

Main Board Rules

Chapter 1

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INTERPRETATION

...

1.01 Throughout this book, the following terms, save where the context otherwise requires, have the following meanings:

...

“Exchange’s website” the official website of Hong Kong Exchanges and Clearing Limited and/or the website “HKExnews” which is used for publishing issuers’ regulatory information

...

“professional accountant” a person registered as a ~~professional accountant~~ certified public accountant under the Professional Accountants Ordinance

...

Chapter 4

...

Specific detail concerning financial information

4.05 The report on results and financial position under rules 4.04(1) to (4) must disclose separately the following information:—

(1) Income statement

...

(i) profit (or loss) attributable to non-controlling ~~minority~~ interests;

...

(2) Balance sheet information as follows, if applicable:

...

(h) non-controlling ~~minority~~ interests;

...

Chapter 13

...

Issue of securities

13.28 Where the directors agree to issue securities for cash in accordance with rule 13.36(1)(a) or 13.36(2), an issuer shall publish an announcement in accordance with rule 2.07C as soon as possible, but in any event not later than the time that is 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the next business day, containing the following information:—

...

(15) any other material information with regard to the issue (including any restrictions on the ability of the issuer to issue further securities or any restrictions on the ability of the allottees to dispose of shares issued to them

or any restrictions on the ability of existing shareholders to dispose of their securities arising in connection with the allotment).

Notes: (1) This rule does not apply to a grant of options or issue of securities under a share option scheme which complies with Chapter 17. For these, the issuer must follow the announcement requirement under rule 17.06A.

(2) For any exercise of these options, the issuer must follow the disclosure obligations under rules 13.25A and 13.25B.

...

NOTIFICATION

Changes

13.51 An issuer must publish an announcement as soon as practicable in regard to:—

...

(2) ...

Where a new director, supervisor or chief executive is appointed or the resignation, re-designation, retirement or removal of a director, supervisor or chief executive takes effect, the issuer must ~~publish an announcement~~ of the change as soon as practicable and include the following details of any newly appointed or re-designated director, supervisor or chief executive in the announcement:—

...

...

...

Circulars to holders of securities

13.55 (1) ...

(2) All circulars sent to holders of the issuer's securities (and where an issuer's primary listing is or is to be on the Exchange, all circulars sent to holders of the issuer's securities on the Hong Kong register) must be in the English language and be accompanied by a Chinese translation. In respect of overseas members, it shall be sufficient for the issuer to mail an English language version of the circular if it contains a prominent statement in both English and Chinese to the effect that a Chinese translation of the circular

is available from the issuer, on request. If the issuer's primary listing is or is to be on another stock exchange all circulars sent to holders of the issuer's securities must be in the English language or be ~~accomplished~~ accompanied by a certified translation.

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Chapter 14

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Classification and explanation of terms

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Profits

- 14.13 Profits mean net profits after deducting all charges except taxation and before ~~non-controlling minority interests and extraordinary items~~ (See also rule 14.17). In the case of an acquisition or disposal of assets (other than equity capital) through a non wholly-owned subsidiary, the profits attributable to the assets acquired or disposed of (and not the listed issuer's proportionate interest in such profits) will form the numerator for the purpose of the profits ratio.

...

Contents of announcements

All transactions

- 14.58 The announcement for a share transaction, discloseable transaction, major transaction, very substantial disposal, very substantial acquisition or reverse takeover must contain at least the following information:—

...

- (7) where applicable, the net profits (both before and after taxation ~~and extraordinary items~~) attributable to the assets which are the subject of the transaction for the two financial years immediately preceding the transaction;

...

Chapter 15A

...

Continuing Obligations

15A.21 In addition to the continuing obligations as set out in the Listing Agreement in Part H of Appendix 7 (subject to such modifications as shall be agreed to by the Exchange in accordance with rule 15A.26) an issuer shall, whilst any structured products issued by it are listed on the Exchange:—

...

(2) include either in the interim financial report referred to in rule 15A.21(1)(c) above or in a separate statement delivered at the same time to the Exchange as such interim financial report:—

...

(c) profits or losses attributable to non-controlling interests ~~minority~~ shareholders,

...

...

Chapter 21

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Listing Documents

...

21.08 In addition to the information required by Chapter 11, every listing document issued by or on behalf of an investment company no part of whose share capital or units is already listed must contain the following:—

...

(15) in the case of an existing investment company, full details of all listed investments and all other investments with a value of more than five per cent. of the investment company's gross assets, and details of at least the ten largest investments, stating:—

...

(f) dividend cover or underlying earnings; and

(g) [Repealed 1 January 2013] ~~any extraordinary items; and~~

...

...

...

Listing Agreement

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21.12 The Listing Agreement for an investment company must include the following additional continuing obligations:—

(1) the annual report and accounts shall include:—

(a) a list of all investments with a value greater than 5 per cent. of the investment company's gross assets, and at least the 10 largest investments stating, with comparative figures where relevant:—

...

