

Listing procedures and documents

DS1-1 Given the Exchange has updated the audit terminology in the Listing Rules with reference to the Hong Kong Standards on Auditing (HKSA)s on auditor reporting, the terms “modified opinion” and “modified report” are defined in Main Board (MB) Rule 1.01 / GEM Rule 1.01. However, there is no definition of “modification” in the Listing Rules. Please clarify the use of the term “modification”.

“Modification” is a generic term which should be read in the context of the Listing Rules.

Audit engagements

Where the financial information has been audited and an opinion has been expressed by the auditors / reporting accountants, then the term “modification” in the Listing Rules should refer to:

- (a) a modified opinion (i.e. a qualified opinion, an adverse opinion or a disclaimer of opinion); and/or
- (b) an emphasis of matter paragraph or a paragraph to highlight a material uncertainty related to going concern without modifying the opinion.

Review engagements

Where the financial information has been reviewed and a review conclusion has been expressed by the auditors / reporting accountants, then the term “modification” in the Listing Rules should refer to:

- (a) a modified review conclusion (i.e. qualified conclusion, an adverse conclusion or a disclaimer of conclusion); and/or
- (b) an emphasis of matter paragraph or a paragraph to highlight a material uncertainty related to going concern without modifying the review conclusion.

(Note: A review is substantially less in scope than an audit conducted in accordance with relevant HKICPA standards (or equivalent standards issued by IAASB and China Ministry of Finance). Currently, the applicable HKICPA standards for a review engagement are Hong Kong Standards on Review Engagements 2400 (Revised) and 2410.)

*MB Rules 1.01, 4.18 and App D1C - 42(2)
GEM Rules 1.01, 7.22 and App D1C - 42(2)
First released: March 2019; last updated: May 2024*

DS1-3 What headline category should be used for announcements in relation to Mixed Media Offer (“MMO”)?

For announcements in relation to MMO, the issuer must select the headline category “Mixed Media Offer” under “New Listing (Listed Issuers/New Applicants)”.

*MB Rule 2.07C(3)
GEM Rule 16.18(2)
First released: November 2010*

DS1-4 What requirements must an issuer adhere to for posting announcements relating to MMO on its own website?

An issuer must adhere to the requirements in the Class Exemption Notice requiring how access to the e-prospectus must be provided from the issuer’s website (e.g. sections 9A(3)(f),(g),(h) and 9A(10) of Class Exemption Notice).

*MB Rule 2.07C(6)
First released: November 2010; last updated: May 2024*

DS1-5 What are the disclosure requirements under section 436 of the Companies Ordinance for a Hong Kong incorporated listed issuer in relation to the publication of non-statutory accounts under the Listing Rules, such as annual/interim results announcement, interim report, circulars or listing documents?

The listed issuer must include a statement indicating that the statement of comprehensive income for a full financial year and/or the statement of financial position at a financial year end (**Statements**) presented in the account are not statutory financial statements under the Companies Ordinance. The listed issuer must also disclose whether (a) an auditor’s report had been prepared; and (b) the auditors gave a qualified or modified audit opinion on the Statements.

For details, please refer to Accounting Bulletin 6 “Guidance on the Requirements of Section 436 of the Hong Kong Companies Ordinance Cap. 622” issued by HKICPA.

*MB Rules 4.29
GEM Rules 7.31
First released: February 2015; last updated: May 2024*

DS1-6 MB Rule 5.01(1) / GEM Rule 8.01(1) provides that the acquisition cost should be used as the carrying amount of an asset if the acquisition is made after the latest consolidated audited accounts. How should the acquisition cost be determined?

The acquisition cost should be determined based on the appropriate accounting treatment used by the acquiror in preparing the financial statements.

*MB Rule 5.01(1)
GEM Rule 8.01(1)
First released: October 2011; last updated: May 2024*



DS1-7 Will an applicant's property interests be categorised into property activities if its core business is not property development or investment?

Yes. An applicant can engage in both property activities and non-property activities and should consider each property's use under MB Rule 5.01(2) (GEM Rule 8.01(2)). If a property is for letting or sale, it would be categorised into property activity.

