QUESTIONNAIRE ON PROPOSED CHANGES TO THE LISTING RULES

The purpose of this questionnaire is to seek views and comments from market users and interested parties regarding the issues discussed in the Combined Consultation Paper on Proposed Changes to the Listing Rules (the "Combined Consultation Paper") published by The Stock Exchange of Hong Kong Limited (the Exchange), a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited (HKEx), in January 2008.

Amongst other things, the Exchange seeks comments regarding whether the current Main Board Listing Rules and Growth Enterprise Market Listing Rules should be amended.

A copy of the Combined Consultation Paper can be obtained from the Exchange or at http://www.hkex.com.hk/consul/paper/consultpaper.htm.

Please return completed questionnaires on no later than **7 April 2008** by one of the following methods:

By mail or hand delivery to:	Corporate Communications Department Re: Combined Consultation Paper on Proposed Changes to the Listing Rules Hong Kong Exchanges and Clearing Limited 12th Floor, One International Finance Centre 1 Harbour View Street, Central Hong Kong
By fax to:	(852) 2524-0149
By email to:	cvw@hkex.com.hk

The Exchange's submission enquiry number is (852) 2840-3844.

Please indicate your preference by ticking the appropriate boxes.

Where there is insufficient space provided for your comments, please attach additional pages as necessary.

Issue 1: Use of websites for communication with shareholders

Question 1.1: Do you agree that the Rules should be amended so as to remove the requirement that all listed issuers must, irrespective of their place of incorporation, comply with a standard which is no less onerous than that imposed from time to time under Hong Kong law for listed issuers incorporated in Hong Kong with regard to how they make corporate communications available to shareholders (as proposed in paragraph 1.20(a) of the Combined Consultation Paper)?

☐ Yes

☒ No

Please provide reasons for your views.

It may deprive the financial reports users of their choice to read hard copy of corporate communications Shareholders, in particular in Hong Kong, include those who are housewives, maidservants or elderly, but unfortunately, probably computer illiteracy.

I believe that, alternatively, we may pose restrictions on the number of hard copy of the reports or documents, and/or the quality of paper that the issuers use to publish those reports (for example, recycling papers for environment conseravtion purpose). Never should the hard copy of documents be forfeited..

Question 1.2: Do you agree that the Rules should be amended so as to allow a listed issuer to avail itself of a prescribed procedure for deeming consent from a shareholder to the listed issuer sending or supplying corporate communications to him by making them available on its website?

☐ Yes

☒ No

Please provide reasons for your views.

Again it is prejudicial to those shareholders or investors who are computer illiteracy or even unable to read. Hong Kong law does not require the eligibility of a shareolder to be illiteracy on computer, figures or highly educated. Where he has money, he can virtually buy shares to be a shareholder and to have voting rights in shareholders' meeting.

Question 1.3: In order for a listed issuer under our proposal to be allowed to send or supply corporate communications to its shareholders by making them available on its website, its shareholders must first have resolved in general meeting that it may do so or its constitutional documents must contain provision to that effect. Do you concur that, as in the UK, the listed issuer should also be required to have asked each shareholder individually to agree that the listed issuer may send corporate communications generally, or the corporate communications in question, to him by means of the listed issuer's website and to have waited for a specified period of time before the shareholder is deemed to have consented to a corporate communication being made available to him solely on the listed issuer's website?

☒ Yes

☐ No

Please provide reasons for your views.

It is basic shareholders' right because they are owners, the highest rank of any listed company. Without shareholders' initial capital injection, the so-called listed company would probably not have been existent in the first place!

Question 1.4: If your answer to *Question 1.3* is "yes", do you agree that:

(a) the specified period of time for which the listed issuer should be required to have waited before the shareholder is deemed to have consented to a corporate communication being made available to him solely on the listed issuer's website should be 28 days;

☐ Yes
☒ No

(b) where a shareholder has refused to a corporate communication being made available to him solely on the listed issuer's website, the listed issuer should be precluded from seeking his consent again for a certain period of time; and

☒ Yes
☐ No

(c) if your answer to (b) is "yes", should the period be 12 months?

☐ Yes
☒ No

Please provide reasons for your views.

The specific period, after the shareholder clearly declines the website communication, should be perpetual, unless the shareholder takes the initiative himself to ask for website communication. Your honourable, since turnover of Hong Kong to China, individual rights and opinions have been very much suppressed and disregarded, and even overlooked so savagely that, if there would be any misdeed, the shareholder experiences hard time to claim their right.

Do you have any other comments you consider necessary to supplement your reply to this *Question 1.4*?

Means of communication involves heavily basic shareholders' right, not only economically, but also ethically. Mismanagement and corporate scandal has prevailed for years since Enron case. Management of a listed company is almost abused savagely by substantial shareholders' representative to the executive directorship. I have not heard the triggering of S.168A (Companies Ordinance) or derivative actions by the minority shareholders for years! Shareholders made heavy losses in economic downturn which have almost been unrecoverable because legal action caused a lot of money!

Question 1.5: Do you consider that the Rules should be amended to remove the requirement for express, positive confirmation from a shareholder for the sending of a corporate communication by a listed issuer to the shareholder on a CD?

