

Submitted via Qualtrics

**DLA Piper Hong Kong
Company / Organisation
Law Firm**

Question 1

Do you agree with the proposed definitions of “Specialist Technology Company”, “Specialist Technology Products” and “Specialist Technology”?

Yes

Please give reasons for your views. If your answer is “No”, please provide alternative suggestions.

Question 2

Do you agree with the list of Specialist Technology Industries and the respective acceptable sectors set out in paragraph 4 of the Draft Guidance Letter (Appendix V to the Consultation Paper)?

Yes

Please give reasons for your views. If your answer is “No”, please provide alternative suggestions.

Question 3

Do you agree that the Exchange should take into account the factors set out in paragraph 107 of the Consultation Paper to determine whether a company is “primarily engaged” in the relevant business as referred to in the definition of “Specialist Technology Company”?

Yes

Please give reasons for your views.

The factors stated are reasonable especially given some Specialist Technology Companies have undertaken other business lines yet their primary focus is on cultivating its Specialist Technology. The Stock Exchange is encouraged to provide more quantitative benchmarks to provide more certainty in analysing whether a particular Specialist Technology Company is eligible to list under the new Chapter.

Question 4

Do you agree that the Exchange should retain the discretion to reject an application for

listing from an applicant within an acceptable sector if it displays attributes inconsistent with the principles referred to in paragraph 101 of the Consultation Paper?

Yes

Please give reasons for your views.

Yes, especially given the rapidly changing technological developments. Yet, we suggest that a grace period be afforded to applicants who had made its application when the relevant industry fell within the definitions at the time of its initial submission of listing application and such listing applicant should be encouraged to consult with the Stock Exchange for guidance before the making of any application. The Stock Exchange should also specify if it requires a sponsor's views on suitability during the pre-consultation period.

Question 5

Do you agree that the Specialist Technology Regime should accommodate the listings of both Commercial Companies and Pre-Commercial Companies?

Yes

Please give reasons for your views.

We agree that both types of companies have funding needs in their respective business and investment lifecycles.

Question 6

Do you agree with the proposed approach to apply more stringent requirements to Pre-Commercial Companies?

Yes

Please give reasons for your views.

Yes, given that the alternative requirement applicable to pre-commercial companies is in line with Stock Exchange's treatment under the Chapter 18A regime and the market is generally acceptable to this arrangement.

Question 7

Do you agree with the proposal that all investors, including retail investors, should be allowed to subscribe for, and trade in, the securities of Pre-Commercial Companies?

Yes

Please give reasons for your views.

We expect this will be welcomed by retail investors and retail investors have equal opportunities to take part in the development cycles of high-growth companies.

Question 8

Do you agree that a Commercial Company applicant must have a minimum expected market capitalisation of HK\$8 billion?

No

Please give reasons for your views.

No. We note that PRC listing applicants and market practitioners have a natural tendency to consider the A-share market (especially, The STAR Market) against the Stock Exchange for listing of Specialist Technology Companies. The market capitalisation requirement under The STAR Market for “commercial companies” is significantly lower, and the current proposal of setting a high minimum requirement with respect to expected market capitalisation is not conducive to gaining traction among potential Specialist Technology Companies to list on Stock Exchange.

Question 9

Do you agree that a Pre-Commercial Company applicant must have a minimum expected market capitalisation of HK\$15 billion at listing?

No

Please give reasons for your views.

There is uncertainty surrounding the success of an IPO pegged to market capitalisation. This will discourage applicants who have true development potential and investors from investing in such companies. Potential issuers and investors will benchmark such requirement against The STAR Market and this is not conducive to gaining traction among Specialist Technology Companies to list on Stock Exchange.

Question 10

Do you agree that a Commercial Company must have revenue of at least HK\$250 million for the most recent audited financial year?

Yes

Please give reasons for your views.

The proposed revenue requirement reflects meaningful commercialisation for Commercial Companies from the investors’ perspectives.

Question 11

Do you agree that only the revenue arising from the applicant’s Specialist Technology business segment(s) (excluding any inter-segmental revenue from other business segments of the applicant), and not items of revenue and gains that arise incidentally, or from other businesses, should be recognised for the purpose of the Commercialisation

Revenue Threshold?

Yes

Please give reasons for your views.

This requirement acts as a floodgate for eligible Specialist Technology Companies and is consistent with market and investors' expectations.

