</li> <li>CCASS Shareholding Search</li> </ul>	<ul style="list-style-type: none"> <li>Prolonged Suspension Status Report</li> <li>Share Repurchases Reports</li> <li>Application Proof &amp; PHIP</li> </ul>

**Issuer-related Information**

Print Friendly 

**Application Proof, PHIP and Related Materials**

Main Board Growth Enterprise Market

Click "Application Proof & PHIP"

Updated: 24 November 2014

Click here for meanings of the "Active", "Inactive", "Listed" and "Returned" status marks

**1. Active**

Latest Posting Date ▼/△	Applicants ▼/△
<b>(A) Applicants who have issued Application Proofs only</b>	
2014-09-17	Company A
2014-09-13	Company B
2014-09-10	Company C
<b>(B) Applicants who have issued Application Proofs and PHIPs</b>	
2014-09-20	Company D
2014-09-13	Company E
2014-09-05	Company F

Click "here" for Status Marks explanations

Click "Company A" for its Application Proof & PHIP (See C.3)

**2. Inactive**

**3. Listed**

**4. Returned**

**Application Proof and PHIP**

Year	2014
Download the Consolidated Index	

► [Guidance on Logistical Arrangements](#)

**(Updated in November 2016)**

## Status Marks explanations for Main Board Applicants

Status Mark	Status of Listing Application	Information on the Exchange's Website under the Designated Webpage
"Active"	Any valid listing or authorisation application and includes an application of which the review of a decision to return or reject the application is pending	<ul style="list-style-type: none"> <li>The contents of the latest submitted Application Proof, and any PHIPs and MB Rule 9.08 Statements submitted thereafter</li> </ul>
"Inactive" comprising:		<ul style="list-style-type: none"> <li>The name of the applicant</li> <li>A record of the date and description of the documents previously published</li> </ul>
• "Lapsed"	Any lapsed application	
• "Withdrawn"	Any withdrawn application	Note: The contents of all previously published documents will no longer be accessible
• "Rejected"	Any rejected application	
"Listed"	Any application of which the applicant is subsequently listed on the Exchange	<ul style="list-style-type: none"> <li>The name and stock code of the applicant</li> <li>The contents of the latest submitted Application Proof, and any PHIPs and MB Rule 9.08 Statements submitted thereafter can be viewed and downloaded under "<a href="#">Listed Company Information</a>" on HKExnews website</li> </ul> <p>Note: The contents of all previously published documents which have been categorised as "Inactive" will no longer be accessible, but there will be a record of these documents</p>
"Returned"	Any application returned by the Exchange or the Commission (as the case maybe) where all related review procedures on the decision to return the application have been completed or the time for invoking them has lapsed	<ul style="list-style-type: none"> <li>The name of the applicant</li> <li>The name of the sponsor or listing agent</li> <li>The date of the Exchange's or the Commission's return decision</li> </ul> <p>Note: All other information previously categorised as "Active" will be removed</p>

## For GEM Applicants

C.1.2 Click the “Application Proof and PHIP” button found in:

[http://www.hkgem.com/newlistings/e\\_app.htm](http://www.hkgem.com/newlistings/e_app.htm)

[http://www.hkgem.com/research/listingmatters/e\\_default.htm](http://www.hkgem.com/research/listingmatters/e_default.htm) to access the

Designated Webpage. **(Updated in November 2016)**

The screenshot displays the GEM website interface. The top navigation bar includes the GEM logo, the tagline 'A "Buyers Beware" Market for Informed Investors', and a menu. The main content area is titled 'Issuer-related Information' and 'Application Proof, PHIP and Related Materials'. It features a sidebar on the left with various navigation links. The main content includes a date 'Updated: 1 October 2013' and a link for status mark explanations. A table lists applicants under the 'Active' status, with a callout box pointing to the table header. Below the table, there are sections for 'Inactive', 'Listed', and 'Returned' status marks, and a section for 'Application Proof and PHIP' with a table of download links for 2014 and 2013. At the bottom, there are two links: 'Click here for WPIP posted before 1/10/2013.' and 'Guidance on Logistical Arrangements'.