☐ Yes
☒ No

Please provide reasons for your views.

Letting the shareholder do something in response to listed issuers' request is a kind of investors' education. It is definitely beneficial to heighten human rights in Hong Kong as a cosmopolitan city. It is far more than superficial things like just efficiency and cost-effectiveness

Question 1.6: Do you agree that the draft Rules at Appendix 1 will implement the proposals set out in Issue 1 of the Combined Consultation Paper?

☒ Yes
☐ No

Please provide reasons for your views.

Issue 2: Information gathering powers

Question 2.1: Do you agree that a new Rule should be introduced to grant to the Exchange express general powers to gather information?

☒ Yes
☐ No

Question 2.2: Do you agree that the draft Main Board Rule 2.12A at Appendix 2 will implement the proposal set out in *Question 2.1* above?

☒ Yes

☐ No

Issue 3: Qualified accountants

Question 3.1: Do you agree that the requirement in the Main Board Rules for a qualified accountant should be removed?

☐ Yes

☐ No

Please provide reasons for your views.

I suggest to amend the rules, but if such amendments are not to be done, it'd better drop it. Please see the cover letter..

Question 3.2: Do you agree that the requirement in the GEM Rules for a qualified accountant should be removed?

☐ Yes

☐ No

Please provide reasons for your views.

I suggest to amend the rules, but if such amendments are not to be done, it'd better drop it. Please see the cover letter.

Issue 4: Review of sponsor's independence

Question 4.1: Do you agree that the Rules regarding sponsor's independence should be amended such that a sponsor is required to demonstrate independence at any time from the earlier of the date when the sponsor agrees its terms of engagement with the new applicant and when the sponsor commences work as a sponsor to the new applicant up to the listing date or the end of the price stabilisation period, whichever is the later?

☒ Yes

☐ No

Please provide reasons for your views.

Question 4.2: Do you agree that the draft Rules at Appendix 4 will implement the proposals set out in *Question 4.1* above?

☒ Yes

☐ No

Please provide reasons for your views.

Issue 5: Public float

Question 5.1: Do you agree that the existing Rule 8.08(1) (d) should be amended?

☒ Yes

☐ No

Question 5.2: If your answer to *Question 5.1* is "yes", do you agree that the existing Rule should be amended as proposed at Appendix 5?

☒ Yes

☐ No

Do you have other suggestions in respect of how the existing Rule should be amended? Please provide reasons for your views.

None.

Question 5.3: Do you have any other comments on the issue of public float? Please be specific in your views.

Not for the time being.

Question 5.4: Do you agree that the existing Rule 8.24 should be amended?

☒ Yes

☐ No

Question 5.5: If your answer to *Question 5.4* is "yes", do you agree that the existing Rule should be amended as proposed at Appendix 5?

☒ Yes

☐ No

Do you have other suggestions in respect of how the existing Rule should be amended? Please provide reasons for your views.

Not for the time being.

Question 5.6: Do you consider that there is the need to regulate the level of market float?

☐ Yes

☒ No

Question 5.7: If your answer to *Question 5.6* is "yes", do you have suggestions as to how it should be regulated, e.g. in terms of percentage or value, or a combination of both? Please provide reasons for your views.

Issue 6: Bonus issues of a class of securities new to listing

Question 6.1: Do you agree that the requirement for a minimum spread of securities holders at the time of listing under Main Board Rules 8.08(2) and

8.08(3) should be disapplied in the event of a bonus issue of a class of securities new to listing?

☒ Yes

☐ No

Please provide reasons for your views.

There is no reason to believe that bonus issue shares would be in the hands of a few people.

Question 6.2: Do you consider it appropriate that the proposed exemption should not be available where the listed shares of the issuer may be concentrated in the hands of a few shareholders?

☒ Yes
☐ No

If so, do you consider the five-year time limit to be appropriate?

☒ Yes
☐ No

Please provide reasons for your views.

Question 6.3: Do you agree that the draft Rules at Appendix 6 will implement the proposals set out in *Questions 6.1 and 6.2* above?

☒ Yes
☐ No

Please provide reasons for your views.

Issue 7: Review of the Exchange's approach to pre-vetting public documents of listed issuers

Question 7.1: Do you agree that the Exchange should no longer review all announcements made by listed issuers?

☐ Yes
☒ No

Please provide reasons for your views.

Dropping the pre-vetting rule encourages "rubbish announcements" manipulated by the listed issuers who intend to release exaggerated information just for sake of boosting share prices. While the market is efficient even in weak form, absence of pre-vetting only let go such kind of market manipulation. Pre-vetting and post-vetting may have a long time interval, during which the share price may be more volatile and erratic.

Question 7.2: Do you have any views on the proposed arrangements and issues the Exchange should consider in order to effect an orderly transition from the current approach to the new approach with a further reduction in the scope of pre-vetting of announcements?

I do not suggest dropping pre-vetting. This avoid market manipulation with fabricated disclosure.

