

THE LISTING COMMITTEE
ANNUAL REPORT
2005

INTRODUCTION

1. This is the second Annual Report of the Main Board and GEM Listing Committees of the Stock Exchange of Hong Kong Limited. The Listing Committee and GEM Listing Committee have operated as an integrated committee since 2003. Throughout this report the expressions Listing Committee and Committee refer to the combined Committees unless the context requires otherwise.
2. This report is an account of the work of the Listing Committee in contributing to the success of the Hong Kong listing regime. It describes another full and productive year of work.
3. The Annual Report has been prepared for the Board of The Stock Exchange of Hong Kong Limited (“SEHK” or the “Exchange”) and the Board of its parent company, Hong Kong Exchanges and Clearing Limited (“HKEx”). The Listing Committee is committed to being as transparent as possible and it has been agreed that this report will be forwarded to the Securities and Futures Commission (“SFC”) and will be published on the HKEx website.
4. The Listing Committee has no staff and has not requested a budget from the Exchange or HKEx and accordingly its members provide their services for free.
5. This report covers the 54 week period from 1st May 2004 to 13th May 2005, which for convenience is referred to as the year. The comparative period in this report is the 49 week period ended 30th April 2004. Further details in respect of the period for which the Committee is appointed are set out in Appendix I.

MEMBERSHIP

6. The Main Board and GEM Listing Committees have 24 and 20 external members respectively drawn from the categories of exchange participants, listed company representatives and market practitioners and users. The Chief Executive of HKEx is an ex officio member of both Listing Committees and provides a bridge between the Committees, the senior executive of HKEx and the Board of HKEx. Members are appointed to the Committee annually or to fill casual vacancies. Further details on the appointment of Committee members are set out in Appendix I.
7. A list of members who served on the Committees during the year is set out in Appendix II and their attendance record is set out in Appendix III. At the commencement of the year

there were three vacancies on the Main Board Committee and one vacancy on the GEM committee. A further two vacancies on the Main Board Committee arose during the year. Two members were appointed during the year to fill some of these vacancies. At the end of the period there were three vacancies on the Main Board Committee and one on the GEM Committee.

ROLE AND MODE OF OPERATION OF THE LISTING COMMITTEE

8. The Listing Committee acts both as an independent administrative decision maker and an advisory body for the Exchange.
9. The Listing Committee has four principal functions:
 - To oversee the Listing Division (to the extent that this is practicable given the Committee's mode of operation and in the manner described in Appendix I)
 - To provide policy advice to the Listing Division on listing matters and to approve amendments to the Listing Rules
 - To take decisions of material significance for listed companies, sponsor firms and the individuals concerned
 - To act as a review body (in its role as the Listing (Review) Committee) for decisions made by the Listing Division and by the Listing Committee
10. A more detailed description of the role and mode of operation of the Listing Committee and its approach to handling conflicts of interest is set out in Appendix I.

MAIN ISSUES ARISING IN THE YEAR

11. This section of the Annual Report contains a summary of the issues the Listing Committee has dealt with during the year which we believe will be of greatest interest to the investing public, practitioners and listed companies, and outlines the position or action the Listing Committee has taken.

Transparency

12. It is important that the decision-making process operates fairly and consistently in relation to individual listing decisions. Those subject to the decisions of the Listing Committee and Listing Division, and their advisers, will form their own views, based on their own experience. However, transparency about how the process is working, provided that

confidentiality is maintained, can help to increase confidence in the listing decision making process.

13. This Annual Report includes some statistics about the activities of the Listing Committee. The Listing Committee is open to suggestions of what further information could be published which would enable the investing public, practitioners and listed companies to make a better informed assessment about how well the listing decision making process is working.
14. At various times during the year the Listing Committee was briefed on measures to increase transparency and we have encouraged the Listing Division to continue its efforts to provide a regular flow of listing decisions, on an anonymous basis, relating to key decisions or novel matters and to move towards establishing operational standards which will provide practitioners and listed companies with greater certainty about the relevant listing decision process.
15. Unsubstantiated media coverage of decisions allegedly made or minded to be made by either the Listing Division, Listing Committee or Listing Appeals Committee presents a particular challenge. Often the coverage does not represent an accurate or complete picture of the matter in question nor the Exchange's position or its response to a given situation.
16. The need to maintain confidentiality, for reasons related to natural justice or because statutory secrecy provisions apply, means that it is often difficult or inappropriate for the Committee to comment on individual cases including disciplinary matters until these have been concluded.
17. The Committee and the Exchange's staff take their obligations to preserve confidentiality seriously and accordingly individual Committee members and staff of the Exchange are often not in a position to respond to media enquiries about specific cases.

Consultation on New Structures for Listing Decision Making

18. In the March 2004 *Consultation Conclusions on Proposals to Enhance the Regulation of Listing*, the Government extended an invitation to HKEx to consider how suggestions made during the Regulation of Listing consultation process concerning the composition and operation of the Listing Committee could be implemented. At the September 2004 policy meeting the Listing Division presented a briefing on the development of proposals and invited the Committee to provide guidance on several key issues. In response the Committee indicated that it did not think that it was appropriate for the Committee to

participate (beyond being advised of developments) in the detailed formulation of proposals in response to this invitation. A consultation paper, setting out proposals developed by the Listing Division in consultation with staff of the SFC has subsequently been published¹.

19. There are a number of different potential options and models for making listing decisions based on the general principles of establishing a fair procedure and ensuring that decisions are made by people not directly involved in establishing the evidence on which those decisions are based. Each of the options or models presents different challenges in balancing competing objectives of fairness (and being seen to be fair) with efficient and effective processes and establishing the best way to involve the investing public and practitioners in the decision-making process. Recently much has been made about achieving the right balance in the composition of the Listing Committee between investors and practitioners and representatives of listed companies.

20. Establishing an appropriate balance is important but, in our experience, it is more important that people with the right experience, knowledge and approach are appointed to the Listing Committee. Assuming all categories of Listing Committee membership can be expected to operate in the public interest and that members in discharging their decision making duties carefully weight the balance between the Exchange's responsibilities to protect the investing public and to facilitate the fund raising needs of business, this issue should not take on undue significance or concern. There are a number of equally important issues highlighted in the Exchange's consultation paper which are worthy of consideration.