Question 12(a)

Do you agree that a Commercial Company must demonstrate year-on-year growth of revenue derived from the sales of Specialist Technology Product(s) throughout the track record period, with allowance for temporary declines in revenue due to economic, market or industry-wide conditions?

No

Please give reasons for your views.

This requirement would be too prescriptive in nature and involve subjective elements, putting burden onto intermediaries and advisers to demonstrate whether a particular decline is "temporary".

Question 12(b)

Do you agree that the reasons for, and remedial steps taken (or to be taken) to address, any downward trend in a Commercial Company's annual revenue must be explained to the Exchange's satisfaction and disclosed in the Listing Document?

Yes

Please give reasons for your views.

This is a fair requirement and such disclosure helps investors in making informed decisions.

Question 13

Do you agree that a Specialist Technology Company listing applicant must have been engaged in R&D of its Specialist Technology Product(s) for a minimum of three financial years prior to listing?

Yes

Please give reasons for your views.

This is a fair requirement and a reasonable demonstration of a company's R&D capabilities over a period of time which is an indispensable part of a Specialist Technology Company.

Question 14(a)

Do you agree that, for a Commercial Company, its total amount of R&D investment must constitute at least 15% of its total operating expenditure for each of its three financial years prior to listing?

Yes

Please give reasons for your views.

This is a fair requirement and comparable against the comparable requirements of The STAR Market.

Question 14(b)

Do you agree that, for a Pre-Commercial Company, its total amount of R&D investment must constitute at least 50% of its total operating expenditure for each of its three financial years prior to listing?

Yes

Please give reasons for your views.

This is a fair requirement and comparable against the comparable requirements of The STAR Market.

Question 15

Do you agree with the proposed method for determining the amount of qualifying R&D investment and the total operating expenditure as set out in paragraph 141 of the Consultation Paper?

Yes

Please give reasons for your views.

It is reasonable for R&D expenses to exclude general, and administrative costs and acquisition of fixed assets that are not directly related to the underlying product under development.

Question 16

Do you agree that a Specialist Technology Company listing applicant must have been in operation in its current line of business for at least three financial years prior to listing under substantially the same management?

Yes

Please give reasons for your views.

This is consistent with the spirit of the Listing Rules as a threshold requirement.

Question 17

Do you agree that there must be ownership continuity and control for a Specialist Technology Company listing applicant in the 12 months prior to the date of the listing application?

Yes

Please give reasons for your views.

This is consistent with the spirit of the Listing Rules as a threshold requirement.

Question 18

Do you agree that an applicant applying to list under the proposed regime must have received meaningful investment from Sophisticated Independent Investors (SIIs)?

Yes

Please give reasons for your views.

This is consistent with the spirit of the Listing Rules as a threshold requirement and is consistent with the successful regime of Chapter 18A.

Question 19

Do you agree with the independence requirements for a Sophisticated Independent Investor as set out in paragraphs 155 to 157 of the Consultation Paper?

Yes

Please give reasons for your views.

This is in line with the spirit of the requirement to having SIIs and is consistent with the successful regime of Chapter 18A.

Question 20

Do you agree with the proposed definition of a sophisticated investor (including the definition of investment portfolio) as set out in paragraphs 159 to 162 of the Consultation Paper?

Yes

Please give reasons for your views.

The requirements are reasonable especially given the absence of a Competent Authority and SIIs that are sizeable are generally more capable of conducting rigorous due diligence and extensive research over the relevant sector and technology that relates to the Specialist Technology Companies.

Question 21

Do you agree that as an indicative benchmark for meaningful investment, an applicant should have received third party investment from at least two Sophisticated Independent Investors who have invested at least 12 months before the date of the listing application, each holding such amount of shares or securities convertible into shares equivalent to 5% or more of the issued share capital of the listing applicant as at the date of listing application and throughout the pre-application 12-month period?

No

Please give reasons for your views.

This requirement with respect to core dates is too prescriptive and arbitrary in nature. Certain SIIIs would have gone through vigorous due diligence and market research but do not have the appetite of holding onto such investments for prolonged periods.

Question 22

Do you agree that as an indicative benchmark for meaningful investment, the aggregate investment from all Sophisticated Independent Investors should result in them holding such amount of shares or securities convertible into shares equivalent to at least such percentage of the issued share capital of the applicant at the time of listing as set out in Table 4 and paragraph 168 of the Consultation Paper?

No

Please give reasons for your views.