**Issuer-related Information**  
**Application Proof, PHIP and Related Materials**

Updated: 1 October 2013  
Click here for meanings of the "Active", "Inactive", "Listed" and "Returned" status marks.

**1. Active**

Applicant
ABC Limited
GGG COMPANY
HHH Limited
MMM Limited
YYY Limited

**2. Inactive**  
**3. Listed**  
**4. Returned**

**Application Proof and PHIP**

Year	2014	2013
Download the Consolidated Index		

▶ Click here for WPIP posted before 1/10/2013.  
▶ Guidance on Logistical Arrangements



創業板 (Growth Enterprise Market) A "Buyers Beware" Market for Informed Investors --Menu--

中文繁體 中文簡體 HOME

About GEM  
Listing Rules  
News, Prices & Trading Information  
Market Statistics  
Latest Company Announcements  
New Listings  
Information on Listed Companies  
Library  
Investor Education

### Issuer-related Information

#### Application Proof, PHIP and Related Materials

Updated: 24 November 2014

Click here for meanings of the "Active", "Inactive", "Listed" and "Returned" status marks.

**1. Active**

Latest Posting Date ▼/△	Applicants ▼/△
<b>(A) Applicants who have issued Application Proofs only</b>	
2014-09-17	Company A
2014-09-13	Company B
2014-09-10	Company C
<b>(B) Applicants who have issued Application Proofs and PHIPs</b>	
2014-09-20	Company D
2014-09-13	Company E
2014-09-05	Company F

Click "here" for Status Marks explanations

**2. Inactive**

**3. Listed**

**4. Returned**

#### Application Proof and PHIP

Year 2014  
Download the Consolidated Index

▶ Guidance on Logistical Arrangements

## Status Marks explanations for GEM applicants

Status Mark	Status of Listing Application	Information on the Exchange's Website under the Designated Webpage
"Active"	Any valid listing and includes an application of which the review of a decision to return or reject the application is pending	<ul style="list-style-type: none"> <li>The contents of the latest submitted Application Proof, and any PHIPs and GEM Rule 12.10 Statements submitted thereafter</li> </ul>
"Inactive" comprising:		<ul style="list-style-type: none"> <li>The name of the applicant</li> <li>A record of the date and description of the documents previously published</li> </ul>
• "Lapsed"	Any lapsed application	Note: The contents of all previously published documents will no longer be accessible
• "Withdrawn"	Any withdrawn application	
• "Rejected"	Any rejected application	
"Listed"	Any application of which the applicant is subsequently listed on the Exchange	<ul style="list-style-type: none"> <li>The name and stock code of the applicant</li> <li>The contents of the latest submitted Application Proof, and any PHIPs and GEM Rule 12.10 Statements submitted thereafter can be viewed and downloaded under "<a href="#">Listed Company Information</a>" on HKExnews website</li> </ul> <p>Note: The contents of all previously published documents which have been categorised as "Inactive" will no longer be accessible, but there will be a record of these documents</p>
"Returned"	Any application returned by the Exchange where all related review procedures on the decision to return the application have been completed or the time for invoking them has lapsed	<ul style="list-style-type: none"> <li>The name of the applicant</li> <li>The name of the sponsor</li> <li>The date of the Exchange's return decision</li> </ul> <p>Note: All other information previously categorised as "Active" will be removed</p>

C.2 Click the applicant’s name to view Application Proofs, PHIPs, MB Rule 9.08/ GEM Rule 12.10 Statements. For example, viewers can click the “[Company ABC Limited](#)” button to select the Application Proof and PHIP submitted by [Company ABC Limited](#) (see C.3 below).

C.3 A warning statement page as shown below will be displayed. You must click the “Accept” button to go to the next screen.

The screenshot shows the HKExnews website interface. At the top, there is a navigation bar with the HKEx logo and the text 'HKExnews 披露易'. Below this, there are three main menu categories: 'Listed Company Information', 'Shareholding Disclosures', and 'Issuer-related Information'. The 'Issuer-related Information' category is expanded, showing a list of items including 'Application Proof & PHIP'. Below this, there is a section titled 'Issuer-related Information' for 'ABC Limited', with the text 'Application Proof, PHIP and Related Materials'. A callout bubble with an orange border points to the 'Warning Statement' link, with the text 'Click to view Warning Statement' inside. Below the callout, there is a 'Warning Statement' section with a declaration text. At the bottom of the page, there are two buttons: 'Accept' and 'Do Not Accept'.

