

# Appendix 2

## Documents of Title

### Part B

#### Definitive Documents of Title

##### Registered equity securities

1. The overall size of the certificate should if possible be no larger than 25 centimetres by 22 centimetres (9 3/4 inches by 8 1/2 inches approximately).
2. The paper for securities must be security paper containing a watermark in a form approved by the Federation of Share Registrars. The watermark should be repeated at staggered intervals of not more than 20 centimetres (8 inches approximately).
3. The following matters must appear on the face of the certificate:—
  - (1) the authority under which the issuer is constituted;
  - (2) preferably at the top right-hand corner, the number of securities or amount of stock the certificate represents and if applicable the number and denomination of units;
  - (3) a footnote stating that no transfer of the securities represented by the certificate can be registered without production of the certificate; and
  - (4) if applicable, the minimum amount and multiples thereof in which the security is transferable.
4. Certificates must be dated and (in the absence of statutory authority for issue under signature of appropriate officials) be issued under seal.
5. If the certificate relates to shares and there is more than one class in issue:—
  - (1) the certificates of the preferential classes must also bear (preferably on the face) a statement of the conditions conferred thereon as to capital and dividends;
  - (2) if any such class (other than preference or preferred shares so described) is a class the holders of which are not entitled to vote at general meetings of the issuer, the words “non voting” must appear legibly on every certificate therefor issued by the issuer; and

- (3) every share certificate issued by the issuer shall contain in a prominent position a statement that its share capital is divided into different classes of shares which shall specify in respect of the shares of each class the nominal value (if any) thereof and the voting rights attached thereto.
6. Certificates relating to shares may contain on the back a form of instrument of transfer relating to all (but not some only) of the shares comprised in the certificate in a form approved by the Exchange.
7. If the securities to which the certificates relate are not identical in all respects, but will become so in the future, such certificates issued before the date when they will become so must be enfaced with a note of such date.

### **Registered debt securities**

8. The overall size of the certificate should if possible be no larger than 25 centimetres by 22 centimetres (9 3/4 inches by 8 1/2 inches approximately).
9. The paper for securities must contain a watermark in a form approved by the Federation of Share Registrars. The watermark should be repeated at staggered intervals of not more than 20 centimetres (8 inches approximately).
10. The following matters must appear on the face of the certificate:—
  - (1) the authority under which the issuer is constituted;
  - (2) preferably at the top right-hand corner, the number of securities or amount of stock the certificate represents and, if applicable, the number and denomination of units;
  - (3) a footnote stating that no transfer of the security or any portion thereof represented by the certificate can be registered without production of the certificate;
  - (4) if applicable, the minimum amount and multiples thereof in which the security is transferable; and
  - (5) the interest payable and the dates when it is payable.
11. Certificates must be dated and (in the absence of statutory or other authority for issue under signature of appropriate officials) be issued under seal.
12. The certificates must also state:—

- (1) the country of incorporation (where appropriate) and registered number (if any) of the issuer;
- (2) the authority under which the security is issued; and
- (3) on the back (preferably with reference shown on the face) all the conditions of issue as to redemption or repayment and, if applicable, conversion but need state only such of the conditions as to transfer as differ in any material respect from those normally attached to such a debt security.

