

**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 126

July 2019

Dear Sirs,

Amendments to the Main Board Listing Rules

We enclose reprinted pages of the Listing Rules and filing instructions. The reprinted pages incorporate amendments to implement the proposals of the "Consultation Conclusions on Review Structure in relation to Listing Committee Decisions" published on 18 January 2019.

We have amended the Listing Rules such that:

1. Decisions regarding (i) rejection of a new applicant's listing application solely on the ground of unsuitability for listing; (ii) cancellation of listing; and (iii) imposition of certain disciplinary sanctions made by the Listing Committee are subject to only one level of review, and the Listing Appeals Committee is discontinued.
2. A new independent review committee (the Listing Review Committee) is established to replace the Listing (Review) Committee and the Listing (Disciplinary Review) Committee.
3. Decisions of the new Listing Review Committee for non-disciplinary matters are to be published.
4. The SFC may request a review of any matter, including a decision of the Listing Committee by the new Listing Review Committee.
5. Transitional arrangements are provided. All disciplinary review hearings for disciplinary proceedings commenced before the effective date of the amendments, and all non-disciplinary review hearings in respect of certain decisions will be conducted under the current Rules.

Coming into effect

The amendments will come into effect on 6 July 2019.

Please click [HERE](#) to see the amendments to the Main Board Listing Rules.

Yours faithfully,
For and on behalf of
The Stock Exchange of Hong Kong Limited

David Graham
Head of Listing

**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 125

May 2019

Dear Sirs,

Amendments to the Main Board Listing Rules

We enclose reprinted pages of the Main Board Listing Rules and filing instructions. The reprinted pages incorporate amendments to implement the proposals of the “Consultation Conclusions on Proposal Relating to Listed Issuers with Disclaimer or Adverse Audit Opinion on Financial Statements” published on 24 May 2019.

Under the new Main Board Listing Rules:

- (a) the Exchange will normally require suspension of trading in an issuer’s securities if the issuer publishes a preliminary results announcement for a financial year and the auditor has issued, or has indicated that it will issue, a disclaimer or adverse opinion on the issuer’s financial statements;
- (b) it may disapply the suspension requirement where (i) the disclaimer or adverse opinion relates solely to going concern; or (ii) the underlying issues giving rise to the audit modification have been resolved before the issuer publishes the preliminary results announcement;
- (c) the suspension will normally remain in force until the issuer has addressed the issues giving rise to the disclaimer or adverse opinion, provided comfort that a disclaimer or adverse opinion in respect of such issues would no longer be required, and disclosed sufficient information to enable investors to make an informed assessment of its financial position;
- (d) where the resolution of issues giving rise to the disclaimer or adverse opinion is outside the issuer’s control, a longer remedial period may be allowed, with the duration of the period being determined on a case by case basis; and
- (e) as a transitional arrangement, the remedial period will be extended to 24 months for issuers that are suspended solely due to a disclaimer or adverse opinion on the issuers’ financial statements for the financial years commencing between 1 September 2019 and 31 August 2021.

Coming into effect

The amendments will apply to issuers’ preliminary annual results announcements for financial years commencing on or after 1 September 2019.

Please click [HERE](#) to see the amendments to the Main Board Listing Rules.

Yours faithfully,
For and on behalf of
The Stock Exchange of Hong Kong Limited

David Graham
Head of Listing

Update No. 124

**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 124

February 2019

Dear Sirs,

Amendments to the Main Board Listing Rules

We enclose reprinted pages of the Listing Rules and filing instructions. The reprinted pages incorporate amendments to implement the proposals of the "Consultation Conclusions on Proposed Changes to Documentary Requirements relating to Listed Issuers and Other Minor Rule Amendments" published on 1 February 2019.

We have amended the Listing Rules to:

- revise the declaration and undertaking by directors and supervisors in the form set out in Appendix 5B, 5H or 5I to include an undertaking to inform the Exchange of the director's or supervisor's contact information, to grant the Exchange with the power to gather information from supervisors and to align the Main Board Rules and the GEM Rules in relation to directors' and supervisors' obligations;
- streamline listed issuers' filing requirements in respect of an issue of new securities;
- remove the filing requirements for (i) documents that are submitted to the Exchange for record only; and (ii) documents whose contents are already disclosed to the public; and
- make other minor Rule amendments and housekeeping Rule amendments.

Coming into effect

The amendments will come into effect on 1 March 2019.

Please click [HERE](#) to see the amendment to the Listing Rules.

Yours faithfully,
For and on behalf of
The Stock Exchange of Hong Kong Limited

David Graham
Head of Listing

Update No. 123

**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 123

December 2018

Dear Sirs,

Amendments to the Main Board Listing Rules

We enclose reprinted pages of the Listing Rules and filing instructions. The reprinted pages incorporate amendments to implement the proposals of the "Consultation Conclusions Paper on Review of the Corporate Governance and Related Listing Rules" published on 27 July 2018.

We have amended the Listing Rules to:

- strengthen the transparency and accountability of the board and/or nomination committee and election of directors, including independent non-executive directors ("INEDs");
- improve transparency of INEDs' relationships with issuers;
- enhance criteria for assessing independence of potential INED candidates;
- promote board diversity, including gender diversity; and
- require greater dividend policy transparency.

Coming into effect

The amendment will come into effect on 1 January 2019.

Please click [HERE](#) to see the amendments to the Listing Rules.

Yours faithfully,
For and on behalf of
The Stock Exchange of Hong Kong Limited

David Graham
Head of Listing

Update No. 122

**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 122

August 2018

Dear Sirs,

Amendments to the Main Board Listing Rules

We enclose reprinted pages of the Listing Rules and filing instructions. The reprinted pages incorporate amendments to implement the proposals of the "Consultation Conclusions on Proposed Exemption for Aircraft Leasing Activities" published on 17 August 2018.

We have amended the Listing Rules to exempt qualified aircraft leasing activities from the specific disclosure and/or shareholders' approval requirements normally applicable to notifiable transactions.

Coming into effect

The amendments will come into effect on 15 October 2018.

Please click [HERE](#) to see the amendments to the Main Board Listing Rules.

Yours faithfully,

For and on behalf of
The Stock Exchange of Hong Kong Limited

David Graham
Chief Regulatory Officer and Head of Listing

Update No. 121

**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 121

May 2018

Dear Sirs,

Amendments to the Main Board Listing Rules

We enclose reprinted pages of the Listing Rules and filing instructions. The reprinted pages incorporate amendments to implement the proposals of the "Consultation Conclusions on Delisting and Other Rule Amendments" published on 25 May 2018.

We have amended the Listing Rules to:

- (i) add a separate delisting criterion to allow the Exchange to delist an issuer after a trading suspension of 18 continuous months;
- (ii) allow the Exchange to publish a delisting notice stating its right to delist an issuer if the issuer fails to resume trading within the period specified in the notice, or delist the issuer immediately in appropriate circumstances;
- (iii) remove Practice Note 17, which sets out a three stage delisting procedure for issuers without sufficient operations or assets that will no longer be needed after the new delisting process takes effect; and
- (iv) provide transitional arrangements for issuers whose securities are under suspension immediately before the effective date of the amendments. The current Rules will continue to apply for issuers currently under Practice Note 17 or having been given a notice period before delisting. Other issuers suspended for 12 continuous months or more may be delisted if they fail to resume trading within 12 months from the effective date. All other issuers will be subject to the new Rules.

There are other Rule amendments to (i) remove a bright line trading halt requirement where a major (or above) transaction has not been announced by an issuer, in which case a trading suspension may still be required if the transaction is inside information, and (ii) expedite the process for the Exchange directing resumption of trading, with a view to keeping any trading suspension to a minimum.

Coming into effect

The amendments will come into effect on 1 August 2018.

Please click [HERE](#) to see the amendments to the Main Board Listing Rules.

Yours faithfully,

For and on behalf of
The Stock Exchange of Hong Kong Limited

David Graham
Chief Regulatory Officer and Head of Listing

Update No. 120

Note to subscribers for the amendments to the rules governing the listing of securities (the "Listing Rules")

Update No. 120

May 2018

Dear Sirs,

Amendments to the Main Board Listing Rules

We enclose reprinted pages of the Listing Rules and filing instructions. The reprinted pages incorporate amendments to implement the proposals of the "Consultation Conclusions on the Capital Raisings by Listed Issuers" published on 4 May 2018.

We have amended the Listing Rules to include:

(i) **Highly dilutive capital raisings:**

- disallow rights issues, open offers and specific mandate placings, individually or when aggregated within a rolling 12-month period, that would result in a material value dilution (25% or more on a cumulative basis), unless there are exceptional circumstances e.g. the issuer is in financial difficulties;

(ii) **Rights issues and open offers:**

- require minority shareholders' approval for all open offers, unless the new shares are to be issued under the authority of an existing general mandate;
- remove the mandatory underwriting requirement for rights issues and open offers;
- remove the connected transaction exemption currently available to connected persons acting as underwriters of rights issues or open offers;
- require issuers to adopt either excess application arrangements or compensatory arrangements for the disposal of unsubscribed shares in rights issues or open offers;
- where an issuer engages an underwriter in a rights issue or open offer, require it to be licensed under the Securities and Futures Ordinance and independent from the

issuer and its connected persons, with the exception that a controlling shareholder or substantial shareholder may act as an underwriter if compensatory arrangements are made available for the unsubscribed offer shares and the connected transaction Rules are complied with;

require issuers to disregard any excess applications made by the controlling
- shareholders and their associates in excess of the offer size minus their pro-rata entitlements;

(iii) Placing of warrants or convertible securities under general mandate:

- disallow the use of general mandate for placing of warrants;
- restrict the use of general mandate for placing of convertible securities with an initial conversion price that is not less than the market price of the shares at the time of placing;

(iv) There are also other Rule amendments to enhance disclosure of the use of proceeds from equity fundraisings, and to impose an additional requirement for subdivisions and bonus issues of shares to ensure an orderly market.

Coming into effect

The amendments will come into effect on 3 July 2018.

Please click [HERE](#) to see the amendment to the Main Board Listing Rules.

Yours faithfully,

For and on behalf of
The Stock Exchange of Hong Kong Limited

David Graham
Chief Regulatory Officer and Head of Listing

Update No. 119

**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 119

April 2018

Dear Sirs,

Amendments to the Main Board Listing Rules

We enclose reprinted pages of the Listing Rules and filing instructions. The reprinted pages incorporate amendments to implement the proposals of the "Consultation Conclusions Paper on a Listing Regime for Companies from Emerging and Innovative Sectors" published on 24 April 2018.

We have amended the Listing Rules to:

- permit listings of Biotech Companies that do not meet any of the Main Board financial eligibility tests;
- permit listings of companies with weighted voting right structures; and
- establish a new concessionary secondary listing route for Greater China and international companies that wish to secondary list in Hong Kong.

Coming into effect

The amendments will come into effect on 30 April 2018.

Please click [HERE](#) to see the amendment to the Listing Rules.

Yours faithfully,

For and on behalf of
The Stock Exchange of Hong Kong Limited

David Graham
Chief Regulatory Officer and Head of Listing

**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")
Update No. 118**

December 2017

Dear Sirs,

Amendments to the Main Board Listing Rules

We enclose reprinted pages of the Listing Rules and filing instructions. The reprinted pages incorporate amendments to implement the proposals of the "Consultation Conclusions on the Review of the Growth Enterprise Market (GEM) and Changes to the GEM and Main Board Listing Rules" published on 15 December 2017.

We have amended the Listing Rules to include:

- (i) an increase to the minimum expected market capitalisation of a new applicant at the time of listing from HK\$200 million to HK\$500 million and the minimum public float value of a new applicant at the time of listing from HK\$50 million to HK\$125 million;
- (ii) new arrangements for GEM transfer applicants and the transitional arrangements for eligible GEM transfer applicants set out in Appendix 28, which include:
 - the removal of the streamlined process for a transfer of listing from GEM to the Main Board;
 - the introduction of a mandatory sponsor requirement for a transfer of listing from GEM to the Main Board, where a sponsor must be appointed at least two months before the submission of a listing application;
 - transitional arrangements for transfers of listing from GEM to the Main Board for certain eligible GEM transfer applicants;
 - an increase in the initial listing fee for a GEM transfer application to the scale applicable to a Main Board application; and
- (iii) changes to the references to "Growth Enterprise Market" and 「創業板」 in the Listing Rules to "GEM" to reflect the new role of GEM as a market for small and mid-sized companies

In addition, we have amended the Listing Rules to state that the chief executive of HKEC (an ex officio non-voting member) will not attend Listing Committee meetings on individual cases in the first instance or on review (as a result of the "Joint Consultation Conclusions on Proposed Enhancements to The Stock Exchange of Hong Kong Limited's Decision-Making and Governance Structure for Listing Regulation" published on 15 September 2017).

Coming into effect

The amendments will come into effect on 15 February 2018.

Please click [HERE](#) to see the amendment to the Listing Rules.

Yours faithfully,

For and on behalf of
The Stock Exchange of Hong Kong Limited

David Graham
Chief Regulatory Officer and Head of Listing

Updated 15 Dec 2017



**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")
Update No. 117**

June 2016

Dear Sirs,

Housekeeping Amendments to the Main Board Listing Rules

We enclose reprinted pages of the Listing Rules and the filing instructions. The reprinted pages incorporate housekeeping amendments to the Listing Rules.

We have amended the Listing Rules to:

- change the commencement of the evening window for publication of issuers' documents on the Exchange's website from 4:15 p.m. to 4:30 p.m. on normal business days and from 12:00 noon to 12:30 p.m. on the eves of Christmas, New Year and Lunar New Year when there is no afternoon trading session, consequential to the implementation of the closing auction session;
- revise the headline categories for Debt and Structured Products;
- remove reference to "Open Gateway" in view of the retirement of this market access platform in June 2016;
- remove the transitional arrangement regarding submission of Application Proof which has already lapsed; and
- update certain terminologies, Rule references, and correct clerical errors.

Coming into effect

The amendments will come into effect on 25 July 2016.

