



Listed Issuer Regulation Newsletter

Highlights

- New treasury share regime
- Further guidance on preparing spin-off proposals
- New climate-related disclosure requirements in ESG reports
- Update on our technology journey
- Reminder on rights issues under paperless listing regime
- Update on board diversity progress and reminder
- Timely financial reporting and reminder
- Handling of presentation materials for external meetings

Welcome to the May 2024 edition of HKEX's Listed Issuer Regulation Newsletter. As a regulator, we are committed to enhancing market transparency, quality, and governance standards, as well as increasing the vibrancy, competitiveness and attractiveness of our markets. Published on a semi-annual basis, this newsletter keeps you updated on our regulatory developments and supports you on your compliance journey.

New treasury share regime

Effective **11 June 2024**, the Rules will allow listed issuers to hold repurchased shares in treasury for future resale. This part of the newsletter highlights the key features and requirements of the new treasury share regime. Further details can be found in the consultation conclusions on [Proposed Amendments to Listing Rules relating to Treasury Shares](#).

How treasury shares may be held

- Issuers may hold repurchased shares in treasury subject to the laws of their place of incorporation and their constitutional documents. For example, issuers incorporated in Bermuda or the Cayman Islands will need to hold treasury shares in their own names, whereas PRC incorporated issuers may hold treasury shares through nominees.
- Where issuers hold or deposit any treasury shares in CCASS, they should take note of the CCASS arrangements and follow the guidance set out in guidance letter [GL119-24](#). The letter also provides guidance on the additional disclosure required for the treasury shares in announcements relating to poll results or declaration of dividends or distributions.

Treasury shares should be appropriately identified and segregated

- As shareholders' rights (such as voting, dividend and distribution) attached to treasury shares are normally suspended by laws, issuers should give appropriate instructions to their share registrars and brokers to ensure that a proper record of treasury shares is maintained and such shares are appropriately identified and segregated (e.g. by registering the treasury shares under the issuer's name in the register of members, or with regard to any treasury shares held in CCASS, holding them in a segregated account in CCASS with clear indication of such holding as treasury shares).

Approval requirements and other restrictions relating to resales of treasury shares

- **Shareholders' approval** – A resale of treasury shares must be offered to all shareholders on a pro-rata basis, or alternatively, approved by shareholders under a scheme mandate (where treasury shares are to be used to satisfy share grants under a share scheme) or a specific or general mandate (where treasury shares are to be used for other purposes).
- **Dealing restrictions** – Any resale of treasury shares on the Exchange will be prohibited (i) when there is undisclosed inside information; (ii) during the 30-day period preceding the board approval for any results announcement; or (iii) if it is knowingly made with a core connected person.
- **Moratorium period** – A 30-day moratorium period will be imposed on (i) any resale of treasury shares¹ after a share repurchase; or (ii) any repurchase of shares on the Exchange after a resale of treasury shares on the Exchange, without the Exchange's prior approval.

Carve-out provision – The moratorium will not apply to (i) capitalisation issues; (ii) grant of share awards or options or transfer of treasury shares upon vesting or exercise of share awards or options under a share scheme; and (iii) transfer of treasury shares pursuant to the exercise of warrants, share options or similar instruments, which were outstanding prior to the share repurchase.



¹ The moratorium period and carve-out provision also apply to an issue of new shares after a share repurchase.

Disclosure of treasury shares

- **Resale of treasury shares** – A resale of treasury shares is subject to disclosure requirements similar to those applicable to an issue of new shares (including announcements, next day disclosure returns, monthly returns, financial reports and listing documents).

Exception – In case of an on-market resale of treasury shares, the issuer is required to disclose additional information relating to the resale in its next day disclosure return. An announcement is not required unless the resale is material in size².