21. The Committee would like to take this opportunity to highlight a number of issues arising from its own experience so that these might be taken into account when the final proposals in relation to listing decision making are framed:
 - Committee members are not remunerated and committee membership involves a very large commitment of members' time and considerable support from their employers. A typical regular meeting of the Committee will involve the consideration of a wide range and number of issues. The papers for these meetings are voluminous and are required to be considered in a relatively short period of time – papers for regular meetings, which normally take place on Thursday afternoons, are despatched to members on Tuesday mornings providing members with a tight time-frame within which to consider the issues. Members are given a longer period of time within which to consider the papers for review and disciplinary meetings – but this is offset by the generally greater length, and sometimes complexity of the papers to be considered. In

¹ *Consultation Paper on New Structure for Listing Decision-making* published by HKEx on 18th February 2005.

addition, by their nature, these types of meeting also tend to be longer than regular meetings.

- At certain times during the period covered in this report there has been a particularly heavy schedule of meetings. For example, in the first two months of 2005 – a period which included the Lunar New Year holiday - the Committee held a total of 23 meetings: 6 regular meetings; 1 policy meeting; 8 review meetings; and 8 disciplinary meetings.
- The pooling system, which is described in Appendix I, helps to ease the burden on members attending regular meetings but it also means that the body of members forming a quorum at meetings is not constant and this has the potential to give rise to inconsistencies in decision-making. This situation can be compounded if members are unable to participate in a meeting due to conflicts of interest.
- There is further potential for inconsistencies in decision making at review meetings of the Committee as the members who attended the first meeting will not be permitted to attend the review meeting. If a number of members have a conflict on a particular case it may be difficult to arrange matters so that a quorum of members can be raised for initial consideration of the case and for any subsequent review of the first instance decision. Where this can be arranged it may mean that decisions are made by a relatively small number of members.
- Adopting a different approach, with members being eligible to attend initial and review meetings so long as a majority of members at the review hearing are fresh to the deliberations, may help to address these issues. However, issues of natural justice would need to be carefully considered if this approach was adopted.

Risk assessment in vetting IPO applications

22. In the course of considering two IPO applications brought before the Committee by the Listing Division, the Committee noted that the facts and circumstances of the Listing Application should warrant significant concern. The facts and circumstances suggested that there might be significant problems either with the individual applicant's business model or the veracity of disclosure presented to the Committee.
23. The Committee acknowledged that the Division had properly identified the issues but challenged the Division about its approach to resolving such concerns and its reliance, at face value, on the opinions of professionals and intermediaries. There followed a forthright exchange of views about whether the Division's approach to handling listing

applications was too mechanical and whether the steps ordinarily taken by the Division to obtain additional assurance were sufficient in all circumstances.

24. It was agreed that the Division should apply an explicit risk based approach in determining whether the facts and circumstances of an individual case warranted a significant variation to the standard of review ordinarily accorded to IPO applications. This would mean in some, exceptional, cases that the Division faced with significant concerns should not necessarily accept at face value opinions provided by qualified experts, including professional accountants. The Committee recognised that, in giving this guidance, there may be difficulties for the Division in calibrating its response to the magnitude of the issues presented in individual cases on a consistent basis. However, in situations in which applicants or their advisers were concerned that the Listing Division might have overstepped the mark the applicant's right to review decisions of the Listing Division and the review process would provide adequate safeguards.
25. The critical point from the Listing Committee's perspective is that warning signs found during the course of vetting should mean that a higher standard of review is applied to provide a high level of assurance about the eligibility, suitability and disclosure by the IPO applicant. The Committee is pleased to note the Division's positive response to this guidance.
26. The Committee also provided guidance to the Division in the handling of individual listing applications where issues arose in relation to suitability for listing which in the Committee's view could not be addressed by means of disclosure only. Two areas of particular scrutiny which may form grounds for the rejection of IPO applicants were (a) the adequacy of steps taken by applicants to resolve concerns arising from substantial reliance on transactions with connected parties and (b) the adequacy of arrangements to manage conflicts of interest and delineation of business interests between the applicant and other businesses under the same common control.

Prior shareholder approval

27. Under the Listing Rules to obtain prior shareholder approval for a very substantial acquisition or disposal requires a listed company to hold a physical general meeting of shareholders. The option to provide written shareholder approval in substitution for a physical meeting is not available. During the year a listed company requested a waiver from this requirement on the grounds that majority approval of the transaction was assured. The Division and, on review, the Committee declined this request.

28. The issue was also considered at a regular Policy Meeting. A general meeting provides an important forum for minority shareholders to express their views and otherwise participate in decisions concerning major developments in the operations of a listed company. The Committee endorsed a general policy position that waivers from Main Board Rule 14.49 (GEM Rule 19.49) should not be granted unless there were very exceptional circumstances.

Transitional arrangements for the approval of Main Board sponsors

29. Main Board IPO applicants are required to appoint a sponsor to assist them in dealing with their listing application. The sponsor is required to be “acceptable to the Exchange”. Before recent amendments to the Listing Rules in relation to sponsors, a company would not be permitted to perform sponsor work (i.e. it would not be acceptable to the Exchange) unless it had acted as a co-sponsor on two previous listing applications.

30. The recent amendments to the Listing Rules in relation to sponsors had abolished the concept of co-sponsorship. Until the SFC revises its licensing criteria for sponsors (which in the Committee’s view should be at the earliest possible opportunity) the Division will need to handle applications from companies wishing to become sponsors and it was therefore necessary to establish a suitable and pragmatic framework for assessing companies’ eligibility to become Main Board sponsors.

31. The Committee endorsed the Division’s proposals to consider applications on an individual case by case basis within a framework of eligibility criteria drawn from the current GEM Listing Rules. The Division would also consider whether to impose specific conditions on sponsor applicants. Not all the criteria set out in GEM Rules would be considered. For example, no fee would be payable to the Exchange and no assessment made of the sponsor’s financial resources.

Applications for review from aggrieved parties

32. Main Board Rule 2B.15 provides “Any person, other than a listed issuer, its sponsor and authorised representatives, who is aggrieved by a decision of the Listing Division or the Listing Committee may express his views, in writing, to the Chairman of the Listing Committee. The Listing Committee may, in its sole discretion, decide to fully review the matter, having regard to the rights of any third party may have been created in reliance upon the earlier decision.” (GEM Rule 4.15 contains a similar provision)

33. Two such applications were made in the first quarter of 2005 in respect of a decision to delist a long suspended company. The Committee’s original decision was premised on

the failure of the Company to come up with a resumption proposal which, in the opinion of the Committee, was a viable proposal under the Listing Rules. In particular, the Committee was of the view that the proposal failed to satisfy Main Board Rule 13.24. In the absence of a viable resumption proposal within the time limit provided for in the Listing Rules, the Committee exercised its right to delist the Company.