Question 7.3: Do you support the proposal to amend the pre-vetting requirements relating to:

(a) circulars in respect of proposed amendments to listed issuers' Memorandum or Articles of Association or equivalent documents; and

☐ Yes

☒ No

(b) explanatory statements relating to listed issuers purchasing their own shares on a stock exchange?

☐ Yes

☒ No

Please provide reasons for your views.

Question 7.4: Do you agree that the Exchange should continue to pre-vet (pursuant to a new requirement in the Rules) the categories of documents set out in paragraph 7.50 of the Combined Consultation Paper?

☒ Yes

☐ No

Please provide reasons for your views.

Question 7.5: Do you support the proposal to amend the circular requirements relating to discloseable transactions including the proposal regarding situations where the Rules currently require that expert reports are included in a circular?

☒ Yes

☐ No

Please provide reasons for your views.

Question 7.6: Do you have any comments on the proposed minor Rule amendments described at paragraphs 7.59 to 7.63 of the Combined Consultation Paper? Please provide reasons for your views.

Question 7.7: Do you agree that the draft (Main Board and GEM) Rules at Appendix 7 will implement the proposals set out in Issue 7 of the Combined Consultation Paper?

☒ Yes

☐ No

Please provide reasons for your views.

Issue 8: Disclosure of changes in issued share capital

Question 8.1: Are there any other types of changes in issued share capital that should be included in the Next Day Disclosure Return?

☐ Yes

☒ No

If so, please provide reasons for your views, together with the types of changes.

Question 8.2: Have the various types of changes in a listed issuer's issued share capital been appropriately categorised for the purpose of next day disclosure, bearing in mind the need to strike a balance between promptly informing the market on the one hand and avoiding the creation of a disproportionate burden on listed issuers on the other?

☒ Yes

☐ No

Question 8.3: Is 5% an appropriate *de minimis* threshold for those categories of changes to which it applies?

☒ Yes

☐ No

Please provide reasons for your views.

Question 8.4: Do you have any comments on the draft of the Next Day Disclosure Return for equity issuers?

Question 8.5: Do you have any comments on the draft of the Next Day Disclosure Return for CISs listed under Chapter 20 of the Main Board Rules, other than listed open-ended CISs?

Question 8.6: Is 9:00 a.m. of the next business day an achievable deadline for the Next Day Disclosure Return?

☒ Yes

☐ No

Please provide reasons for your views.

Question 8.7: Do you have any comments on the draft of the revised Monthly Return for equity issuers?

Question 8.8: Do you have any comments on the draft of the revised Monthly Return for CISs listed under Chapter 20 of the Main Board Rules, other than listed open-ended CISs?

Question 8.9: Do you have any comments on the draft of the revised Monthly Return for open-ended CISs listed under Chapter 20 of the Main Board Rules?

Question 8.10: Is 9:00 a.m. of the fifth business day following the end of each calendar month an achievable deadline for publication of the Monthly Return?

☒ Yes

☐ No

Please provide reasons for your views.

Question 8.11: Should the Exchange amend the Rules to require listed issuers to make an announcement as soon as possible when share options are granted pursuant to a share option scheme?

☒ Yes

☐ No

If so, do you have any comments on the details which we propose to require listed issuers to disclose in the announcement?

the share option value that can be expensed to the income statement.

Question 8.12: Do you agree that the draft Rules at Appendix 8A will implement the proposals set out in Issue 8 of the Combined Consultation Paper?

☒ Yes

☐ No

Please provide reasons for your views.

Issue 9: Disclosure requirements for announcements regarding issues of securities for cash and allocation basis for excess shares in rights issue

Question 9.1: Do you support the proposal to amend Main Board Rule 13.28 and GEM Rule 17.30 to extend the specific disclosure requirements to other categories of issues of securities for cash and to include additional items of information in the amended Rule?

☒ Yes

☐ No

Please provide reasons for your views.

the derivatives are becoming more complicated now a day.

Question 9.2: Do you agree that the draft Rules at Appendix 9 will implement the proposal set out in *Question 9.1* above?

☒ Yes

☐ No

Please provide reasons for your views.

Question 9.3: Do you support the proposal to amend Main Board Rules 7.21(1) and 7.26A(1) and GEM Rules 10.31(1) and 10.42(1) to require listed issuers to disclose the basis of allocation of the excess securities in the announcement, circular and listing document for a rights issue/open offer?

☒ Yes

☐ No

Please provide reasons for your views.

Issue 10: Alignment of requirements for material dilution in major subsidiary and deemed disposal

Question 10.1: Should the Rules continue to impose a requirement for material dilution, separate from notifiable transaction requirements applicable to deemed disposals?

☒ Yes

☐ No

Please provide reasons for your views.

Question 10.2: Do you agree that the requirements for material dilution under Main Board Chapter 13 and GEM Chapter 17 should be aligned to those for deemed disposal in Main Board Chapter 14 and GEM Chapter 19?

☒ Yes
☐ No

Please provide reasons for your views.

Question 10.3: Do you agree that the draft Rules at Appendix 10 will implement the proposals set out in *Question 10.2* above?

☒ Yes
☐ No

Please provide reasons for your views.