(vi) dividend cover or underlying earnings; and

(vii) [Repealed 1 January 2013] ~~any extraordinary items; and~~

...

...

Chapter 29

...

PART C — ASSET-BACKED SECURITIES

Qualifications for listing

29.11 The following additions and exceptions to the qualifications for listing apply to issuers of asset-backed securities:

...

- (c) where an issue of asset-backed securities is backed by equity securities, those securities must be listed on a stock exchange or traded on another regulated and regularly operating open market; the equity securities must represent non-controlling minority interests in and must not confer legal or management control of the companies issuing the equity securities; where options or conversion rights relating to equity securities are used to back an issue, this paragraph applies in respect of the securities resulting from the exercise of those options or rights; and

...

The Stock Exchange of Hong Kong Limited

Practice Note 8

...

3. The Exchange's New Requirements

- (1) As from the date when a security issued by a listed issuer has been designated by the HKSCC as eligible for deposit and settlement in CCASS:
 - a) an issuer incorporated or otherwise established in Hong Kong, outside Hong Kong or the PRC (other than authorised Collective Investment Schemes) shall forward to each Participant regardless of whether the Participant is a member of the issuer, one copy of each of the ~~documents referred to in rule 13.54 which relates to those eligible securities~~ corporate communications of the issuer that relate to the relevant eligible security, at the same time as they are despatched to the holders of those securities with registered addresses in Hong Kong ...

...

Revised on 1st September, 2008

Revised on 1st January, 2013

Appendix 1

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Part D

...

Information upon the Issuer

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11. (1) (a) Where published, or if more than 10 months have elapsed since the date to which the latest published audited consolidated financial statements of the issuer or, in the case of guaranteed issues, the guarantor are made up, an interim financial report (the “Interim Report”) in respect of the first 6 months of its financial year containing the following information:–

...

- (iii) profits or losses attributable to non-controlling interests ~~minority shareholders~~,

...

...

...

Appendix 1

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Part E

...

Information about the issuer’s management

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42. The full name and professional qualification, if any, of the secretary of the issuer ~~and the qualified accountant of the issuer appointed pursuant to rule 3.24.~~

Appendix 1

...

Part F

...

Information about the issuer's management

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31. The full name and professional qualification, if any, of the secretary of the issuer ~~and the qualified accountant of the issuer appointed pursuant to rule 3.24.~~

Appendix 5

附錄五

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Form H

H 表格

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Part 3

第三部分

...

- (B) *The following solicitor's certification must be completed whenever this Form H is required to be lodged with The Stock Exchange of Hong Kong Limited:–*
按規定須向香港聯合交易所有限公司呈報本 H 表格的，均須填報下列律師證明：

SOLICITOR'S CERTIFICATION

律師證明

We,, are a firm of solicitors qualified to advise on Hong Kong law with offices located at We hereby

certify that we have explained all applicable requirements and procedures for completing and executing this Form H or the documents referred to in this Form H, and the possible consequences of making a false declaration or giving false information, to [Insert name of director]. Further, we hereby certify that [Insert name of director] has acknowledged to us that he/she understands the foregoing.

我們，.....，為一家有資格就香港法律提供意見的律師行，辦事處設於.....。

我們茲證明，我們已向.....〔填入董事的姓名〕解釋填報及簽立本 H 表格及本 H 表格所指的文件的所有適用規定和程序，以及作出虛假聲明或提供虛假信息所可能引致的後果。此外，我們茲證明.....〔填入董事的姓名〕已向我們承認其了解上述各項。

Executed this day of, 20,
in

本證明於 20年.....日在.....簽立。

(Signed 簽署)

Appendix 11

Form A

MODEL FORM OF FORMAL NOTICE

FOR OFFERS FOR SALE OR SUBSCRIPTION

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This advertisement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities.

[XYZ Limited]
(Incorporated in [Hong Kong] under the [Companies Ordinance])

...

Copies of the listing document required by the Listing Rules of The Stock Exchange of Hong Kong Limited together with application forms are available during normal office hours up to and including [XXX, 1920] from:—

Any Exchange Participant of The Stock Exchange of Hong Kong Limited

Application for the shares will only be considered on the basis of the listing document dated [XXX, 1920].

Application has been made to The Stock Exchange of Hong Kong Limited for listing of and permission to deal in the shares of XYZ Limited in issue and to be issued as described in the listing document. Dealings are expected to commence on [XXX, 1920].

Dated , 1920

Appendix 11

Form B

MODEL FORM OF FORMAL NOTICE

FOR INTRODUCTIONS

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This advertisement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for shares.

[XYZ Limited]
(incorporated in [Hong Kong] under the [Companies Ordinance])

...

Copies of the listing document required by the Listing Rules of The Stock Exchange of Hong Kong Limited are available for information purposes only from the Financial

Adviser at [] for a period of [14] days from the date of this Notice.