- **Holding of treasury shares** – Issuers are also required to keep the market informed of their holding of treasury shares for transparency:

Event	Document	Disclosure
When seeking a repurchase mandate from shareholders	Explanatory statement to shareholders	<ul style="list-style-type: none"> • whether the issuer intends to cancel repurchased shares or retain them as treasury shares • where applicable, additional disclosure relating to treasury shares held or deposited with CCASS
Upon share repurchase	Next day disclosure return	<ul style="list-style-type: none"> • the number of repurchased shares that are cancelled or held as treasury shares, and where applicable, the reasons for any deviation from the intention statement previously disclosed in the explanatory statement
Cancellation of treasury shares	Next day disclosure return (when the disclosure threshold is reached)	<ul style="list-style-type: none"> • the number of treasury shares cancelled
Changes in treasury shares	Monthly return	<ul style="list-style-type: none"> • any movements of treasury shares during the month
	Annual report	<ul style="list-style-type: none"> • the number of treasury shares held as at the year-end date and their intended use
Voting at general meeting / declaration of dividend or distribution	Announcement relating to poll results / declaration of dividend or distribution	<ul style="list-style-type: none"> • the number of treasury shares held by the issuer and other additional disclosure relating to treasury shares

We have updated the next day disclosure return and monthly return e-Forms for the new treasury share regime. A preview of the new e-Forms (with form filling guides) can be found here (Main Board issuers – [FF301/ FF302/ FF304/ FF305](#) and GEM issuers – [FF301/ FF305](#)). Issuers can download the new e-Forms for use starting from 10 June 2024 (18:00)³.

Other matters to note:

PRC issuers – The shareholders' approval requirements, dealing restrictions and moratorium period under the Rules will apply to resales of treasury H shares only but not treasury A shares which are not listed on the Exchange and are not fungible.

Issuers which have previously been granted waivers from the requirement to cancel repurchased shares – Transitional arrangements will be provided to these issuers to comply with the new requirements by their second annual general meeting after 11 June 2024.

New listing applicants – They may retain treasury shares upon listing. Details of the treasury shares must be disclosed in their prospectuses and any resale of these shares will be subject to the same lock-up requirement as an issue of new shares after listing.

² An on-market resale, which individually or together with other on-market resale(s) in the previous 12 months, amount(s) to 5% or more of the issuer's issued shares (excluding treasury shares).

³ Existing e-Forms will no longer be accepted for publication through the e-Submission system after 7 June 2024.

Other related guidance materials

Issuers may also refer to our [FAQ9.2 - No.1 to No.9](#) for further guidance on the Rule amendments.

In addition, the SFC has recently published guidance relating to the treatment or implications of treasury shares under [Part XV of the SFO, the Takeovers Code and the Share Buy-backs Code](#), and the regulation of [treasury units of real estate investment trusts](#) authorised by the SFC under the Code on Real Estate Investment Trusts.

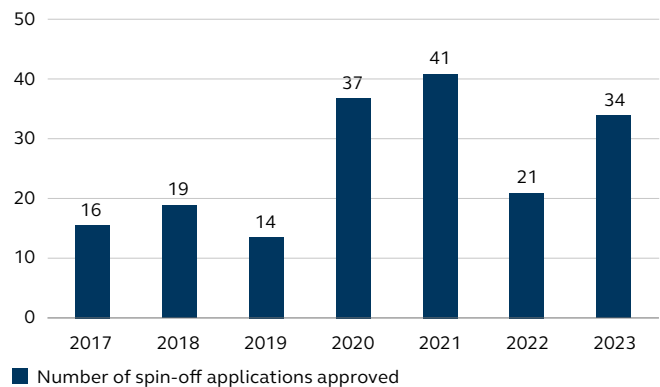
Further guidance on preparing spin-off proposals

In our May 2021 [Newsletter](#), we highlighted the major requirements of Practice Note 15 (PN15) and provided guidance to assist issuers when preparing spin-off proposals. Over the past few years, we have observed continued interest from issuers seeking separate listings of parts of their businesses on the Exchange or elsewhere.

From time to time, we received enquiries from issuers about the time required for the Exchange to approve a spin-off proposal. We acknowledge issuers' desire to capture the market sentiment to launch spin-offs and have been facilitative in vetting and approving proposals as quickly as practicable. Cases requiring a relatively longer processing time typically involved major compliance issues with PN15 or information deficiencies. Based on our recent vetting experience, we have set out below areas that issuers should pay attention to when preparing spin-off proposals to help them expedite the regulatory process.