Please click [HERE](#) to see the housekeeping amendments to the Listing Rules

Yours faithfully,

For and on behalf of
The Stock Exchange of Hong Kong Limited

David Graham
Chief Regulatory Officer and Head of Listing

Amendments to Main Board Listing Rules

Tools



Updated: 10/06/2016

**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 116

June 2016

Dear Sirs,

Amendments to the Main Board Listing Rules to introduce a new headline category

We enclose reprinted pages of the Listing Rules and the filing instructions. The reprinted pages incorporate amendment to introduce a new headline category "Trading Information of Leveraged and Inverse Products" under "Equity".

In connection with the launch of Leveraged and Inverse Products in June 2016, we have amended the Listing Rules to introduce the new headline category to facilitate investors' access to information published by issuers of Leveraged and Inverse Products on the Exchange's website.

Coming into effect

The amendment will come into effect on 13 June 2016.

Please click [HERE](#) to see the amendment to the Listing Rules relating to the new headline category.

Yours faithfully,

For and on behalf of
The Stock Exchange of Hong Kong Limited

David Graham
Chief Regulatory Officer and Head of Listing



**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 115

January 2016

Dear Sirs,

Amendments to the Listing Rules relating to the Corporate Governance Code and Corporate Governance Report, the Environmental, Social and Governance Reporting Guide, and minor Listing Rule amendments

We enclose reprinted pages of the Listing Rules and the filing instructions. The reprinted pages incorporate amendments to implement proposals in: (i) the "Consultation Conclusions on Risk Management and Internal Control: Review of the Corporate Governance Code and Corporate Governance Report" published in December 2014; and (ii) the "Consultation Conclusions on Review of the Environmental, Social and Governance Reporting Guide" published in December 2015. The reprinted pages also incorporate minor amendments relating to the terms of office of Listing Committee members.

We have amended the Listing Rules to:

Amendments to the Corporate Governance Code and Corporate Governance Report ("Corporate Governance Code")

- incorporate risk management into the Corporate Governance Code where appropriate;
- define the roles and responsibilities of the board and management;
- clarify that the board has an ongoing responsibility to oversee the issuer's risk management and internal control systems;
- upgrade the provisions on the annual review of the effectiveness of the issuer's risk management and internal control systems, and related disclosures in the Corporate Governance Report, from Recommended Best Practices ("RBPs", i.e. voluntary) to Code Provisions ("CPs", i.e. subject to "comply or explain");
- revise and upgrade the provision on issuers' obligation to review the need for an internal audit function on an annual basis if they do not have one from an RBP to a CP;

Amendments to the Environmental, Social and Governance Reporting Guide ("ESG Guide") and related Listing Rules

- require issuers to state in their annual reports or ESG reports whether they have complied with the "comply or explain" provisions set out in the ESG Guide for the relevant financial year; and if they have not, to give considered reasons in their ESG reports;
- revise the introductory section of the ESG Guide to provide more guidance on reporting and to bring it more in line with international standards;
- re-arrange the ESG Guide into two Subject Areas: A. Environmental and B. Social;
- upgrade the General Disclosures under each Aspect of the ESG Guide from recommended disclosures (i.e. voluntary) to "comply or explain" provisions;

- revise the wording of the General Disclosures (where relevant) to be consistent with the directors' report requirements under the Companies Ordinance (Cap. 622 of the Laws of Hong Kong), which have been incorporated in the Rules for financial years ending on or after 31 December 2015;
- upgrade the Key Performance Indicators ("KPIs") in the "Environmental" Subject Area of the ESG Guide from recommended disclosures to "comply or explain" provisions;
- revise the wording of the recommended disclosures of the ESG Guide to bring it more in line with international standards of ESG reporting by incorporating disclosure of gender diversity; and

Minor amendments relating to the terms of office of Listing Committee members

- provide that Listing Committee members will be appointed for a term of approximately one year and vacate office at the end of their term, unless they are re-appointed.

Coming into effect

The amendments come into effect as follows:-

- (a) the amendments to the Corporate Governance Code come into effect for accounting periods beginning on or after 1 January 2016;
- (b) the amendments to the ESG Guide and related Listing Rules will come into effect in two phases:
 - (i) the Listing Rule amendments and the upgrade of the General Disclosures in the ESG Guide from recommended disclosures to "comply or explain" provisions, as well as the revised recommended disclosures, are effective for issuers' financial years commencing on or after 1 January 2016; and
 - (ii) the upgrade of the KPIs in the "Environmental" Subject Area of the ESG Guide from recommended disclosures to "comply or explain" provisions will be effective for issuers' financial years commencing on or after 1 January 2017; and
- (c) the minor amendments relating to the terms of office of Listing Committee members will take effect on 1 January 2016.

Please click [HERE](#) to see the amendments to the Corporate Governance Code.

Please click [HERE](#) to see the amendments to the ESG Guide and related Listing Rules.

Please click [HERE](#) to see the minor amendments relating to the terms of office of Listing Committee members.

Yours faithfully,

For and on behalf of
The Stock Exchange of Hong Kong Limited

David Graham
Chief Regulatory Officer and Head of Listing





**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 114

April 2015

Dear Sirs,

Amendments to the Listing Rules relating to disclosure of financial information with reference to the New Companies Ordinance and Hong Kong Financial Reporting Standards and minor/housekeeping Rule amendments

We enclose reprinted pages of the Listing Rules and the filing instructions. The reprinted pages incorporate amendments to implement proposals in the consultation conclusions on "Review of Listing Rules on Disclosure of Financial Information with Reference to New Companies Ordinance and Hong Kong Financial Reporting Standards and Proposed Minor/Housekeeping Rule Amendments" published in February this year.

We have amended the Listing Rules to:

Amendments relating to the disclosure of financial information

- align the requirements for disclosure of financial information in Appendix 16 with reference to the disclosure provisions in the new Companies Ordinance (Cap. 622 of the Laws of Hong Kong);
- streamline the disclosure requirements and remove duplications under Hong Kong Financial Reporting Standards;
- introduce new requirements for issuers that revise their published financial reports or their result announcements include prior period adjustments due to correction of material errors;

Amendments unrelated to the disclosure of financial information

- make consequential changes due to the enactment of the new Companies Ordinance;
- make minor Rule amendments; and
- make housekeeping amendments which involve no change in policy direction.

Coming into effect

The amendments come into effect as follows:-

- (a) the revised Appendix 16 in relation to disclosure of financial information in preliminary announcements of results, interim reports and annual reports will be applicable for accounting periods ending on or after 31 December 2015;
- (b) the revised Chapter 4 in relation to disclosure of financial information in the accountants' report applicable to listing applications, reverse takeovers, major transactions and very substantial acquisitions will be applicable for accountants' reports where the latest period reported on in the accountants' report ends on or after 31 December 2015; and
- (c) the amendments other than those mentioned in paragraphs (a) and (b) above will take effect on 1 April 2015.

Early adoption is permitted in relation to the amendments mentioned in paragraphs (a) and (b) above. However, issuers should not adopt those amendments prior to the effective date of Part 9 "Accounts and Audit" of the new Companies

Ordinance, the provisions of which are applicable for the first financial reporting year beginning on or after 3 March 2014, the commencement date of the new Companies Ordinance.

Please click [HERE](#) to see the amendments to the Listing Rules mentioned in paragraphs (a) to (c) above.

Yours faithfully,

For and on behalf of
The Stock Exchange of Hong Kong Limited

David Graham
Chief Regulatory Officer and Head of Listing



**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 113

November 2014

Dear Sirs,

Amendments to the Listing Rules relating to Chapter 20 on Authorised Collective Investment Schemes

We enclose the reprinted page of the Listing Rules and the filing instructions on Chapter 20 of the Listing Rules on Authorised Collective Investment Schemes.

We have amended the Listing Rules to

- clarify the eligibility requirement of a listing agent who handles a listing application on behalf of a new CIS applicant;
- streamline the application procedures for a new CIS applicant; and
- clarify the procedures for the listing of additional interests in a close-ended CIS after listing.

Coming into effect

The amendments will come into effect on 10 November 2014.

Please click [HERE](#) to see the amendments to the Listing Rules.

Yours faithfully,

For and on behalf of
The Stock Exchange of Hong Kong Limited

David Graham
Chief Regulatory Officer and Head of Listing



**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 112

March 2014

Dear Sirs,

**Listing Rule amendments to Connected Transaction Requirements
and Definitions of Connected Person and Associate**

We enclose reprinted pages of the Listing Rules and the filing instructions. The reprinted pages incorporate amendments to implement proposals in the consultation conclusions on "Review of Connected Transaction Rules" and "Proposed Changes to Align the Definitions of Connected Person and Associate in the Listing Rules" published in March this year.

We have amended the Listing Rules to :

Connected transactions

- make plain language amendments to Chapter 14A;
- exempt transactions with connected persons at the subsidiary level from the shareholders' approval requirement;
- remove the exemption for qualified property acquisitions involving qualified connected persons;
- exclude persons connected with insignificant subsidiaries of the issuer from the definition of connected person;
- exclude from the definition of associate any trustee of an employee share scheme/ occupational pension scheme if the connected persons' interests in the scheme are together less than 30% and the scheme is established for a wide scope of participants;
- in defining a "30%-controlled company", exclude any company in which the connected person and his/its associates together have an interest of less than 10%, other than the indirect interest held through the issuer;
- exclude from the definition of connected transaction the following transactions with third parties, where a controller is, or will be, a shareholder of the target company:
 - any disposal of interests in the target company to a third party where a controller at the issuer level is the target company's substantial shareholder;
 - any acquisition/disposal of interests in the target company from/to a third party where a controller at the subsidiary level is the target company's substantial shareholder; and
 - transactions with third parties described in paragraphs (ii) to (iv) of current Rule 14A.13(1)(b);
- increase the monetary threshold for fully exempt connected transactions from HK\$1 million to HK\$3 million;
- remove the 1% cap on transaction value which is currently a condition for the exemption for provision/receipt of consumer goods or services to/from a connected person;
- exempt indemnities provided to, or purchase of insurance for, directors against liabilities incurred in the course of performing their duties;
- for connected transactions involving options arrangements:
 - classify the termination of an option granted by a connected person as if the option is exercised unless the issuer has no discretion over the termination; and
 - introduce alternative classification Rules for the transfer, non-exercise or termination of an option granted by a connected person;

- align the auditors' confirmation on continuing connected transactions with the relevant practice note issued by the Hong Kong Institute of Certified Public Accountants;
- clarify that the independent board committee's opinion on a connected transaction must also cover whether the transaction is on normal commercial terms and in the issuer's ordinary and usual course of business;

Definitions of connected person and associate

- rename the definitions of connected person and associate in Chapter 1 as "core connected person" and "close associate" respectively; and
- apply the Chapter 14A definitions of connected person and/or associate in the following areas:
 - the reverse takeover Rules in Chapter 14 which will apply to significant acquisitions from the incoming controlling shareholder and his/its associates;
 - significant corporate actions (e.g. withdrawal of listing or refreshment of general mandate), spin-off proposals and directors' service contracts that require shareholders' approval, where the controlling shareholder or directors and their associates may not vote;
 - grant of share options to connected persons under Chapter 17;
 - in the case of a new listing application, the sponsor's confirmation on whether it is a connected person of the new applicant;
 - in the case of a connected transaction by a listed issuer, the independent financial adviser's confirmation on whether it is, or holds more than 5% interest in, an associate of the counterparty of the transaction; and
 - other Rules where the use of the Chapter 14A definitions of connected person and associate are corollary to the connected transaction requirements.

Coming into effect

The amendments will come into effect on 1 July 2014.

Please click [HERE](#) to see the revised Chapter 14A of the Listing Rules.

Please click [HERE](#) to see the consequential Listing Rule amendments relating to connected transactions.

Please click [HERE](#) to see the Listing Rule amendments relating to the definitions of connected person and associate.

Yours faithfully,

For and on behalf of
The Stock Exchange of Hong Kong Limited

David Graham
Chief Regulatory Officer and Head of Listing



**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 111

March 2014

Dear Sirs,

Amendments to the Main Board Listing Rules relating to headline categories

We enclose reprinted pages of the Listing Rules and the filing instructions. The reprinted pages incorporate amendments to certain headline categories.

We have replaced the headline categories "Overseas Regulatory Announcement" and "Other" with the following headline categories:

- Other – Business Update
- Other – Corporate Governance Related Matters
- Other – Litigation
- Other – Miscellaneous
- Other – Trading Update
- Overseas Regulatory Announcement – Board/Supervisory Board Resolutions
- Overseas Regulatory Announcement – Business Update
- Overseas Regulatory Announcement – Corporate Governance Related Matters
- Overseas Regulatory Announcement – Issue of Securities and Related Matters
- Overseas Regulatory Announcement – Other
- Overseas Regulatory Announcement – Trading Update

We have also introduced a new headline category under "Corporate Positions and Committees/Corporate Changes":

- Change in Share Registrar/Transfer Agent

Coming into effect

The amendments will come into effect on 1 April 2014.

Please click [HERE](#) to see the amendments to the Listing Rules relating to new headline categories.

Yours faithfully,

For and on behalf of
The Stock Exchange of Hong Kong Limited

David Graham
Chief Regulatory Officer and Head of Listing



**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 110

March 2014

Dear Sirs,

Amendments to the Main Board Listing Rules regarding annual listing fees in relation to the implementation of the new Companies Ordinance

We enclose reprinted pages of the Listing Rules and the filing instructions. The reprinted pages incorporate amendments to the Listing Rules on annual listing fees consequential to the implementation of the new Companies Ordinance.

We have amended the Listing Rules to provide that:

- for issuers whose shares cease to have a nominal value subsequent to their date of listing (the "no-par event"), the nominal value per share that was used to calculate the annual listing fees immediately before the no-par event (the "notional nominal value per share") will be used to calculate the annual listing fees from the no-par event. If an issuer conducts a subdivision of shares after the no-par event, the notional nominal value per share will be adjusted accordingly for calculating annual listing fees from the subdivision, subject to a minimum of HK\$0.25; and
- for issuers whose shares have no nominal value on their date of listing, the nominal value per share shall be deemed to be HK\$0.25 for calculating annual listing fees. This is in line with the existing Listing Rules and their application to issuers with no nominal value per share or a nominal value per share less than HK\$0.25.

