

Rule Amendments relating to the 2008 Combined Consultation

Status of “Frequently Asked Questions”

The following frequently asked questions (FAQs) are designed to help issuers understand and comply with the Listing Rules, particularly in situations not explicitly set out in the Rules or where further clarification may be desirable.

Users of the FAQs should refer to the Rules themselves and, if necessary, seek qualified professional advice. The FAQs are not substitutes for the Rules. If there is any discrepancy between the FAQs and the Rules, the Rules prevail.

In formulating our “answers”, we may have assumed certain underlying facts, selectively summarised the Rules or concentrated on one particular aspect of the question. They are not definitive and do not apply to all cases where the scenario may at first appear similar. In any given case, regard must be had to all the relevant facts and circumstances.

The Listing Division may be consulted on a confidential basis. Please contact the Listing Division at the earliest opportunity with any queries.

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| 4 | 2.07A(2A) | 16.04A(2A) | How should listed issuers manage the process of obtaining consent from shareholders and keeping track of their status having regard to the 12-month ban on further deeming of consent? | <p>Good shareholders' database management by the listed issuer is the key to keeping track of the mode of communication applicable to each individual shareholder and any unexpired 28-day waiting period or 12-month ban on further deeming.</p> <p>If a listed issuer wishes to seek deemed consent upon a person becoming a shareholder, it will need to manage the fact that the 12-month period will vary from shareholder to shareholder. A listed issuer may wish to seek deemed consent from all relevant shareholders on the same date so that it will be much easier to keep track of the 12-month periods.</p> <p>A listed issuer can at any time encourage and invite shareholders to sign up to electronic communications, e.g. as part of its standard shareholder mailings. However, a shareholder cannot be deemed to have consented to any consent request from the listed issuer sent for the purposes of the "deeming procedure" (i.e. the procedure under Main Board Rule 2.07A(2A) (GEM Rule 16.04A(2A)) less than 12 months after a previous request made to him for the purposes of the deeming procedure in respect of the same class of corporate communications. [Updated in February 2020]</p> |
| 1 | <u>(FAQ withdrawn on 31 December 2023)</u> | | | |

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| 2 | 2.07A(2A) | 16.04A(2A) | If a shareholder ceased to be a shareholder but subsequently | No. A consent from a shareholder is only valid if it is given after acquiring the shares. The |
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| | | | becomes a shareholder again, can the listed issuer rely on consent previously given by this shareholder? | shareholder will be treated as a new shareholder and the issuer must send hard copies of all corporate communications to him unless and until a new consent from the shareholder is expressly given or deemed. [Updated in February 2020] |
| <u>2</u> | <u>(FAQ withdrawn on 31 December 2023)</u> | | | |
| 3 | (FAQ withdrawn on 31 December 2009) | | | |
| 4 | 2.07A(2A) | 16.04A(2A) | Can a listed issuer, in its request for consent under the deeming procedure, offer electronic means of communication (such as CD or email) in addition to publication on its website? | Yes. Although the deeming procedure can only be invoked to deem consent from a shareholder to website communication, the listed issuer is not precluded, when requesting consent under the deeming procedure, from using the opportunity to solicit express consent from the shareholder to other electronic means (such as receiving the corporate communication on a CD or by email). If no response is received at the end of the 28-day waiting period and provided that all the relevant conditions under the deeming procedure have been satisfied, the shareholder will be deemed to have consented to website communication. |
| <u>4</u> | <u>(FAQ withdrawn on 31 December 2023)</u> | | | |