Issue 11: General mandates

Question 11.1: Should the Exchange retain the current Rules on the size of issues of securities under the general mandate without amendment?

☒ Yes
☐ No

If yes, then please provide your comments and suggestions before proceeding to *Question 11.3* below.

Question 11.2: Should the Exchange amend the current Rules to restrict the size of the general mandate that can be used to issue securities for cash or (subject to your response to *Question 11.4*) to satisfy an exercise of convertible securities to: *(choose one of the following options)*

☐ 10%, with the mandate to issue securities for other purposes retained at not more than 10% (or some other percentage) of the issued share capital? If yes, then what should be the percentage of the issued share capital for issuing securities for such other purposes?

☒ 5%, with the mandate to issue securities for other purposes retained at not more than 10% (or some other percentage) of the issued share capital? If yes, then what should the percentage of the issued share capital be for issuing securities for such other purposes?

☐ 10% for any purpose (including to issue securities for cash or (subject to your response to *Question 11.4*) to satisfy an exercise of convertible securities)?

☐ a percentage other than 10% for any purpose (including to issue securities for cash or (subject to your response to *Question 11.4*) to satisfy an exercise of convertible securities)? If you support this option, then please state the percentage you consider appropriate. _____

Please provide your comments and suggestions.

I feel like that it should be the "relevant" directors using qualified accountant in assistance of him to make the placing documents to explain the purpose of the fund being raised. In presence, mainlander directors always are silent letting unknown parties to hijack the responsibility at the expenses of shareholders' right to have a qualified person in corporation to serve them. Worse still, what if a hawker shows up to work with the placement, simply because this hawker has "good relation" with the mainlander director? if the use of funds are justified, the dillution would be okay for minority shareholders.

Question 11.3: Should the Exchange amend the current Rules so as to exclude from the calculation of the size limit the number of any securities repurchased by the listed issuer since the granting of the general mandate? (In other words, the listed issuer's issued share capital as at the date of the granting of the general mandate would remain the reference point for the calculation of the size limit, unless the general mandate is refreshed by the shareholders in general meeting.)

☐ Yes

☒ No

If yes, please provide your comments and suggestions.

Question 11.4: Should the Exchange amend the current Rules such that:

(a) the application of the current prohibition against the placing of securities pursuant to a general mandate at a discount of 20% or more to the "benchmarked price" would apply only to placings of shares for cash;

(b) all issues of securities to satisfy an exercise of warrants, options or convertible securities would need to be made pursuant to a specific mandate from the shareholders; and

(c) for the purpose of seeking the specific mandate, the listed issuer would be required to issue a circular to its shareholders containing all relevant information?

☐ Yes
☒ No

Question 11.5: Do you have any other comments or suggestions in relation to general mandates? Please specify.

Issue 12: Voting at general meetings

Question 12.1: Should the Exchange amend the Rules to require voting on all resolutions at general meetings to be by poll?

☐ Yes
☒ No

Question 12.2: If your answer to *Question 12.1* is "no", should the Exchange amend the Rules to require voting on all resolutions at annual general meetings to be by poll (in addition to the current requirement for voting by poll on connected transactions, transactions that are subject to independent shareholders' approval and transactions where an interested shareholder will be required to abstain from voting)?

☐ Yes
☒ No

Question 12.3: If your answer to *Question 12.1* is "no", should the Exchange amend the Rules so that, where the resolution is decided in a manner other than a poll, the listed issuer would be required to make an announcement on the total number of proxy votes in respect of which proxy appointments have been validly made together with: (i) the number of votes exercisable by proxies appointed to vote for the resolution; (ii) the number of votes exercisable by proxies appointed to vote against the resolution; (iii) the number of votes exercisable by proxies appointed to abstain on the resolution; and (iv) the number of votes exercisable by proxies appointed to vote at the proxy's discretion?

☒ Yes

☐ No

Question 12.4: In the case of listed issuers other than H-share issuers, the Rules currently require 14 days notice for the passing of an ordinary resolution and 21 days notice for the passing of a special resolution. 21 days notice is also required for convening an annual general meeting. In the case of H-share issuers, 45 days notice of shareholder meetings is required under the "Mandatory Provisions for Companies Listing Overseas" for all resolutions. Should the Exchange amend the Rules to provide for a minimum notice period of 28 clear calendar days for convening all general meetings?

☐ Yes

☒ No

If so, should the provision be set out in the Rules (as a mandatory requirement) or in the Code on Corporate Governance Practices as a Code Provision (and therefore subject to the "comply or explain" principle)?

It should be set out in the Rules as a mandatory requirement.

Question 12.5: If your answer to *Question 12.4* is "no", should the Exchange amend the Rules to provide for a minimum notice period of 28 clear calendar days for convening all annual general meetings, but not extraordinary general meetings (or, depending on the listed issuer's place of incorporation, special general meetings)?

☐ Yes

☒ No

If the answer is "yes", should the provision be set out in the Rules (as a mandatory requirement) or in the Code on Corporate Governance Practices as a Code Provision (and therefore subject to the "comply or explain" principle)?