Coming into effect

The amendments will come into effect on 3 March 2014.

Please click [HERE](#) to see the amendments to the Listing Rules relating to annual listing fees.

Yours faithfully,

For and on behalf of
The Stock Exchange of Hong Kong Limited

David Graham
Chief Regulatory Officer and Head of Listing



**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 109

September 2013

Dear Sirs,

Various amendments to the Listing Rules

We enclose reprinted pages of the Listing Rules and the filing instructions. The reprinted pages incorporate:

- (i) amendments to complement the new sponsor regulation proposed in the "Consultation Conclusions on the regulation of IPO sponsors" published by the Securities and Futures Commission on 12 December 2012; and
- (ii) minor amendments to the Listing Rules.

We have amended the Listing Rules to:

New Sponsor Regulation

- dovetail the Listing Rules with the new paragraph 17 of the "Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission";
- require that an application proof must be substantially complete;
- impose an 8-week moratorium on listing applications returned on the ground that the application proofs or other related documents are considered not substantially complete and establish an accelerated review process for returned listing applications;
- implement the proposal to publish the application proof (subject to certain transitional arrangements) and the post hearing information pack ("PHIP") on the Exchange's website at the prescribed timing;
- introduce the content and publication requirements of application proofs and PHIPs; and
- refine the number of required documents for new listing applications.

Minor Listing Rule amendments

- rectify clerical errors; and
- clarify and/or update relevant definitions, terminology and references.

Coming into effect

The amendments will come into effect on 1 October 2013. Please also refer to the Exchange's announcement of 23 July 2013 for transitional arrangements.

Please click [HERE](#) to see the amendments to the Listing Rules.

Yours faithfully,

For and on behalf of
The Stock Exchange of Hong Kong Limited

David Graham
Chief Regulatory Officer and Head of Listing



**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 108

September 2013

Dear Sirs,

Listing Rule amendments to the Corporate Governance Code and Corporate Governance Report relating to board diversity

We enclose reprinted pages of the Listing Rules and the filing instructions. The reprinted pages incorporate amendments to implement proposals in the "Consultation Conclusions on Board Diversity" published on 13 December 2012.

We have amended the Listing Rules to:

- introduce a Code Provision in the Corporate Governance Code and Corporate Governance Report that requires issuers – on a "comply or explain" basis – to have a policy concerning diversity in the board, and to disclose that policy in their Corporate Governance Report; and
- introduce a requirement that if the issuer has a board diversity policy, the disclosure in its Corporate Governance Report concerning the nomination committee should include any measurable objectives that it has set for implementing the policy, and progress on achieving those objectives.

Coming into effect

The amendments will come into effect on 1 September 2013.

Please click [HERE](#) to see the amendments to the Main Board Listing Rules relating to board diversity.

Yours faithfully,

For and on behalf of
The Stock Exchange of Hong Kong Limited

David Graham
Chief Regulatory Officer and Head of Listing



**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 107

December 2012

Dear Sirs,

Listing Listing Rule amendments consequential on the statutory backing of the obligation to disclose price sensitive information

We enclose reprinted pages of the Listing Rules and the filing instructions. The reprinted pages incorporate amendments to the Listing Rules set out in the Consultation Conclusions on Rule Changes Consequential On The Enactment Of The Securities And Futures (Amendment) Ordinance 2012 To Provide Statutory Backing To Listed Corporations' Continuing Obligation To Disclose Inside Information published on 30 November 2012.

We have amended the Listing Rules to:

- minimise duplication and overlap with the Securities and Futures (Amendment) Ordinance 2012 which implements the statutory obligation to disclose inside information;
- remove the existing continuing disclosure obligations which will become part of the statutory regime;
- make changes consequential on the removal of these core provisions; and
- introduce the concept of "trading halt".

Coming into effect

The amendments will come into effect on 1 January 2013.

Please click [HERE](#) to see the amendments to the Main Board Listing Rules consequential on the statutory backing of the obligation to disclose price sensitive information.

Yours faithfully,

For and on behalf of
The Stock Exchange of Hong Kong Limited

Mark Dickens JP
Head of Listing



**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 107

December 2012

Dear Sirs,

Minor Listing Rule amendments and implementation of the Environmental, Social and Governance Reporting Guide

We enclose reprinted pages of the Listing Rules and the filing instructions. The reprinted pages incorporate minor amendments to the Listing Rules and amendments to implement proposals in the Consultation Conclusions on Environmental, Social and Governance Reporting Guide published on 31 August 2012.

We have amended the Listing Rules to:

Minor Listing Rule amendments

- rectify clerical errors;
- clarify and/or update relevant definitions, terminology and references; and
- make plain language amendments where appropriate.

Environmental, Social and Governance Reporting Guide

- incorporate the Environmental, Social and Governance Reporting Guide as a recommended practice; and
- encourage issuers to report on environmental and social matters.

Coming into effect

The minor Listing Rule amendments will come into effect on 1 January 2013. The Environmental, Social and Governance Reporting Guide will apply to issuers with financial years ending after 31 December 2012.

Please click [HERE](#) to see the minor Listing Rule amendments.

Please click [HERE](#) to see the amendments to the Main Board Listing Rules relating to the implementation of the Environmental, Social and Governance Reporting Guide.

Yours faithfully,

For and on behalf of
The Stock Exchange of Hong Kong Limited

Mark Dickens JP
Head of Listing



**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 106

March 2012

Dear Sirs,

**Listing Rule amendments to the Corporate Governance Code
and associated Listing Rules**

We enclose reprinted pages of the Listing Rules and the filing instructions. The reprinted pages incorporate amendments to implement the remaining proposals in the Consultation Conclusions on Review of the Corporate Governance Code and Associated Listing Rules published on 28 October 2011.

We have amended the Listing Rules to:

- require independent non-executive directors to constitute one-third of an issuer's board. Issuers must comply with this Rule by 31 December 2012;
- require issuers to set up a remuneration committee with specific terms of reference and the committee's chairman and a majority of the members to be independent non-executive directors;
- require issuers to publish the procedures for shareholders to propose a person for election as a director on their websites;
- require issuers to publish their constitutional documents on the Exchange's website and on their own;
- merge Appendix 23 ("Corporate Governance Report") with Appendix 14 ("Corporate Governance Code") and introduce new and revised Principles, Code Provisions and Recommended Best Practices; and
- introduce new and revised disclosure requirements for the Corporate Governance Report.

Coming into effect

The amendments will come into effect on 1 April 2012.

Please click [HERE](#) to see the amendments to the Main Board Listing Rules relating to the corporate governance review.

Yours faithfully,

For and on behalf of
The Stock Exchange of Hong Kong Limited

Mark Dickens JP
Head of Listing



**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 105

31 January 2012

Dear Sirs,

Repeal of Rule 8.21B

We enclose the reprinted page of the Listing Rules and the filing instructions to reflect the repeal of Rule 8.21B.

Coming into effect

The rule amendment will become effective on 1 February 2012.

Please click [HERE](#) to see the amendment to the Main Board Listing Rules relating to the repeal of Rule 8.21B.

Yours faithfully,

For and on behalf of
The Stock Exchange of Hong Kong Limited

Mark Dickens JP
Head of Listing



**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 104

December 2011

Dear Sirs,

**Listing Rule amendments to Property Valuation Requirements and
to the Review of the Corporate Governance Code**

We enclose reprinted pages of the Listing Rules and the filing instructions. The reprinted pages incorporate amendments to implement proposals in the Joint Consultation Conclusions on Proposed Changes to Property Valuation Requirements published on 20 October 2011 and certain of the proposals in the Consultation Conclusions on Review of the Corporate Governance Code and Associated Listing Rules ("Corporate Governance Conclusions") published on 28 October 2011. We will publish another Update containing the remaining proposals in the Corporate Governance Conclusions in due course. We have amended the Listing Rules to:-

Property valuation requirements

■ For applicants:

- require different valuation requirements for property activities and non-property activities;
- for property activities, require property valuations unless the property interest has a carrying amount below 1% of the applicant's total assets. The total carrying amount of property interests not valued must not exceed 10% of the applicant's total assets. Summary disclosure in the listing document is allowed if the market value of a property interest as determined by the valuer is less than 5% of the applicant's total property interests that are required to be valued;
- for non-property activities, require a property valuation only if the carrying amount of a property interest is or is above 15% of the applicant's total assets; and
- for mining activities, not require a separate valuation of property interests ancillary to mining activities if the mining activities and ancillary property interests have been valued as a business or an operating entity.

■ For issuers:

- remove property valuation requirements for an acquisition or disposal of a company listed on the Exchange;
- for an acquisition or disposal of an unlisted company, not require valuations if the carrying amount of a property interest in the company being acquired or disposed of is below 1% of the issuer's total assets. The total carrying amount of property interests not valued must not exceed 10% of the issuer's total assets; and
- for mining activities, not require a separate valuation of property interests ancillary to mining activities if the mining activities and ancillary property interests have been valued as a business or an operating entity.

Corporate governance review

- emphasise directors' duties and provide practical guidance to directors;
- remove the requirement for a company secretary to be ordinarily resident in Hong Kong and introduce a requirement for company secretary to undergo 15 hours' professional training in a financial year;

- remove the requirement for issuers to publish a Next Day Disclosure Form following the exercise of an option for shares in the issuer by a director of its subsidiaries;
- allow a chairman at a general meeting of shareholders to exempt certain prescribed procedural and administrative matters from a vote by poll;
- clarify the disclosure requirements regarding poll results;
- remove the 5% exemption for voting by a director on a board resolution in which he has an interest;
- require disclosure of information on the retirement or removal of a director or supervisor;
- require disclosure of information on the appointment, resignation, re-designation, retirement or removal of a chief executive;
- require disclosure of director's information on all civil judgments of fraud, breach of duty, or other misconduct involving dishonesty;
- clarify the requirement on disclosure of sanctions;
- introduce a new Rule requiring shareholders' approval at a general meeting of any proposal to appoint or remove an auditor before the term of his office;
- require the circular relating to a major transaction or a connected transaction to contain information on the competing interests of any proposed director of the issuer and his associates;
- require disclosure of a chief executive's emoluments by name in the issuer's financial statements; and
- require fuller contact details of the issuer's authorised representatives.

Coming into effect

The amendments will come into effect on 1 January 2012.

Please click [HERE](#) to see the amendments to the Main Board Listing Rules relating to amendments to property valuation requirements.

Please click [HERE](#) to see the amendments to the Main Board Listing Rules relating to the corporate governance review.

Yours faithfully,

For and on behalf of
The Stock Exchange of Hong Kong Limited

Mark Dickens JP
Head of Listing



**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 103

21 October 2011

Dear Sirs,

Debt Issues for Professional Investors Only

We enclose reprinted pages of the Listing Rules and the filing instructions. The reprinted pages incorporate amendments to implement proposals in the Consultation Conclusions on the Listing of Debt Issues to Professional Investors Only published on 21 October 2011.

The amendments:-

- Present the Rules in a more accessible language;
- Align the definition of professional investor in the Rules with that in the Securities and Futures Ordinance;
- Leave the existing issuer eligibility criteria broadly unchanged;
- Simplify application and approval procedures;
- Replace the current prescribed disclosures for listing documents with a requirement to include information that is customary for offers of debt securities to professionals; and
- Remove continuing obligations on issuers that are not appropriate for offers that are only available to professionals.

Coming into effect

The amendments will come into effect on 11 November 2011.

Please click [HERE](#) to see the amended Rules.

Yours faithfully,

For and on behalf of
The Stock Exchange of Hong Kong Limited

Mark Dickens JP
Head of Listing



**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 102

20 May 2011

Dear Sirs,

Ex-entitlement Trading and Shareholder Approval

We enclose reprinted pages of the Listing Rules and the filing instructions. The reprinted pages incorporate amendments to implement proposals in the Consultation Conclusions on Ex-entitlement Trading and Shareholder Approval published on 20 May 2011.

We have amended the Listing Rules to:-

- Prevent a share from trading ex-entitlement before shareholder approval;
- Require the record date to be set at least 3 business days after the date of shareholder approval (i.e. at least one cum-trading day will be provided);
- Require a minimum of one last cum-trading day after the general meeting; and
- Apply the proposed changes to all conditional entitlements that are subject to general meeting approval.

Coming into effect

The amendments will come into effect on 20 June 2011.

Please click [HERE](#) to see the amendments to the Main Board Listing Rules relating to Ex-entitlement Trading and Shareholder Approval.

Yours faithfully,

For and on behalf of
The Stock Exchange of Hong Kong Limited

Mark Dickens JP
Head of Listing



**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 101

28 January 2011

Dear Sirs,

Amendments to the Listing Rules relating to changes in trading hours

We enclose reprinted pages of the Listing Rules and the filing instructions.

From 7 March 2011, HKEx will extend trading hours by starting its securities and derivatives markets earlier and shortening the lunch break in two phases. The reprinted pages incorporate Rule amendments to align the following listing matters with the extended trading hours:

- the publication windows for issuers' announcements on the Exchange's website;
- the deadline for publishing an issuer's monthly return;
- the cut-off time for exercising structured products with an early exercise feature; and
- the cut-off time for emergency share registration and book closure arrangements during a black rainstorm warning.

Coming into effect

The amendments will come into effect on 7 March 2011.

Please click [HERE](#) to see the amended Rules.

Yours faithfully,

For and on behalf of
The Stock Exchange of Hong Kong Limited

Mark Dickens JP
Head of Listing



**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 101

28 January 2011

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- the deadline for publishing an issuer's monthly return;
- the cut-off time for exercising structured products with an early exercise feature; and
- the cut-off time for emergency share registration and book closure arrangements during a black rainstorm warning.

Coming into effect

The amendments will come into effect on 7 March 2011.

Please click [HERE](#) to see the amended Rules.