Preparation of pro forma financial information of the remaining group – To demonstrate that the remaining group could independently satisfy the financial track record requirements under MB Rule 8.05 for an initial listing, the pro forma information must be presented in reasonable detail and show how the figures are derived. In particular,

- For a clearer illustration, an issuer can provide a line-by-line reconciliation showing its own financial information under a similar presentation to its published financial statements, together with figures of the spin-off entity (spinco); adjustments (with explanations) for any intra-group transactions and costs allocation; and the remaining group.
- Issuers should adequately describe and explain the nature of major financial statement line items in the pro forma financial statements to demonstrate that they are generated by activities within the ordinary and usual course of business of the remaining group and thus eligible for inclusion in their financial track record for MB Rule 8.05 compliance purposes. To this end, further breakdown of major financial statement line items may be necessary.



Issuers may refer to Chapter 1.1A of the [Guide for New Listing Applicants](#) for guidance on trading record and financial eligibility. Here, we emphasise that whether or not an item falls within the ordinary and usual course of business for MB Rule 8.05 purposes is case-specific. Issuers who have identified items which are material and potentially contentious as to whether they meet the test are advised to **highlight the items in the spin-off proposals together with analysis** to make their cases. This would avoid major issues only being uncovered at a later stage of vetting and unnecessary delay of the process.

Reasonable accuracy is another area issuers should ensure in providing pro forma financial information. In this respect, we would normally expect such information to have been reviewed by the auditors before submitting to us.

Estimation of market capitalisation of the remaining group – Some issuers had previously enquired whether it is mandatory to procure an independent valuation on the remaining group in order to demonstrate that it meets the minimum market capitalisation requirement.

Market capitalisation of the remaining group is a theoretical notion. It is a reasonableness test based on the issuer's circumstances. For example, for an issuer with a market capitalisation substantially above the minimum requirement and spinning off a small portion of its business, a simple test by subtracting the valuation of the spinco from the issuer's market capitalisation will normally suffice.

Conversely, an issuer with market capitalisation only marginally above the minimum requirement and/or spinning off a substantial part of its business must provide more robust analysis. Issuers may revisit our May 2021 [Newsletter](#) for the relevant guidance. For marginal cases, issuers should anticipate a heightened regulatory scrutiny on the appropriateness of the methodologies and inputs and must incorporate all necessary supporting information in the first draft of proposals.

What constitutes the “remaining group”?

In line with the principle of PN15 that **one business cannot support two listings**, the following entities will normally be also excluded in defining the “remaining group” for the purpose of assessing its compliance with the financial track record requirement and the minimum market capitalisation requirement:

- Subsidiaries listed on the Exchange; and
- Subsidiaries not listed on the Exchange and previously spun off under PN15.



Business description – To facilitate the Exchange’s assessment of the issuers’ compliance with PN15, the proposals should present sufficient and well-organised information on the businesses of the relevant entities and relationship among them:

- *Business delineation* – Issuers should clearly describe the business models of both the remaining group and the spinco group and explain how their businesses are clearly delineated. This is of particular importance where the two businesses have a high degree of resemblance in terms of products, technologies, brands, customers and suppliers. In such cases, issuers should give sufficient details supported by appropriate industry-specific parameters or metrics, such as the applications of the products, market segments and geographical locations. Issuers are encouraged to use plain language and avoid industry-specific jargon. Charts or diagrams may be helpful in explaining complex business models, process flows and transaction structures.
- *Spinco group’s independence* – Material business dealings between the remaining group and spinco group after the spin-off might raise questions on the spinco group’s ability to operate independently. In its spin-off proposal, the issuer should highlight any such transactions historically (in the pro forma financial information mentioned above) and going forward. It should also explain the nature of such transactions and analyse whether and how they would affect the spinco group’s independence.

Administrative reminder – Our approval on a spin-off proposal is based on the issuer’s circumstances **at the relevant time**. Where there are any material subsequent changes in the spin-off proposal and/or delay in execution rendering the track record period of the relevant entities in the approved proposal stale, issuers should re-assess and demonstrate to the Exchange its continuing compliance with PN15.

We hope issuers will find the above useful. Issuers who need further guidance on specific areas or the preparation of spin-off proposals in general are welcome to contact our responsible officers.