C.4 Click the “Active” button: The most recent Application Proof or PHIP will appear at the top of the list as shown below:

The screenshot shows the HKExnews website interface, similar to the previous one. The 'Warning Statement' section is now expanded, showing a table of documents. The table has two columns: 'Date of Posting' and 'Document'. The most recent document is at the top of the list.

Date of Posting	Document
2 November 2014	PHIP (1st revised proof) (Full Version)
2 November 2014	PHIP (1st revised proof) (Multi-Files)
13 October 2014	PHIP (1st submission) (Full Version)
13 October 2014	PHIP (1st submission) (Multi-Files)
9 October 2014	Statement under MB Rule 9.08(2)(c)
1 October 2014	Application Proof (1st submission) (Full Version)
1 October 2014	Application Proof (1st submission) (Multi-Files)

C.5 Click the “Inactive” button:

The screenshot shows the HKEnews website interface. At the top, there is a navigation bar with the HKEnews logo and the text '披露易'. To the right, there are links for '繁體 | 简体' and the HKE logo with 'HKEx 香港交易所'. Below the navigation bar, there are three main sections: 'Listed Company Information', 'Shareholding Disclosures', and 'Issuer-related Information'. The 'Issuer-related Information' section is expanded, showing a list of links: 'Prolonged Suspension Status Report', 'Share Repurchases Reports', and 'Application Proof & PHIP'. A 'more' link is also present. Below this, there is a 'Print Friendly' button and two tabs: 'Main Board' and 'Growth Enterprise Market'. The main content area is titled 'Issuer-related Information' and 'Application Proof, PHIP and Related Materials'. The status is 'Inactive'. Below this, it says 'Updated : 1 October 2013'. A table lists the following data:

Applicant	Status
BBB Limited	Withdrawn
CDE Limited	Rejected
CCC Limited	Lapsed
XXX Limited	Withdrawn
AAA Limited	Lapsed
YYY Limited	Rejected

C.6 Click the “Listed” button:

The screenshot shows the HKEnews website interface, similar to the previous one. The 'Issuer-related Information' section is expanded, showing the same list of links. The 'Print Friendly' button and 'Main Board' / 'Growth Enterprise Market' tabs are also present. The main content area is titled 'Issuer-related Information' and 'Application Proof, PHIP and Related Materials'. The status is 'Listed'. Below this, it says 'Updated : 1 October 2013'. A table lists the following data:

Stock Code	Applicant
90000	ABC Limited
90001	BBB Limited
90003	CDE Limited
90004	CCC Limited

C.7 Click the “Returned” button:

The screenshot shows the HKExnews website interface. At the top, there is a navigation bar with 'HKExnews 披露易' and '繁體 | 简体' options. Below this are three main categories: 'Listed Company Information', 'Shareholding Disclosures', and 'Issuer-related Information'. The 'Issuer-related Information' category is selected, showing sub-links for 'Prolonged Suspension Status Report', 'Share Repurchases Reports', and 'Application Proof & PHIP'. A 'Print Friendly' button is visible. The main content area is titled 'Application Proof, PHIP and Related Materials' and 'Returned'. It is updated as of 1 October 2013. A note explains that the date of return refers to the decision of the Exchange or the Commission. A table below lists the applicants and their sponsors.

Applicant	Sponsors	Date of return of application *
YYY Limited	Sponsor A Limited	13 May 2014
SSS Limited	Sponsor B Limited	1 June 2014

## D. Searching for an Application Proof, PHIP and MB Rule 9.08/ GEM Rule 12.10 Statements on the Exchange’s Website

D.1 Select the following headline categories (see Appendix 24 of the Main Board Rules and Appendix 17 of the GEM Rules) to search for Application Proofs and PHIPs submitted by an applicant after listing:

Tier 1 headline: Application Proofs and Post Hearing Information Packs or PHIPs

Tier 2 headline: Application Proof and related materials

Post Hearing Information Pack or PHIP or related materials

D.2 In the “News Title” box insert an appropriate description of the document, e.g.