Question 12.6: Do you have any other comments regarding regulation by the Exchange on the extent to which voting by poll should be made mandatory at general meetings or the minimum notice period required for convening shareholders meetings?

Issue 13: Disclosure of information about and by directors

Question 13.1: Do you agree that the information set out in draft new Rule 13.51B should be expressly required to be disclosed by issuers up to and including the date of resignation of the director or supervisor, rather than only upon that person's appointment or re-designation?

☒ Yes

☐ No

Please provide reasons for your views.

Question 13.2: Do you agree that the relevant information should be discloseable immediately upon the issuer becoming aware of the information (i.e. continuously) rather than, for example, only in annual and interim reports?

☐ Yes

☒ No

Please provide reasons for your views.

Question 13.3: Do you agree that, to ensure that the issuer is made aware of the relevant information, a new obligation should be introduced requiring directors and supervisors to keep the issuer informed of relevant developments?

☒ Yes

☐ No

Please provide reasons for your views.

In particulat I feel like that the supervisors are working on face value only, and only in capacity as mainland securities law namely designates and

they take the capacity by "favoritism" with the issuers' directors and shadow directors.

Question 13.4: Do you agree that paragraphs (u) and (v) of Main Board Rule 13.51(2) and GEM Rule 17.50(2) should be amended to clarify that the disclosure referred to in those Rules need not be made if such disclosure would be prohibited by law?

☐ Yes

☒ No

Please provide reasons for your views.

Question 13.5: Do you agree that the draft Rules at Appendix 13 will implement the proposals set out in *Questions 13.1, 13.2, 13.3 and 13.4* above?

☐ Yes

☒ No

Please provide reasons for your views.

Question 13.6: Do you agree that the Rules should be amended to clarify that issuers should publicly disclose in the Appointment Announcements their directors', supervisors' and proposed directors' and supervisors' current and past (during the past three years) directorships in all public companies with securities listed in Hong Kong and/or overseas?

☐ Yes

☒ No

Please provide reasons for your views.

Question 13.7: Do you agree that Main Board Rule 13.51(2)(c) and its GEM Rules equivalent, GEM Rule 17.50(2)(c), should be amended to clarify that issuers should publicly disclose their directors', supervisors' and proposed directors' and supervisors' professional qualifications?

☐ Yes

☒ No

Please provide reasons for your views.

Question 13.8: Do you agree that the draft Rules at Appendix 13 will implement the proposals set out in *Questions 13.6 and 13.7* above?

☒ Yes

☐ No

Please provide reasons for your views.

Question13.9: Do you agree that Main Board Rule 13.51(2)(m)(ii) should be amended to include reference to the Ordinances referred to in GEM Rule 17.50(2)(m)(ii) that are not currently referred to in Main Board Rule 13.51(2)(m)(ii)?

☐ Yes

☒ No

Please provide reasons for your views.

Question 13.10: Do you agree that Main Board Rule 13.51(2)(m) and GEM Rule 17.50(2)(m) should be amended so as to put beyond doubt that the disclosure obligation arises where a conviction falls under any one (rather than all) of the three limbs (i.e. Main Board Rule 13.51(2)(m)(i), (ii) or (iii) and GEM Rule 17.50(2)(m)(i), (ii) or (iii))?

☐ Yes

☒ No

Please provide reasons for your views.

Question 13.11: Do you agree that the draft Rules at Appendix 13 will implement the proposal set out in *Questions 13.9 and 13.10* above?

☐ Yes

☒ No

Please provide reasons for your views.

Issue 14: Codification of waiver to property companies

Question 14.1: Do you agree that the Proposed Relief should provide relaxation of strict compliance with the shareholders' approval requirements of the Rules only to listed issuers that are actively engaged in property development as a principal business activity?

☐ Yes

☒ No

Please provide reasons for your views.

Question 14.2: Do you agree with the proposed criteria in determining whether property development is a principal activity of a listed issuer (described at paragraphs 14.12 and 14.13 of the Combined Consultation Paper)?

☐ Yes

☒ No

Please provide reasons for your views.

Question 14.3: Do you agree that the scope of the Proposed Relief should be confined to acquisition of property assets that fall within the definition of Qualified Property Projects?

☐ Yes

☒ No

Please provide reasons for your views.

Are you aware of any examples of Hong Kong listed issuers encountering difficulties in strict compliance with the Rules when participating in other types of auctions or tenders? If yes, please specify what are the problems faced by the listed issuers in participating in these auctions or tenders.

Question 14.4: Do you agree that Qualified Property Projects which contain a portion of a capital element should qualify for relief from the notifiable transaction Rules set out in Main Board Chapter 14?

☐ Yes

☒ No

If yes, should the Proposed Relief specify a percentage threshold for the capital element within a project? Please provide reasons for your views.

Question 14.5: Do you agree that the scope of the exemption from strict compliance with Main Board Chapter 14A in relation to the shareholders' approval requirements for property joint ventures with connected persons should be limited to scenarios where the connected person is only connected by virtue of being a joint venture partner with the listed issuer in existing single purpose property projects?

☐ Yes

☒ No

Please provide reasons for your views.

