

## Part B Consultation Questions

Please indicate your preference by checking the appropriate boxes. Please reply to the questions below on the proposed change discussed in the Consultation Paper downloadable from the HKEx website at: <http://www.hkex.com.hk/eng/newsconsul/mktconsul/Documents/cp2013042.pdf>

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

- A) Do you agree with the proposal to rename the definitions of “connected person” and “associate” in Chapter 1 as “restricted connected person” and “close associate”?

☒ Yes

☐ No

If your answer is “No”, please give reasons for your views.

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- B) Do you agree with the proposal to align the definitions of connected person and/or associate in each of the Rules described in the table under paragraph 13 of the Consultation Paper with those used in Chapter 14A? If not, please give reasons for your views.

Rule no.	Yes	No	If your answer is “No”, please provide reasons.
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### Transactions

1.	R14.06(b), R14.23B(2)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	R14.92	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
2.	R14.58(3), R14.63(3)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
3.	R5.03, PN12- Para 15	<input checked="" type="checkbox"/>	<input type="checkbox"/>	

### Issues of securities

4.	R7.21(2), R7.26A(1)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
5.	N1 to R13.36(2)(b), R19A.38	<input checked="" type="checkbox"/>	<input type="checkbox"/>	

### Share option schemes

6.	R17.03(4)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
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Rule no.	Yes	No	If your answer is "No", please provide reasons.
R17.04(1), N1 to R17.04(3)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
R17.06A, R17.07	<input checked="" type="checkbox"/>	<input type="checkbox"/>	

**Repurchases of securities**

7.	R10.06(1), (2)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	While we agree in principle with applying the Chapter 14A definition of connected person to R10.06(1),(2), we do not think that this should be extended to a person who was a director of the issuer or any of its subsidiaries in the last 12 months. Such a requirement may be quite onerous. It may be difficult for a listed issuer to ascertain whether any of its directors or any directors of its subsidiaries who retired/ resigned within the last 12 months has a present intention to sell the issuer's shares, if the repurchase mandate is approved by its shareholders, and so to be able make a statement in this regard in the Explanatory Statement.
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**Voting at general meeting**

8.	R2.16	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	N2 to R14.33, R14.46, R14.49, R14.55, R14.63(2)(d)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	R13.68	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	PN15 – Para 3(e)(2)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
9.	R6.12, R6.13, R7.19, R7.24, R13.36(4), R14.90, R14.91, Note to R13.39	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
10.	PN4 - Para 4(c)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
11.	R21.04(3)(d)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	

**Voting at, and quorum for, board meeting**

12.	R13.44	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	App3 – Para 4(1), N1 to App3	<input checked="" type="checkbox"/>	<input type="checkbox"/>	

Rule no.	Yes	No	If your answer is "No", please provide reasons.
App14 – Para A.1.7	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
App14 – Para B.1.2(h)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	

**Independent non-executive directors ("INEDs"), independent financial advisers ("IFAs") and sponsor**

13.	R3.13	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	R13.84 (see also item no. 14 below)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	R13.80 (see also item no. 14 below)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	R3A.07(3), (6)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	PN21 – Para 14(g)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
14.	R13.84	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	R13.80	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
15.	R3A.05	<input checked="" type="checkbox"/>	<input type="checkbox"/>	

**Disclosures in issuers' documents**

16.	R7.16	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	App1A – Para 28(1)(b)(v), App1E – Para 28(1)(b)(v)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	App1B – Para 26(1)(b)(v), App1F – Para 22(1)(b)(v), App16 – Para 31(5)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	R21.08(12)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	

**Depository**

17.	R19B.03	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
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**Investment companies**

18.	R21.04 (3)(a)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	R21.04 (4)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	

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