New climate-related disclosure requirements in ESG reports

On 19 April 2024, we published a conclusion to our consultation on [Enhancement of Climate-related Disclosures under the ESG Framework](#). Under the amended Rules to be effective on 1 January 2025, issuers will have to report on the information required under the new part D “Climate-related Disclosures” in the ESG Reporting Code⁴ in accordance with the following implementation timeline⁵:

New climate requirements effective date		
	Disclosure on Scope 1 and 2 GHG emissions	Disclosures other than Scope 1 and 2 GHG emissions
LargeCap Issuers ^(Note)	Mandatory: financial years commencing on or after 1 January 2025	<ul style="list-style-type: none">• “Comply or explain”: financial years commencing on or after 1 January 2025• Mandatory: financial years commencing on or after 1 January 2026
Main Board issuers (other than LargeCap Issuers)		“Comply or explain”: financial years commencing on or after 1 January 2025
GEM issuers		Voluntary: financial years commencing on or after 1 January 2025

Note: Hang Seng Composite LargeCap Index constituents.



⁴ Appendix C2 to the MB Rules / GEM Rules.

⁵ For the avoidance of doubt, the table only summarises issuers’ disclosure obligations under Part D of the ESG Reporting Code. Non-climate disclosure requirements set out in Parts A to C of the ESG Reporting Code will continue to apply. All issuers must continue to report on the relevant provisions in their ESG reports. In particular, GEM issuers shall continue to make climate-related disclosures pursuant to Aspect A4: Climate change of Part C of the ESG Code on a “comply or explain” basis.



Issuers may also apply implementation relief(s) relevant to certain requirements to address any concerns over reporting challenges:

Relevant new climate requirement	Implementation relief			
	Reasonable Information Relief ⁶	Capabilities Relief ⁷	Commercial Sensitivity Relief ⁸	Financial Effects Relief ⁹
All paragraphs with respect to climate-related opportunities			✓	
Identification of climate-related risks and opportunities	✓			
Determination of the scope of the value chain	✓			
Quantification of current and anticipated financial effects		✓ (anticipated financial effects only)		✓
Preparation of disclosures on anticipated financial effects	✓	✓		
Use of climate-related scenario analysis	✓	✓		
Measurement approach, inputs and assumptions of Scope 3 GHG emissions	✓			
Calculation of metrics in particular cross-industry metric categories ¹⁰	✓			

We have also published an [implementation guidance](#) to assist issuers' compliance with the new climate requirements. Issuers are encouraged to refer to and apply the implementation guidance when preparing disclosures under the new climate requirements. The Exchange will provide further guidance and training as appropriate.

⁶ A proportionality relief which enables issuers to use all reasonable and supportable information available to them at the reporting date without undue cost or effort to make certain disclosures. The assessment of what constitutes undue cost or effort depends on the issuer's circumstances and requires a balanced consideration of the costs and efforts for the issuer and the benefits of the resulting information for stakeholders.

⁷ A proportionality relief to consider the skills, capabilities and resources available to an issuer.

⁸ A relief to exempt disclosure of information about a climate-related opportunity in limited circumstances where such information is commercially sensitive and not publicly available.

⁹ A relief to allow disclosure of qualitative instead of quantitative financial information where certain conditions are met.

¹⁰ Cross-industry metrics in respect of climate-related transition risks, climate-related physical risks and climate related opportunities.

Update on our technology journey

We are committed to continuously enhancing our operational effectiveness and efficiency through the application of new technology. In our June 2023 [Newsletter](#), we introduced some of our latest IT initiatives which aim to help us better discharge our regulatory duties. We are pleased to share with you the progress we have achieved over the past year.

Development of Issuer Platform

We are progressing smoothly in the design phase of the Issuer Platform, a one-stop channel for making regulatory filings and two-way communications with the Exchange. From February to May 2024, we have conducted various testing sessions with representatives from selected issuers and market practitioners and gathered feedback on the platform's prototype. We are encouraged by the positive feedback we have received, including those about the user-friendliness and intuitive design of the platform. We thank all the participants for their constructive suggestions, which will be taken into careful consideration to further improve and refine the design.

As we move on to the development phase, we will invite other stakeholders to test the platform and provide feedback. Through this market engagement and collaboration, we are confident that the Issuer Platform will meet market expectations and become the next-generation communication channel between listed issuers and the Exchange.

Utilising AI technology for document review

Currently, we have been vetting issuers' annual reports, financial results announcements and ESG reports with the assistance of AI tools.

