

HKEx GUIDANCE LETTER

HKEx-GL61-13 (July 2013) (Updated in September 2014 and September 2020) – effective for applications submitted on or after 1 October 2013

[Streamlined and incorporated into the Guide for New Listing Applicants in January 2024]

Subject	Guidance on accelerated procedures for reviewing a Listing Division’s and/ or Listing Committee’s decision to return a listing application
Listing Rules and Regulations	Chapter 2B of Main Board Rules, Rule 9.03(3) Chapter 4 of GEM Rules, GEM Rule 12.09(1)
Related Publications	HKEx-GL56-13 - Guidance on (i) disclosure requirements for substantially complete Application Proofs; and (ii) publication of Application Proofs and Post Hearing Information Packs on the Exchange’s website
Author	IPO Vetting Department

Important note: *This letter does not override the Listing Rules and is not a substitute for advice from qualified professional advisers. If there is any conflict or inconsistency between this letter and the Listing Rules, the Listing Rules prevail. You may consult the Listing Division on a confidential basis for an interpretation of the Listing Rules or this letter.*

1. Purpose

- 1.1 To complement the Securities and Futures Commission’s (“SFC”) new sponsor regulation effective on 1 October 2013, the Exchange will amend the Listing Rules to provide for accelerated procedures (“**Accelerated Review Procedures**”) for reviewing (a) a Listing Division’s decision to return a listing application (“**Return Decision**”¹); and (b) a Listing Committee’s decision that endorses a Return Decision, on the ground that the information in the listing application form, Application Proof, or related documents is not substantially complete under Main Board Rule 9.03(3) (GEM Rule 12.09(1)).
- 1.2 This letter supplements the relevant Listing Rules and sets out a sample timetable for the Accelerated Review Procedures with an example set out in **Appendix 1** and a flowchart² (see **Appendix 2**) on the IPO vetting procedures and the publication of an Application Proof (“**AP**”) and a Post Hearing Information Pack (“**PHIP**”) to assist

¹ The Accelerated Review Procedures do not apply to a Listing Division’s or SFC’s decision to return a new CIS applicant’s Application Proof required to be submitted under Main Board Rule 20.25.

² This flowchart does not form part of the Listing Rules and therefore does not override, amend or vary the Listing Rules or the text of any guidance; nor does it have the status of guidance or practice notes to the Listing Rules or this guidance.

applicants and/or their sponsors prepare for review hearings relating to a Return Decision.

- 1.3 Each of the applicant and the sponsor has the right to have a Return Decision and the Listing Committee’s decision that endorses the Return Decision reviewed. (Main Board Rule 2B.05(2), GEM Rule 4.05(2))

2. Timetable

- 2.1 This timetable sets out each stage of the Accelerated Review Procedures, where applicable, and any required actions (*Updated in September 2014*).

Listing Division’s Action	Applicant and/or Sponsor’s Action
Review of the Return Decision	
<i>Submission of the listing application (Form A1/Form 5A)</i>	
	<ul style="list-style-type: none"> - The applicant submits a listing application together with an AP and the required documents to the Listing Division
<i>After receipt of the listing application (Updated in September 2014)</i>	
<ul style="list-style-type: none"> - The Listing Division sends a letter informing the relevant parties of the Return Decision 	
<ul style="list-style-type: none"> - The Return Decision letter will contain reasons for the return (MB Rule 2B.13(2), GEM Rule 4.13(2)) 	

Listing Division's Action	Applicant and/or Sponsor's Action
<i>Within five business days after receipt of the Return Decision</i>	
	<ul style="list-style-type: none"> - The applicant and/or sponsor submit(s) a written review request (the “First Review Request”) to the Secretary to the Main Board or GEM Listing Committee (the “Secretary to LC”) (see definition of Review Request in MB Rule 2B.01A, GEM Rule 4.01A) - The First Review Request must include grounds for the review together with reasons (MB Rule 2B.08(2), GEM Rule 4.08(2)) and the review fee (MB Rule 2B.14, GEM Rule 4.14) - The First Review Request must be based on the original materials submitted to the Listing Division when the applicant first filed its listing application (MB Rule 2B.11(5)(d), GEM Rule 4.11(5)(d))
<i>The next business day after receipt of the First Review Request</i>	

Listing Division’s Action	Applicant and/or Sponsor’s Action
<ul style="list-style-type: none"> - The Secretary to LC sends a letter to the applicant and/or sponsor specifying the date and time for the review hearing (the “First Review Hearing”), which will be the immediate Thursday after receipt of the First Review Request, provided it is not less than three business days. If such date falls on a public holiday, then the First Review Hearing will be scheduled to the following Tuesday (subject to the availability of the members of the Main Board or GEM Listing Committee (the “Listing Committee”)) or the Thursday thereafter that is not a public holiday 	
<i>At least two business days before the First Review Hearing</i>	
<ul style="list-style-type: none"> - The Listing Division submits a report to the Secretary to LC - The Listing Division’s report shall comprise: <ul style="list-style-type: none"> (a) the Return Decision; and (b) the AP and/or other documents submitted together with the application form to support the Return Decision 	
<i>At least one business day before the First Review Hearing</i>	
<p>The Secretary to LC circulates the First Review Request, Listing Division’s report and agenda to the Listing Committee</p>	
<i>The day the First Review Hearing is held</i>	