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| 5 | 2.07A(2A)(d) | 16.04A(2A)(d) | <p>Main Board Rule 2.07A(2A)(d) (GEM Rule 16.04A(2A)(d)) requires the listed issuer to notify intended recipients of corporate communications made available on its website only of the presence of the corporate communication on the website, the address of the website, the place on the website where it may be accessed and how to access the</p> | <p>After a request for consent has been sent for the purposes of the deeming procedure, there will essentially be three classes of shareholders for the purpose of website communication.</p> <p>1. Shareholders who reply that they wish to continue to receive a hard copy do not need to be sent a separate notification about website communication as they are to be sent a hard copy.</p> |
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| | | | <p>corporate communication. To whom and how should such a notification be sent?</p> | <p>2. Shareholders who do not reply within the 28-day waiting period can be deemed to have consented to website communication provided all other relevant requirements have been complied with. However, they must be sent a hard copy of the notification unless they have provided the listed issuer with an electronic address for this purpose. If any shareholders reply within the 28 days opting for website communication but do not provide an email address, they will be in the same position as those who did not reply and will likewise have to be sent a hard copy of the notification.</p> <p>32. In cases where shareholders who reply that they wish to be advised electronically when any new corporate communication is available on the listed issuer's website and who have provided an email address for this purpose, the listed issuer will have to send them the notification by email. (Note that this group is not the same as those who may have signed up separately to receive email alerts about non-Listing-Rule related material such as promotional offer.)</p> |
| <u>5</u> | <u>(FAQ withdrawn on 31 December 2023)</u> | | | |

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| 6 | 2.07A(2A) 2.07B | 16.04A(2A) 16.04B | Main Board Rule 2.07B (GEM Rule 16.04B) provides that an issuer that avails itself of that Rule must make adequate arrangements to ascertain in | Yes. The Note is merely a non-exhaustive example of how to comply with the Rule. An issuer that wishes to use the deeming procedure under Main Board Rule 2.07A(2A) (GEM 16.04(2A)) may modify the example to |
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| | | | <p>which language its shareholders wish to receive its corporate communications. The Note under Main Board Rule 2.07B (GEM 16.04B) sets out an example of what the Exchange will normally regard as an adequate arrangement.</p> <p>However, an issuer that avails itself of the deeming procedure under Main Board Rule 2.07A(2A) (GEM Rule 16.04A(2A)) may not be able to follow this example exactly, in particular paragraph (3) under the Note.</p> <p>Can an issuer deviate from the example?</p> | <p>suit its own circumstances, so long as the arrangement is adequate for the purpose of Main Board Rule 2.07B (GEM Rule 16.04B).</p> <p>If an issuer is not sure whether its arrangement is adequate, the issuer should consult the Exchange.</p> <p>(Updated 13 March 2009)</p> |
| <u>6</u> | <u>(FAQ withdrawn on 31 December 2023)</u> | | | |
| 7 | 2.07C(3) 13.25A | 16.18(2) 17.27A | For disclosure in the Next Day Disclosure Return pursuant to Main Board Rule 13.25A (GEM Rule 17.27A), which headline category should a listed issuer use when submitting a Next Day Disclosure Return to report a buyback of shares by the listed issuer? | The listed issuer should choose the new Tier 2 headline category “Share Buyback” under the new Tier 1 headline category “Next Day Disclosure Returns”. Where a disclosure other than a share buyback is made in the Next Day Disclosure Return, the listed issuer should choose the new Tier 2 headline category “Others” under the new Tier 1 headline category “Next Day Disclosure Returns”. A listed issuer reporting in a Next Day Disclosure Return both a share buyback and some other type of change in its issued share capital |

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| | | | | should choose both "Share Buyback" and "Others". |
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| 8 | 2.07C(3) 17.06A | 16.18(2) 23.06A | For an announcement published pursuant to Main Board Rule 17.06A (GEM Rule 23.06A) regarding the granting of an option under a share option scheme, which headline category should a listed issuer use when submitting the announcement for publication? | The listed issuer should choose the Tier 2 headline category “Share Scheme” under the heading “Securities/ Share Capital” under the Tier 1 headline category “Headline Categories for Announcements and Notices”. (Updated in January 2023) |
| 9 | (FAQ relocated to Series 17 No. 11D on 28 December 2018) | | | |
| 10 | (FAQ withdrawn on 28 December 2018) | | | |
| 11 | (FAQ withdrawn on 30 September 2009) | | | |
| 12 | (FAQ relocated to Series 17 No. 24E on 28 December 2018) | | | |
| 13 | (FAQ Withdrawn in February 2020) | | | |
| 14 | 3A.07, 3A.09, Appendix 17 to the Rules, Form A1 (published in Regulatory Forms) [Updated in December 2023] | 6A.07, 6A.09, Appendix 7K to the Rules, Form A (published in Regulatory Forms) [Updated in December 2023] | What should the sponsor do if there is a change in circumstances rendering the sponsor no longer independent after filing the listing application? | The sponsor and the new applicant must notify the Exchange as soon as possible. It should be noted if the change results in the applicant not having at least one sponsor that is independent under Main Board Rule 3A.07 (GEM Rule 6A.07), it must appoint a new independent sponsor and pursuant to Main Board Rule 3A.02B (GEM Rule 6A.02B), the applicant can resubmit its listing application no less than two months from the date such new independent sponsor is formally appointed. [Updated in February 2020] |