*MB Rule 5.01(2)
GEM Rule 8.01(2)*

First released: October 2011; last updated: May 2024

DS1-8 How should an applicant identify properties up to the 10% limit under MB Rule 5.01A(1) (GEM Rule 8.01A(1))?

The Exchange would leave it to the applicant and its advisers to determine the method of identifying the properties comprising the 10% limit, subject to the 1% threshold under MB Rule 5.01A(1) (GEM Rule 8.01A(1)) and the general disclosure obligation under MB Rule 5.10 (GEM Rule 8.36).

In practice, an applicant generally identifies the carrying amount of each property interest and add up from the lowest values until the 10% limit is reached.

*MB Rules 5.01A(1) and 5.10
GEM Rules 8.01A(1) and 8.36*

First released: October 2011; last updated: May 2024

DS1-9 What is the timing reference point for the statement under MB Rule 5.01B(2)(b) (GEM Rule 8.01B(2)(b))?

The timing reference point for the statement is the listing document date.

*MB Rule 5.01B(2)(b)
GEM Rule 8.01B(2)(b)*

First released: October 2011; last updated: May 2024

DS1-10 How to determine the materiality of property interests to be disclosed under MB Rule 5.10 (GEM Rule 8.36)?

Applicant is expected to consider materiality taking into account all the relevant facts and circumstances. Below is a non-exhaustive list of factors the applicant may consider:

- (i) Whether the property interest (individually or in aggregate) is used for a reportable segment of the applicant. If so, whether it contributes a significant portion of revenue to the applicant;
- (ii) Whether there are any encumbrances on the property or use of the property that may, at any time, directly or indirectly impact the operations of the applicant's reportable segment;
- (iii) Whether there are any defects relating to the property or its operations that may have material impact on the applicant's business or operations (e.g. breach of environmental regulations or title defects); and
- (iv) Whether there is re-development potential for the property that may impact the applicant's financial position.



Online publication, display and submission of documents

DS2-1 Where and for how long should documents on display be published online? How will these documents be removed from the relevant websites after the expiry of the prescribed display period?

Listed issuers should publish documents on display on both the HKEX website (through EPS under the headline category “Documents on Display”) and the listed issuer’s website for the time period prescribed by the Listing Rules (which is the same as what the Listing Rules originally require for physical display of such documents).

After the expiry of any relevant display period prescribed by the Listing Rules, listed issuers should remove the documents on display manually from the HKEX website through EPS and their own website.

They should not do so before the expiry of the relevant display period.

*MB Rules 4.14, 5.01B(1)(b), 5.02B(2)(b), 29.09, 29.10, 36.08(3) and App D1C - 54
GEM Rules 7.18, 8.01B(1)(b), 8.02B(2)(b), 32.05(3), 35.10, 35.11 and App D1C - 53
First released: June 2021; last updated: May 2024*

DS2-2 What types of listing documents should be published solely in an electronic format?

All listing documents in respect of the following should be published solely in an electronic format except for a MMO:

- (i) Initial public offerings of equities, stapled securities, depositary receipts and collective investment schemes;
- (ii) Public offerings of debt securities;
- (iii) Listings by introduction; and
- (iv) Transfers of listing from GEM to the Main Board.

*MB Rule 25.19A
GEM Rule 29.21A
First released: June 2021; last updated: May 2024*

DS2-3 For how long should electronic listing documents be published on the HKEX and issuer’s websites?

There is no time limit. Electronic listing documents should remain online.

*MB Rule 25.19A
GEM Rule 29.21A
First released: June 2021; last updated: May 2024*



DS2-4 How should documents be submitted to the Exchange by electronic means under the paperless regime?

The Exchange will establish a new online platform (**Issuer Platform**) as a designated channel for two-way communication between the Listing Division and new applicants/ listed issuers (except for structured products issuers). New applicants/ listed issuers and their professional parties will be able to use this platform to submit all documents and e-Forms to the Division electronically. The Exchange will update the market prior to the launch of the Issuer Platform, with necessary guidance.