This year, we are going to expand the application of AI technology to other issuers' documents, specifically the corporate governance reports and announcements on fundraisings, notifiable transactions, and connected transactions. Our AI models will not only help to identify potential non-compliances with the disclosure requirements of the Rules for the relevant type of transactions but also alert our officers of any historical transaction activities of the various parties involved. This will greatly facilitate our identification of relationships and past dealings among different parties, patterns or anomalies that might require more regulatory attention and actions.

Reminder on rights issues under paperless listing regime

The new paperless listing regime has taken effect since 31 December 2023. We are pleased to observe issuers adapting well to the new requirements and some issuers making necessary arrangements during the transitional period to facilitate compliance, such as initiating changes to their constitutional documents to allow electronic dissemination of corporate communications to shareholders.

The paperless regime affects issuers' arrangements on pre-emptive issues (i.e. rights issues or open offers) in certain ways. We take this opportunity to remind issuers of the following in planning such type of fundraisings:

- The transitional period for the electronic submission of prospectuses for authorisation and registration will end **on 30 June 2024**. Afterwards, all applications must be made electronically and issuers are advised to familiarise themselves with the workflow and to prepare accordingly, including applying for digital signatures recognised under the Electronic Transactions Ordinance through the Hongkong Post Certification Authority ([Information](#) / [Application](#)) or Digi-Sign Certification Services Limited ([Information](#) / [Application](#)). Issuers may refer to guidance letter [GL118-23](#) for the relevant guidance.
- In the case of a rights issue, the provisional allotment letter is both an actionable corporate communication and a temporary document of title under the Rules¹¹. As such it must be despatched **individually** and in **printed form** to shareholders.

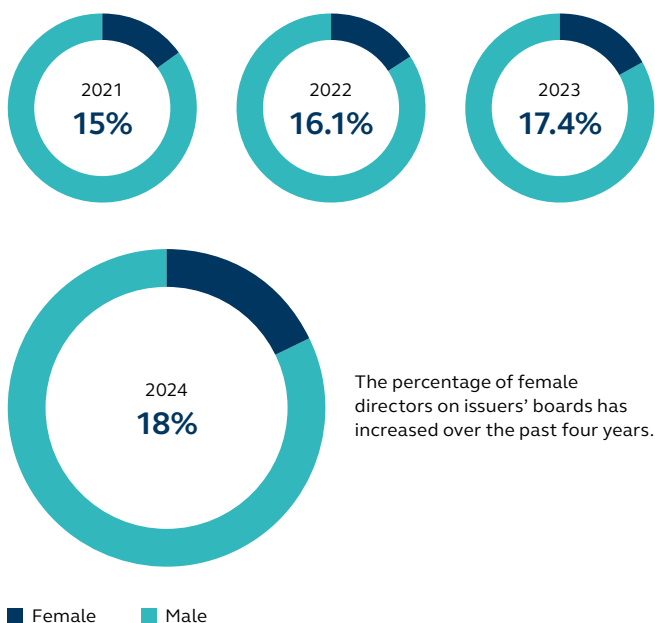
¹¹ See note 2 to [FAQ10 – No.23](#).

Update on board diversity progress and reminder

Promoting board diversity is a key focus of the Exchange. A number of steps have been taken in recent years to improve diversity and inclusion in our markets. The Corporate Governance Code was last updated in January 2022. The changes included a new Rule requirement to ban single gender boards, and enhanced requirements on issuers' board and workforce diversity. We are pleased to observe a notable improvement in board diversity since January 2022:

Gender Distribution

(% of female directorships among all directorships in the listed issuer(s))

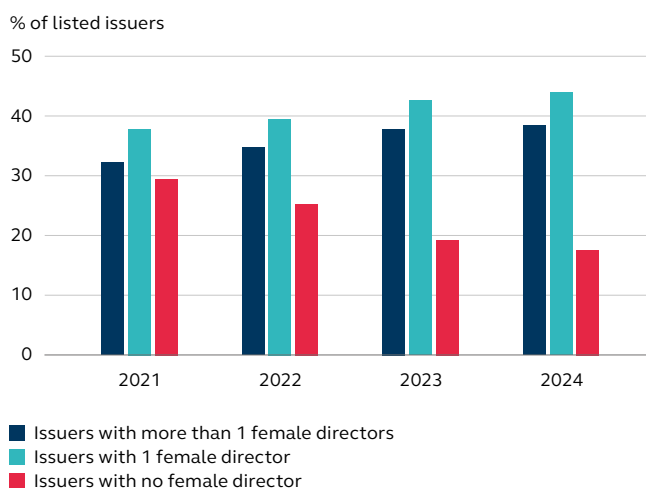


Source: [Board Diversity & Inclusion in Focus](#) (as of May 2024)

Female Director Representation in Hong Kong Listed Issuers

Most of the issuers have more than 1 female directors, and the percentage of single gender board issuers is decreasing.