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| 15 | 8.08(2) 8.08(3) | 11.23(3)(b)(ii) 11.23(8) | If a listed issuer has high shareholding concentration, its bonus issue of a new class of securities involving options, warrants or similar rights to subscribe or purchase shares will be subject to the minimum spread of securities holders requirement. How does the Exchange determine whether the issuer has a high shareholding concentration for this purpose? | A listed issuer is considered to have high shareholding concentration if it has published relevant announcements pursuant to Main Board Rule 13.34(a) (GEM Rule 17.36), or SFC has published relevant press releases on the issuer, during the five year period immediately preceding the date of the issuer's announcement on the proposed bonus issue. [Updated in February 2020] |
| 16 | (FAQ Withdrawn in February 2020) | | | |
| 17 | 10.06(1)(b) | 13.08 Note 2 | <p>A listed issuer will send an Explanatory Statement to its shareholders for seeking their approval of a general mandate for share repurchases at the forthcoming annual general meeting.</p> <p>Main Board Rule 10.06(1)(b) (Note 2 to GEM Rule 13.08) requires the listed issuer to confirm, among other things, that neither the Explanatory Statement issued under the Rule or the proposed share repurchase has any "unusual features". What does the term "unusual features" mean?</p> | Main Board Rules 10.05 and 10.06 (GEM Rules 13.03 to 13.14) set out the restrictions and notification requirements on share repurchases by listed issuers, including the specific disclosure requirements for an Explanatory Statement. The listed issuer's directors should determine whether the Explanatory Statement or the proposed share repurchase has unusual features having regard to the specific requirements under the Rules, the listed issuer's own circumstances, and features of share repurchase proposals which by virtue of their very frequent occurrence can be regarded as common or usual features of such proposals. The listed issuer should consult the Exchange in advance if it is in any doubt as to whether or not any matters are unusual. |

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| 18 | (FAQ Withdrawn in February 2020) | | | |
| 19 | 13.25A 13.25B | 17.27A 17.27B | Where can an issuer find the templates of the various Monthly Returns and Next Day Disclosure Returns, and how to submit them? | Templates of the various Monthly Returns and Next Day Disclosure Returns in MS Word format can be downloaded from the ESS website. The completed form, in either PDF or MS Word format, should be submitted via ESS as an attachment. [Updated in February 2020] |
| 20 | 13.25A 13.25B see also: 2.07C(4)(b) | 17.27A 17.27B see also: 16.03 | Are listed issuers required to submit both English and Chinese versions of Next Day Disclosure Returns and Monthly Returns? | Yes. |
| 21 | 13.25A 13.25B | 17.27A 17.27B | Can a listed issuer submit its Monthly Returns or Next Day Disclosure Returns by means other than ESS, such as email, fax or mail? | No. |
| 22 | (FAQ withdrawn on 30 September 2009) | | | |
| 23 | (FAQ withdrawn on 1 March 2019) | | | |
| 24 | 13.25A(2)(a)(vii) | 17.27A(2)(a)(vii) | The issuer publishes a Next Day Disclosure Return upon a repurchase or redemption of shares in January. The repurchased or redeemed shares are cancelled in February. Must | No. On a share repurchase or redemption, the issuer must submit and publish a Next Day Disclosure Return by “not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session” (i.e. by 8:30 a.m.) on the business day |