Until that time, new applicants and listed issuers (and their advisors) should continue to submit documents to the Listing Division through the existing permitted electronic means (e.g. by email or via HKEX-ESS).

MB Rule 2.07(3A)

GEM Rule 2.21

First released: December 2023; last updated: May 2024

DS2-5 Is digital signature required for documents electronically submitted to the Exchange that require signature?

No, except for documents that are to be electronically submitted to the Exchange for the purpose of authorisation of prospectus registration under the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

MB Rules 1.02A and 2.07(3A)

GEM Rules 1.03A and 2.21

First released: October 2023; last updated: May 2024

Continuing obligations

DS3-1 What is a “false market”?

The term “*false market*” refers to a situation where there is material misinformation or materially incomplete information in the market which is compromising proper price discovery. This may arise, for example, where:

- (a) a listed issuer has made a false or misleading announcement;
- (b) there is other false or misleading information, including a false rumour, circulating in the market;
- (c) a listed issuer has inside information that needs to be disclosed under the Inside Information Provisions but it has not announced the information (e.g. the listed issuer signed a material contract during trading hours but has not announced the information); or
- (d) a segment of the market is trading on the basis of inside information that is not available to the market as a whole.

Where a media or analyst report appears to contain information from a credible source (whether that information is accurate or not) and:



- (a) there is a material change in the market price or trading volume of the listed issuer's securities which appears to be referable to the report (in the sense that it is not readily explicable by any other event or circumstance); or
- (b) if the market is not trading at the time but the report is of a character that when the market starts trading, it is likely to have a material effect on the market price or trading volume of the listed issuer's securities,

the listed issuer must announce information necessary to avoid a false market in its listed securities.

*MB Rules 37.46A, 37.47(b), para 3 of PN11 and App E4 - 1(1)(a) and 27
GEM Rules 30.39A, 30.40(b), 31.04(2) and 31.05
First released: April 2013; last updated: May 2024*

DS3-2 What is the meaning of the term “such enquiry with respect to the issuer as may be reasonable in the circumstances”? What sort of enquiry is a listed issuer required to make in response to the Exchange’s enquiries? When will a listed issuer be expected to contact its controlling shareholders when they are not directors or officers of the listed issuer?

The facts and circumstances giving rise to each enquiry are different. Therefore, what enquiry is reasonable depends on the circumstances, and there are no hard and fast rules. The test is one of reasonableness.

To facilitate compliance, it is crucial that a listed issuer implements and maintains adequate and effective internal control systems and procedures to ensure material information concerning the listed issuer and its business would be promptly identified, assessed and escalated to the Board for consideration and action from a Rule compliance perspective. This would require a timely and structured flow to the Board of information arising from the development or occurrence of events and circumstances so that the Board can decide whether disclosure is necessary.

A listed issuer is generally not expected to contact (a) its controlling shareholders when they are not directors or officers of the listed issuer, or (b) counterparties to a transaction, except if there is information available to the listed issuer suggesting that the subject matter of the enquiry is related to the controlling shareholders or the counterparties to a transaction. For example, the listed issuer is aware of its controlling shareholder's plan to dispose of its interest in the listed issuer, and there is an unusual increase in the trading volume of the listed issuer's shares. Another example is where there are press articles suggesting that the counterparty to a disclosed transaction may not be able to complete the transaction as a result of difficulties in obtaining financing.

*MB Rules 37.46A(b) and App E4 - 27(2)
GEM Rules 30.39A(b) and 31.05(2)
First released: April 2013; last updated: May 2024*

DS3-3 A listed issuer has inside information which is exempted from disclosure under one or more of the safe harbours in the Inside Information Provisions. If there are market rumours which are unrelated to this information, but have resulted in unusual trading movements, does the listed issuer need to publish a standard announcement?

If the standard announcement states that there is no inside information that needs to be disclosed under the Inside Information Provisions, but the listed issuer subsequently discloses the information, say a month later, will this result in market



uncertainty?