Application Proof (1st submission)

Application Proof (2nd submission)

Application Proof (3rd submission)

PHIP (1st submission)

PHIP (1st revised proof)

PHIP (2nd revised proof)

Application Proof-Statement under MB Rule 9.08(2)(c)

PHIP-Statement under MB Rule 9.08(2)(c)

Application Proof-Statement under GEM Rule 12.10(2)(c)

PHIP-Statement under GEM Rule 12.10(2)(c)

The screenshot shows the HKExnews 披露易 website. At the top, there is a navigation bar with three main sections: "Listed Company Information", "Shareholding Disclosures", and "Issuer-related Information". Each section lists various search options like "Latest Information", "Disclosure of Interests", and "Prolonged Suspension Status Report".

Below the navigation bar is a section titled "Listed Company Information Advanced Search - Current Securities". It includes a disclaimer and a search form. The search form has several fields and options:

- Stock Code**: Input field with a "List of Stock Codes" link.
- Stock Name**: Input field with a "List of Stock Names" link.
- Headline Category and Document Type\***: A section with radio buttons for "ALL" and "Headline Category (For documents since 25 June 2007)". A dropdown menu is open, showing "ALL", "Application Proofs or related materials", and "Post Hearing Information Packs or PHIPs or related materials".
- Document Type (For documents prior to 25 June 2007)**: A dropdown menu set to "ALL".
- Date of Release\***: Radio buttons for "Start Date" and "End Date" with date pickers (19/03/2013 and 19/04/2013), and a "Last 7 days" option.
- Sort by\***: Radio buttons for "Date/time", "Stock Code", and "Stock Name".
- Buttons**: "Search" and "Clear" buttons.

### D.3 Search functions of Application Proof and PHIP at the respective Main Board or GEM Designateds.

#### D.3.1 Search by Year.

The screenshot shows the HKExnews website interface. At the top, there is a navigation bar with the HKExnews logo and the Chinese characters '披露易'. To the right, there are links for '繁體' (Traditional Chinese) and '简体' (Simplified Chinese), and the HKEx logo with '香港交易所' (Hong Kong Exchange).

Below the navigation bar, there are three main categories of information:

- Listed Company Information:**
  - Latest Information
  - Simple Search
  - Advanced Search
- Shareholding Disclosures:**
  - Disclosure of Interests
  - CCASS Shareholding Search
- Issuer-related Information:**
  - Prolonged Suspension Status Report
  - Share Repurchases Reports
  - Application Proof & PHIP

There is a 'more' link next to the Issuer-related Information category.

Below these categories, there is a section titled 'Issuer-related Information' with a sub-section 'Application Proof, PHIP and Related Materials'. To the right of this section, there is a 'Print Friendly' button and two tabs: 'Main Board' and 'Growth Enterprise Market'.

The page is updated on 1 October 2013. The search results are for the year 2013.

Date of First Posting	Applicant	Status
01/10/2013	WWW Limited	Active
01/09/2013	DDD Limited	Lapsed
30/07/2013	EEE Limited	Listed
15/06/2013	ZZZ Limited	Rejected
04/06/2013	TTT Limited	Withdrawn

#### D.3.2 Search by Consolidated Excel Index.

	A	B	C
1	<b>Date of First Posting</b>	<b>Applicant</b>	<b>Status</b>
2	01/10/2014	<a href="#">ABC Company</a>	Active
3	10/09/2014	<a href="#">AAA Company</a>	Listed
4	24/08/2014	<a href="#">Sun Company</a>	Withdrawn
5	20/07/2014	<a href="#">Moon Company</a>	Lapsed
6	10/06/2014	<a href="#">CCC Company</a>	Rejected
7			