Question 14.6: Do you agree that the General Property Acquisition Mandate is useful to confer protection on shareholders and is necessary as regards property joint ventures with connected persons where the connected person is only connected by virtue of being a joint venture partner with the listed issuer in existing single purpose property projects (Type B property joint ventures)?

☐ Yes

☒ No

If yes, should the General Property Acquisition Mandate include any limit on the size of the Annual Cap by reference to some quantifiable thresholds? Please provide reasons for your views.

Question 14.7: Are the disclosure obligations described at paragraph 14.51 of the Combined Consultation Paper appropriate?

☒ Yes

☐ No

Please provide reasons for your views.

Question 14.8: Do you agree that the draft Rule amendments at Appendix 14 will implement the proposals set out in Issue 14 of the Combined Consultation Paper?

☐ Yes

☒ No

Please provide reasons for your views.

Issue 15: Self-constructed fixed assets

Question 15.1: Do you agree that the notifiable transaction Rules should be amended to specifically exclude any construction of a fixed asset by a listed issuer for its own use in the ordinary and usual course of its business?

☐ Yes

☒ No

Please provide reasons for your views.

Question 15.2: Do you agree that the draft Rules at Appendix 15 will implement the proposal set out in *Question 15.1* above?

☐ Yes

☒ No

Please provide reasons for your views.

Issue 16: Disclosure of information in takeovers

Question 16.1: Do you agree that the current practice of the Exchange, i.e. the granting of waivers to listed issuers to publish prescribed information of the target companies in situations such as hostile takeovers, should be codified in the Rules?

☐ Yes
☒ No

Please provide reasons for your views.

Question 16.2: Do you agree the new draft Rule should extend to non-hostile takeovers where there is insufficient access to non-public information as well as hostile takeovers?

☒ Yes
☐ No

Please provide reasons for your views.

Question 16.3: Paragraph (3) of the new draft Rule proposes that the supplemental circular must be despatched to shareholders within 45 days of the earlier of the following:

- the listed issuer being able to gain access to the offeree company's books and records for the purpose of complying with the disclosure requirements in respect of the offeree company and the enlarged group under Rules 14.66 and 14.67 or 14.69; and
- the listed issuer being able to exercise control over the offeree company.

Do you agree that the 45-day time frame is an appropriate length of time?

☒ Yes
☐ No

Please provide reasons for your views.

Question 16.4: Do you have any other comments on the draft new Rule 14.67A at Appendix 16? Please provide reasons for your views.

Issue 17: Review of director's and supervisor's declaration and undertaking

Question 17.1: Do you agree that the respective forms of declaration and undertaking for directors and supervisors (i.e. the DU Forms) should be streamlined by deleting the questions relating to the directors' and supervisors' biographical details?

☐ Yes
☒ No

Please provide reasons for your views.

Question 17.2: Do you agree that the DU Forms for directors should be amended by removing the statutory declaration requirement?

☐ Yes
☒ No

Please provide reasons for your views.

Question 17.3: Do you agree that the GEM Rules should be amended to align with the practice of the Main Board Rules as regards the timing for the submission of DU Forms by GEM issuers, such that a GEM issuer would be required to lodge with the Exchange a signed DU Form of a director or supervisor after (as opposed to before) the appointment of such director or supervisor?

☒ Yes

☐ No

Please provide reasons for your views.

Question 17.4: Do you agree that the Rules should be amended such that the listing documents relating to new applicants for the listing of equity and debt securities must contain no less information about directors (and also supervisors and other members of the governing body, where relevant) than that required to be disclosed under Main Board Rule 13.51(2) or GEM 13.50(2), as the case may be?

☒ Yes

☐ No

Please provide reasons for your views.

Question 17.5: Do you agree that the application procedures should be amended as discussed in paragraph 17.20 to harmonise with the proposed amendments for the purpose of streamlining the respective DU Forms?

☒ Yes

☐ No

Please provide reasons for your views.

Question 17.6: Do you agree that the draft Rules at Appendix 17 will implement the proposals set out in Issue 17 of the Combined Consultation Paper?

☐ Yes
☒ No

Please provide reasons for your views.

Question 17.7: Do you agree that a new Rule should be introduced to grant to the Exchange express general powers to gather information from directors?

☒ Yes
☐ No

Question 17.8: Do you agree that the draft paragraph (c) to the Director's Undertaking at Appendix 17 will implement the proposal set out in *Question 17.7* above?

☒ Yes
☐ No

Question 17.9: Do you agree that paragraph (e) of Part 2, Appendix 5B, and paragraph (d) of Part 2, Appendix 5H, of the Main Board Rules should be amended to include detailed provisions for service similar to those of the GEM Rules?

☒ Yes
☐ No

Question 17.10: Do you agree that the proposed amendment to paragraph (e) of the Director's Undertaking at Appendix 17 will implement the proposal set out in *Question 17.9* above?

☒ Yes

☐ No

Question 17.11: Do you agree that the Rules should be amended to make express the ability to change the terms of the Director's Undertaking without the need for every director to re-execute his undertaking?