Yours faithfully,

For and on behalf of
The Stock Exchange of Hong Kong Limited

Mark Dickens JP
Head of Listing



**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 100

21 January 2011

Dear Sirs,

Various amendments to the Listing Rules

We enclose reprinted pages of the Listing Rules and the filing instructions.

The reprinted pages incorporate amendments to implement proposals in the consultation conclusions on "Proposed Changes to Requirements for Qualified Property Acquisitions and Formation of Joint Ventures" and "Proposed Changes to the Minimum Number of Shareholders for the Market Capitalisation/Revenue Test" published on 21 January 2011.

We have amended the Listing Rules to:

Requirements for Qualified Property Acquisitions and Formation of Joint Ventures

- expand the scope of the Qualified Property Acquisition exemption to cover government land acquisitions in the Mainland through public auctions or tenders (the current exemption applies to land acquisitions in Hong Kong only). For government land acquisitions in other jurisdictions, individual waiver applications will be considered if they meet the criteria described in the new Rules;
- remove the exemption conditions that are considered to be impractical or burdensome, including (i) the restrictions on the joint venture's financing and profit distribution arrangements when the Qualified Property Acquisition is undertaken on a joint basis; and (ii) the requirements for the issuer to obtain an annual general mandate from shareholders before it engages in any Qualified Property Acquisition on a joint basis with a Qualified Connected Person;
- accelerate the disclosure of information relating to the formation of joint ventures for Qualified Property Acquisitions in the annual report to the announcement and circular published at the time of the transaction;
- exempt Qualified Property Acquisitions from the property valuation requirement; and
- exempt the formation of a joint venture from being treated as a transaction under the Rules on notifiable transactions if it is engaging in a single-purpose project of a revenue nature to the issuer and in its ordinary and usual course of business.

Minimum Number of Shareholders for the Market Capitalisation/Revenue Test

- change the minimum number of shareholders required for the Market Capitalisation/Revenue Test to 300.

Coming into effect

The amendments will come into effect on 1 February 2011.

Please click [HERE](#) to see the amendments to the requirements for Qualified Property Acquisitions and formation of joint ventures.

Please click [HERE](#) to see the amendments to the minimum number of shareholders for the Market Capitalisation/Revenue Test.

Yours faithfully,

For and on behalf of
The Stock Exchange of Hong Kong Limited

Mark Dickens JP
Head of Listing



**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 99

15 December 2010

Dear Sirs,

Minor amendments to the Listing Rules

We enclose reprinted pages of the Listing Rules and the filing instructions.

The reprinted pages incorporate amendments to:

- remove the requirements for issuers and collective investment schemes to file various printed documents with the Exchange; and
- correct a printing error in Rule 14A.11(4)(c)(i).

Coming into effect

The amendments will come into effect on 1 January 2011.

Please click [HERE](#) to see the amended Rules.

Yours faithfully,

For and on behalf of
The Stock Exchange of Hong Kong Limited

Mark Dickens JP
Head of Listing



**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 98

December 2010

Dear Sirs,

**Acceptance of Mainland Accounting and Auditing Standards and Mainland Audit Firms for Mainland Incorporated
Companies Listed in Hong Kong**

We enclose reprinted pages of the Listing Rules. The reprinted pages incorporate amendments to:-

- allow Mainland incorporated issuers to prepare their financial statements using Mainland accounting standards; and
- allow Mainland audit firms approved by the Ministry of Finance of China and the China Securities Regulatory Commission to service these issuers using Mainland auditing standards.

We also enclose the filing instructions.

Coming into effect

The amendments come into effect on 15 December 2010.

Please click [HERE](#) to see the amended Rules.

For and on behalf of
The Stock Exchange of Hong Kong Limited

Mark Dickens JP
Head of Listing



**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 97

January 2011

Dear Sirs,

Mixed Media Offer

We enclose reprinted pages of the Listing Rules and the filing instructions. The reprinted pages incorporate amendments to implement the Consultation Conclusions on the Mixed Media Offer proposal jointly published by the Exchange and the Securities and Futures Commission in November 2010.

The rule amendments:-

- give effect to the class exemption available under section 9A of the Companies Ordinance (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Cap.32L). Subject to conditions, the class exemption allows issuers of equity securities and debentures to issue paper application forms in public offers without an accompanying paper prospectus;
- allow SFC-authorized CIS under Chapter 20 the same flexibility as issuers of equity securities and debentures in the use of Mixed Media Offers in public offers; and
- introduce a new headline category for Mixed Media Offer-related announcements which may be submitted for publication under broader e-submission windows.

We also enclose the filing instructions.

Coming into effect

The amendments will become effective when the class exemption becomes law expected to be on 1 February 2011.

Please click [HERE](#) to see the amendments to the Main Board Listing Rules relating to Mixed Media Offer.

Yours faithfully,

For and on behalf of
The Stock Exchange of Hong Kong Limited

Mark Dickens JP
Head of Listing



**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 96

May 2010

Dear Sirs,

Various amendments to the Listing Rules

We enclose reprinted pages of the Listing Rules and the filing instructions. The reprinted pages incorporate:

- amendments to implement the proposals in the consultation conclusions on "Proposed Changes to Connected Transaction Rules", "Proposed Changes to Requirements for Circulars and Listing Documents of Listed Issuers", and "New Listing Rules for Mineral Companies" published in May this year; and
- minor amendments.

We have amended the Listing Rules to:

Connected transactions

- exempt transactions with connected persons at the subsidiary level where the size of the subsidiary is insignificant to the issuer;
- exempt revenue transactions with associates of a substantial shareholder who is a passive investor;
- revise the percentage thresholds for the de minimis exemptions:
 - from 0.1% to 1% for fully exempt transactions which involve persons connected only at the subsidiary level; and
 - from 2.5% to 5% for exemption from shareholder approval requirements;
- extend the de minimis exemptions to issues of securities by an issuer's subsidiary (ie deemed disposals);
- exempt provision of financial assistance by an issuer to a connected person in which the issuer is a shareholder provided it is on normal commercial terms, pro-rata, and on a several basis;
- exempt a disposal by an issuer of its interest in a subsidiary to a third party where the subsidiary has a substantial shareholder that is a controller only because of his/its relationship with the subsidiary under Rule 14A.13(1)(b);
- extend the exemption for an issuer acquiring consumer goods or services from connected persons for the purpose of or in connection with the issuer's business if there is an open market and transparency in pricing the goods or services concerned;
- restrict the circumstances in which a non wholly-owned subsidiary is a connected person by:
 - excluding a non wholly-owned subsidiary which is connected only because it is (i) a substantial shareholder of another subsidiary or (ii) an associate of a person connected only at the subsidiary level; and
 - introducing an exemption for intra-group transactions between a "connected subsidiary" (as defined in Rule 14A.11(5)) and its subsidiaries or between its subsidiaries;
- remove the following persons from the definition of connected person:

- promoters of PRC issuers; and
- “PRC Governmental Body” for non PRC issuers;
- remove the following persons from the definition of associate:
 - the holding company of an investee company (ie a company over which a connected person and/or any party closely related to this connected person, individually or together, has control); or a fellow subsidiary of this holding company; and
 - a company controlled by the investee company (not being a subsidiary of the investee company), and its subsidiary, holding company or fellow subsidiary;
- extend the definition of “associate” to a company in which a connected person’s relative has a majority control; and
- clarify that the annual review requirements apply to continuing connected transactions subject to reporting and disclosure requirements under the connected transaction Rules.

Circulars and listing documents

- for very substantial disposal circulars, introduce options to allow (i) the issuer to disclose its disposal target’s financial information, and (ii) the issuer’s auditors or reporting accountants to conduct a review of the financial information. These options are alternatives to the current requirement for an accountant’s report on the issuer group (including separate note disclosure on the disposal target);
- relax the reporting period deadline in an acquisition circular. Under the new Rule, the reporting period will include at least three consecutive financial years and end not more than six months before the circular date;
- allow issuers to incorporate previously published financial information in their circulars or listing documents by reference;
- for listing documents of listed PRC and overseas issuers, remove disclosure and inspection requirements regarding provisions in their constitutional documents and regulatory provisions in the relevant jurisdictions;
- for a notifiable transaction involving an acquisition and a disposal, allow each of the acquisition and disposal to comply with the circular content requirements applicable to its respective transaction classification, rather than the higher classification;
- require the working capital sufficiency statement in transaction circulars to take into account the effect of the transaction;
- remove the requirement to disclose combined financial information of the enlarged group;
- allow PRC issuers to despatch circulars after issuing notice of general meeting and before the deadline for giving such notice under the PRC Company Law;
- require information in board minutes for connected transactions to be disclosed in circulars instead of in submissions to the Exchange;
- remove the 21-day deadline for despatching circulars (other than information circulars), and require disclosure of the expected date of despatch and any delay;
- change the timing for despatching information circulars from calendar days to business days; and
- align the directors’ responsibility statement with the general disclosure principles under Rule 2.13.

Mineral Companies

- allow companies with at least a meaningful portfolio of Contingent or Indicated Resources to list;
- require new applicant Mineral Companies to demonstrate that they have rights to participate actively in the exploration for and/or extraction of natural resources;
- require new applicant Mineral Companies to demonstrate that they have available working capital for 125% of the group’s present requirements, that is for the next twelve months;

- require new applicant Mineral Companies to include independent technical reports (“a Competent Person’s Report”) on reserves and resources in their listing documents;
- require new applicant Mineral Companies that have not commenced production, to disclose plans to proceed to production with indicative dates and costs;
- require Mineral Companies acquiring or disposing of mineral or petroleum assets as part of a major (or above) transaction to present a Competent Person’s Report in the relevant shareholder circular. Major (or above) acquisitions must also be accompanied by Valuation Reports prepared by Competent Evaluators;
- require listed issuers that acquire mineral or petroleum assets as part of a major (or above) transaction to provide a Competent Person’s Report and a Valuation Report in the relevant shareholder circular;
- require Mineral Companies, and listed issuers that publicly disclose statements on reserves and resources, to update such statements once a year in their annual reports;
- require Mineral Companies to include in their interim (half-yearly) and annual reports details of their exploration, development and mining production activities and a summary of expenditure incurred on these activities during the period under review;
- require that Competent Persons’ Reports be prepared under a recognized Reporting Standard. Other standards may be used but reconciliation to a Reporting Standard must be provided; and
- require that Valuation Reports be prepared under CIMVAL, the VALMIN Code or the SAMVAL Code.

Others

- change the subscription periods for right issues and open offers from calendar days to business days, which relate to the proposals to accelerate rights issues and open offers implemented in February 2010; and
- update the reference to property valuation standards to “The Hong Kong Institute of Surveyors Valuation Standards on Properties” and the “International Valuation Standards”.

Coming into effect

The amendments will come into effect on 3 June 2010.

Please click [HERE](#) to see the amendments to the connected transaction Rules.

Please click [HERE](#) to see the amendments to the requirements for issuers’ circulars and listing documents.

Please click [HERE](#) to see the amendments to the requirements for mineral companies.

Please click [HERE](#) to see other amendments to the Listing Rules.

Yours faithfully,

For and on behalf of
The Stock Exchange of Hong Kong Limited

Mark Dickens
Head of Listing



**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 95

December 2009

Dear Sirs,

Acceleration of rights issues

We enclose reprinted pages of the Listing Rules. The reprinted pages incorporate amendments to shorten the minimum notice period for book closure in respect of rights issues from 14 calendar days to six business days and codify the requirements where the issuer decides on a record date without book closure.

A new note 2 has been added to the rule 13.66 to require, in the case of a rights issue, the issuer to provide at least two trading days (during neither of which trading is interrupted) for trading cum-rights securities before book closure. The amendments implement the proposals in the "Consultation Conclusions on Proposals to Accelerate Rights Issues and Open Offers" published in December this year.

We also enclose the filing instructions.

Coming into effect

The amendments will come into effect on 1 February 2010.

Please click [HERE](#) to see the amended Rules.

Yours faithfully,

For and on behalf of

The Stock Exchange of Hong Kong Limited

Mark Dickens

Head of Listing



**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 94

October 2009

Dear Sirs,

Phase 2 of New Post-vetting Regime

We enclose reprinted pages of the Listing Rules incorporating amendments to remove pre-vetting requirements for issuers' announcements for major transactions and connected transactions.

Phase 1 of the new post-vetting regime commenced on 1 January 2009 following market support in the consultation launched in January 2008. The consultation conclusion was published in November 2008.

The Exchange stated in the 2008 consultation conclusion that it would, subject to market readiness and the Securities and Futures Commission's approval, cease pre-vetting all announcements. Based on the proposed timetable, Phase 2 will be implemented on 1 January 2010 and will cover announcements for major transactions and connected transactions. It will take a further 12 months for the final phase to be implemented to cover all remaining categories of announcements.

In light of the market support and issuers' smooth transition to Phase 1, we will implement Phase 2 from 1 January 2010 .

We also enclose the filing instructions.

Coming into effect

The amendments will come into effect on 1 January 2010.

Please click [HERE](#) to see the amendments relating to Phase 2 of New Post-vetting Regime.

Yours faithfully,

For and on behalf of

The Stock Exchange of Hong Kong Limited

Mark Dickens

Head of Listing



**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 93

October 2009

Dear Sirs,

Various amendments to the Listing Rules

We have reprinted pages of the Listing Rules. The reprinted pages incorporate amendments to streamline the filing requirements for new listing applications and listing of additional equity securities by listed issuers as well as amendments relating to fees and charges.

We also enclose the filing instructions.

Streamlining of filing requirements

We have amended the Listing Rules to streamline the filing requirements for new listing applications and listing of additional equity securities by listed issuers. The amendments implement the proposals in the "Consultation Conclusions on Proposed Changes to Filing and Checklist Requirements for Listing of Equity Securities" published in October this year.

Amendments relating to fees and charges

We have amended Appendix 8 to abolish the fee for additional security enquiry pages in the Automatic Order Matching and Execution System levied on an issuer with more than one class of equity securities listed and clarify that all fees or charges payable to the Exchange, including the initial listing fee and annual listing fee, are to be net of all taxes, levies and duties.