**Part A – Minimum Warning Statement in a Dedicated Section of the Exchange’s Website**

Warning Statement
<p>The documents which you will access by clicking the acceptance button below (“<b>these documents</b>”) are being published by [the name of the applicant] (the “<b>Company</b>”) as required by The Stock Exchange of Hong Kong Limited/ the Securities and Futures Commission under the Listing Rules. These documents should not be accessed by persons located in any jurisdictions where the provision of the following information may breach local securities law.</p> <p>Each of these documents is in draft form. The information contained in it is incomplete and is subject to change which can be material. If an offer or an invitation is made to the public in Hong Kong in due course, prospective investors are reminded to make their investment decisions solely based on the Company’s [prospectus registered with the Registrar of Companies in Hong Kong] [offering circular authorised by the Securities and Futures Commission under Section 105 of the Securities and Futures Ordinance], copies of which will be distributed during the offer period.</p> <p>The Stock Exchange of Hong Kong Limited and the Securities and Futures Commission give no indication that the application to which these documents relate has been approved for listing and take no responsibility for the contents of the Company’s information published on this website, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information.</p> <p>The Company, its sponsors, advisers and members of the underwriting syndicate do not have any obligation or liability to its investors in relation to these documents except for the Company’s obligation to submit these documents for publication on the Exchange’s website.</p>

I hereby declare that I am a resident of Hong Kong or I am not prohibited by any laws and regulations from gaining access to the applicant’s documents referred to in the above warning statement and I confirm that I have read the warning statement before proceeding to the next web page.

Viewer can choose to accept or not to accept the statement above \*

\* *This statement is provided by the Exchange for reference only.*

**Part B – Minimum Disclaimer Statement on an Application Proof and a PHIP**

1. Minimum Disclaimer Statement on the Front Page of an Application Proof and a Post Hearing Information Pack (PHIP)

The Stock Exchange of Hong Kong Limited and the Securities and Futures Commission take no responsibility for the contents of this [\*Application Proof] [\*PHIP], make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this [\*Application Proof] [\*PHIP].

[\*Application Proof] [\*Post Hearing Information Pack] of

[name of the applicant] (the “**Company**”)  
(a company incorporated in[ ])

WARNING

The publication of this [\*Application Proof] [\*PHIP] is required by The Stock Exchange of Hong Kong Limited (the “Exchange”)/ the Securities and Futures Commission (the “Commission”) solely for the purpose of providing information to the public in Hong Kong.

This [\*Application Proof] [\*PHIP] is in draft form. The information contained in it is incomplete and is subject to change which can be material. By viewing this document, you acknowledge, accept and agree with the Company, its sponsor, advisers or member of the underwriting syndicate that:

- (a) this document is only for the purpose of providing information about the Company to the public in Hong Kong and not for any other purposes. No investment decision should be based on the information contained in this document;
- (b) the publication of this document or supplemental, revised or replacement pages on the Exchange’s website does not give rise to any obligation of the Company, its sponsor, advisers or members of the underwriting syndicate to proceed with an offering in Hong Kong or any other jurisdiction. There is no assurance that the Company will proceed with the offering;



- (c) the contents of this document or supplemental, revised or replacement pages may or may not be replicated in full or in part in the actual final listing document;
- (d) the [\*Application Proof] [\*PHIP] is not the final listing document and may be updated or revised by the Company from time to time in accordance with the Listing Rules;
- (e) this document does not constitute a prospectus, offering circular, notice, circular, brochure or advertisement offering to sell any securities to the public in any jurisdiction, nor is it an invitation to the public to make offers to subscribe for or purchase any securities, nor is it calculated to invite offers by the public to subscribe for or purchase any securities;
- (f) this document must not be regarded as an inducement to subscribe for or purchase any securities, and no such inducement is intended;
- (g) neither the Company nor any of its affiliates, advisers or underwriters is offering, or is soliciting offers to buy, any securities in any jurisdiction through the publication of this document;
- (h) no application for the securities mentioned in this document should be made by any person nor would such application be accepted;
- (i) the Company has not and will not register the securities referred to in this document under the United States Securities Act of 1933, as amended, or any state securities laws of the United States;
- (j) as there may be legal restrictions on the distribution of this document or dissemination of any information contained in this document, you agree to inform yourself about and observe any such restrictions applicable to you; and
- (k) the application to which this document relates has not been approved for listing and the Exchange and the Commission may accept, return or reject the application for the subject public offering and/ or listing.