34. In considering whether the Committee should exercise its discretion under Rule 2B.15, the Committee believed that the discretion should only be exercised where the applicant had provided in its application a prima facie case that the Committee's original decision could be varied based on new information or new arguments which were not available to or considered by the Committee in making its original decision. The Applicants had not provided any new information or new arguments which were relevant to the Committee's original decision and, accordingly, the Committee did not see any grounds for exercising its sole discretion to conduct a full review of the matter.

MEETING STATISTICS AND ACTIVITIES

35. The following meetings were held during the period covered by this report and in the preceding period.

Nature of Meeting	Number of Meetings		Average Number of Members in Attendance	
	2005	2004	2005	2004
Regular Meetings	52	45	9.4	9.3
Review Meetings	22	13	5.5	5.5
Disciplinary Meetings	23	21	6.3	5.4
Quarterly and ad hoc policy meetings	4	6	14.8	16.3
Total	101	85	-	-

APPROVAL OF NEW LISTING APPLICANTS

36. One of the principal items of business of the Committee's regular meetings is considering whether or not to approve new listing applications. These are considered on the basis of reports from the Division, which include a recommendation on whether or not to approve the listing application. In respect of each application considered by the Listing Committee it is usual for the Committee to approve the application, with or without the imposition of conditions, to reject the application or to defer a decision pending the submission of further information. Statistics in relation to listing applications handled by the Listing Committee are set out in the tables below.

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Meetings at which IPO applications were considered	2005	2004
Meetings Within the Regular Schedule	42	38
Specially Convened Meetings	5	1

Listing Applications considered by the Listing Committee	2005	2004
Main Board	61	50
GEM	23	34
Total	84	84
Applications Approved		
Main Board	58	47
GEM	16	29
Total	74	76
Applications Rejected		
Main Board	1	1
GEM	0	1
Total	1	2
Decisions Deferred Pending Further Information		
Main Board	2	3
GEM	7	3
Total	9	6
Applications Subsequently Listed to Date of Report		
Main Board	38	43
GEM	6	24
Total	44	67

37. An appeal was not made in respect of the decision by the Committee to reject a Main Board applicant.
38. The Listing Division may also reject listing applications without the direct involvement of the Listing Committee. In the year under review 11 applications were rejected by the Listing Division. Seven of these decisions were subject to review and further details are set out in the section of this report dealing with review meetings (paragraph 57).

CANCELLATION OF LISTING OF LISTED ISSUERS

39. The Listing Committee has reserved for itself the power to approve the cancellation of securities (“delisting”). The procedure to delist long suspended companies from the Main Board is set out in Practice Note 17 to the Main Board Listing Rules. The delisting process for Main Board companies has three stages plus cancellation. Each stage lasts for six months. The Listing Committee becomes involved in the delisting process once the Listing Division proposes to move a company from the second stage to the third stage of delisting. Where the Exchange determines to place a company in the third stage of the delisting procedures, it will publish an announcement naming the issuer, indicating that the issuer does not have sufficient assets or operations for listing and imposing a deadline

(generally six months) for the submission of resumption proposals. If, at the end of the third stage, no valid resumption proposal has been received a company's listing will be cancelled.

40. There is no corresponding Practice Note in relation to the delisting of GEM issuers although GEM Rules 9.14 to 9.18 deal with the delisting of GEM companies. In the course of the year the Committee adopted a more proactive approach to the delisting of GEM companies. Long suspended GEM companies were given notice under the ambit of GEM Rules 9.14 to 9.18 of the Exchange's intention to delist them. These companies were provided with a deadline of six months within which to submit a valid resumption proposal or, if they failed to provide a valid proposal, to be delisted.
41. The decision to cancel the listing of an issuer on GEM or the Main Board, by the Listing Committee, may be subject to review by the Listing (Review) Committee and, in turn, also the Listing Appeals Committee.
42. At its regular meetings, the Listing Committee approved placing twelve (2004: four) companies in to the third stage of the delisting procedures.
43. The Committee also approved giving seven companies on GEM notice of the Exchange's intention to delist the company and on 27th January 2005 one of these companies, Codebank, became the first company to be delisted from GEM.
44. During the year one resumption proposal was approved in respect of a Main Board listed company. The Committee rejected one resumption proposal resulting in a decision to delist a company and this decision has been appealed to the Listing Review Committee. The Division rejected four resumption proposals from companies on the Main Board during the year and one from a company listed on GEM:
 - One of these decisions was not appealed and the company concerned has subsequently been delisted.
 - One of these decisions was appealed to the Listing Committee, which upheld the Division's decision and the company concerned has subsequently been delisted
 - Two of these decisions were appealed to the Listing Committee, which upheld the Division's decisions and, as the companies were in the third stage of the delisting procedures, decided that the companies should be delisted. Both of these decisions are subject to further review by the Listing Review Committee
 - One of these decisions is subject to review by the Listing Committee.

45. The Committee also approved the delisting of nine (2004: four) companies for which valid resumption proposals had not been submitted by the end of the third stage of the delisting procedures. Three of these cases are subject to review by the Listing Review Committee. The Listing Appeals Committee also upheld the Committee's decision (taken in the previous year) to delist Sinocan and the company was delisted on 23rd November 2004.
46. The Exchange's policy in respect of handling long suspended companies was further clarified during the year. In the Feedback Statement on the Consultation on Continuing Listing Criteria and Related Issues, published on 7th February 2005, the Listing Division commented "The experience of the Listing Division over the last eighteen months also suggests that the timing, presentation and substance of resumption proposals for long-suspended companies frequently fall short of the Exchange's expectations. In particular this experience suggests that compliance with Rule 13.24 of the Main Board Listing Rules (Rule 17.26 of the GEM Listing Rules), formerly paragraph 38 of the Listing Agreement is best achieved if the applicant can present a clear, plausible and coherent proposal which meets or is close to the quantitative standards required for a new listing applicant under Chapter 8 of the Main Board Listing Rules." The Committee supports these views.
47. The Listing Committee has also had cause to remind two applicants for review that the onus is on the company to provide all relevant information to the Exchange at least ten working days before the expiry date of the delisting process to substantiate that the company had complied with Rule 13.24. The Listing Division and the Committee are not obliged to adduce information from the company to prove its case. It is important that market intermediaries and long suspended companies understand the Exchange's stance and take appropriate steps to comply with the substantive and procedural requirements.