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| | | | <p>the issuer publish a Next Day Disclosure Return upon cancellation of the shares?</p> | <p>after the repurchase or redemption, even if the shares have not yet been cancelled. It is not necessary to publish another Next Day Disclosure Return when the shares are cancelled.</p> <p>However, the opening balance of the subsequent Next Day Disclosure Return will be the closing balance of the last Next Day Disclosure Return or Monthly Return (whichever is later) and any cancellation of shares since then should be included in the opening balance of the subsequent Next Day Disclosure Return as separate lines (together with the date(s) of cancellation). These cancelled shares should also be taken into account in arriving at the closing balance of that subsequent Next Day Disclosure Return.</p> <p>(Updated 7 March 2011)</p> |
| 25 | (FAQ Withdrawn in February 2020) | | | |
| 26 | 13.25B | 17.27B | <p>Is section I of the Monthly Return (Movement in Authorised Share Capital) applicable to PRC issuers which do not have authorised share capital?</p> <p>Are PRC issuers required to disclose movements in domestic shares/ A shares in section II of their Monthly Return (Movements</p> | <p>No. Section I of the Monthly Return is not applicable to PRC issuers which do not have authorised share capital.</p> <p>Yes. PRC issuers are required to disclose in section II of the Monthly Return the movements in their H shares as well as any other shares (e.g. domestic shares and A shares).</p> |

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| | | | in Issued Share Capital)? | [Updated in August 2023] |
| 27 | 13.25B | 17.27B | Will listed issuers still be required to submit the Monthly Returns each month even if there are no changes of the reported figures from the previous month? | Yes. |
| 28 | (FAQ Withdrawn in February 2020) | | | |
| 29 | 13.28 see also: 13.25A 13.25B 13.25C | 17.30 see also: 17.27A 17.27B 17.27C | <p>A listed issuer proposes a placing of warrants, which carry rights to subscribe new shares in the listed issuer, for cash consideration under a specific mandate. The listed issuer will issue an announcement for such proposed placing pursuant to Main Board Rule 13.28/ GEM Rule 17.30.</p> <p>How should the listed issuer comply with the disclosure obligation under Main Board Rule 13.28/ GEM Rule 17.30?</p> | <p>The disclosure obligation under Main Board Rule 13.28/ GEM Rule 17.30 arises at the time when the listed issuer agrees to issue securities for cash. As such, the listed issuer should issue an announcement as soon as it enters into the agreement for placing the warrants. The Rule does not apply upon exercise of the subscription rights of the warrants by the warrant holders. However, the listed issuer is reminded of the disclosure obligations under Main Board Rules 13.25A, 13.25B and 13.25C/ GEM Rules 17.27A, 17.27B and 17.27C.</p> <p>[Updated in February 2020]</p> |
| 30 | 13.28(12) | 17.30(12) | <p>A listed issuer proposes a placing of new shares for cash consideration using its general mandate.</p> <p>What “details of the general mandate” is the issuer required to</p> | <p>It should disclose the date of the general meeting approving the general mandate and information that demonstrates the general mandate is sufficient to cover the number of new shares to be issued under the placing, such as: (i) the number of shares that the listed issuer is authorised to allot or issue</p> |

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| | | | disclose in the announcement under Main Board Rule 13.28(12) (GEM Rule 17.30(12))? | under such general mandate; and (ii) the unutilised portion of the general mandate immediately prior to the proposed placing. [Updated in February 2020] |
| 31 | 13.29 | 17.30A | If a listed issuer proposes to place new shares under a general mandate at a discount of 20% or more to the benchmarked price, can it satisfy Main Board Rule 13.29 (GEM Rule 17.30A) by incorporating the information required in its announcement published pursuant to Main Board Rule 13.28 (GEM Rule 17.30)? | Yes, or alternatively it may issue a separate announcement to disclose the information required under Main Board Rule 13.28 (GEM Rule 17.30). In either case, the required information must be announced within the timeframe prescribed under Main Board Rule 13.29 (GEM Rule 17.30A). The listed issuer is reminded that, under Main Board Rule 13.36(5) (GEM Rule 17.42B), it cannot issue new shares for cash under a general mandate at a discount of 20% or more to the benchmarked price set out in Main Board Rule 13.36(5) (GEM Rule 17.42B) unless it can satisfy the Exchange that it is in a serious financial position or there are exceptional circumstances. In the present case, the listed issuer must obtain the Exchange's consent before it enters into the proposed placing and publishes the relevant announcement. |
| 32 | 13.36(4)(a) | 17.42A | When a listed issuer refreshes the General Property Acquisition Mandate at a general meeting, does the controlling shareholder have to abstain from voting as in the case of refreshing a general mandate under Main Board Rule 13.36(4)(a) (GEM Rule 17.42A)? | No. Main Board Rule 13.36(4)(a) (GEM Rule 17.42A) is not applicable to the refreshment of the General Property Acquisition Mandate. |