Application has been made to The Stock Exchange of Hong Kong Limited for listing of and for permission to deal in the above securities. Dealings in the above securities are expected to commence on [XXX, 1920].

Dated , 1920

Appendix 11

Form C

MODEL FORM OF FORMAL NOTICE

FOR PLACINGS

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This advertisement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities.

[XYZ Limited]
(incorporated in [Hong Kong] under the [Companies Ordinance])

...

Copies of the listing document required by the Listing Rules of The Stock Exchange of Hong Kong Limited together with application forms are available during normal office hours up to and including [XXX, 1920] from:

Application for the shares will only be considered on the basis of the listing document dated [XXX, 1920].

Application has been made to The Stock Exchange of Hong Kong Limited for listing of and permission to deal in the [securities] [the whole of the ordinary share capital of XYZ Limited, issued and to be issued] as described in the listing document. Dealings are expected to commence on [XXX, 1920].

Dated , 1920 _____

Appendix 11

Form D

MODEL FORM OF FORMAL NOTICE FOR DEBT ISSUES TO PROFESSIONAL INVESTORS ONLY

...

NOTICE OF LISTING ON THE STOCK EXCHANGE OF HONG KONG LIMITED

-\$[AGGREGATE NOMINAL AMOUNT]

...

Application has been made to The Stock Exchange of Hong Kong Limited for listing of and permission to deal in [-\$ aggregate nominal amount] [Issuer] [Bonds] (guaranteed by []) (“the [Bonds]”) as described in the Listing Document and such permission to deal in the Bonds is expected to become effective on -[], 1992[].

-[], 1992[]

...

Appendix 16

...

Basic Financial Information

4. Financial statements referred to in paragraph 2 shall include at least the information set out below. This information may be included in the notes to the financial statements. Banking companies shall comply with Appendix 15 as regards the disclosure requirements for preliminary announcements of results, interim reports, annual reports, listing documents and circulars.

(1) Income statement

...

(d) profit (or loss) attributable to non-controlling ~~minority~~ interests;

...

(j) interest on borrowings;

...

(m) share of profit (or loss) of associated companies and jointly controlled entities attributable to equity holders (i.e. after tax and non-controlling minority interests in the associated companies and jointly controlled entities); and

(n) comparative figures for the matters specified in (a) to (m) inclusive for corresponding previous period;

...

(2) Balance sheet

...

(c) current liabilities

(i) borrowings and debts; and

(ii) ageing analysis of accounts payable;

...

(f) non-current liabilities;

(i) borrowings and debts;

...

(h) non-controlling minority interests.

...

...

Information to accompany interim reports

...

44. A listed issuer shall include in its interim report the following information in respect of the group:

- (1) a statement in relation to the accounting period covered by the interim report on whether the listed issuer meets the code provisions set out in the ~~Code on Corporate Governance Practices~~ Corporate Governance Code contained in Appendix 14. Where there are any deviations from the code provisions in the Code, the listed issuer must give considered reasons for the deviations from the code provisions, either by:

...

...

**Information to accompany preliminary announcements of
Results for the financial year**

45. A listed issuer shall publish a preliminary announcement of its results in accordance with rule 2.07C as required under rule 13.49(1), which has been agreed with its auditors and which includes, as a minimum, the following:

...

- (5) a statement as to whether the listed issuer meets the code provisions set out in the ~~Code on Corporate Governance Practices~~ Corporate Governance Code contained in Appendix 14. The listed issuer must also disclose any deviations from the code provisions and give considered reasons for such deviations ...

...

**Information to accompany preliminary announcements of
Interim results**

46. A listed issuer shall publish a preliminary announcement of its results in accordance with rule 2.07C for the first six months of each financial year as required under rule 13.49(6), which shall include, as a minimum, the following information:-

...

- (4) a statement as to whether the listed issuer meets the code provisions set out in the ~~Code on Corporate Governance Practices~~ Corporate Governance Code contained in Appendix 14. The listed issuer must also disclose any deviations from the code provisions and give considered reasons for such deviations ...

...

Appendix 24

Headline Categories

The following documents are submitted by issuers for publication on our website as listed companies information:-

...

Schedule 1 Headline Categories for Announcements and Notices

...

Corporate Positions and Committees/Corporate Changes

...

Terms of Reference of the Audit Committee
Terms of Reference of the Remuneration Committee
Terms of Reference of the Nomination Committee
Terms of Reference of Other Board Committees

...

Reorganisation/Change in Shareholding/Major Changes/Public Float/Listing Status

Announcement by Offeree Company pursuant to under the Takeovers Code
Announcement by Offeror Company pursuant to under the Takeovers Code

...

Schedule 2 Headline Categories for Circulars

...

Reorganisation/Change in Shareholding/Major Changes/Public Float/Listing Status

Document issued by Offeree Company pursuant to under the Takeovers Code
Document issued by Offeror Company pursuant to under the Takeovers Code

...