SPONSORS AND SUPERVISORY STAFF

48. Sponsors play an important role in the listing application process. They are the principal conduit of information about listing applicants to the Division which uses the information and representations received to prepare reports for the Committee with recommendations on whether to approve the listing application. It is therefore of the utmost importance that sponsors perform their role to the highest standards so as to facilitate the assessment of an application for listing.

49. During the year the Committee considered and endorsed the *Consultation and Conclusions Report on the Regulation of Sponsors and Independent Financial Advisers* that was published jointly with the SFC on 19th October 2004 and related amendments to the Listing Rules. These amendments, subject to transitional arrangements, came into effect on 1st January 2005 and set out the Exchange's expectations of the role of sponsors.
50. The Exchange, jointly with the SFC, also took disciplinary action against a GEM sponsor, Oriental Patron ("OP"), which resulted in OP being removed from the Exchange's list of approved sponsors, subject to certain limited exceptions, with effect from 17th December 2004. As part of that action the firm also agreed not to act as a sponsor on the Main Board until 17th May 2005 and a principal supervisor of the firm withdrew from acting as a principal supervisor until 17th September 2005. These actions resulted from the sponsor and the supervisor withholding material information about a listing applicant on GEM. The directors of the applicant who had endorsed the sponsor's submissions to the Exchange were also publicly censured.
51. The Committee has in five other cases either taken action or has indicated the action it is minded to take, primarily as a consequence of concerns about the sponsor's performance or capability to meet its obligations. Several of these cases are a result of co-ordinated efforts between the Exchange and the SFC's Enforcement Division.
52. In two of these cases the Committee imposed conditions on the approval of the continuation of the relevant firm's GEM sponsorship status. In both of those cases the sponsors concerned appealed against the decision of the Committee. In one case the Listing Appeals Committee upheld the Listing Committee's decision. The other case had not been heard by the Listing Appeal Committee as at the end of the period covered by this report. In the other three cases the Committee has written to the sponsors setting out its preliminary views and minded action. As at the date of this report these matters remain in progress.
53. The above measures underscore the importance that the Committee attaches to the role of sponsors - as does the fact that the Committee has retained for itself the power to approve GEM sponsors and their supervisors, and these matters are generally dealt with at the Committee's regular meetings. An analysis of GEM sponsor cases considered at the Committee's regular meetings is set out below.

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	2005	2004
Meetings to consider GEM Sponsor cases	36	33
New Applications considered and approved (note)	8	3
Annual Reviews considered	42	50
Extensions of period for review considered	7	10
Voluntary withdrawal from list of sponsors	6	3

(Note: Includes 1 case admitted as a co-sponsor only (2004: 1) and 1 case where a co-sponsor was admitted as a sponsor)

OTHER REGULAR BUSINESS

54. At each regular meeting the Division provides the Committee with information on companies whose shares have been suspended from trading since the last regular meeting of the Committee. Each month the Committee receives an information paper on companies whose shares have been suspended for a prolonged period. This forms the basis for a monthly update that is published on the HKEx website in respect of long suspended companies and companies delaying the release of results announcements.

55. An analysis of other matters considered at regular meetings during the year is set out below:

Nature of decision/advice sought	Number of cases	
	2005	2004
Approval of Application for waiver from public float requirement for 6 months	1	0
Approval of Application for waiver in connection with Model Code	1	0
Rejection of Application for limited waiver in relation to pre-emption rights and prior independent shareholder approval	1	0
Approval of proposed general waiver from requirement to cancel repurchased shares	2	0
Applications for waivers from classification test requirements by issuers with negligible assets	-	2
Applications for exemption from disclosure of intra-bank transactions under Practice Note 19	-	1
Application for waiver in connection with a share option scheme	-	1
Approval for a voluntary withdrawal of listing (including 2 cases (2004: 4 cases) involving a transfer from GEM to the Main Board)	11	11
Consideration of spin-off applications	4	3
Consideration of a proposal for a change in the domicile of the issuer	2	1
Approval of an issuer of structured products	8	3
Approval for listing of debt securities not delegated to the Head of Listing	9	2
Requests for pre-application guidance from potential IPO candidates	2	8

REVIEW MEETINGS

56. The Committee considered 25 (2004: 16) requests for reviews of decisions made by the Division or Committee during the year, some of which related to decisions that had been made in the previous year. In the previous year a significant proportion of review cases (nine) arose out of the procedures to cancel the listings of issuers. In the current period these accounted for a lower proportion of the review meetings. A number of review meetings centred on the Division's decisions to reject listing applications and in almost all cases these decisions were upheld. In a number of cases appeals were lodged against decisions that reflected a strict application of the applicable Listing Rules and where the applicants felt that their particular circumstances warranted a modified application of the Rules. In most cases the committee hearing the review did not find that there were special or exceptional circumstances that warranted a modified application of the rules; however, where they did find this, the earlier decisions were modified.

57. Details of the reviews during the current year are set out in the tables below.

Appeal Committee	Decision made by	Nature of decisions	Number of cases	Outcome
Listing Appeals Committee	Listing (Review) Committee	Approval of the cancellation of listing	1	Earlier decision endorsed
	Listing (Disciplinary Review) Committee	Disciplinary decision and sanctions imposed	1	Earlier decision endorsed
	GEM Listing Committee	Conditions attached to renewal of GEM Sponsor status	1	Earlier decision endorsed
Listing (Review) Committee	Listing Committee	Viability of Resumption Proposal	1	Earlier decision endorsed
	Listing Committee	Conditions attached to spin off	1	Earlier decision modified
	Listing Committee	Place company into second stage of delisting	1	Earlier decision endorsed
	Listing Committee	Rejection of waiver in respect of a spin off	1	Earlier decision modified
GEM Listing (Review) Committee	GEM Listing Committee	Rejection of listing applications	2	Earlier decision endorsed in 1 case and reversed in 1 case