Coming into effect

The amendments to streamline filing requirements will come into effect on 2 November 2009.

The amendments relating to fees and charges became effective on 1 October 2009.

Please click [HERE](#) to see the amendments relating to streamlining of filing requirements.

Please click [HERE](#) to see the amendments relating to fees and charges.

Yours faithfully,

For and on behalf of

The Stock Exchange of Hong Kong Limited

Mark Dickens

Head of Listing



**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 92

August 2009

Dear Sirs,

Various amendments to the Listing Rules

We have reprinted pages of the Listing Rules. The reprinted pages incorporate amendments to formally re-align the operational hours of the Electronic Disclosure regime with the suspension of the closing auction session and to implement the proposal regarding self-construction of assets under Issue 15 of the 2008 Combined Consultation Paper.

We also enclose the filing instructions.

Closing auction session

We have amended rule 2.07C(4)(a) and note 1 to rule 13.45 to formally re-align the operational hours of the Electronic Disclosure regime for publication of most announcements with the market trading hours during the suspension of the closing auction session which took effect on 23 March this year.

Self-construction of assets

We have amended the notifiable transaction rules to disapply the aggregation requirements when an issuer enters into a series of transactions to construct, develop or refurbish an asset for its own use in its ordinary and usual course of business if the sole basis for aggregation is because the series of transactions forms parts of one larger asset. This implements the proposal under Issue 15 of the 2008 Combined Consultation Paper, the Consultation Conclusion for which was published in July this year.

Coming into effect

The amendments will come into effect on 1 September 2009.

Please click [HERE](#) to see the amendments relating to closing auction session.

Please click [HERE](#) to see the amendments relating to self-construction of assets.

Yours faithfully,

For and on behalf of

The Stock Exchange of Hong Kong Limited

Mark Dickens

Head of Listing



**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 91

March 2009

Dear Sirs,

Review of Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code")

We have amended the "black out" period in rule A.3 of the Model Code in Appendix 10 of the Listing Rules during which a director is prohibited from dealing in the securities of the listed issuer. As amended, the black out period applicable to the publication of a listed issuer's annual financial results is 60 days and the black out period for half-year and other interim periods is 30 days.

The listed issuer must notify the Exchange in advance of the commencement of each period during which directors are not allowed to deal under rule A.3(a).

We enclose the filing instructions.

Coming into effect

The amendment will come into effect on 1 April 2009.

Please click [HERE](#) to see the amended Rule.

Yours faithfully,

For and on behalf of

The Stock Exchange of Hong Kong Limited

Mark Dickens

Head of Listing



**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 90

December 2008

Dear Sirs,

2008 Combined Consultation – Various amendments to the Listing Rules

Following the publication of the Consultation Conclusions on Proposals in the 2008 Combined Consultation Paper on 28 November 2008, we enclose reprinted pages of the Listing Rules incorporating amendments to the Listing Rules in relation to corporate governance issues, continuing listing obligations and amendments aimed at improving the clarity of the Listing Rules.

The Listing Rule amendments cover the following 15 areas:

- Use of websites for communication with shareholders
- Information gathering powers
- Qualified accountants
- Review of sponsor's independence
- Bonus issues of a class of securities new to listing
- Review of the Exchange's approach to pre-vetting public documents of listed issuers
- Disclosure of changes in issued share capital
- Disclosure requirements for announcements regarding issues of securities for cash and allocation basis for excess shares in rights issue
- Alignment of requirements for material dilution in major subsidiary and deemed disposal
- Voting at general meetings
- Disclosure of information about and by directors
- Codification of waiver to property companies
- Disclosure of information in takeovers
- Review of director's and supervisor's declaration and undertaking
- Review of Model Code for Securities Transactions by Directors of Listed Issuers

The principal amendments are as follows:

Use of websites for communication with shareholders

Amendments have been made to the Listing Rules to:

- introduce a procedure which, if complied with, will permit a listed issuer to deem consent on the part of a shareholder to a corporate communication being made available to him solely on the listed issuer's website; and
- make clear that express, positive confirmation is required not only for the use of electronic means (e.g. emailing a corporate communication or its hyperlink to a shareholder), but also for making available a corporate communication to a shareholder in electronic format (e.g. on a CD).

Information gathering powers

A new rule has been introduced to codify the powers of the Exchange to gather information from issuers.

Qualified accountants

The Listing Rules have been amended to remove the requirement for a qualified accountant. The code provisions of Appendix 14 – Code on Corporate Governance Practices regarding internal controls have been amended to make specific references to the responsibility of the directors to conduct an annual review of the adequacy of staffing of the financial reporting functions and the oversight role of the audit committee.

Sponsor independence

Amendments have been made to the Listing Rules so that a sponsor is required to be independent from the date of the filing of the A1 Form to the date of listing.

Bonus issues of a class of securities new to listing

The Listing Rules have been amended to disapply the requirement for a minimum spread of securities holders at the time of listing in the event of a bonus issue of a new class of securities involving options, warrants or similar rights to subscribe or purchase shares, provided that the existing listed shares of the issuer are not concentrated in the hands of a few shareholders.

Review of the Exchange's approach to pre-vetting public documents of listed issuers

The Listing Rules have been amended to:

- remove the circular requirement for discloseable transactions;
- implement a progressive phased approach to reduction in pre-vetting activities for different types of listed issuers' announcements and to remove from the Listing Rules pre-vetting requirements in respect of circulars for matters of a routine nature that normally do not raise material regulatory concerns, including: circulars for proposed amendments to a listed issuer's Memorandum and/or Articles of Association and explanatory statements relating to a listed issuer purchasing its own shares on a stock exchange; and
- codify the Exchange's existing practice in relation to pre-vetting circulars for significant transactions or arrangements.

Disclosure of changes in issued share capital

The Listing Rules have been amended to require listed issuers:

- to submit a Next Day Disclosure Return to the Exchange in respect of changes in issued share capital, in some cases by 9:00 a.m. the next business day and in other cases subject to a 5% de minimis threshold and certain other relevant factors (e.g. aggregation);
- the Next Day Disclosure Return will be merged with the current Share Buyback Report;
- to submit a Monthly Return to provide a regular update on information relating to a listed issuer's share capital and other movements in its securities, including future obligations and commitments to issue shares; and
- to make an announcement as soon as possible upon the grant of any share options pursuant to a share option scheme.

Disclosure requirements for announcements regarding issues of securities for cash and allocation basis for excess shares in rights issue

The Listing Rules have been amended to require disclosure of:

- additional items of information codifying the disclosure practices in respect of announcements for issues of securities for cash; and
- the basis of allocation of excess shares in the announcement, circular and listing document for a rights issue or an open offer.

These amendments codify the former disclosure practices in respect of announcements for issues of securities for cash (irrespective of whether general mandates are involved) and require disclosure of the basis of allocation of the excess securities in the announcement, circular and listing document for a rights issue or open offer.

Alignment of requirements for material dilution in major subsidiary and deemed disposal

The Exchange has amended the Rules to align the requirements for material dilution in a major subsidiary and deemed disposal such that the requirement for shareholders' consent will be based on a size test threshold of 25% (i.e. the threshold for a major transaction) and that a written certificate may be accepted in lieu of a physical shareholders' meeting.

Voting at general meetings

The Listing Rules have been amended to make voting by poll mandatory on all resolutions at general meetings of listed issuers. In addition, a new code provision has been introduced in the Code on Corporate Governance Practices so that notice to shareholders should be sent in the case of annual general meetings at least 20 clear business days before the meeting and at least 10 clear business days in the case of all other general meetings.

Disclosure of information about and by directors

The Listing Rules have been amended to:

- introduce a new Rule whereby information disclosure previously required only at the time of appointment or re-designation will need to be made either periodically or continuously during the term of a director or supervisor's office;
- clarify that the disclosure of information concerning directors and supervisors required under the relevant Rules need not be made if prohibited by law;
- require disclosure of directors' and supervisors' current and past directorships (for the past three years) in all public companies with securities listed in Hong Kong and/or overseas;
- require disclosure of directors' professional qualifications;

- include additional references to statutory provisions, including the Ordinances referred to in the GEM Listing Rules; and
- clarify that the disclosure obligation arises where a conviction falls under any one (rather than all) of the three limbs in paragraph (m) of Rule 13.51(2).

Codification of waiver to property companies

The Listing Rules have been amended to codify the conditional waiver to exempt listed issuers actively engaged in property development as a principal business activity from the shareholders' approval requirement under the Listing Rules in certain scenarios of acquisitions of land or property development projects in Hong Kong from Government or Government-controlled entities through public auctions or tenders.

Disclosure of information in takeovers

A new Rule has been introduced to codify the Exchange's practice of granting waivers to allow a listed issuer to publish certain prescribed information on target companies being acquired by the listed issuer in a supplemental circular at a later time when the listed issuer has access to the necessary underlying information.

Review of director's and supervisor's declaration and undertaking

The following changes have been made to a director's and supervisor's declaration and undertaking:

- the questions relating to the director's or supervisor's biographical information in the various prescribed forms of declaration and undertaking have been removed;
- the requirement for a statutory declaration has been removed;
- the listing documents relating to new listing applicants for the listing of equity and debt securities must contain no less information about directors than that required under Rule 13.51(2); and
- the director's undertaking has been amended to include a provision that codifies the Exchange's powers to gather information from directors and to include detailed provisions for service of disciplinary proceedings.

Review of Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code")

The following changes have been made to Appendix 10 to the Listing Rules:

- 3 new exceptions have been introduced to the definition of "dealing" in paragraph 7(d);
- the "black out" period in respect of a director's dealing in the listed issuer's securities has been extended to start from the listed issuer's financial period end to the date on which the listed issuer publishes the relevant results announcement;
- a note has been introduced to clarify the meaning of the term "price sensitive information" in the context of the Model Code; and
- a time limit has been imposed on an issuer to respond to a director's request to deal and on the director to deal (if he so chooses) once clearance is given.

We also enclose the filing instructions.

Coming into effect

The amendments will become effective on 1 January 2009.

Please click [HERE](#) to see the amendments to the Listing Rules.

Yours faithfully,

For and on behalf of

The Stock Exchange of Hong Kong Limited

Richard Williams

Head of Listing



**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 89

September 2008

Dear Sirs,

Various amendments to the Listing Rules

We enclose reprinted pages of the Listing Rules. The reprinted pages incorporate:-

- amendments regarding shortening the time allowed for half-year and annual reporting by Main Board issuers; and
- minor amendments.

We also enclose the filing instructions.

Half-year and annual reporting

The reprinted pages incorporate amendments to shorten the time allowed for half-year and annual reporting by Main Board issuers, which were among the proposals set out in the "Consultation Paper on Periodic Financial Reporting" published by the Exchange in August 2007.

The rule amendments:-

- shorten the reporting deadlines for the release of half-year results announcements (from three months to two months) by Main Board issuers; and
- shorten the reporting deadlines for the release of annual results announcements (from four months to three months) by Main Board issuers.

The amendments will apply to half-year accounting periods ending on or after 30 June 2010 and annual accounting periods ending on or after 31 December 2010.

Minor amendments

The reprinted pages incorporate the final versions of those minor amendments set out for public exposure in the "Combined Consultation Paper on Proposed Changes to the Listing Rules" published by the Exchange in January 2008 which remained to be implemented. These include amendments to reduce further the numbers of hard copies of documents which issuers are required to provide to the Exchange under the Listing Rules.

Coming into effect

The amendments will become effective on 1 September 2008.

Please click [HERE](#) to see the amendments relating to the half-year and annual reporting.

Please click [HERE](#) to see the amendments relating to the minor amendments.

Yours faithfully,

For and on behalf of

The Stock Exchange of Hong Kong Limited

Richard Williams

Head of Listing



**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 88

June 2008

Dear Sirs,

**Amendments to the Listing Rules relating to the listing of depositary receipts
and the transfer of listing from the Growth Enterprise Market**

We enclose reprinted pages of the Listing Rules. The reprinted pages incorporate amendments to provide for a framework for issuers to list through Hong Kong depositary receipts and amendments to provide for the transfer of listing from the Growth Enterprise Market.

We also enclose the filing instructions.

Listing of depositary receipts

A framework for issuers to list on the Main Board through Hong Kong depositary receipts (HDR) has been introduced. An issuer seeking to list on the Main Board through HDRs will have to comply with generally the same requirements applicable to the listing of shares. The Rule requirements for admission to listing and the continuing obligations and relevant guidance material such as the Joint Policy Statement Regarding the Listing of Overseas Companies jointly issued by the Exchange and the Securities and Futures Commission on 7 March 2007 (where applicable) will apply to an HDR issuer in the same manner as to an issuer of shares.

The key Rule amendments are set out below:

- a new Chapter 19B has been added setting out the applicable rules for the HDR issuer, depositary and the contents of the deposit agreement (which primarily defines and governs the rights and obligations relating to the HDR issuer, the depositary, the custodian and the holders of HDR);
- two new Appendices, namely Appendices 1E and 1F, have been added setting out the requirements for listing documents in respect of HDRs. These new Appendices are modelled on Appendices 1A and 1B; and
- minor and consequential modifications to other chapters. For example, Chapter 1 extends the definition of "equity securities" to HDRs, defines "depositary" and "depositary receipt" and clarifies the definitions of "associate" and "substantial shareholder".

Transfer of listing from the Growth Enterprise Market

Amendments have been made to introduce a new method of listing on the Main Board, transfer of listing from GEM.

The process for transferring listing from GEM to the Main Board has been streamlined and a new Chapter 9A has been added setting out the applicable rules for transfers from GEM and two new Forms J and K in relation to transfer from GEM to the Main Board have been added to Appendix 5 and a provision to reduce the initial listing fee by 50% has been added to Appendix 8.

Coming into effect

The amendments will become effective on 1 July 2008.

Please click [HERE](#) to see the amendments relating to the listing of depositary receipts.

Please click [HERE](#) to see the amendments relating to the transfer of listing from the Growth Enterprise Market.