This requirement with respect to benchmark percentage investments is too prescriptive and arbitrary in nature. The high thresholds may be counter-productive since the founders/core managements' proportionate interest would be significantly diluted at the time of the listing application.

Question 23

Do you agree that a Pre-Commercial Company applicant must have as its primary reason for listing the raising of funds for the R&D of, and the manufacturing and/or sales and marketing of, its Specialist Technology Product(s) to bring them to commercialisation and achieving the Commercialisation Revenue Threshold?

Yes

Please give reasons for your views.

This is consistent with companies' business and financial lifecycles and needs.

Question 24

Do you agree that a Pre-Commercial Company applicant must demonstrate to the Exchange, and disclose in its Listing Document, a credible path to the commercialisation of its Specialist Technology Products, appropriate to the relevant Specialist Technology

Industry, that will result in it achieving the Commercialisation Revenue Threshold?

Yes

Please give reasons for your views.

This is a fair requirement and such disclosure helps investors in making informed decisions.

Question 25

Do you agree with the examples proposed in paragraphs 176 to 179 (including the definition of “highly reputable customer”) of the Consultation Paper that a Pre-Commercial Company applicant could use to demonstrate a credible path to achieving the Commercialisation Revenue Threshold?

No

Please give reasons for your views.

This requirement would be too prescriptive in nature and involve subjective elements, putting burden onto intermediaries and advisers to demonstrate whether a particular customer falls within such prescription.

Question 26(a)

Do you agree that a Pre-Commercial Company applicant must explain and disclose, in detail, the timeframe for, and impediments to, achieving the Commercialisation Revenue Threshold?

Yes

Please give reasons for your views.

This is a fair requirement and such disclosure helps investors in making informed decisions.

Question 26(b)

Do you agree that a Pre-Commercial Company applicant must, if its working capital (after taking into account the listing proceeds) is insufficient to meet its needs before it achieves the Commercialisation Revenue Threshold, describe the potential funding gap and how it plans to further finance its path to achieving the Commercialisation Revenue Threshold after listing?

Yes

Please give reasons for your views.

This is a fair requirement and such disclosure helps investors in making informed decisions.

Question 27

Do you agree that a Pre-Commercial Company applicant must have available working capital to cover at least 125% of its group's costs for at least the next 12 months (after taking into account the IPO proceeds of the applicant), and these costs must substantially consist of the following: (a) general, administrative and operating costs; and (b) R&D costs?

Yes

Please give reasons for your views.

This is generally consistent with the regulatory framework in Hong Kong.

Question 28

Do you agree that Independent Institutional Investors should be given a minimum allocation of offer shares in the IPO of Specialist Technology Companies to help ensure a robust price discovery process?

Yes

Please give reasons for your views.

This is conducive to a more robust price discovery process.

Question 29

Do you agree with the definition of Independent Institutional Investors as set out in paragraphs 201 to 202 of the Consultation Paper?

No

Please give reasons for your views. Please provide any alternative definition you believe appropriate with reasons for your suggestions.

Adoption of definition of "Professional Investors" is considered sufficient for the purpose of having a robust price discovery process, especially given the operation of the SII regime.

Question 30

Do you agree that a Specialist Technology Company must, in addition to meeting the existing requirements on public float, ensure that at least 50% of the total number of shares offered in the initial public offering (excluding any shares to be issued pursuant to the exercise of any over-allotment option) must be taken up by Independent Institutional Investors?

Yes

Please give reasons for your views.

The 50% requirement represents meaningful participation from Independent Institutional

Investors.

Question 31

Do you agree that in the case where a Specialist Technology Company is listed by way of a De-SPAC Transaction, at least 50% of the total number of shares issued by the Successor Company as part of the De-SPAC Transaction (excluding any shares issued to the existing shareholders of the De-SPAC Target as consideration for acquiring the De-SPAC Target) must be taken up by Independent Institutional Investors?

No

Please give reasons for your views.

Note our responses to Questions 29 and 30.

Question 32

Do you agree that in the case of a Specialist Technology Company seeking to list by introduction, the Exchange will consider granting waivers, on a case-by-case basis, from the requirement for the minimum allocation of offer shares to Independent Institutional Investors, if the applicant is able to demonstrate that it is expected to meet the applicable minimum market capitalisation at the time of listing (see paragraph 120 of the Consultation Paper), having regard to its historical trading price (for at least a six-month period) on a Recognised Stock Exchange with sufficient liquidity and a large investor base (a substantial portion of which are independent Institutional Professional Investors)?