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Appeal Committee	Decision made by	Nature of decisions	Number of cases	Outcome
Listing Committee	Listing Division	Conditions imposed prior to lifting a trading suspension	1	Earlier decision endorsed
	Listing Division	Rejection of Spin Off Application	1	Earlier decision endorsed
	Listing Division	Suitability of proposed sponsor	1	Earlier decision overturned
	Listing Division	Rejection of waiver for prior shareholders' approval of VSA	1	Earlier decision endorsed
	Listing Division	Rejection of waiver from disclosing advance to an entity	1	Earlier decision endorsed
	Listing Division	Rejection of listing application	1	Earlier decision endorsed
	Listing Division	Viability of Resumption Proposal	3	Earlier decision endorsed
	Listing Division	Place Company into second stage of delisting	1	Earlier decision endorsed
GEM Listing Committee	Listing Division	Rejection of listing applications	6	Earlier decision endorsed in 5 cases and modified in 1 case

58. As at the end of the period covered by this report, excluding disciplinary matters, ten cases were under review as follows:

Appeal Committee	Decision made by	Nature of decisions	Number of cases
Listing Appeals Committee	Listing (Review) Committee	Conditions attached to the renewal of GEM sponsor status	1
Listing (Review) Committee	Listing Committee	Rejection of resumption proposal leading to cancellation of listing	3
Listing (Review) Committee	Listing Committee	Cancellation of listing	3
Listing (Review) Committee	Listing Committee	Proposed transaction deemed to fall within PN15	1
Listing (Review) Committee	Listing Committee	Rejection of waiver from disclosing advances to an entity	1
GEM Listing Committee	Listing Division	Rejection of resumption proposal	1

DISCIPLINARY MEETINGS

59. Disciplinary matters are generally dealt with at specially convened meetings of the Committee at which only one case is considered. The current process places a heavy emphasis on written representations. A typical case will involve two rounds of submissions from the Division and two rounds of submissions from those alleged to have breached the Rules (the listed issuer and/or its directors). At the meeting the Division and those against whom action is being brought are permitted to make brief oral representations to supplement their written submissions and Committee members may ask

questions of any party present at the meeting. The parties may thereafter make brief closing submissions.

60. On 27th May 2005 the Court of Appeal found that the Listing (Disciplinary) Committee constitutes a “court” for the purposes of article 35 of the Basic Law and consequently parties appearing before the Committee will have a constitutional right to legal representation at the disciplinary hearing. The Exchange is currently assessing what this judgement will mean in practice and what further steps the Exchange and Listing Committee should take in respect of its current arrangements for hearings and longer term structures.
61. Disciplinary meetings themselves are generally longer than other meetings and the papers in respect of them are often voluminous. Thus, disciplinary meetings generally are very time consuming for members. To help utilise its resources to the best regulatory effect the Division focuses its resources on pursuing what are considered to be the most egregious breaches of the Listing Rules. These tend to be cases where some form of public sanction will be sought against the listed company and/or directors. This increases the contentious nature of disciplinary proceedings. The trend noted in the Committee’s previous report, of procedural challenges interrupting the disciplinary process, has continued in the current year.
62. To further help to utilise the Committee’s time in an effective manner a fast-track approach is adopted in relation to some disciplinary matters. For example, the late publication of accounts. A company that is late in publishing its accounts has breached the Listing Rules and the main issue to consider is the sanction to be imposed on the company and /or its directors having regard to any mitigating circumstances. Under the fast track approach, provided certain conditions are met, public sanctions will be imposed on the company and not the directors. Nine (2004: ten) fast-track cases were dealt with in the period. In the course of one of those cases the Committee asked the Division to more closely examine the conduct of one of the directors to determine whether he had used his best endeavours to enable the Company to comply with the Listing Rules. On further investigation the Division found that there were mitigating circumstances for the director’s conduct. The Division therefore recommended that a private warning should be given to the individual and this recommendation was endorsed at a regular meeting of the Committee.
63. Some disciplinary matters are dealt with at regular meetings of the Committee. This is especially the case where a proposal to settle a disciplinary matter with an agreed sanction is presented to the Committee for endorsement. Disciplinary matters were dealt with at

seven (2004: five) regular meetings of the Committee and all but one resulted in public sanction. The remaining case arose out of a fast-track case as discussed above.

64. The disciplinary action and resulting sanctions against a GEM sponsor, OP, and the directors of a listing applicant are discussed in paragraph 50 of this report. An analysis of the nature of the other alleged breaches of the Listing Rules considered at disciplinary and regular meetings is set out below.

Nature of Alleged breach of Listing Rules	Number of :	
	Meetings	Cases
Failure to publish annual accounts and interim accounts within prescribed deadlines	8	8
Failure to disclose price sensitive information or significant advances to entities	5	5
Failure to obtain shareholder approval for connected or other transactions (note: one case was considered once on first instance and once on review)	7	6
Failure to comply with terms of waiver for connected transaction	1	1
Failure to observe the Model Code for directors dealings	2	2
Failure to disclose connected transaction or other information	3	3
Failure to Publish circular within prescribed deadline	1	1
Failure to comply with directors undertaking	1	1
Failure to respond to enquiries about price and volume movements	1	1
Total	29	28

Note: For the purposes of the above analysis cases involving more than one alleged breach of the Listing Rules are classified according to the most serious alleged breach of the Listing Rules.

65. An analysis of the outcome of the above cases is set out in the table below:

Outcome	No. of Cases
Public Sanction – published in period	16
Public Sanction – awaiting publication	4
Private Sanction	4
No sanction	2
Cases subject to further appeal	2
Total	28

66. A number of the cases considered by the Committee during the year illustrate the importance of issuers' taking steps to ensure that they have adequate and appropriate systems in place to ensure that they can meet their obligations to report financial information in a timely manner. In addition, compliance systems should also be in place to ensure that transactions with connected parties are identified and that where necessary shareholders' approval is sought prior to entering into transactions with such parties.

POLICY DEVELOPMENT

67. The Committee aims to hold policy meetings on a quarterly basis. In the course of the period the Committee held policy meetings on 23rd August 2004, 20th September 2004, 21st February 2005 and 27th April 2005.

68. Policy matters are generally dealt with at policy meetings of the Committee as this helps to ensure broad participation from the Committee membership. Nonetheless, it is sometimes necessary for issues to be considered at regular meetings of the Committee. These items are normally in the nature of reporting back on minor revisions to policy previously agreed at quarterly meetings or amendments to the Listing Rules which had previously been approved at meetings which were minor in nature but which, nonetheless, required the Committee's approval. At one regular meeting in the year an amendment to one of the provisions of the Code on Corporate Governance practices was approved.