Whether an announcement is required to be issued under these provisions depends on the facts and circumstances of the matter. It is only if and when requested by the Exchange that an announcement needs to be issued.

Information that is exempted from disclosure under the Inside Information Provisions does not fall within the term “any inside information that needs to be disclosed under Part XIVA of the Securities and Futures Ordinance” contained in the standard announcement. Therefore, a standard announcement issued under those circumstances will not be inaccurate.

To avoid market uncertainty arising from the subsequent disclosure of the inside information previously exempted from disclosure, the listed issuer can clarify in the disclosure announcement that the information was exempted from disclosure when the standard announcement was issued.

*MB Rules 37.46A(b) and App E4 - 27(2)
GEM Rules 30.39A(b) and 31.05(2)
First released: April 2013; last updated: May 2024*

DS3-4 Part 9 of the Financial Institutions (Resolution) Ordinance (Cap.628) (FIRO) empowers a resolution authority (being the Monetary Authority, the Securities and Futures Commission or the Insurance Authority) to temporarily defer certain entities’ disclosure obligations under section 307B of the SFO in certain circumstances (including that the disclosure would cause or contribute to the non-viability of the entity or its group company or impede the ability of the resolution authority to achieve orderly resolution), and in that case, the entities’ disclosure obligations under the Listing Rules will also be deferred automatically.

Where a listed issuer’s disclosure obligations are deferred under the FIRO, will dealings in securities of such listed issuer be suspended?

There is no automatic suspension of dealings in securities of such listed issuer, but the FIRO provides that the resolution authority may direct the Exchange to suspend, or not to suspend, dealings in securities of a listed issuer despite its disclosure obligations have been deferred under the FIRO.

According to Part 9 of the FIRO, the resolution authority must consult the SFC (if the SFC is not the resolution authority) before its exercise of any powers to defer disclosure obligations or suspend, or not suspend, dealings to enable the SFC’s views to be ascertained (including e.g. on the effects of deferral, suspension or non-suspension on the market, and financial stability).

Any decision to exercise such powers would not be taken lightly by a resolution authority given their potential risks and ramifications for the stability and effective functioning of the financial system. Ultimately, the extent to which the resolution authority would use any of these powers on failure of an institution would depend upon its assessment of the risks posed to the orderly resolution, its balancing of the resolution objectives in the context of securing its financial stability objectives as set out in the FIRO and the operational mechanics (to be developed by the resolution authorities) for the implementation of the FIRO stabilization options.

*MB Rule 6.01
GEM Rule 9.01
First released: October 2017; last updated: May 2024*



DS3-5 Company A is an issuer of debt listed on the Exchange. Company B, an unlisted group company of Company A, guarantees Company A's obligations under the listed debt.

Company A is subject to Part 9 of the FIRO, while Company B is not.

Where Company A's disclosure obligations are deferred under section 150 of the FIRO or suspended under section 153 of the FIRO, will Company B's disclosure obligations remain intact?

Where Company A's disclosure obligations are deferred under section 150 of the FIRO or suspended under section 153 of the FIRO, the Exchange will exercise the general waiver approved by the SFC under MB Rule 2.04 (or GEM Rule 2.07) to waive Company B's disclosure obligations under the Listing Rules arising out of or in connection with the possible resolution which may be triggered, or the resolution triggered under the FIRO.

*MB Rule 2.04
GEM Rule 2.07
First released: October 2017*

DS3-6 What constitutes an "electronic form" of corporate communication? Is SMS or other electronic messaging systems accepted as a means to disseminate corporate communications electronically?

Generally, the Exchange would view any communication that is supplied in the form of a record generated in digital form by an information system, that can be transmitted and stored, as being in "electronic form".

The interpretation used in Companies (Winding Up and Miscellaneous Provisions) Ordinance as to how documents or information is considered to be sent or supplied in electronic form is a useful reference in this regard.

The Exchange does not prescribe detailed requirements on this matter and issuers have the flexibility to devise their own arrangements based on their own circumstances.

*MB Rule 2.07A
GEM Rule 16.04A
First released: December 2023; last updated: May 2024*