In year 2024, there are 19% of issuers with 30% or more female directors.



Reminder on single gender boards

Currently, around 400 issuers still have single gender boards. These issuers are reminded to appoint at least one director of a different gender on the board **no later than 31 December 2024** (the **December Deadline**). We urge them to take prompt action and not to wait until close to the December Deadline to act. Failure to comply with the requirement after the December Deadline constitutes a breach of the Rules¹².

Point to note:

If an issuer already has directors of both genders on board on or after 1 January 2022 but subsequently at any time has failed to meet the requirement (e.g. a particular director resigns), the issuer must publish an announcement containing the relevant details and reasons and appoint appropriate member(s) to the board to meet the requirement within three months after failing to meet such requirement¹³.

¹² MB Rule 13.92 / GEM Rule 17.104.

¹³ See [FAQ1.1 - No.7](#) for guidance on board diversity.

Timely financial reporting and reminder

Another peak season for financial reporting has just passed. By the end of March 2024, most issuers with a December financial year-end were able to publish their annual results agreed with auditors. 70 issuers¹⁴ (approximately 3% of the issuers with that year-end) failed to do so.

Our preliminary review indicated that the delays, in many cases, were attributed to the issuers' inability to timely provide information or evidence that the auditors considered necessary for assessing the fairness of the reported financial statement line items amid changes in external environment, as well as internal factors such as material acquisitions and unusual transactions conducted during the year. We had similar observations last year.

As highlighted in our report on [Review of Issuers' Annual Reports 2023](#), changes in external and internal factors might have a material impact on the issuers' risk profile. In this connection, we recommended issuers establish policies to identify emerging risks, develop risk-mitigating controls and review the control effectiveness continuously to facilitate timely and accurate financial reporting. This year, issuers' control measures in this respect will continue to be a focus of our thematic review on financial reporting.

Disclosure on reasons for delay in results publication

Some issuers who anticipate a failure to meet the reporting deadline in light of the audit progress may choose to alert the market of the possible delay before the deadline through announcements. We would normally allow trading in their securities to continue until after the deadline to provide a window for investors to exit if they so desire, subject to no material concerns about a false market or existence of undisclosed inside information.

In our observation, some issuers provided very limited information in their announcements, such as simply stating that they were *"collecting and collating the necessary information and documents as required by the auditors"*. Such disclosure lacked details about the financial statement line items involved and their materiality; specific documents/information outstanding and/or areas in disagreement with the auditors; and the underlying reason. Issuers are encouraged to enhance their disclosure, bearing in mind the principle that investors should be provided with sufficient information (to the extent available and practicable) to understand and evaluate the situation, and to make an informed trading decision.

Reminder:

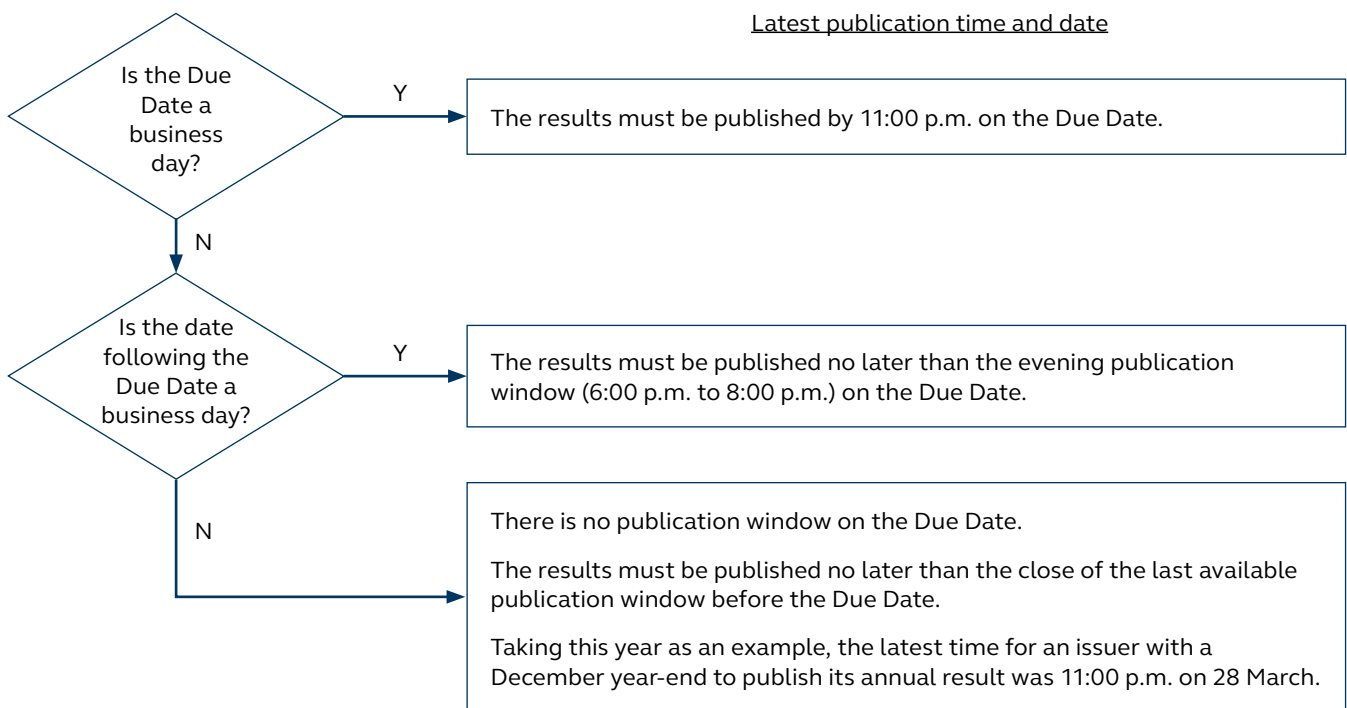
The Rules¹⁵ require an issuer to publish annual results not later than three months after the end of a financial year (**Due Date**). This year, around 100 issuers initially planned a board meeting to approve their 2023 annual results during the period from 29 to 31 March 2024, which were non-business days¹⁶ when the publication window of our e-Submission System would be closed and issuers would not be able to submit documents for publication on the HKEXnews website. After our reminder, most of these issuers moved forward the board meeting dates to 28 March. However, 27 issuers eventually published their results on 1 April 2024 (6:00 p.m. to 8:00 p.m.) or 2 April 2024 (6:00 a.m. to 8:30 a.m.). Although they managed to publish the results before the market opened on 2 April 2024 to avoid a trading suspension, they had breached the Rules.

To avoid inadvertently missing the reporting deadline, issuers should be mindful of the publication window of our e-Submission System, especially when the board meeting for approving the relevant results is scheduled on a day very close to the Due Date. Issuers may refer to the following diagram:

¹⁴ In comparison, 59 issuers (or 3%) with a December financial year-end failed to publish their annual results agreed with auditors by March 2023 last year.

¹⁵ MB Rule 13.49 / GEM Rule 18.49.

¹⁶ MB Rule 1.01 / GEM Rule 1.01 defines "business day" as any day on which the Exchange is open for the business of dealing in securities.



Handling of presentation materials for external meetings

As part of the issuers' investor relationship initiatives, issuers may meet with analysts, investors and the media after releasing their financial results to provide update and clarification on their recent financial and operational performance and at times, the discussion may touch on future plans and earnings guidance. Additional analysis and information may be prepared by the issuers ahead of the meetings to facilitate the discussions. There were instances where the information provided by the issuers was material and price sensitive but not contained in the documents published on the HKEXnews website. Due to uneven dissemination of information, the underlying securities of some issuers experienced significant/unusual price movements which warranted additional information disclosure with (or without) trading halt.

This article aims to remind issuers of the importance, as well as their obligations, of providing investors with equal and simultaneous access to "inside information". We highlight a few areas that issuers should pay attention to and consider:

- Issuers have an obligation under the law (i.e. Securities and Futures Ordinance) to publish inside information as soon as reasonably practicable, and such information is required under the Rules to be released by way of announcement on the HKEXnews website, instead of channels accessible only to restricted groups of parties.