Yours faithfully,

For and on behalf of

The Stock Exchange of Hong Kong Limited

Richard Williams

Head of Listing



Updated: 30/04/2008

**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 87

April 2008

Dear Sirs,

Various amendments to the Listing Rules

We enclose reprinted pages of the Listing Rules. The reprinted pages incorporate:-

- amendments to align the operational hours of the Electronic Disclosure regime with the implementation of the closing auction session;
- amendments to provide for the further delegation of authority to approve the listing of structured products; and
- amendments to reduce the listing fees for callable bull/bear contracts ("CBBCs").

We also enclose the filing instructions.

Closing auction session

Amendments have been made to rule 2.07C(4)(a) and note 1 to rule 13.45 in order to align the operational hours of the Electronic Disclosure regime for publication of the majority of announcements with the new market trading hours upon implementation of the closing auction session on 26 May 2008.

Further delegation of power to approve listing of structured product issues

Amendments have been made to rules 15A.04 and 15A.52(6) allowing the Executive Director - Listing to delegate the power to approve the listing of structured products within the Listing Division. These amendments have been made to provide greater operational flexibility and to more closely align the responsibilities for processing and approving the majority of structured product issues.

Amendments to Listing Rule fees in respect of structured products

The listing fees for CBBCs have been reduced by 70% to place a previous temporary arrangement on a permanent footing.

Coming into effect

The amendments to align the operational hours of the Electronic Disclosure regime with the implementation of the closing auction session will become effective on 26 May 2008.

The amendments delegating the power to approve the listing of structured products came into effect and the power was exercised on 19 February 2008.

The amended fees in respect of CBBCs come into immediate effect.

Please click [HERE](#) to see the amendments relating to the closing auction session.

Please click [HERE](#) to see the amendments relating to the further delegation of power to approve listing of structured product issues.

Please click [HERE](#) to see the amendments relating to the amendments to Listing Rule fees in respect of structured products.

Yours faithfully,

For and on behalf of

The Stock Exchange of Hong Kong Limited

Richard Williams

Head of Listing



**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 86

February 2008

Dear Sirs,

Various amendments to the Listing Rules

We enclose reprinted pages of the Listing Rules. The reprinted pages incorporate:-

- an amendment to implement an extension, to 2:00 p.m. , of the lunchtime publication window for announcements;
- an amendment to allow the publication of any type of announcements during the lunchtime publication window; and
- amendments to provide for the new arrangements for distribution of brokerage on initial public offerings (IPOs) through Autopay and to include expressly the brokerage payment arrangements for eIPO applications to reflect the current market practice.

We also enclose the filing instructions.

Publication of announcements

On 10 March 2008 the current restrictions on the publication of announcements outside of trading hours will be relaxed. At the same time a modified suspension policy will apply as described in our press release dated 1 February 2008.

Currently, only preliminary results announcements, overseas regulatory news, suspension announcements and "standard" and "super" announcements can be published via the HKEx website during lunchtime. From 10 March 2008 issuers will be allowed to publish any type of announcement during lunchtime including announcements containing information that may have a material effect on market activity in and the price of the issuer's listed securities.

Currently the lunchtime window for the publication of announcements ends at 1:30 p.m.. From 10 March 2008 this window will be extended by half an hour to 2:00 p.m..

IPO brokerage

Under the new arrangements for distribution of brokerage on IPOs, brokerage paid by investors is passed on by the issuer directly through Autopay into the bank account of the relevant Exchange Participant. This represents an improvement on the previous practice of distributing brokerage by physical cheques and is conducive to the timely and orderly administration of the IPO process.

The Listing Rules provide for payment of the IPO brokerage to an Exchange Participant or to the Exchange depending on whether or not the successful application form bears the chop of an Exchange Participant. An eIPO does not involve physical application and therefore chopping is not possible. In practice, issuers through registrars still pay the brokerage to an Exchange Participant for an eIPO application which bears the broker number of the Exchange Participant and to the Exchange where the application does not bear a broker number.

The amendments to paragraph 7 of appendix 8 to the Listing Rules provide for the new arrangements for distribution of brokerage on IPOs through Autopay and expressly include the brokerage payment arrangements for eIPO applications to reflect the current market practice.

Coming into effect

The amendments in relation to the publication of announcements will become effective on 10 March 2008.

The amendments in relation to IPO brokerage became effective on 9 July 2007.

Please click [HERE](#) to see the amendments relating to publication of announcements.

Please click [HERE](#) to see the amendments relating to IPO brokerage.

Yours faithfully,

For and on behalf of

The Stock Exchange of Hong Kong Limited

Richard Williams

Head of Listing



**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 85

May 2007

Dear Sirs,

Amendments to the Listing Rules relating to the Electronic Disclosure

Project and various other amendments

We enclose reprinted pages of the Listing Rules. The reprinted pages incorporate:-

- amendments to implement the abolition of the paid announcement requirement and the new regime for electronic submission of regulatory information for dissemination on the HKEx website (the Electronic Disclosure Project); and
- various other, minor amendments to the Listing Rules.

We also enclose the filing instructions.

Electronic Disclosure Project

The Main Board requirement for paid announcements will be abolished on 25 June 2007 when HKEx launches the Electronic Disclosure Project, key features of which include:

- Main Board issuers will be required to submit their disclosures to HKEx electronically through HKEx's e-Submission System. Announcements (with limited exceptions) must be submitted for publication outside trading hours.
- During Phase 1 (being a period of six months commencing on the effective date of the Electronic Disclosure Project), a Main Board issuer will be required to publish a notification in newspapers whenever it publishes an announcement on the HKEx website and its own website.
- In the first 12 months following the commencement of Phase 1, a Main Board issuer without its own website must publish the full announcement in the newspapers as well as on the HKEx website. Thereafter, Main Board issuers must have their own website.

For further details of the Electronic Disclosure Project, please see HKEx's Exposure Conclusion on "Abolition of Requirement for Main Board Issuers to Publish Paid Announcements in Newspapers and Related Matters" published in July 2006 and Communication Paper "From Paper to Paperless" published in March 2007. These documents are viewable on the HKEx website at <http://www.hkex.com.hk/eng/newsconsul/mktconsul/documents/npa.pdf> and at http://www.hkex.com.hk/eng/listing/edp/edp_consul/documents/ess_cp.pdf respectively.

Minor amendments

The other amendments to the Listing Rules are as follows:

Reflecting current name of HKICPA

Various minor amendments have been made to reflect the current name of HKICPA.

Accounting related definition and references

Minor amendments have been made to update one accounting definition and various accounting references. Key amendments include:

- changing the definition of "Hong Kong Financial Reporting Standards" or "HKFRS" in rule 1.01;
- in rule 3.24 changing the old reference to "Fellow or Associate Member" to "certified public accountant registered with the HKICPA";
- in rule 4.03 changing the old reference to "professional accountants" to "certified public accountants"; and
- in note 9.4 to paragraph 9(1)(h) of Appendix 7C changing the old reference to "Hong Kong accounting standards" to "Hong Kong Financial Reporting Standards".

Codifying and further liberalising the "no other relationship" exemption in FAQ 56

A new note 2 has been added to rule 14A.11(4)(c) to codify and further liberalise the "no other relationship" exemption as set out in No. 56 of the "Frequently Asked Questions on Rule Amendments relating to Corporate Governance and Listing Criteria Issues" such that a substantial shareholder of a non wholly-owned subsidiary should also be permitted to act as a director of that subsidiary without it being treated as a connected person.

General waiver with respect to share lending arrangements

It is not uncommon for controlling shareholders to seek and be given waivers to enable them to enter into share lending

arrangements that facilitate distribution of shares and the settlement of over-allocations in an initial public offering (IPO). A new rule 10.07(3) has been introduced, which codifies these waivers.

Reduction of SFC Transaction Levy

The Securities & Futures (Reduction of Levy) Order 2006, which came into operation on 1 December 2006, provides for a 20% reduction of the levy payable in respect of any trading in securities, futures or options contracts. Paragraph 5(2) of Appendix 8 to the Listing Rules has been amended in a manner to reflect this change and to obviate the need to amend the rules in the future as a result of any further rate changes.

Structured product expiry notices

With regard to the publication of notices by issuers in respect of the expiry of listed structured products they have issued, rule 15A.82 has been amended to provide that:

- no notice is required in respect of cash-settled structured products with an automatic exercise option expiring or maturing on their normal expiry date or maturity date; and
- the notice in respect of the expiry or maturity of a structured product arising as a consequence of a mandatory call event (a “knockout”) shall be published on the day the mandatory call event occurs.

Coming into effect

The amendments in relation to the Electronic Disclosure Project will become effective on 25 June 2007.

The amendment to rule 15A.82 (structured product expiry notices) became effective on 27 April 2007.

The remaining minor amendments will become effective on 21 May 2007.

Please click [HERE](#) to see the amendments relating to the Electronic Disclosure Project (excluding Headline Categories).

Please click [HERE](#) to see the amendment to rule 15A.82 (structured product expiry notice).

Please click [HERE](#) to see the amendments relating to the minor amendments.

Yours faithfully,

For and on behalf of

The Stock Exchange of Hong Kong Limited

Richard Williams

Head of Listing



**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 84

13 November 2006

Dear Sirs,

Various amendments to the Listing Rules

We enclose reprinted pages of the Listing Rules. The reprinted pages incorporate:-

- amendments to the Listing Rules relating to the regulation of Sponsors and Compliance Advisers;
- amendments to the Listing Rules in respect of structured products;
- amendments to the Listing Rules regarding the number of deputy chairmen on the Listing Committee; and
- amendment to the Listing Rules relating to the role of the Chairman of the Securities and Futures Commission (SFC).

We also enclose the filing instructions.

Amendments relating to the regulation of Sponsors and Compliance Advisers

In October 2004 the Exchange and the SFC concluded a joint consultation regarding the regulation of Sponsors, Compliance Advisers and independent financial advisers. In the consultation conclusions report published on 19 October 2004 (the 2004 Conclusions) the Exchange and the SFC stated that, in the light of responses to the consultation, going forward, the SFC, as statutory regulator, would be responsible for assessment of eligibility, on-going supervision, discipline and enforcement of the conduct of corporate finance advisers who discharge the work of Sponsors and Compliance Advisers, whilst the Exchange, as market operator, should continue to be responsible for implementation and administration of the Listing Rule requirements including the practice notes on due diligence.

The 2004 Conclusions stated that the SFC would consult in relation to amendments to its licensing regime and that once that consultation was completed, in order to avoid regulatory duplication, the Exchange intended to remove the existing eligibility criteria from the Listing Rules.

The SFC has completed its second phase consultation. It published consultation conclusions in April 2006. Consequently, the Exchange now intends to amend the Listing Rules as anticipated in the 2004 Conclusions.

Key amendments

The key Listing Rule amendments are set out below.

- Currently, in order to undertake work as a Sponsor or Compliance Adviser, a firm must be acceptable to the Exchange. The Exchange has practices regarding what is acceptable. Consistent with removing regulatory overlap regarding the eligibility of Sponsors and Compliance Advisers, the Rules will be amended to provide that the Exchange will permit a firm to work as a Sponsor or Compliance Adviser provided the firm is appropriately licensed or registered by the SFC. For example, refer to the revised definition of Sponsor in Rule 1.01 and Compliance Adviser in Rule 3A.01.
- Similarly, the Exchange will no longer have any role in relation to monitoring a firm's ongoing eligibility to undertake Sponsor work or Compliance Adviser work. Again, consistent with the 2004 Conclusions, that will be the sole responsibility of the SFC.
- The Listing Rules will be amended such that the SFC alone will be responsible for the discipline and sanctioning of Sponsors and Compliance Advisers. However, the Exchange will continue to co-operate with the SFC in relation to relevant issues regarding the performance of Sponsors and Compliance Advisers, as appropriate.

Coming into effect

These Rule amendments will become effective on 1 January 2007. Transitional arrangements are set out in new Rule 3A.31.

Amendments in respect of structured products

Chapter 15A of the Listing Rules has been amended in line with the recommendations set out in "Hong Kong's Derivative Warrants Market, the Way Forward, Results of the Conclusions on the SFC Six Point Plan" (the Consultation Conclusions) published by the SFC on 31 March 2006. The Consultation Conclusions recommended that:

- issuers should be permitted to launch Further Issues when they held up to 50% of an existing issue;
- the restrictions in respect of minimum issue price and life to maturity should be eased in the case of issues that are identical or substantially the same as existing issues; and
- commission rebate and incentive schemes should be banned.

The amendments to the Listing Rules give effect to these recommendations.

In addition, the current prohibition on issuance of structured products where an issuer possesses price sensitive information in respect of the underlying will no longer apply where the issuer maintains adequate information management arrangements.

Coming into effect

These Rule amendments became effective on 30 September 2006.

Amendments regarding the number of deputy chairmen on the Listing Committee

The Listing Rules have been amended to provide the flexibility for the Listing Nominating Committee to nominate and the Exchange Board to appoint more than one deputy chairman to the Listing Committee. The appointment of more than one deputy chairman will allow a reduction in the workload of the Deputy Chairman to the Listing Committee and also aid in succession planning for the role of Listing Committee Chairman.

Coming into effect

These Listing Rule amendments became effective on the date they were published, that is, 22 September 2006.

Amendments relating to the role of the SFC Chairman

Chapter 38 of the Rules sets out requirements relating to the listing of securities of Hong Kong Exchanges and Clearing Limited (HKEx) on the Exchange.

At the request of the SFC, Rule 38.08 has been amended to replace the reference to the SFC Chairman with a reference to the SFC Chief Executive Officer.

Coming into effect

This Rule amendment became effective on the date it was published, that is, 22 September 2006.

Please click [HERE](#) to see the amendments relating to the regulation of Sponsors and Compliance Advisers.

Please click [HERE](#) to see the the amendments in respect of structured products.

Please click [HERE](#) to see the the the amendments regarding the number of deputy chairmen on the Listing Committee and the amendments relating to the role of the SFC Chairman.