69. In its 2004 annual report the Committee noted that a significant part of its policy work and that of the Division during the period had flowed from the Corporate Governance Action Plan that had been announced by the Financial Services and Treasury Bureau in January 2003. The Action Plan is a coordinated effort by the Administration, the SFC and HKEx to improve corporate governance at Hong Kong listed companies.

70. The Action Plan continued to have a bearing on the policy work of the Committee during the current period. Thus, the Committee considered the responses that had been received to the *Exposure of Draft Code on Corporate Governance Practices and Corporate Governance Report* that had been published in January 2004. On 19th November 2004 the Code and Listing Rule changes in relation to the Corporate Governance Report were announced by HKEx. With certain exceptions these will apply for accounting periods commencing on or after 1st January 2005.

71. Another priority that had been established in the Corporate Governance Action plan is in relation to the tightening of the regulation of sponsors which has already been discussed earlier in this report.


72. We summarise in the table below the significant matters considered at the Committee's quarterly policy meetings.

Significant matters considered at Listing Committee Policy meetings

August 2004	<p>Consultation Conclusions and Proposed Rule Amendments regarding Sponsors and Independent Financial Advisers</p>
September 2004	<p>Rule Amendments relating to Code on Corporate Governance Practices and Rules on the Corporate Governance Report</p> <p>Proposed Spin-Off Policy for GEM Listed Issuers – policy guidance</p> <p>Review of Listing Decision Making Structures – preliminary issues</p> <p>Proposed Standards and Guidance for HKICPA Members in Performing Listing Engagements - review of the Exchange's submission</p> <p>Guidelines on Handling Press and Media Enquiries</p> <p>Enhancement of Transparency in Listing Matters – progress report</p> <p>Policy on the presentation and review of Stub Period Accounts</p> <p>Reduction in Pre-Vetting of announcements</p>
February 2005	<p>Recommendations to Streamline the Form and Contents of Listing Division Reports</p> <p>Procedures for Review of Director's Undertakings – Convictions Falling Under Provisions of the Rehabilitation of Offenders Ordinance or Comparable Legislation</p> <p>Issues Relating to the Service of Documents for Disciplinary Proceedings</p> <p>Application of Rule 8.05B(3) to listing applicants carrying on operations through Jointly Controlled Entities</p> <p>Discussion Paper - Interpretation and application of Rule 13.09 and Rule A1 of the Model Code of the Listing Rules</p> <p>Discussion Paper - Independent Non-Executive Directors</p> <p>Adoption of revised Accounting standards (effective January 2005) – Proposed disclosure in Initial Listing Documents and Periodic Financial Reports</p> <p>Application of the Listing Rules to the formation of Joint Ventures for participation in land and property auction and tender processes</p> <p>Proposed IPO related housekeeping Amendments to the Main Board and GEM Listing Rules</p>
April 2005	<p>Adoption of revised accounting standards (effective January 2005) and proposed disclosure in Initial Listing Documents and Periodic Financial Reports – revised proposals</p> <p>Disclosure requirements applicable to Banks incorporated in Mainland China</p>

CONCLUSION

73. The past year has been a busy one that saw a number of very important changes introduced into the Listing Rules in relation to sponsors and corporate governance. Consistent with its role the Committee will endeavour to apply these rules and other provisions in the Listing Rules in a manner that produces effective, consistent and proportionate regulation in line with international standards and commensurate with Hong Kong's position as a leading international financial centre.
74. Finally, I would like to take this opportunity to thank all my colleagues on the Committee during the last year for the significant contribution they have willingly made and to acknowledge the generous support of members' employers.
75. Our thanks are also due to Committee Secretariat in the Listing Division for their administrative assistance and guidance during the year.
76. This report was approved for submission to the boards of SEHK and HKEx on 16th June 2005.

A handwritten signature in black ink, appearing to read 'Moses Cheng', with a stylized flourish at the end.

Moses Cheng
Chairman

Listing Committee

1. Members are appointed to the Listing Committee by the Board of the Exchange based on nominations that have been made by the Listing Nominating Committee. The Listing Nominating Committee consists of the Chief Executive of the Exchange, two members of the Board of HKEx and the Chairman and two executive directors of the SFC.

2. The Composition of the Main Board and GEM Committees is prescribed by the relevant set of Listing Rules as shown in the table below.

Category:	Main Board	GEM
Exchange Participants	6	4
Listed Company	6	4
Market Practitioner & Users (note)	12	12
Ex Officio (note)	1	1
Total Members	24	21

Note: Market practitioners and users include lawyers, accountants, fund managers and others well versed in market practice and the Listing Rules.

The Chief Executive of HKEx is the ex officio member. The Chief Executive of SEHK is the designated alternate.

3. Members are appointed annually. Unless re-appointed their term of office ends no later than 30 days after the first board meeting of SEHK following the annual general meeting after members have been appointed. Consequently the term of office of members covered by this report commenced on 1st May 2004 and ended on 13th May 2005. In the previous period members were appointed for the 49 weeks ended 30th April 2004.

4. To provide consistency and continuity across the Committees most members are appointed as members of the GEM and Main Board Committees. Reflecting that committee's larger size certain members are appointed to the Main Board Committee only.

5. The overlap in membership enables the two Committees to be operated as one committee for most purposes and much of the routine business of the Committees is conducted at combined meetings. This approach is not adopted for disciplinary meetings nor is adopted for meetings at which decisions of the Listing Division or the Listing Committee are reviewed