No

Please give reasons for your views.

This would create disparity in treatment, and the adoption of definition of “Professional Investors” instead of “Institutional Professional Investors” and apply it consistently across various listing avenue is encouraged.

Question 33

Do you agree that there should be a new initial retail allocation and clawback mechanism for Specialist Technology Companies to help ensure a robust price discovery process?

Yes

Please give reasons for your views.

This is reflective of the difference in risk profiles of the securities of Specialist Technology Companies.

Question 34

Do you agree with the proposed initial allocation and clawback mechanism for Specialist

Technology Companies as set out in paragraph 205 of the Consultation Paper?

Yes

Please give reasons for your views. If your answer is “No”, please provide alternative suggestions and provide reasons for your suggestions.

This is reflective of the difference in risk profiles of the securities of Specialist Technology Companies.

Question 35

Do you agree that a Specialist Technology Company seeking an initial listing must ensure that a portion of its issued shares with a market capitalisation of at least HK\$600 million is free from any disposal restrictions (whether under: contract; the Listing Rules; applicable laws; or otherwise) upon listing (referred to as its “free float”)?

Yes

Please give reasons for your views.

This would mitigate market manipulation and address liquidity concerns.

Question 36

Do you agree that the Exchange should reserve the right not to approve the listing of a Specialist Technology Company if it believes the company’s offer size is not significant enough to facilitate post-listing liquidity, or may otherwise give rise to orderly market concerns?

Yes

Please give reasons for your views.

This is generally consistent with the regulatory framework in Hong Kong.

Question 37

Do you agree that a Specialist Technology Company applicant’s Listing Document must include the additional information set out in paragraph 32 of the Draft Guidance Letter (Appendix V of the Consultation Paper) due to it being a Specialist Technology Company?

Yes

Please give reasons for your views.

This is a fair requirement and such disclosure helps investors in making informed decisions.

Question 38

Do you have any other suggestions for additional information that a Specialist Technology Company should include in its Listing Document in order to allow an investor to properly assess and value the company?

No

If so, please provide your suggestion.

The current disclosure regime is sufficiently comprehensive.

Question 39

Do you agree that existing shareholders should be allowed to participate in the IPO of a Specialist Technology Company provided that the company complies with the existing public float requirement under Rule 8.08(1), the requirement for minimum allocation to Independent Institutional Investors (see paragraph 200 of the Consultation Paper) and the minimum free float requirement (see paragraph 207 of the Consultation Paper)?

Yes

Please give reasons for your views.

This is generally consistent with the regulatory framework in Hong Kong.

Question 40

Do you agree with the proposals set out in paragraph 225 of the Consultation Paper regarding the conditions for existing shareholders subscribing for shares in an IPO?

Yes

Please give reasons for your views.

This is generally consistent with the regulatory framework in Hong Kong.

Question 41(a)

Do you agree that the controlling shareholders of a Commercial Company should be subject to a lock-up period of 12 months?

No

Please give reasons for your views.

This would create disparity in treatment, and lock-ups may not be effective in ensuring the commitment of particular shareholders, as shareholders are free to sell down in an IPO as selling shareholders. The Stock Exchange may consider this as a differentiating factor to The STAR Market by creating a regime that allows more flexibility to controlling shareholders and key persons.

Question 41(b)

Do you agree that the controlling shareholders of a Pre-Commercial Company should be subject to a lock-up period of 24 months?

No

Please give reasons for your views.

This would create disparity in treatment, and lock-ups may not be effective in ensuring the commitment of particular shareholders, as shareholders are free to sell down in an IPO as selling shareholders. The Stock Exchange may consider this as a differentiating factor to The STAR Market by creating a regime that allows more flexibility to controlling shareholders and key persons.

Question 42

Do you agree with the scope of key persons (as described in paragraph 242 of the Consultation Paper) that should be subject to a restriction on the disposal of their holdings after listing?

Yes

Please give reasons for your views.

The proposed definition captures all individuals that are central to the development of the Specialist Technology Company.

Question 43(a)

Do you agree with the proposed lock-up periods on the securities of such key persons and their close associates of 12 months for a Commercial Company?

No

Please give reasons for your views.

Please refer to our response to Question 41.

Question 43(b)

Do you agree with the proposed lock-up periods on the securities of such key persons and their close associates of 24 months for a Pre-Commercial Company?