Listing Division's Action	Applicant and/or Sponsor's Action
<ul style="list-style-type: none"> - Quorum: 5 (including the chairman of the Listing Committee and excluding conflicted members) (MB Rule 2B.11(2), GEM Rule 4.11(2)) - Attendees who may attend: Listing Division (IPO Vetting Department); the applicant's directors, one representative of each of the applicant's legal adviser, financial adviser and auditors, one representative from each sponsor, each sponsor's legal adviser (MB Rule 2B.11(9), GEM Rule 4.11(9)) - If all the parties seeking a review decide not to attend the hearing, the hearing will proceed based on the documents submitted for hearing. If a party seeking a review decides not to attend the hearing, the hearing will proceed in his absence 	
<p><i>The next business day after the First Review Hearing</i></p>	
<ul style="list-style-type: none"> - The Secretary to LC sends the Listing Committee's decision letter to the applicant and/or sponsor and the Listing Division (the "LC Decision") - The LC Decision which endorses the Return Decision will contain reasons for the return (MB Rule 2B.13(2), GEM Rule 4.13(2)) 	
<p>Review of the LC Decision</p>	
<p><i>Within five business days after issue of the LC Decision</i></p>	
	<ul style="list-style-type: none"> - The applicant and/or sponsor submit(s) a second written review request (the "Second Review Request") to the Secretary to the Main Board or GEM Listing Review Committee (the "Secretary to LRC") (see definition of Review Request in MB Rule 2B.01A, GEM Rule 4.01A)

Listing Division’s Action	Applicant and/or Sponsor’s Action
	<ul style="list-style-type: none"> - The Second Review Request must include the grounds for seeking a second review together with reasons (MB Rule 2B.08(2), GEM Rule 4.08(2)) and the review fee (MB Rule 2B.14, GEM Rule 4.14) - The Second Review Request must be based on the original materials submitted to the Listing Division when the applicant first filed its listing application (MB Rule 2B.11(5)(d), GEM Rule 4.11(5)(d))
<i>The next business day after receipt of the Second Review Request</i>	
<p>The Secretary to LRC sends a letter to the applicant and/or sponsor specifying the date and time for the second review hearing (the “Second Review Hearing”) which will be the immediate Tuesday (subject to the availability of the members of the Main Board or GEM Listing Review Committee (“Listing Review Committee”)) or Thursday, provided it is not less than three business days after receipt of the Second Review Request. If such date falls on a public holiday, then the Second Review Hearing will be scheduled to the following Tuesday (subject to the availability of the Listing Review Committee members) or the Thursday that is not a public holiday</p>	

Listing Division's Action	Applicant and/or Sponsor's Action
<i>At least two business days before the Second Review Hearing</i>	
<ul style="list-style-type: none"> - The Listing Division submits a report to the Secretary to LRC - The Listing Division's report shall comprise: <ul style="list-style-type: none"> (a) the Return Decision; (b) LC Decision; and (c) the AP and/or other documents submitted together with the application form to support the Return Decision 	
<i>At least one business day before the Second Review Hearing</i>	
<ul style="list-style-type: none"> - The Secretary to LRC circulates the Second Review Request, Listing Division's report and agenda to the Listing Review Committee 	
<i>The day the Second Review Hearing is held</i>	
<ul style="list-style-type: none"> - Quorum: 5 (including the chairman of the Listing Review Committee and excluding conflicted members) (MB Rule 2B.11(2), GEM Rule 4.11(2)) - Attendees who may attend: Listing Division (IPO Vetting Department); the applicant's directors, one representative of each of the applicant's legal adviser, financial adviser and auditors; one representative from each sponsor, each sponsor's legal adviser (MB Rule 2B.11(9), GEM Rule 4.11(9)) - If all the parties seeking a review decide not to attend the hearing, the hearing will proceed based on the documents submitted for hearing. If a party seeking a review decides not to attend the hearing, the hearing will proceed in his absence 	
<i>The next business day after the Second Review Hearing</i>	

Listing Division's Action	Applicant and/or Sponsor's Action
<ul style="list-style-type: none"> - The Secretary to LRC sends the Listing Review Committee's decision letter to the applicant and/or sponsor and the Listing Division which is conclusive and binding (MB Rule 2B.05(2)(b), GEM Rule 4.05(2)(b)) 	

Appendix 1: An example of the First Review Hearing Timetable

Monday	Tuesday	Wednesday	Thursday	Friday
	1/10	2/10	3/10	4/10
	The applicant submits a listing application			
7/10	8/10	9/10	10/10	11/10
The Listing Division sends a Return Decision letter				
14/10	15/10	16/10	17/10	18/10
The applicant/ sponsor submits the First Review Request within five business days after receipt of the Return Decision	Secretary to LC sent letter to the applicant and/or sponsor specifying the date and time for the First Review Hearing			
21/10	22/10	23/10	24/10	25/10
			Scenario A ¹	
28/10	29/10	30/10	31/10	
	Scenario B ²		Scenario C ³	

1. The immediate Thursday which is not less than three business days after receipt of the First Review Request
2. Assuming 24/10 was a public holiday and there were sufficient number of Listing Committee members to form a quorum for the First Review Hearing
3. Assuming 24/10 was a public holiday and there were insufficient number of Listing Committee members to form a quorum for the First Review Hearing on 29/10

Appendix 2: Flowchart on IPO vetting procedures and publication of an AP/ PHIP on or after 1 October 2014* (Main Board & GEM applicants)

(*This flowchart neither forms part of the Listing Rules nor varies the text of any guidance issued by the Exchange) (Updated in September 2020)

- See paragraph 21 of Practice Note 22 of Main Board Rules and paragraph 20 of Practice Note 5 of GEM Rules for details of information published under “Active”
- The Listing Division sends out a letter with reasons for returning the application