Listing Appeals Committee

6. The Listing Appeals Committee consists of three members of the HKEx Board: the Chairman of HKEx, who chairs the committee; one member appointed by the Chairman as deputy chairman of the Committee for the term of his office as a director of HKEx; and one member appointed by the Chairman when the Committee is called upon to consider a case. Appropriate modifications to membership are made where conflicts of interest arise.
7. A Memorandum of Understanding was entered into between SEHK and the SFC on 6th March 2001 pursuant to which the SEHK continued to be responsible for the day-to-day administration of all listing-related matters. It also provided for decision-making power to be delegated by the Board of SEHK.
8. The Board of SEHK retains the power to make and amend its Listing Rules subject to the approval of the SFC. All of its other powers and functions in respect of all listing matters are discharged by those to whom the powers have been delegated including the Listing Committee, the Listing Division and the Chief Executive of the Exchange. This arrangement is reflected in the Listing Rules (see Main Board Rule 2A.01 and GEM Rule 3.01).
9. The arrangements in place recognise as a practical matter it is not possible for formal decision making to be taken by the Listing Committee on the very substantial number of matters arising from the day-to-day administration of the Listing Rules.
10. Equally to avoid jeopardising the independence of the Listing Committee it is not desirable for the Committee to become involved in an executive role directing the day-to-day affairs of the Listing Division. Accordingly the Listing Committee has reserved the power to take those decisions that are of material significance for the listed companies, sponsor firms and individuals concerned.
11. The relevant decisions include: granting approval for listing of new equity applicants; approval of the cancellation of listing; approval of GEM Sponsor firms and their supervisory staff; the finding of a breach of the Listing Rules and the imposition of disciplinary sanctions or remedial conditions; the endorsement, variation or modification of decisions made by the Listing Division and in some circumstances the Listing Committee on application for a review; the approval of a specified category of waiver; approval of significant policies and Listing Rule amendments.
12. In all other areas the Listing Division interprets, administers and enforces the Listing Rules, subject to the review of the Listing Committee under procedures set out in the

Listing Rules. For each decision to be made by the Listing Committee the Listing Division will make a recommendation and prepare report with suitable analysis to assist Committee members reaching an informed decision on the relevant matter.

13. The Secretary to the Committee, who is also Head of the Listing Division, sets the agenda of Listing Committee meetings and determines the priorities of Listing Division and the allocation of its resources. Decisions of the Listing Committee, particularly in a policy context often have an operational impact for the Listing Division and inform decisions made by the Head of Listing about the priorities of the Listing Division. However the Listing Committee does not determine the strategic objectives, or the annual operating plan and budget or the level of resources of the Listing Division. Similarly the Listing Committee is not involved in the appointment and terms and conditions of Listing Division staff. These operational matters are handled by the staff of HKEx. The Board of HKEx approves the Exchange's strategic plans and its annual operating plan and budget including that of the Listing Division.

Mode of Operation

14. The principal mode of operation of the Committee is through meetings at which a quorum of members is present. Meetings held by the Committee fall into the following categories: regular meetings, generally held each week; review meetings, to review decisions made by either the Committee or Division; disciplinary hearings, to consider disciplinary action brought by the Division and also including disciplinary review meetings, where the Committee reviews decisions taken at disciplinary meetings of the Committee; and policy meetings, at which policy issues are discussed. The quorum for meetings of the Committee is five members present in person. Where a Committee meeting is convened to review a decision of its own or of the Division the Chief Executive may not count in that quorum.
15. A pooling arrangement is operated to help reduce the workload involved for individual members attending regular meetings, and also to provide a pool of members from which to draw if a decision made by the Committee is required to be reviewed at a subsequent meeting. Under the pooling arrangements all members, except the Chairman, Deputy Chairman and the ex officio member are "paired" with another member, generally from the same membership category. Under the pooling arrangement a member will be designated as the primary or secondary member for a particular week's regular meeting, and the member with whom he or she is paired will be designated as secondary or primary as appropriate. Members are designated as primary or secondary on a fifty-fifty basis. Thus, over the course of the year, a member would be on primary for

approximately half of the Committee's regular meetings. The pooling arrangement does not apply to disciplinary, review and policy meetings.

16. Regular meetings of the Listing Committee are normally held each week with breaks at Lunar New Year, Easter, Christmas and New Year. If the volume of work so demands, additional regular meetings are scheduled. Disciplinary meetings and Review meetings, to consider reviews of decisions reached by the Committee or the Division are held as required. Policy meetings are normally held quarterly with supplementary meetings as necessary.

Handling Conflicts of Interest

17. The Rules governing the proceedings of the Listing Committee incorporate specific requirements relating to the handling of conflicts of interests. These provisions require that a member who is in any way, whether directly or indirectly, materially interested in a matter to be discussed at a meeting must declare any such material interest to the Secretary prior to the meeting or to those present at the meeting and, whenever appropriate and practicable, return all relevant papers to the Secretary as soon as he becomes aware of the conflict. If the member attends the meeting at which the matter is to be considered he must leave the meeting immediately when such matter comes up for discussion and only return after it has been dealt with. The arrangements preclude a member with a material conflict of interest from participating in the deliberation of the issue or counting as part of the quorum present at the meeting. The minutes of Listing Committee meetings record all declared conflicts of interest.

APPENDIX II – LISTING COMMITTEE MEMBERS

Dr Marvin Cheung - Chairman up to 17th April 2005
Former Senior Partner, KPMG Hong Kong
First Appointed: 1st January 2003
Resigned: 17th April 2005 on being appointed by the Government as a director of HKEx
Appointment Category: Market Practitioner and User
Meeting attendance: 2005 – 47; 2004 - 32

Mr Moses Cheng - Deputy Chairman; Acting Chairman from 17th April 2005
Senior Partner, P.C. Woo & Co
First Appointed: 4th December 1996
Appointment Category: Listed Company
Meeting attendance: 2005 – 33; 2004 - 37

Mr V-Nee Yeh
Chairman, Hsin Chong Construction Group Limited
First Appointed: 4th December 1996
Appointment Category: Listed Company
Meeting attendance: 2005 – 52; 2004 - 36

Mr Anthony Lo
Managing Director, Advantage Group Limited
First Appointed: 4th November 1998
Appointment Category: Listed Company
Meeting attendance: 2005 – 30; 2004 - 21

Mr Peter Wong
Managing Director, Tai Fook Securities Co Ltd
First Appointed: 4th November 1998
Appointment Category: Exchange Participant
Meeting attendance: 2005 – 33; 2004 - 27

Mrs Angelina Lee
Partner, Woo, Kwan, Lee & Lo
First Appointed: 7th August 1999
Appointment Category: Market Practitioner and User
Meeting attendance: 2005 – 18; 2004 - 26

Mr Carlson Tong
Partner in Charge of Audit, KPMG China & Hong Kong
First Appointed: 16th November 2001
Appointment Category: Market Practitioner and User
Meeting attendance: 2005 – 28; 2004 - 28

APPENDIX II – LISTING COMMITTEE MEMBERS

Mr Henry Cheong
Chairman & CEO, Worldsec Brokerage Limited
First Appointed: 16th May 2002
Appointment Category: Exchange Participant
Meeting attendance: 2005 – 31; 2004 - 34

Mr Roger Best
Partner, Deloitte Touche Tohmatsu
First Appointed: 16th May 2003
Appointment Category: Market Practitioner and User
Meeting attendance: 2005 – 36; 2004 - 21