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| 33 | (FAQ withdrawn on 1 April 2015) | | | |
| 34 | (FAQ withdrawn on 30 September 2009) | | | |
| 35 | 13.51(1) | 17.50(1) | <p>A listed issuer proposes to seek shareholders' approval for certain amendments to its articles of association.</p> <p>Main Board Rule 13.51(1) (GEM Rule 17.50(1)) requires the listed issuer to submit<u>obtain</u> a confirmation from its legal advisers that the proposed amendments comply with the requirements of the Exchange Listing Rules and the laws of the place where it is incorporated or otherwise established.</p> <p>The Rule also requires the listed issuer to confirm that<u>ensure</u> there is nothing unusual about the proposed amendments for a company listed in Hong Kong. Is the listed issuer required to obtain a legal opinion in this regard?</p> <p><u>(Updated in December 2023)</u></p> | <p>With respect to the listed issuer's confirmation<u>assurance</u> that there is nothing unusual about the proposed amendments to its articles of association, it is up to the listed issuer to decide whether an enquiry with its legal advisers needs to be made to assist the directors to determine whether there is anything unusual about the proposed amendments to the articles of association. In assessing the question of what is unusual, the directors should have regard to whether the proposed amendments are customary or a common feature of the articles of association of companies listed in Hong Kong.</p> <p><u>(Updated in December 2023)</u></p> |

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| 36 | 13.51(2) Form B/H in Appendix 5 | 17.50(2) Form A/B in Appendix 6 | Is a director of a listed issuer required to sign a new declaration and undertaking form if he is or is proposed to be re-designated from an executive director to a non- | No. However, in accordance with Main Board Rule 13.51(2) or GEM Rule 17.50(2), an issuer must inform the Exchange of the re-designation of |
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| | | | executive director, or vice-versa? | a director immediately after such re-designation takes effect, and the issuer must simultaneously make arrangements to ensure that an announcement of the re-designation of the director is published in accordance with Main Board Rule 2.07C (Chapter 16 of the GEM Rules) as soon as practicable. [Updated in February 2020] |
| 36 | <u>(FAQ withdrawn on 31 December 2023)</u> | | | |
| 37 | 13.51(2)(c) | 17.50(2)(c) | Please clarify what “professional qualification” under Main Board Rule 13.51(2)(c)/GEM Rule 17.50(2)(c) refers to. | It refers to a qualification in respect of a professional discipline, for example law, accounting, engineering, architecture, surveying or medicine. It also includes any professional title and membership of a professional body. [Updated in February 2020] |
| 38 | 13.52(2) | 17.53(2) | Will the Exchange review announcements submitted by a listed issuer before publication that are not subject to the pre-vetting requirement under Main Board Rule 13.52(2) (GEM Rule 17.53(2))? | No, the Exchange will not pre-vet such announcement unless in exceptional circumstances. An issuer is encouraged to consult the Exchange on any Rule compliance issues in relation to the announcement and/ or the subject matter before it publishes the announcement. [Updated in February 2020] |