Yours faithfully

For and on behalf of

The Stock Exchange of Hong Kong Limited

Richard Williams

Head of Listing



**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 83

14 February 2006

Dear Sirs,

Various amendments to the Listing Rules

We enclose reprinted pages of the Listing Rules. The reprinted pages incorporate:–

- amendments to the Listing Rules regarding the composition of the Listing Nominating Committee;
- amendments to the Listing Rules regarding the composition of the Listing Committee;
- minor and housekeeping amendments to the Listing Rules; and
- minor amendments to the Listing Rules in respect of the listing of structured products.

We also enclose the filing instructions.

Amendments regarding the composition of the Listing Nominating Committee

Rule 2A.21 provides that the persons eligible for appointment or re-appointment as members of the Listing Committee shall be nominated by the Listing Nominating Committee comprising the Chief Executive of the Exchange and two members of the Board of Hong Kong Exchanges and Clearing Limited (HKEx) and the Chairman and two Executive Directors of the Securities and Futures Commission.

Amendments to rule 2A.21 provide for a change to the composition of the Listing Nominating Committee such that the HKEx representatives will be three non-executive members of the HKEx Board rather than two members of the HKEx Board and the Chief Executive of the Exchange.

Coming into effect

This rule amendment became effective on the day it was announced.

Amendments regarding the composition of the Listing Committee

The Listing Rules will also be amended to:–

- expand the Listing Committee to comprise at least 28 members (that is, 28 members or such greater number as the Exchange Board from time to time agree) increased from the current membership of 25;
- change the composition of the Listing Committee to include at least eight investor representatives, the HKEx Chief Executive and nineteen members who are a suitable balance of listed issuers and market practitioners including lawyers, accountants, corporate finance advisers and brokers; and
- in recognition of the fact that Listing Committee members may become more effective as they gain experience on the Listing Committee and consistent with Government best practice, extend the current term for Listing Committee members to six years excluding any period of appointment to fill a casual vacancy. As with the current arrangements (in rule 2A.25), Listing Committee members would not be eligible for re-appointment for at least two years after completing a maximum term save in exceptional circumstances.

Coming into effect

These rule amendments regarding the composition of the Listing Committee will come into effect in May 2006 on expiry of the current term of office of the Listing Committee members. The exact date will be announced in due course.

Minor and housekeeping amendments

Various minor and housekeeping amendments to the Listing Rules have been made and are set out as follows:

Disclosure of "advances to entities"

Rules 13.13, 13.14 and 13.16 of the Listing Rules respectively require the disclosure of "advances to entities" and financial assistance and guarantees to affiliated companies where certain thresholds are exceeded. For the purpose of rules 13.13 to 13.16 the applicable tests have been amended to only the total assets test. The rule amendments also introduce a new rule 13.15A that excludes a trade receivable from advances to entities for the purpose of rules 13.13 and 13.14 in the calculation of the assets ratio where the trade receivable (other than as a result of the provision of financial assistance) arose in the ordinary and usual course of business of the issuer and the transaction from which the trade receivable arose was on normal commercial terms.

Listed securities houses – exemption from Chapter 14 for IPO financing and securities margin financing.

Rules 14.04 and 14A.10 have been amended to exempt listed securities houses from the disclosure and shareholder approval provisions of Chapter 14 of the Listing Rules in respect of IPO financing and securities margin financing provided by listed securities houses in the ordinary and usual course of business and upon normal commercial terms.

Disclosure of pre-acquisition financial information

A new rule 4.05A has been introduced to require the disclosure by new listing applicant of preacquisition financial information on material businesses/companies acquired in an accountants' report for a listing document in order to provide full and useful information to investors.

Rule amendments relating to corporate governance

Removal of director by ordinary resolution

Paragraph 4(3) of Appendix 3 and paragraph 5(1) of Appendix 13B have been amended to provide that a director may be removed by an ordinary resolution in general meeting instead of a special resolution and also to reflect the requirement of the Companies Ordinance.

Other amendments relating to directors

These are rule amendments to require director of an issuer to:-

- disclose his directorships held in other listed companies in a prospectus pursuant to paragraph 41(1) of Appendix 1A and paragraph 34 of Appendix 1B;
- include in the disclosure of his biographical details under rule 13.51(2) other relevant details that mirror the disclosure made in director's declaration and undertaking to The Stock Exchange of Hong Kong Limited (the Exchange); and
- disclose in an announcement upon appointment full particulars of the director's emoluments irrespective of whether a service contract has been entered into between issuer and director as required under note (g) to rule 13.51(2).

Certified translation of material contracts and housekeeping rule amendments relating to listing of securities

Certified translation of material contracts

Rules 19.10(6) and 19.36(3) have been amended to reflect the requirement under the Companies Ordinance that translation of material contracts into English is required only where the document is in a language other than English or Chinese.

Housekeeping amendments relating to listing of securities

Amendments have been made to:-

- rule 8.08(1) to clarify wordings;
- rule 11.02 and Form C1 of Appendix 5 to remove inconsistency in relation to number of days for submission of final proof of listing document; and
- rule 9.11(1) to include as documents required to be submitted in an application for listing sponsor's undertaking pursuant to rule 3A.03 and statement pursuant to rule 3A.08.

Notifiable transactions and connected transactions

Minor rule amendments have been made to Chapters 14 (notifiable transactions) and 14A (connected transactions). These are amendments to:-

- rule 14.19 to clarify that total assets should be calculated without deducting liabilities;
- rule 14.64(4) to clarify that a circular required for discloseable transaction also includes a transaction that does not involve any acquisition or disposal of assets, such as in the case of a financial assistance transaction;
- introduce a new rule 14.67(5) to replace the old rule 14.66(5). The new rule 14.67(5) provides that a circular issued in relation to an acquisition constituting a major transaction must contain a management discussion and analysis of results of the business, company or companies being acquired;
- clarify that direct and indirect wholly owned subsidiaries of a listed company are not treated as connected person;
- rule 14A.31(1) to clarify that the applicability of the intra-group transaction exemption is subject to the proviso that none of the subsidiaries concerned itself falls within the definition of "connected persons"; and
- rule 14A.14 to codify our existing interpretation that continuing connected transactions include financial assistance.

Accounting matters and the pro forma rules

Rule amendments have been made to:-

- the note to rule 4.28 to clarify that for a new listing applicant without any published audited consolidated financial statements, any comparison for classifying acquisitions required under the relevant Listing Rule should be made instead to the new applicant's latest audited consolidated financial statements in the accountants' report;
- rule 13.22 to clarify that a combination of balance sheets of affiliated companies is not "pro forma" financial information as required under rule 4.29;
- rule 14.69(7) to clarify that two separate management discussion and analysis statements, one on the existing group and one on the business or company acquired or to be acquired, are required in a circular for a very

substantial transaction;

- rule 4.11 to clarify that any change in accounting standards is not permitted;
- align disclosure requirements required under paragraph 1(1) of Appendix 15 and paragraph 4(1) of Appendix 16 of the Listing Rules with prevailing accounting standards; and
- clarify that the basis for the requirement that annual accounts must be audited by a person who must be a practising accountant of good standing is independent of the requirements under the Companies Ordinance and rest on the premise that such requirement is in fact a “reasonable man test” applicable to overseas auditor who is a practising accountant in another jurisdiction. By this test, it is reasonable to expect that the auditor and practising accountant has satisfied basic professional standards, is a current member of a professional regulatory body and is not disqualified from being a member of such body.

Other rule amendments

Other minor amendments have been made to:-

- change the definition of “subsidiary” to reflect amendments made to the definition of “subsidiary” in the Companies Ordinance;
- change the timing for the release of results announcement pursuant to rule 13.45 from 4:00 p.m to 4: 15 p.m so that the release of the results announcements will not affect the price of derivative products in the futures market which closes at 4:15 p.m;
- update references to “security enquiry page” instead of to “teletext page” in paragraph 10 of Appendix 8;
- codify the practice to require listed issuers to display their stock codes in a prominent place in all announcements, circulars and other documents as codified by the new rule 13.51A;
- rule 13.51(5) to require a listed issuer to inform the Exchange and publish an announcement whenever there is a change in its Share Registrar; and
- rule 8.17 to reflect the change of name of the Hong Kong Institute of Company Secretaries to The Hong Kong Institute of Chartered Secretaries (the “Institute”) and in reference to the Institute’s members to Ordinary Members.

Coming into effect

These minor and housekeeping rule amendments will come into effect on 1 March 2006.

Amendments in respect of structured products

Certain minor amendments have been made to Chapter 15A of the Listing Rules to facilitate the listing of callable bull/bear contracts and other types of structured products which may be developed in future.

Coming into effect

These rule amendments will come into effect on 1 March 2006.

Please click [HERE](#) to see the amendments regarding the composition of the Listing Nominating Committee and the amendments regarding the composition of the Listing Committee.

Please click [HERE](#) to see the minor and housekeeping amendments.

Yours faithfully

For and on behalf of

The Stock Exchange of Hong Kong Limited

Richard Williams

Head of Listing



**Note to subscribers for the amendments to
the rules governing the listing of securities (the "Listing Rules")**

Update No. 82

8 December 2004

Dear Sirs,

Amendments to the Listing Rules relating to the Code on Corporate Governance Practices and Rules on the Corporate Governance Report

We enclose reprinted pages of the Listing Rules incorporating amendments to the Listing Rules in relation to the Code on Corporate Governance Practices (the "Code") and the rules on the Corporate Governance Report, together with the filing instructions.

The Code replaces the Code of Best Practice in Appendix 14 to the Main Board Listing Rules and the Rules on the Corporate Governance Report are inserted as a new Appendix 23.

Various other consequential amendments to the Listing Rules have been made on the introduction of the Code and Rules on the Corporate Governance Report.

Revised Code on Corporate Governance

The Code sets out the Exchange's views on the principles of good corporate governance and two levels of recommendations, namely Code Provisions and Recommended Best Practices. Issuers are expected to comply with, but may choose to deviate from, the Code Provisions. Issuers are encouraged to comply with the Recommended Best Practices which are provided for guidance only. Issuers may devise their own code on corporate governance practices on such terms as they may consider appropriate.

The Code has five sections dealing with directors, remuneration of directors and senior management, accountability and audit, delegation by the Board and communication with shareholders. In each section, the Code sets out the Code Provisions and/or Recommended Best Practices, together with the underlying principles of the relevant provisions to assist listed issuers in developing their own code of board practices.

Corporate Governance Disclosure

Issuers must state whether they have complied with the Code Provisions set out in the Code for the relevant accounting period in their interim reports and annual reports.

Issuers are required to include a Corporate Governance Report in their annual reports containing prescribed information on their corporate governance practices.

Where the issuer deviates from the Code Provisions set out in the Code, the issuer must give considered reasons, in the case of annual reports, in the Corporate Governance Report and, in the case of interim reports, either by giving considered reasons for each deviation or, to the extent that it is reasonable and appropriate, by referring to the Corporate Governance Report in the immediately preceding annual report, and providing details of any changes together with considered reasons for any deviation not reported in that annual report.

In the case of the Recommended Best Practices, issuers are encouraged, but are not required, to state whether they have complied with them and give considered reasons for any deviation.

Coming into Effect

Subject to the implementation and transitional arrangements set out in Appendix 2 to the Exposure Conclusions Report (which is available on the Exchange's website at www.hkex.com.hk/eng/newsconsul/mktconsul/documents/expocon.pdf), the rule amendments will come into effect on 1 January 2005.

Please click [HERE](#) to see the amendments to the respective sections. The revised version of the entire Main Board Listing Rules are located in the section headed "Listing Rules (Main Board)".

Yours faithfully

For and on behalf of

The Stock Exchange of Hong Kong Limited

Richard Williams

Head of Listing

**Note to subscribers for the amendments to the rules governing the listing of securities (the "Listing Rules")****Update No. 81**

1 December 2004

Dear Sirs,

Amendments to the Listing Rules relating to the regulation of sponsors and independent financial advisers

We enclose reprinted pages of the Main Board Listing Rules incorporating amendments regarding the regulation of sponsors and independent financial advisers (IFAs).

The rule amendments were announced in the news release published jointly by The Stock Exchange of Hong Kong Limited (the Exchange) and the Securities and Futures Commission (the SFC) on 19 October 2004 (the "News Release").

We also enclose filing instructions for the reprinted pages.

Key objectives of the rule amendments

The Exchange's primary objectives in introducing these amendments are to:

- ensure sponsors, post-listing advisers (to be known as compliance advisers) and IFAs are clear about what is expected of them, in particular, in performing due diligence;
- enable sponsors, compliance advisers and IFAs to participate in the market on a level playing field; and
- minimise the regulatory risk that sponsors, compliance advisers and IFAs will not discharge their responsibilities in a way that commands market confidence.

Overview of the amended rules

The amended rules address, amongst other things:

Sponsors and compliance advisers

- when an issuer must appoint a sponsor or compliance adviser;
- independence requirements for sponsors and compliance advisers;
- the roles and responsibilities of sponsors and compliance advisers including the due diligence the Exchange expects sponsors should typically perform;
- the responsibilities of issuers to assist sponsors and compliance advisers;
- undertakings and declarations required to be given by sponsor and IFA firms to the Exchange;

IFAs

- independence requirements for IFAs;
- the roles and responsibilities of IFAs including the reasonable steps an IFA will typically perform in order to be able to make the statements required by rule 14A.22, dealing with the letter setting out its independent financial advice;
- the responsibilities of issuers to assist IFAs it appoints; and
- undertakings and declarations required to be given by IFAs to the Exchange.

Key amendments

The key amendments are set out below.

Sponsors and compliance advisers

- The rules will include an amended definition of "sponsor" in rule 1.01.
- Compliance advisers will be included in the list of parties the Exchange may impose sanctions against as set out in rule 2A.10.
- Rules 3.01 to 3.04 relating to sponsors will be repealed.
- A new chapter, Chapter 3A, will set out most of the roles and obligations of sponsors and compliance advisers including as follows:
 - the current rules require that a new applicant appoint a sponsor to assist it through the listing application process. In some cases the rules also require that the new applicant continue to retain a sponsor after they are listed.