If an offer or an invitation is made to the public in Hong Kong in due course, prospective investors are reminded to make their investment decisions solely based on [the Company's prospectus registered with the Registrar of Companies in Hong Kong] [offering circular authorised by the Commission under Section 105 of the Securities and Futures Ordinance],

copies of which will be distributed to the public during the offer period.

2. Warning Statement – There should be a prominent warning statement on each page of this document displayed on the Exchange’s website stating that this document is in draft form, incomplete and subject to change and that the information must be read in conjunction with the section headed “Warning” on the cover of this document.

*\* delete as appropriate*

~~Recommended redactions in an Application Proof and a PHIP for Publication on the Exchange's Website (Updated in September 2014)~~

**Notes:**

—

~~1. Please refer to Table A of Guidance Letter HKEx-GL56-13 on what information may be bracketed (i.e. information which will be updated in subsequent proofs), omitted and redacted in an Application Proof. For the avoidance of doubt, if the information is permitted to be omitted from the Application Proof for vetting, it should not be disclosed in the Application Proof for publication.~~

~~2. To the extent practicable and except for offer-related information, bracketed or omitted information in an Application Proof should be updated or included on the publication of the related PHIP.~~

~~**(Deleted in November 2016)**~~

**Recommended Template for MB Rule 9.08/ GEM Rule 12.10 Statements**

*“This announcement is a statement made under [\*Main Board Rule 9.08(2)(c)/ GEM Rule 12.10(2)(c)] (Note)*

*We noted [source of media reports] on [date] subsequent to the publication of the [\*Application Proof/ PHIP] on [date]. No reliance should be placed on the [media reports identified].*

*The publication of the [\*Application Proof/ PHIP] and this document is only for the purpose of providing information about the Company and not for any other purposes. No investment decision should be based on the information contained in [\*Application Proof/ PHIP] or this announcement.*

*This announcement does not constitute a prospectus, offering circular, notice, circular, brochure or advertisement offering to sell any securities to the public in any jurisdiction. It is also not an invitation to the public to make offers to subscribe for or purchase any securities, nor is it calculated to invite offers by the public to subscribe for or purchase any securities.*

*This announcement is made by the order of the Company. The Company’s Board of Directors collectively and individually accept responsibility for the accuracy of this announcement.”*

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Note: The applicant must ensure that the statement does not (i) include information that will constitute a prospectus under section 2(1) of the Companies Ordinance<sup>1</sup> as amended from time to time (Cap. 32) (“**Companies Ordinance**”); or an advertisement under section 38B(1) of the Companies Ordinance<sup>1</sup>; or an invitation to the public in breach of section 103(1) of the Securities and Futures Ordinance as amended from time to time (Cap. 571), (ii) discusses the applicant’s proposed issue of securities; or (iii) promotes its securities to be issued or its listing. **(Updated in March 2014)**

*\* delete as appropriate*

**Recommended Template for a Request for a Company Case number for a New Application**

[Letterhead of IPO sponsor]

[date]

By fax (2295 0198) and by mail

To: IPO Transactions Team  
Listing Department  
The Stock Exchange of Hong Kong Limited  
11th Floor, One International Finance Centre  
1 Harbour View Street, Central  
Hong Kong

Attention: [Head of IPO]

**Company** : [ ] (Chinese Name)  
**Transaction Type** : **New Listing – Primary Listing on SEHK**  
**Subject** : **Request for a Company Case Number for Publication of an Application Proof**

We will submit [\*a new listing application ([\*Form A1]/ [\*Form5A])] [\*a CIS application that requires the submission of an Application Proof] on [Date and Time]. Please assign us a company case number for submission of the relevant Application Proof.

We propose to submit the Application Proof through HKE~~X~~-ESS on [\*Date and Time].

Please contact [name of the sponsor's responsible person] on [telephone number and email address].

Yours faithfully,  
For and on behalf of  
[name of each IPO sponsor]

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

Title:

(Please submit by 6:00 p.m. if the applicant intends to file a listing/ authorisation application on the next business day).