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| 39 | 13.52(2) | 17.53(2) | Where a listed issuer publishes an announcement under the Rules that is not subject to the pre-vetting requirement under Main Board Rule 13.52(2) (GEM Rule 17.53(2)), will the Exchange require the listed issuer to submit any documents (for example Listing Rule compliance checklists) for the purpose of post- | If the announcement is made in respect of a share/ discloseable transaction required under Main Board Rules 14.34 and 14.35(GEM Rules 19.34 and 19.35), the listed issuer must complete the “Size Tests Checklist” and submit it to the Listing Division not later than the publication of the announcement. The Exchange may require the listed issuer to submit information and/ or documents in |
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| | | | vetting the announcement? | respect of an announcement published by the issuer to demonstrate its compliance with the Rules. In such cases, the Exchange will inform the listed issuer of the specific information and/or documents required. A checklist for disclosure requirements applicable to a particular type of announcement may need to be submitted by the listed issuer upon request by the Exchange in individual cases. |
| 40 | 13.52A | 17.53A | Under what circumstances will the Exchange exercise the right under Main Board Rule 13.52A (GEM Rule 17.53A) to request review of announcements, circulars or other documents before their publication? | The Exchange will only exercise this power in exceptional circumstances. This is generally the case where the Exchange has an interest in reviewing certain disclosure in a listed issuer's announcement, for example the Exchange has required the listed issuer to make certain specific disclosure in its announcement and such disclosure is necessary to ensure a fair, orderly and efficient market. In such cases, the Exchange will communicate to the listed issuer its direction to review the announcement prior to publication and the reasons for its decision. |
| 40A | 13.56 | 17.60 | How could an issuer send hard copies of its corporate communication to investors whose shares are held in the Central Clearing and Settlement System ("CCASS") either directly or indirectly through a broker or custodian ("CCASS Investors"), as such shares were held in the name of HKSCC Nominees Limited and | An issuer can post on its website a notification of the publication of corporate communication together with a request form. A CCASS investor who wishes to receive a hard copy of the corporate communication, would need to complete and return the request form to the share registrar or other agent of the issuer. The issuer can then send the CCASS investor a hard copy. |

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| | | | <p>the names of CCASS Investors do not appear on the issuer's register of members?</p> | <p>Issuers should have in place an arrangement to track the preference of CCASS Investors to ensure, on a best efforts basis, that CCASS Investors who have previously indicated their preferences to receive hard copies of corporate communications do not have to complete and return a request form for every corporate communication, unless they ceased to be shareholders of the issuer.</p> <p>[Updated in February 2020]</p> |
| 40A | <u>(FAQ withdrawn on 31 December 2023)</u> | | | |
| 41 | 14.04 14.29 | 19.04 19.29 | <p>If a listed subsidiary issues new shares by way of a general mandate to acquire assets, what are the notifiable transaction implications for the listed parent?</p> | <p>An allotment of shares by the listed subsidiary would be a deemed disposal for the listed parent and the transaction, depending on the size tests as defined in Main Board Rule 14.04(9) (GEM Rule 19.04(9)), may fall to be treated as a very substantial disposal, major transaction or discloseable transaction of the listed parent and be subject to the relevant notifiable transaction requirements under Main Board Chapter 14 (GEM Chapter 19).</p> <p>Furthermore, the acquisition of assets by the listed subsidiary would constitute an acquisition of assets by the listed parent (or its subsidiary). The transaction, depending on the size tests defined in Main Board Rule 14.04(9) (GEM Rule 19.04(9)), may fall to be treated as a very substantial acquisition, major transaction or discloseable transaction of the listed parent and be subject to the relevant notifiable transaction requirements under Main Board Chapter 14 (GEM Chapter 19).</p> |

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| 42 | 14.04 14.29 | 19.04 19.29 | If a listed subsidiary conducts a placing of new shares by way of a | An allotment of shares by the listed subsidiary would also be a deemed disposal for the listed |
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| | | | <p>general mandate, would it also constitute a notifiable transaction for the listed parent?</p> | <p>parent as it would result in a reduction in the percentage equity interest of the listed parent in such subsidiary. Accordingly, the transaction, depending on the size tests as defined in Main Board Rule 14.04(9) (GEM Rule 19.04(9)), may fall to be treated as a very substantial disposal, major transaction or discloseable transaction of the listed parent and subject to relevant notifiable transaction requirements under Main Board Chapter 14 and GEM Chapter 19.</p> <p>Where the size of the deemed disposal falls to be a major transaction or above, the placing is subject to approval by shareholders of the listed parent. The Exchange ordinarily expects the listed parent in these circumstances to maintain control over the matter by making the general mandate of the listed subsidiary conditional on it not triggering a major transaction for the listed parent. Issuers should make prior consultation with the Exchange if they anticipate any practical issues relating to compliance in this connection.</p> |
| 43 | 14.23A, 14A.84, 14A.85, 14A.86 | 19.23A, 20.82, 20.83, 20.84 | <p>Should an issuer consult the Exchange under Main Board Rule 14.23B (GEM Rule 19.23B) if:</p> <p>(a) the proposed transactions, even when aggregated with the previous transaction(s), will not exceed the</p> | <p>No. The purpose of the Rules is to provide guidance to issuers to comply before entering into the transaction. Circumstances in (a) and (b) do not involve any risk of non-compliance with the Rules. [Updated in February 2020]</p> <p>1.</p> |