Under the amended rules, new applicants (including issuers deemed to be new applicants pursuant to rule 14.07(2)) will continue to be required to appoint (at least) one sponsor to assist with their initial applications for listing. Additionally, all listed issuers will have to appoint a compliance adviser for the period commencing on initial listing and ending on publication of financial results for the first full financial year after listing, and for any further period directed by the Exchange;

- the current rules provide that sponsors should be able to satisfy themselves that they will be capable of giving the issuer by whom they are appointed impartial advice. The amended rules will provide expressly that sponsors and compliance advisers must perform their duties with impartiality and that at least one sponsor appointed by a new applicant must be independent. Compliance advisers need not be independent;
- the independence test will be set out in the amended rules. To provide clarity to issuers the independence test will be a bright-line (or black letter) test;
- sponsors will be required to give the Exchange a statement addressing whether they are independent and, if they are not, how their lack of independence arises. (The prescribed form for that statement will be set out in Appendix 18.) Sponsors will also have to advise the Exchange if there is any change to the information in the statement after it is given;
- sponsors and compliance advisers will have to give undertakings to the Exchange in the forms prescribed in Appendix 17 and Appendix 20, respectively. The undertakings will provide, for example, that the sponsor or compliance adviser will comply with the Listing Rules and cooperate in any investigation conducted by the Listing Division and/or the Listing Committee of the Exchange;
- sponsors will have to conduct due diligence, having regard to a new practice note [21], *Due diligence by sponsors in respect of initial listing applications*, dealing with due diligence by sponsors in respect of initial listing applications including the Exchange's expectations of due diligence sponsors will typically perform to meet their obligations under the rules;
- after undertaking the necessary due diligence, sponsors will have to make a declaration to the Exchange concerning the new applicant. The declaration must be in the form prescribed in Appendix 19;
- compliance advisers will only be required to provide advice and guidance if they are asked for it by the issuer by whom it is appointed. Listed issuers will have to consult with and, if necessary, seek advice from their compliance advisers on a timely basis in the prescribed circumstances, for example, before publication of any regulatory announcement, circular or financial report; and
- issuers will be required to assist sponsors and compliance advisers. For example, new rule 3A.05 will provide that a new applicant and its directors must assist the sponsor to perform its role and must ensure that its substantial shareholders and associates also assist the sponsor.
- There will be amendments to Chapter 19A regarding the rule modifications that apply to PRC issuers.
- The Model Code for Sponsors, which is currently set out in Appendix 9, will be repealed.

IFAs

- The rules will include a new definition of "IFA group" in rule 1.01.
- New rules 13.80 to 13.87 will set out most of the roles and obligations of IFAs.
- IFAs will be required to perform their duties with impartiality and be independent. The independence test will be set out in the rules. As with the sponsor independence test, to provide clarity to issuers the independence test will be a bright-line test.
- IFAs will be required to give the Exchange a declaration of their independence in the prescribed form to be set out in Appendix 21. IFAs will also have to advise the Exchange if there is any change in the circumstances set out in the independence declaration.
- As with sponsors and compliance advisers, IFAs will have to give an undertaking to the Exchange in the form prescribed in Appendix 22. The undertaking will provide that the IFA will comply with the Listing Rules and cooperate in any investigation conducted by the Listing Division and/or the Listing Committee of the Exchange.
- IFAs will have to take all reasonable steps to satisfy themselves that there is a reasonable basis for making the statements required by rule 14A.22(1) to (5) and that there is no reason to believe any information relied on by the IFA in forming its opinion or any information relied on by any third party expert on whose advice or opinion the IFA relies in forming its opinion, is not true or omits a material fact.
- A note to rule 13.80 will set out the due diligence steps the Exchange expects an IFA will typically perform.
- The amended rules will also set out the responsibilities of issuers to assist IFAs. That is, rule 13.81 will provide that, for example, an issuer must keep the IFA informed of any material change to any information previously given to or accessed by the IFA.

Coming into effect

Subject to the transitional arrangements described in the News Release, the rule amendments will come into effect on 1 January 2005.

The amendments to the relevant sections of the Main Board Listing Rules have been marked-up for your ease of reference. Please click [HERE](#) to see the amendments to the respective chapters. The revised version of the entire Main Board Listing Rules is located in the section headed “Listing Rules (Main Board) ”.

Yours faithfully
For and on behalf of
The Stock Exchange of Hong Kong Limited

Richard Williams
Head of Listing



**Note to subscribers for the amendments to
the rules governing the listing of securities (the “Listing Rules”)**

Update No. 80

31 March 2004

Dear Sirs,

**Amendments to the Listing Rules relating to corporate governance issues,
initial listing criteria and continuing listing obligations**

We enclose reprinted pages of the Listing Rules incorporating amendments to the Listing Rules in relation to corporate governance issues, initial listing criteria and continuing listing obligations, together with the filing instructions.

The Listing Rule amendments cover two major areas:

- corporate governance rule amendments which aim to raise the standards of corporate governance practices of issuers, in particular, by enhancing the transparency of issuers and improving investor protection; and
- rule amendments relating to initial listing criteria and continuing listing obligations which also enhance issuer transparency and investor protection. They also introduce alternative listing criteria that should help broaden the range of enterprises seeking a listing and better position Hong Kong to meet the needs of Mainland enterprises for risk capital.

One of our secondary objectives in introducing the amendments was to improve the transparency of the Listing Rules and the Exchange's practices. Where possible, we have tried to express the Listing Rules in simple terms. We have also codified much of the Exchange's existing practice in interpreting and applying the Listing Rules, which will provide greater certainty for issuers in applying the Listing Rules.

The principal amendments are as follows:

Directors and board practice

- Independent non-executive directors (“INEDs”) play a pivotal role in the corporate governance of issuers. Given the increasingly important role of INEDs and to ensure that the views of INEDs carry significant weight in the board's decisions, the minimum number of INEDs required under the Listing Rules is increased from 2 to 3
- One of the major responsibilities of INEDs is to provide an objective view on the assessment of the financial statements of issuers. Issuers are required to appoint at least one INED with appropriate professional qualifications or accounting or related financial management expertise
- The quality and independent state of mind of INEDs are essential for ensuring the effectiveness of their contribution. Additional guidelines have been introduced to assist issuers in assessing the independence of proposed INEDs
- Issuers are required to establish an audit committee and appoint a qualified accountant to ensure that proper financial reporting procedures and internal controls are in place and compliance with the Listing Rules with regard to financial reporting and other accounting-related issues

Notifiable transactions and connected transactions

- The existing chapter (Chapter 14) on notifiable transactions and connected transactions is more frequently referred to than any other part of the Listing Rules. New Chapters on notifiable transactions (Chapter 14) and connected transactions (Chapter 14A) have been introduced. The format and layout of the notifiable transaction and connected transaction Rules have been changed in an attempt to make them more accessible and user-friendly. Amendments have been made to codify the Exchange's interpretation of certain provisions where the existing Listing Rules were not clear or may have been ambiguous. Amendments have also been made to enhance issuer transparency and shareholder protection. The main changes are:
 - amendments to the definition of “connected person” to clarify under what circumstances a non wholly-owned subsidiary and relatives of a director, chief executive and substantial shareholder will be treated as a connected person
 - amendment to the definition of “connected transaction” to reflect the application of the connected transaction Rules in certain transactions between an issuer and a party which is not a connected person
 - introduction of a new category of notifiable transaction, namely “very substantial disposal”. This will ensure that shareholders are given an opportunity to exercise their voting rights and to express their views at a general meeting to approve any disposal transaction that may have a significant impact on the remaining business of the issuer and its prospects
 - introduction of a new category of notifiable transactions, namely “reverse takeover”, to deal with backdoor listings (the circumvention of the requirements for a new applicant)
 - introduction of a total assets test to replace the net assets test to address the practical problems of the

- existing net assets test, in particular to provide issuers with net liabilities or negligible net assets with clarity on the application of the classification tests to their circumstances
- introduction of a new classification test, the consideration to market capitalisation test to replace the consideration to net assets test
- introduction of a new classification test, the revenue test as a stand-alone test to measure the impact of a transaction on the issuer in terms of level of business activity
- introduction of new percentage thresholds for classifying notifiable transactions based on the new tests
- all of the new tests except for the profits test will be used to classify connected transactions
- introduction of a definition of “continuing connected transactions” and associated requirements to codify our current practice with respect to exemptions and ongoing review requirements for such transactions
- introduction of a new section on “options” for notifiable transactions and connected transactions to codify our treatment of options and to clarify the application of the classification rules to transactions involving option(s)
- introduction of a new section on “financial assistance” for connected transactions to codify our existing practice in respect of transactions involving financial assistance and connected persons
- additional disclosure requirements for announcements and circulars relating to notifiable transactions and connected transactions

Financial reporting and disclosure obligations

- The following major changes have been made to Appendix 16 to the Listing Rules:
 - issuers will be permitted to distribute a summary interim report rather than a full interim report
 - the two-phased publication arrangement for annual and interim results announcements has been abolished. To achieve this, the disclosure requirements for results announcements have been brought into line with the disclosure requirements for summary financial reports and summary interim reports
 - introduction of new disclosure requirements relating to compliance with the Model Code on directors’ dealing and the requirements in respect of INEDs and establishment of an audit committee for annual reports and interim reports to enhance transparency
 - introduction of recommended disclosures on management discussion and analysis for annual and interim reports to enhance transparency
- A new section on disclosure of pro forma financial information has been included in Chapter 4 to explain when pro forma financial information must be prepared and the standards of preparation and assurance associated with any disclosure of pro forma financial information whether mandated or voluntary

Continuing listing obligations

- The provisions of the Listing Agreements for issuers of equity securities set out in Parts A, B and I of Appendix 7 and Practice Note 19 have been incorporated without substantial revisions into a new Chapter 13 on continuing obligations or have been merged into Chapters 19 and 19A
- To safeguard minority shareholders from material or unfair dilution of their interests, issuers are required to obtain independent shareholders’ approval for the second and subsequent refreshments of a general mandate in any one year. An issuer will not be allowed to place its securities for cash consideration under a general mandate at a discount of 20% or more, unless it can satisfy the Exchange that it is in a serious financial difficulty and that the only way it can be saved is by an urgent rescue operation
- Voting by poll is required for connected transactions and other transactions which require approval by shareholders and shareholder(s) and their associates that have a material interest must abstain from voting
- To ensure an open, fair and orderly market, trading in an issuer’s securities will be suspended if it fails to meet the minimum public float required under the Listing Rules
- To protect investors and to promote high standards of financial reporting, trading in an issuer’s securities will be suspended if it fails to publish periodic financial information in accordance with the Listing Rules
- Issuers are required to publish announcements as soon as practicable following any changes in directors, auditors or the financial reporting year-end
- Shareholders’ approval is required for directors’ service contracts that may exceed 3 years or directors’ service contracts that expressly require the issuer to give a period of notice of more than 1 year or to pay compensation of more than 1 year’s emoluments on termination

Other corporate governance rule amendments

- The definition of “associate” in Chapter 1 has been expanded to remove the loophole in the existing Listing Rules in relation to trust arrangements involving a company under the control of the trustee of a trust of which the connected person or any of his family interests is a beneficiary or discretionary object
- The definition of “subsidiary” has been expanded to include an entity which is accounted for in the audited consolidated accounts of an issuer as a subsidiary under applicable accounting standards
- Guidelines have been introduced to assist issuers in determining whether a shareholder has a “material interest” in a transaction codifying our existing interpretation of the Listing Rules
- An issuer wishing to cancel/withdraw its primary listing on the Exchange in circumstances where the issuer has no alternative listing must obtain the prior approval of 75% or more of its shareholders, the same approval threshold for a privatisation offer under the Takeovers Code
- Issuers may not purchase their own shares on the Exchange if the purchase price is more than 5% above the average closing market price of those shares for the 5 preceding business days. To address the problems encountered by issuers with a low share trading volume, the existing 25% monthly share repurchase restriction has been abolished
- Amendments have been made to clarify the definition of “profit forecast” and reflect the practice that any estimate of profits or losses or reference to future profits or losses may be regarded as profits forecasts
- Appendix 10 (Model Code for Securities Transactions by Directors of Listed Issuers) has been amended to provide expressly that any breach of the required standard set out in Appendix 10 will be regarded as a breach of the

Listing Rules

- A definition of “dealing” has been introduced to the Model Code to explain under what circumstances a transaction constitutes a dealing by a director in the securities of an issuer. New requirements have also been introduced on the notification and disclosure of directors’ dealings and reporting on compliance with the Model Code provisions so as to enhance transparency
- The provisions of Appendix 3 (Articles of Association) regarding nomination of directors have been amended to ensure that shareholders are given sufficient time to consider information on any proposed nomination of a director

Initial listing criteria

- To provide more flexibility and cater for a wider variety of issuers seeking to list on the Main Board, alternative financial standards to the profit requirement have been introduced, namely:
 - a market capitalisation / revenue test
 - a market capitalisation / revenue / cash flow test
- The Exchange will accept a shorter trading record period for applicants able to demonstrate that the directors and management of the new applicant have sufficient and satisfactory experience of at least 3 years in the line of business and industry of the new applicant, and management continuity for the most recent financial year
- The minimum expected initial market capitalisation for new applicants has been increased to HK\$200 million
- The minimum number of shareholders and the minimum spread of shareholders required at the time of listing has been increased to 300 shareholders and in the case of applications under the market capitalisation/revenue test to 1,000 shareholders

Coming into effect

Subject to the transitional arrangements set out in HKEx’s news release of 30 January 2004 and its attachment, the rule amendments will be effective on 31 March 2004.

The amendments to the relevant sections of the Main Board Listing Rules have been marked-up for your reference, please click [here](#) to see the amendments to the respective chapters. The revised version of the entire Main Board Listing Rules are located in the section headed "Listing Rules (Main Board)".

Yours faithfully

For and on behalf of

The Stock Exchange of Hong Kong Limited

Richard Williams

Head of Listing