Ms Shirley Fung (Main Board Only)
Advisory Director, Goldman Sachs (Asia) LLC
First Appointed: 16th May 2003; Resigned 30th June 2004
Appointment Category: Exchange Participant
Meeting attendance: 2005 – 2; 2004 - 24

Mr Stephen Hui
Managing Director, UOB Kay Hian (Asia) Ltd
First Appointed: 16th May 2003
Appointment Category: Exchange Participant
Meeting attendance: 2005 – 35; 2004 - 42

Mr Ernest Ip
Partner, PricewaterhouseCoopers
First Appointed: 16th May 2003
Appointment Category: Market Practitioner and User
Meeting attendance: 2005 – 33; 2004 - 29

Mr Alex Ko
Chairman & CEO, Goldbond Capital Holdings Limited
First Appointed: 16th May 2003
Appointment Category: Market Practitioner and User
Meeting attendance: 2005 – 51; 2004 - 49

Mr Allan Lam
Senior Executive Vice President, Templeton Asset Management
First Appointed: 16th May 2003
Appointment Category: Market Practitioner and User
Meeting attendance: 2005 – 29; 2004 - 18

APPENDIX II – LISTING COMMITTEE MEMBERS

Mr Raymond Lee (Main Board Only)
Deputy Chairman and Executive Director, Dickson Concepts (International) Limited
First Appointed: 16th May 2003
Appointment Category: Listed Company
Meeting attendance: 2005 – 30; 2004 - 27

Mr Gage McAfee
Managing Director, GE Asia Pacific Capital Technology Fund
First Appointed: 16th May 2003
Appointment Category: Market Practitioner and User
Meeting attendance: 2005 – 61; 2004 - 47

Mr Frank Slevin
Managing Director, Head of Hong Kong Investment Banking, Citigroup Global Markets Asia Limited
First Appointed: 16th May 2003
Appointment Category: Exchange Participant
Meeting attendance: 2005 – 23; 2004 - 26

Mr David Stannard
International Managing Partner, Asia, Norton Rose
First Appointed: 16th May 2003
Appointment Category: Market Practitioner and User
Meeting attendance: 2005 – 22; 2004 - 27

Mr David Sun
Country Managing Partner, Ernst & Young
First Appointed: 16th May 2003
Appointment Category: Market Practitioner and User
Meeting attendance: 2005 – 24; 2004 - 24

Mr Peter Tse
Executive Director & Chief Financial Officer, CLP Holdings Limited
First Appointed: 16th May 2003
Appointment Category: Listed Company
Meeting attendance: 2005 – 15; 2004 - 20

Mr Tony Tsoi
Chief Operating Officer, Varitronix International Limited
First Appointed: 16th May 2003
Appointment Category: Market Practitioner and User
Meeting attendance: 2005 – 69; 2004 – 38

APPENDIX II – LISTING COMMITTEE MEMBERS

Mr. Stephen Hunt

Deputy Chairman, Cathay International Holdings Limited and private investor

First Appointed: 5th November 2004

Appointment Category: Market Practitioner and User

Meeting Attendance: 2005 – 35; 2004 – n/a

Mr. Michael Lee (Main Board Only)

Managing Director, Hysan Development Company Limited

First Appointed: 5th November 2004

Appointment Category: Listed Company

Meeting Attendance: 2005 – 24; 2004 – n/a

Mr Paul Chow

Chief Executive, Hong Kong Exchanges and Clearing Limited

Ex Officio member

Meeting attendance: 2005 – 41; 2004 - 40

Mr Lawrence Fok

Chief Executive, The Stock Exchange of Hong Kong Limited

Alternate to ex officio member to 21st June 2004

Meeting attendance: 2005 – 1; 2004 - 1

Mr Patrick Conroy

Chief Executive, The Stock Exchange of Hong Kong Limited

Alternate to ex officio member from 21st June 2004

Meeting Attendance: 2005 – 1; 2004 – n/a

APPENDIX III – ATTENDANCE RECORDS

RECORD OF MEETING ATTENDANCE – 2005

	Regular		Policy		Disciplinary		Review	
	No.	%	No.	%	No.	%	No.	%
Mr Marvin Cheung	26	54	3	100	9	45	9	64
Mr Moses Cheng	29	56	4	100	0	0	0	0
Mr V-Nee Yeh	36	138	2	50	16	94	5	29
Mr Anthony Lo	20	77	3	75	1	4	6	33
Mr Peter Wong	17	65	3	75	8	36	5	29
Mrs Angelina Lee	11	43	2	50	4	24	1	8
Mr Carlson Tong	17	65	4	100	2	11	5	26
Mr Henry Cheong	19	73	2	50	6	27	4	20
Mr Roger Best	19	73	3	75	8	50	6	50
Ms Shirley Fung	1	16	0	N/A	1	50	0	0
Mr Stephen Hui	24	92	4	100	8	35	8	38
Mr Ernest Ip	22	85	2	50	7	42	2	15
Mr Alex Ko	22	85	4	100	14	63	9	53
Mr Allan Lam	19	73	0	0	4	17	6	29
Mr Raymond Lee	16	62	1	25	8	40	5	38
Mr Gage McAfee	38	146	4	100	12	55	7	37
Mr Frank Slevin	12	46	2	50	6	33	3	16
Mr David Stannard	12	46	1	25	3	15	6	29
Mr David Sun	15	58	2	50	4	24	3	33
Mr Peter Tse	11	42	2	50	0	0	2	10
Mr Tony Tsoi	39	150	4	100	16	70	10	67
Mr Stephen Hunt	13	113	2	100	8	53	12	86
Mr Michael Lee	11	95	1	50	6	43	6	60
Mr Paul Chow	37	71	4	100	0	N/A	0	N/A

Notes: For regular meetings percentage attendance is calculated based on a member attending half the meetings in the period in accordance with the pooling schedule. A percentage in excess of 100 indicates a member attending more meetings than allocated under the pooling schedule. For the chairman, deputy chairman and the Chief Executive the percentage is calculated based on total number of meetings in the period.

For review and disciplinary meetings percentage attendance is based on the number of meetings a member was eligible to attend having regard to potential conflicts of interest and whether the member had attended the meeting reaching the decision that was being reviewed. The members' unavailability due to other commitments on a scheduled date has not been taken into account in the table above. The Chief Executive does not participate in review and disciplinary meetings.