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| | | | <p>percentage ratios to be treated as a notifiable transaction or a connected transaction subject to the announcement, reporting and/ or shareholders' approval requirements; or</p> <p>(b) the issuer has already decided to aggregate the proposed transaction with the previous transaction(s) and comply with the requirements for the relevant classification of the transaction when aggregated?</p> | |
| 44 | (FAQ withdrawn on 2 July 2010) | | | |
| 45 | 14.67A(1) | 19.67A(1) | Are listed issuers required to obtain prior consent from the Exchange in order to defer complying with the disclosure requirements in the initial circular? | Yes, the issuers must demonstrate to the satisfaction of the Exchange that the conditions set out in paragraphs (1)(a), (b) and (c) of Main Board Rule 14.67A/ GEM Rule 19.67A are met. Issuers are also encouraged to consult the Exchange at the earliest opportunity. |
| 46 | (FAQ withdrawn in February 2020) | | | |
| 47 | (FAQ withdrawn on 1 February 2011) | | | |
| 48 | (FAQ withdrawn on 1 July 2014) | | | |
| 49 | 17.06A | 23.06A | Should the announcement be | Main Board Rule 17.06A (GEM Rule 23.06A) |

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| | | | made when a share option is granted or when it is accepted? | <p>requires an issuer to publish an announcement as soon as possible upon the granting of an option or award under a share scheme. Under Main Board Rule 17.01A (GEM Rule 23.01A), “grant” is defined to include “offer”. The issuer should therefore publish its announcement as soon as possible upon the offer of the option, whether or not it has been accepted. The intention of Rule 17.06A is to minimise opportunities to backdate share options or awards.</p> <p>(Updated in March 2009 and January 2023)</p> |
| 50 | (FAQ withdrawn in February 2020) | | | |
| 51 | <u>3.09B, 3.09C, 3.09D Form B/H/I in Appendix 5</u> | <u>5.02B, 5.02C, 5.02D Form A/B/C in Appendix 6</u> | Will directors still be subject to criminal liability for false or misleading information which they provide to the Exchange, notwithstanding <u>the removal of the submission requirement of Form 5B under the Main Board Rules (or Form 6A under the GEM Rules) that the statutory declaration requirement has been removed from the relevant DU Forms?</u> | <p>Yes. <u>Since the directors’ undertakings under the repealed Form 5B under the Main Board Rules (or the repealed Form 6A under the GEM Rules) have been codified into the Listing Rules</u>Based on the declaration at paragraph (i) of Part 2 of the DU Form, a director or supervisor who provides information to the Exchange which is false or misleading in a material particular, may be in breach of section 384 of the Securities and Futures Ordinance, and therefore subject to the criminal sanctions imposed by that section.</p> <p>[Updated in <u>February 2020/December 2023</u>]</p> |

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| 52 | Form B/ H/ I in Appendix 5 | Form A/ B/ C in Appendix 6 | Where a person is appointed a director or supervisor by more than one listed issuer, is he required to submit a DU Form for each listed issuer appointing him? | Yes. The director or supervisor must submit a DU Form for each listed issuer appointing him. <i>Note: Updated in March 2019</i> |
| <u>52</u> | <u>(FAQ withdrawn in December 2023)</u> | | | |

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| 53 | (FAQ withdrawn in February 2020) | | | |
| 54 | Form B/ H/ I in Appendix 5 | Form A/ B/ C in Appendix 6 | Does the Exchange accept faxed-copies of the executed DU Forms? | No. The Exchange only accepts the signed-original of the executed DU Forms. <i>Note: Updated in March 2019</i> |
| <u>54</u> | <u>(FAQ withdrawn in December 2023)</u> | | | |
| 55 | (FAQ withdrawn on 30 September 2009) | | | |
| 56 | (FAQ withdrawn on 1 April 2015) | | | |
| 57 | (FAQ withdrawn on 1 April 2015) | | | |
| 58 | (FAQ withdrawn on 1 April 2015) | | | |