- Issuers should carefully review the materials to be presented or distributed in the meetings to ensure these materials do not contain any inside information not being disclosed in regulatory documents posted on the HKEXnews website. Issuers' officers should also be cautious in responding to questions raised during the meetings.
- What constitutes "inside information" is a question of facts and law. Issuers may refer to the [Guidelines on Disclosure of Inside Information](#) published by the SFC and seek legal advice where necessary.

To minimise the risks of inadvertently divulging inside information in these meetings and to achieve even dissemination of information, issuers may consider **publishing the presentation materials on the HKEXnews website in both Chinese and English along with the corresponding regulatory announcement before the meetings**. In doing so, issuers should have regard to the principles set out in the Rules¹⁷ that the information should be accurate and complete in all material respects and not misleading or deceptive. Use of plain language is encouraged.

¹⁷ MB Rule 2.13 / GEM Rule 17.56.

Publications

We have recently published or revised the following guidance materials:

- [GL118-23](#) (12 December 2023) to provide guidance on electronic submission of prospectus and accompanying documents to the Exchange and the Company Registry for authorisation and registration.
- [Revised FAQ10 - No.14 to No.28](#) (13 December 2023) to provide further guidance on expansion of paperless listing regime, mandatory electronic dissemination of Corporate Communications and simplifications of Appendices to the Rules.
- [FAQ6.10 - No.1](#) (29 December 2023) to provide guidance on conversion of PRC issuers' unlisted shares into H shares for listing on the Exchange.
- Revised guidance letters, checklists and forms (29 December 2023 and 6 January 2024) to reflect the publication of our Guide for New Listing Applicants, the Rule amendments relating to the paperless listing regime, the GEM Listing Reforms and other minor changes.
- [Regrouped guidance materials](#) by topics (29 December 2023 and 10 May 2024) and [consolidated version](#) of guidance materials (10 May 2024) to facilitate issuers in searching for the relevant guidance materials.
- [Revised GL83-15](#) (10 May 2024) to guide A and H share issuers to announce the reason where trading halt or suspension is required in one market but not the other as soon as practicable.
- [Revised GL111-22](#) (10 May 2024) to provide further guidance on recognition of overseas audit firms under the Accounting and Financial Reporting Council Ordinance.
- [Revised GL112-22](#) (10 May 2024) to provide a summary of requirements for a change of listing status from secondary listing to primary listing.
- [FAQ4.1 - No.2](#) (10 May 2024) to guide dually listed issuers that trading halt for facilitating the bookbuilding and offering process is considered inappropriate.
- [FAQ6.1 - No.4](#) (10 May 2024) to remind issuers that where the long stop date of a placing of new shares under general mandate is extended, issuers must re-comply with the pricing requirement at the time of the extension.
- [FAQ11.2 - No.6](#) (10 May 2024) to clarify that subscriptions of wealth management products classified as financial assets would constitute acquisitions of assets under Chapter 14 of the MB Rules / Chapter 19 of the GEM Rules.
- [FAQ17.3 - No.11](#) (10 May 2024) to provide guidance on the application of dealing restriction to topping up of the number of pledged shares by a director during the black-out period.
- Preview version of revised next day disclosure return and monthly return e-Forms (24 May 2024) for the new treasury share regime (Main Board issuers – [FF301/ FF302/ FF304/ FF305](#) and GEM issuers – [FF301/ FF305](#)) (see discussion above).

We have also recently published:

- A [consultation conclusion](#) (15 December 2023) and [FAQ8 - No.1 to No.9](#) (29 December 2023) on Rule amendments relating to GEM Listing Reforms to strike a balance between facilitating capital raising opportunities for issuers and protecting the interests of GEM investors. The new GEM Rules take effect on 1 January 2024.
- A [consultation conclusion](#) (12 April 2024), [GL119-24](#) (12 April 2024), and [FAQ9.2 No.1 to No.9](#) (12 and 23 April 2024) on Proposed Amendments to the Rules relating to Treasury Shares (see discussion above).
- A [consultation conclusion](#) and [implementation guidance](#) (19 April 2024) on Enhancement of Climate-related Disclosures under the ESG Framework (see discussion above).

We welcome your feedback.

Please send your thoughts and comments to
listingnewsletter@hkex.com.hk