No

Please give reasons for your views.

Please refer to our response to Question 41.

Question 44(a)

Do you agree with the proposed lock-up period on the securities of Pathfinders SIIIs of six months for a Commercial Company?

Yes

Please give reasons for your views.

These are reasonable expectations from SIIIs which is generally consistent with the regulatory framework in Hong Kong.

Question 44(b)

Do you agree with the proposed lock-up period on the securities of Pathfinders SIIIs of 12 months for a Pre-Commercial Company?

Yes

Please give reasons for your views.

These are reasonable expectations from SIIIs which is generally consistent with the regulatory framework in Hong Kong.

Question 45

Do you agree that controlling shareholders, key persons and Pathfinder SIIIs should be permitted (in accordance with current Rules and guidance) to sell their securities prior to an IPO and offer them for sale in the IPO, such that only the securities retained by them after listing would be subject to the lock-up restrictions?

Yes

Please give reasons for your views.

This is generally consistent with the regulatory framework in Hong Kong.

Question 46

Do you agree that any deemed disposal of securities by a person resulting from the allotment, grant or issue of new securities by a Specialist Technology Company during a lock-up period would not constitute a breach of the lock-up requirements?

Yes

Please give reasons for your views.

This is generally consistent with the regulatory framework in Hong Kong.

Question 47

Do you agree that a lock-up period in force at the time of the removal of designation as a Pre-Commercial Company should continue to apply unchanged?

Yes

Please give reasons for your views.

This reduces the risk of manipulation from key persons on the financial performance and trading liquidity position of the Specialist Technology Company.

Question 48

Do you agree that a Specialist Technology Company must disclose in its Listing Document the total number of securities in the issuer held by the persons (as identified in the Listing Document) that are subject to the lock-up requirements under the Listing Rules, and that the same information must also be disclosed in the interim and annual reports of the Specialist Technology Company for so long as such persons remain as a shareholder?

Yes

Please give reasons for your views.

This is generally consistent with the regulatory framework in Hong Kong.

Question 49

Do you agree with the scope of the additional disclosure in the interim and annual reports of Pre-Commercial Companies as set out in paragraphs 262 and 263 of the Consultation Paper?

Yes

Please give reasons for your views. If your answer is “No”, please provide alternative suggestions and provide reasons for your suggestions.

Such disclosure requirements will be sufficient to keep the market informed of the progress and development status of Pre-Commercial Companies.

Question 50

Do you agree that only Pre-Commercial Companies should be subject to the ongoing disclosure requirements referred to in Question 49?

Yes

Please give reasons for your views.

This is especially so given Pre-Commercial Companies have a heavy focus on R&D initiatives, and related progress and development.

Question 51

Do you agree that Pre-Commercial Companies should be subject to a remedial period of 12 months to re-comply with the sufficiency of operations and assets requirement before delisting, in the event that the Exchange considers that a Pre-Commercial Company has failed to meet its continuing obligation to maintain sufficient operations or assets?

No

Please give reasons for your views.

This would create unnecessary disparity in treatment, especially when Pre-Commercial Companies require arguably longer periods to address and rectify its lack of sufficient operations due to their relative niche area of focus.

Question 52

Do you agree that Pre-Commercial Companies must not effect any transaction that would result in a fundamental change to their principal business without the prior consent of the Exchange?

Yes

Please give reasons for your views.

This is generally consistent with the regulatory framework in Hong Kong.

Question 53

Do you agree that Pre-Commercial Companies must be prominently identified through a “PC” marker at the end of their stock names?

Yes

Please give reasons for your views.

This is a clear and accurate form of identifying such companies, as these companies are subject to a specific set of listing and ongoing disclosure requirements.

Question 54

Do you agree that the continuing obligations for Pre-Commercial Companies no longer apply once a Pre-Commercial Company has met the requirements in paragraph 270 of the Consultation Paper and ceases to be regarded as a Pre-Commercial Company?

Yes

Please give reasons for your views.

This is the defining feature of a Pre-Commercial Company.

Question 55

Do you agree with the proposed requirements for Pre-Commercial Companies to demonstrate to the Exchange that they should no longer be regarded as a Pre-Commercial Company (see paragraphs 269 to 272 of the Consultation Paper)?

Yes

Please give reasons for your views.

This is the defining feature of a Pre-Commercial Company, and investors can rely on such robust vetting procedures in their assessment of such companies.