\* *Delete as appropriate*

**Recommended Template for a Confirmation Letter from Each Sponsor**

[Letterhead of IPO sponsor]

[date]

\*By fax (2295 0198)/ By mail/ By hand

To: Hong Kong Exchanges and Clearing Limited  
The Stock Exchange of Hong Kong Limited  
11th Floor, One International Finance Centre  
1 Harbour View Street, Central  
Hong Kong

Dear Sirs,

**Company** :  
**Case Number** :  
**Transaction Type** : **New Listing – Primary Listing on SEHK**  
**Subject** : **Request for Publication of [\*Application Proof]  
[\*PHIP] [\*Statement made under Main Board Rule  
9.08(2)(c)/ GEM Rule 12.10(2)(c)]**

We confirm that we have been duly authorised by the Company to submit a ready-to-publish [\*Application Proof] [\*PHIP] [Statement made under [\*Main Board Rule 9.08(2)(c)/ GEM Rule 12.10(2)(c)]] in the English and Chinese language<sup>7</sup>.

The submission is made in the following manner:

1. [\*through HKE~~X~~-ESS, the Warning Statements (for Application Proof/ PHIP/ Statement made under Main Board Rule 9.08(2)(c)/ GEM Rule 12.10(2)(c)) in a single file format]<sup>8</sup>;
2. through HKE~~X~~-ESS, the [\*Application Proof] [\*PHIP] in a multi-file format; and

.../2

<sup>7</sup> From 1 October 2013 to 31 March 2014 (both dates inclusive), an applicant is not required to submit a Chinese version of an Application Proof to the Exchange.

<sup>8</sup> No warning statement is required to be submitted if the applicant has already submitted a warning statement and does not intend to change the contents of the warning statement.

- 2 -

3. (please tick  at the appropriate items below)

- through HKE~~X~~-ESS, the [\*Application Proof] [\*PHIP] [\*Statement made under [\*Main Board Rule 9.08(2)(c)/ GEM Rule 12.10(2)(c)]] of a file size equals to or less than 20MB in a single file format (with bookmarks)<sup>9</sup>, or
- enclosing a CD ROM which contains [\*Application Proof] [\*PHIP] of a file size exceeding 20MB in a single file format (with bookmarks).

[## We further confirm that we have received a confirmation from the Company's legal adviser that the [\*Application Proof] [\*PHIP] submitted for publication on the Exchange's website follows the Exchange's guidance on redactions in an Application Proof/ PHIP and appropriate warning and disclaimer statements for publication of these documents (see Guidance Letter HKE~~X~~-GL57-13).]

For any queries, please contact [name of contact] on [telephone no.].

Yours faithfully,

For and on behalf of

[name of each IPO sponsor]

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Name:

Title:

\* *Delete as appropriate*

## *Only applicable to Application Proofs and PHIPs*

Copy: Investment Products Division, Securities and Futures Commission (only for CIS applicant)

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<sup>9</sup> A statement made under Main Board Rule 9.08(2)(c)/ GEM Rule 12.10(2)(c) is expected to be in single file format not exceeding 20 MB.

**Recommended Content Layout of an Application Proof and a PHIP**

(Some sections/ chapters may not be applicable to an applicant and therefore would not be expected to be included)

<b>Sections/ Chapters</b>
Warning statement (see Enclosure 1 – Part B for sample language)
Cover
Important
Expected timetable
Contents
Summary
Definitions and glossary
Forward-looking statements
Risk factors
Waivers and exemptions from strict compliance with the Listing Rules
Information about the listing document and any global offering
Directors, supervisors and parties involved
Corporate information
Industry overview
Regulations
History, development and reorganisation
Business
Financial information
Relationship with controlling shareholders
Connected transactions
Share capital
Substantial shareholders
Cornerstone investors
Directors, senior management and employees



<b>Sections/ Chapters</b>
Future plans and use of proceeds
Underwriting
Structure of the global offering
How to apply for Hong Kong offer shares

Appendix I – Accountants’ report
Appendix II – Unaudited pro forma financial information
Appendix III – Profit forecast
Appendix IV – Property valuation report
Appendix V – Other expert reports
Appendix VI – Summary of the applicant’s constitution, law of the place of incorporation and information on its dual primary listing
Appendix VII – Statutory and general information
Appendix VIII – Documents delivered to the Registrar of Companies and available for inspection