☒ Yes

☐ No

Issue 18: Review of Model Code for Securities Transactions by Directors of Listed Issuers

Question 18.1: Do you agree with the proposed new exceptions to paragraph 7(d) of the Model Code?

☐ Yes
☒ No

Please provide reasons for your views.

Question 18.2: Do you agree with the proposal to clarify the meaning of "price sensitive information" in the context of the Model Code?

☐ Yes
☒ No

Question 18.3: Do you agree that the draft new Note to Rule A.1 of the Code would implement the proposal set out in *Question 18.2* above??

☐ Yes
☒ No

Please provide reasons for your views.

Question 18.4: Do you agree that the current "black out" periods should be extended to commence from the listed issuer's year/period end date and end on the date the listed issuer publishes the relevant results announcement?

☐ Yes
☒ No

Please provide reasons for your views.

Question 18.5: Do you agree that there should be a time limit for an issuer to respond to a request for clearance to deal and a time limit for dealing to take place once clearance is given?

☐ Yes

☒ No

Question 18.6: Do you agree that the proposed time limit of 5 business days in each case is appropriate?

☐ Yes

☒ No

Please provide reasons for your views.

Minor Rule amendments

The Exchange invites your comments regarding whether the manner in which the proposed minor Rule amendments set out in Appendix 19 have been drafted will give rise to any ambiguities or unintended consequences.

Do you have any other comments in respect of the issues discussed in the Combined Consultation Paper? If so, please set out your additional comments.

Name :	Chan Wai Lok	Title :	
Company Name :		Firm ID :	
Contact Person :		Tel. No. :	
E-mail Address :		Fax No. :	

From: Leo Chan
Sent: Wednesday, March 26, 2008 11:03:48 AM
To: CVW
Subject: Response to Consultation Paper
Auto forwarded by a Rule

Messrs. Hong Kong Stock Exchanges and Clearing Limited
12th Floor, One International Finance Centre
1 Harbour View Street, Central
Hong Kong

Attention: Corporation Communications Department

Dear Sirs,

In response to the Combined Consultation Paper, I would like to add more comments on the rules about Qualified Accountant.

Instead of dropping the rule of Qualified Accountant, I trust that the existing rule should have been amended to the following:

> *A listed issuer must have a Qualified Accountant working on full-time basis; he must be responsible for overseeing the financial reporting procedure and internal control system, had better be a director or member of senior management, AND he must possess Hong Kong permanent identity card AND he must report directly to the Stock Exchange of Hong Kong Limited.*

The reasons of the amendment are as follows:

(1) it is political issue, not an economical issue nor market-driven issue

Since sovereign turnover of Hong Kong to China in 1997, the then paramount leader, Mr. Deng Xiao Ping, promised on behalf of mainland China that Hong Kong would be governed under "one country-two systems" and "highly autonomous region". Recently, the President Hu Jin-tao has stated loudly in the public occasion that the "Central Government is to maintain long-term prosperity and stability of Hong Kong". With plain interpretation, it is intention of China to keep Hong Kong going either as prosperous as before the turnover or more prosperous than the status quo.

Qualified Accountant, restricted to the entitlement to Hong Kong permanent citizens, bears a subtle meaning to assure Hong Kong professional accountants to have a career future; Hong Kong professional accountants have absolute privilege to the position in a Hong Kong listed issuer because of "one country two system" intent which is utterly important equivalent to a country's constitution like Basic Law.

The same philosophy is applicable to some part of Listing Rules in Main Board or Growth Enterprise Market, for example, requiring at least certain number of executive directors to be Hong Kong permanent residents.

Strictly speaking, any merchants or management team of a listed issuer, blatantly, intentionally with all means, contrive to depose a Qualified Accountant coming from Hong Kong is politically illegal. They must be prone to treason (叛國) if they harbor such an intention to oust an accountant because of his identity as Hong Kong residents, because it is the same as making an offence against directives from Central Government. They must use the qualified accountant from Hong Kong.

Such amended rules restricting the position to Hong Kong permanent residents must ensue until 2047. They should always be overriding principle over all other arguments for the contrary. No compromise should be allowed. Such kind of rule should not be open for consultation and amendment and deletion dependent upon "supply and demand" of the market. In the same way, we never put "whether a doctor should be licensed" onto consultation panel, letting "supply and demand" of the market to determine pseudo-democratically. "whether a doctor should be licensed" is an ethical issue, not an economical issue subject to market force.

I hereby suggest that a legal counsel should be brought in for this technical point.

(2) Factual incidence – ideological risk

Actually I was a qualified accountant and joint company secretary of a listed issuer (my "Former Employer") whose shares are listed on the Growth Enterprise Market. My Former Employer was engaged in organized retailing business in hypermarkets, supermarkets and convenience stores in Beijing. I worked for him for almost 3 years and quit when the expiration of contract with him was imminent. I stationed in Beijing.