### **Bearer securities**

13. Except for debt issues to professional investors only, proofs of securities and any coupons must be submitted to the Exchange for approval at as early a date as possible, preferably in "sketch" form. Proofs must be submitted to the Exchange at least 14 days prior to the date on which the relevant listing document is to be bulk printed.
14. The printing of bearer securities must be entrusted to recognised security printers who must be approved in advance by the Exchange; it is preferable that the same printer should be employed on behalf of a particular issuer or borrowing organisation for all its bearer securities.
15. The paper for securities and any coupons must be first class bond or banknote paper. It must be a fourdrinier made paper of 100g/m<sup>2</sup> in weight, containing a minimum rag content of 50% and have a multitone watermark of the printer, borrower or issuer. Accurate records must be kept regarding manufacture and consumption of security paper. The watermark should be repeated at staggered intervals such that it appears, at least in part, on each coupon.
16. The overall size of the security (excluding any sheets of coupons) should be 29.7 centimetres by 21 centimetres (11-3/4 inches by 8-1/4 inches approximately).
17. The serial number of the security must appear in the top right-hand corner of each security, on any talon and on each coupon (if any). Such number must be printed in indestructible black ink which fluoresces when exposed to ultra violet light and be produced in OCR-B1 (optical character recognition-type B1) typeface.
18. Any coupon sheets must be attached to the right-hand side of the security and each coupon must bear the serial number of the security and be numbered consecutively. Coupon sheets may be attached to the foot of the security in the event that the right-hand side of the security is not available. If a talon or renewal coupon is used it must be so placed as to be the last coupon to be removed. The margin between the coupons must be sufficiently wide to ensure that the text of any coupon is not damaged when coupons are detached.

19. Securities must have at least one printing by direct engraved steel plate which must include the border. The plates must be produced by the high security printer by mechanical or electrolytic means from original steel engravings and must remain in the responsible custody of the high security printer. The impression must be perfect, giving uniform sharpness, no interruptions or broken lines and no choking or widening at points or intersections. The background must contain guilloches which, if produced by indirect letterpress, must be in more than one colour.
20. The design of the intaglio border of the securities and coupons must either be unique to the issuer or must, as an alternative, incorporate the following additional security features:—
  - (a) lines composed of extra small print which appear as continuous lines when photocopied; and
  - (b) a latent image (not required on the coupons).
21. The name of the security printer must appear on the face of the bearer security and the coupons as part of the intaglio border.
22. The following matters must appear on the face of the security:—
  - (1) the authority under which the issuer is constituted and the country of incorporation (where applicable) and registered number (if any);
  - (2) the date of issue of the security;
  - (3) the authority under which the security is issued;
  - (4) the dates when fixed interest or dividend payments are due; and
  - (5) an authorising signature or signatures of the issuer, which may be in facsimile (and may also bear an authenticating signature which, if present, must be an original).
23. In the case of shares with preferential rights, a statement of the conditions conferred thereon as to capital (including redemption), dividends, meetings and voting rights must appear on the reverse of the security.
24. In the case of debt securities, a summary of the principal terms and conditions of issue as to redemption, conversion, meetings and voting rights must appear on the reverse of the security.

25. The high security printer must give a declaration which may, with the approval of the Exchange, be given on an annual basis, that:—
- (1) the security is being produced in accordance with the requirements of the Exchange;
  - (2) records will be kept of the production and consumption of the security paper;
  - (3) the steel engraved plates have been produced by the security printers on their premises and since production they have remained and will remain under their control and if the design of the intaglio border is unique to the issuer, it will not be used on the securities of any other issuer; and
  - (4) where the design of the intaglio border is unique to the issuer at the request of the issuer all plates used in the preparation of the securities will be destroyed and satisfactory proof of destruction will be produced to the issuer.
26. Notwithstanding the provisions of paragraph 19 of this Appendix, the Exchange may agree to waive the requirement to use engraved steel plates for the printing of securities where:—
- (1) the securities are not to be marketed to the public; and
  - (2) an alternative form of process, acceptable to the Exchange, is used for the printing of the securities.

Such agreement should be obtained from the Exchange in advance.

### **Registered depositary receipts**

27. In the case of the certificate for registered depositary receipts, the overall size of the certificate should if possible be no larger than 30.5 centimetres by 20 centimetres (12 inches by 8 inches approximately).
28. Except for paragraph 1, the above provisions in relation to registered equity securities apply equally to depositary receipts. In addition, the following matters must appear on the face of a certificate for a depositary receipt:—
  - (1) the name of the depositary;
  - (2) the name of the issuer;
  - (3) the name of the holder of depositary receipt;
  - (4) the number of shares which the depositary receipt represents; and
  - (5) a detailed summary of the terms of the deposit agreement in the form acceptable to the Exchange.