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| 59 | <p>Form B/ H/ I in Appendix 5</p> <p>Paragraph 10 of Appendix 28 13.51(2)</p> | N/A | <p>How should the directors/ supervisors of an issuer seeking to transfer from GEM to the Main Board complete paragraph 2 of Part 1 of Form B/ H/ I in Appendix 5?</p> | <p>Directors and supervisors of Eligible Issuers under paragraph 8 of Appendix 28 of the Main Board Rules should state in the forms that their personal details have been set out in the announcement.</p> <p>GEM transfer applicants that are not Eligible Issuers under paragraph 8 of Appendix 28 of the Main Board Rules are considered new listing applicants and their directors and supervisors should state in the forms that their personal details have been set out in the listing document.</p> |
| 59 | <p><u>(FAQ withdrawn in January 2024)</u></p> <hr/> | | | |

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| | | | | [Updated in February 2020] |
| 60 | Appendix 10C3 , Paragraph 7(d)(viii) | 5.52(4)(h) | Please clarify the meaning of “beneficial ownership is transferred from another party by operation of law”. | This refers to the situation where the transfer occurs automatically as a result of applicable laws rather than any act on the part of the relevant parties. For example, the director may be entitled to receive an interest in securities as a result of the laws governing intestacy or, where the director is a joint holder of securities, the director may obtain ownership of the securities if the other joint holder dies. |
| 61 | (FAQ withdrawn in February 2020) | | | |
| 62 | (FAQ withdrawn on 1 April 2015) | | | |
| 63 | Appendix 10C3 , Rule A.3 | 5.56 | When should the black out period start if an issuer anticipates a delay in publishing its results announcement? | The default position is that the latest any black out period can start is 60 days or 30 days before the intended reporting day for annual or interim results. This is so even if it expects that the publication date will be later than the deadline imposed by the Listing Rules. (Updated 13 March 2009December 2023) |
| 64 | Appendix 10C3 , Rule A.3 | 5.56 | An issuer has notified the Exchange of the commencement date of the black out period under paragraph (b) of Rule A.3 of Appendix 10-C3 of the Main Board Rules (GEM Rule 5.56). If it later decides to postpone publication, should the black out period be | No. The commencement date of the black out period does not change if the issuer decides to postpone publishing the results after it has notified the Exchange. The black out period will be extended and end on the date of publication. (Updated 13 March 2009December 2023) |

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| | | | based on the revised publication | |
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| | | | date? | |
| 65 | (FAQ withdrawn on 1 March 2019) | | | |
| 66 | (FAQ withdrawn on 1 April 2015) | | | |
| 67 | Appendix C310 , Rule A.3 | 5.56 | Is a director permitted to deal on the actual day on which the issuer's financial results are published? | No. Rule A.3(a) states that a director must not deal in any securities of the issuer on any day on which its financial results are published. (Updated 13 March 2009 in <u>December 2023</u>) |
| 68 | Appendix 10C3 , Rule A.3 | 5.56 | Does the notification to the Exchange under Rule A.3(b) have to be in writing? | Yes. (Updated in <u>December 2023</u> 13 March 2009) |
| 69 | Appendix 10C3 , Rule A.3 | 5.56 | Rule A.3 of Appendix C310 of the Main Board Rules (GEM Rule 5.56) provides that the black out period may commence "from <u>the end of the relevant financial year</u> up to the publication date of the results". Please clarify whether the period commences on the day the financial year end or the day immediately following the financial year end. | The period commences on the day immediately following the financial year end date. [Updated in <u>December 2023</u> February 2020] |
| 70 | (FAQ withdrawn on 1 April 2015) | | | |
| 71 | (FAQ withdrawn in February 2020) | | | |

| No. | Main Board Rules | GEM Rules | Query | Response |
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| 72 | Appendix 46 <u>D2</u> | 18.39 | Are issuers required to disclose in its annual report the engagement of an accountant who is to be in charge of the issuer's accounting and financial reporting function together with details of his qualifications? | Yes. If an accountant is in charge of the issuer's accounting and financial reporting function, he should be considered "senior management" and his biographical details should be disclosed as required under the Rules. [Updated in February 2020 <u>December 2023</u>] |