On coming back to Hong Kong, I was surprised to realize a consultation paper suggesting the drop of a qualified accountant. The reasons that listed issuers call for dropping the rules stem largely from two considerations:

2.1 Cost

Based on my Former Employer's 2006 annual report which showed an audited turnover of over Rmb 5 billion and net profit of over 220 million, I calculated the total cost to hire a qualified accountant and lease an office in Hong Kong, the net profit margin of 4% remains unchanged (with and without a qualified accountant from HK, based on prevailing job market and salary survey in HK) !! Is it really costly?

I reflected this point to the Chairman of the listed issuer. He did not respond.

Therefore, it is rather doubtful about the basis with which the listed issuer complains of the cost of hiring a HK qualified accountant. One of the speculations would probably be comparison of salaries between a Hong Kong staff and a mainlander staff. However, such comparison does not prove that the rule for a qualified accountant is to be dropped. On the contrary, it illustrates clearly the striking difference of history and market economy between mainland and Hong Kong. It only proves that "one country two systems" is valid to maintain and the spirit behind our Basic Laws in protection of Hong Kong people for long-term prosperity and stability is necessary.

2.2 Difficulty to find and retain a qualified accountant

It is contradictory given that I am now out of job writing this letter and I am a professional accountant qualified to fulfill the position. Irony of it all, I have never received any intention from my Former Employer to retain me upon expiration of employment contract with him. I am willing to re-open any negotiation with my Former Employer for re-employment.

There are a lot of recruitment agencies in Hong Kong in place to serve the mainland listed issuers to look for a suitable candidate, to interview on their behalf and to arrange properly and accordingly. Some recruitment agencies are international organizations with well-established foundation.

2.3 My experience and the hidden intention of complaining listed issuer

The 3 years of being qualified accountant was an experience that makes me realize the true picture of a mainland listed issuer. There was myriad of "hijacking" activities of the colleagues (I would use this humorous term "hijacking" because number of mainlanders who were not qualified had been quick to "hijack" what should have been qualified accountant's work. This term is vivid and succinct in use).

On the first date when I reached Beijing (in February 2005), *the secretary to the Board already told me that all the works had been allocated and doing by other staff*. "How come?" I exclaimed to myself. I must be very proactive to search for documents and to get along with the mainland colleagues in order to assume my duties in the listing rules about the financial reporting. The directors, all of whom were mainlander residents, hardly had sincerity to talk to me and meetings with them were rare. Occasionally I rang up to the accounting and finance staff for progress of financial reporting, they never answered me but delivered all the documents to the mainlander bosses, completely ignoring my existence! Wasn't it merely a phenomenon of "hijacking" work of qualified accountant?

It was merely a signal to me that “our mainlanders can do it. We do not need any Hong Kong outsider!”, if we look at things from the vantage points of distinguishing people geographically, historically and tribally.

I draw to your attention about this because this phenomenon has already mounted to certain kind of discrimination and “genocide against Hong Kong people simply because they come from Hong Kong”. I cannot see why such intolerable thing should go unnoticed. I did not make this reportable to any Hong Kong regulators because it was kind of internal affair of a corporation. Secondly, I did not trust the independence of audit committee because Guan-xi (關係) culture is very rampant in mainland China. Favoritism only indicates that the so-called “independence” is reduced to face value. They most likely approve of “genocide of Hong Kong outsiders”. It is the reason why I insist on the amendments to add that,

2.3.1 the qualified accountant of a Hong Kong listed issuer must be Hong Kong permanent residents, and

2.3.2 must report directly to the Hong Kong regulators.

So the first time when I realized the proposal to drop the rule, it has occurred to me that it is a political action to erode the spirit of “one country two systems” detrimental to Hong Kong people’s interest to feed the mainlanders’ desires. It is *no longer* an issue “whether qualified accountant is useful”. It is *no longer* an issue “whether the mainlander accountants can also do it just as well”

It is an unscrupulous, ruthless, callous and political act that the mainlanders, acting in concert, initiate against Hong Kong people. I assure you with my 3-year working experience with a so-called non-state-owned enterprise where I was the only one coming from Hong Kong and working with the mainlanders, that this is true. I am not fabricating anything.

On one occasion, when I checked certain details (the number of stores opened in Tianjin) on the Third Quarterly Report of 2006, I found that a mainlander CFO (now she is executive director) wrote on the report some information which could not be verified. They did it without my knowledge. (very obviously, they added the questionable stores onto the report, after I checked the report but before the publication). The in-charge department became kind of nervous. In some subsequent reports, the questionable stores *disappeared.* Quarterly reports are not always reviewed by independent auditors.

It occurs to me that Hong Kong born qualified accountant is an effective independent whistle-blower which cannot be substituted by external audit firms. Because he comes from Hong Kong, the cultural barrier with the mainland listed issuers can strengthen his independence against the “favoritism” that would undermine the creditability of information disclosures other than annual report if mainland accountant is used to work with mainland directors. It is subtle to prove, but as we all know, mainland has history of communisms and nationalisms.

Given this observation, it explains why mainlander listed issuers could complain of difficulty to hire and retain the Qualified Accountant from Hong Kong. It is only their excuse, and their true reason is their dislike about the presence of a whistle-blower who dampens their desire.

I wish that the Stock Exchange of Hong Kong Limited can handle this amendment very carefully.

Kind regards,