

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.

With respect, “restricted” does not seem a suitable term here (it connotes a restriction on a connected person). “Closely connected person” would reflect the meaning better, and mirror the term ‘close associate’. But better still would be ‘core connected person’ and ‘core associate’.

- 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.
<u>Transactions</u>			
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"/>	

Rule no.	Yes	No	If your answer is "No", please provide reasons.
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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"/>	
	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 checked="" type="checkbox"/>	<input type="checkbox"/>	
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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"/>	

Rule no.	Yes	No	If your answer is "No", please provide reasons.
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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"/>	
	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"/>	

Rule no.	Yes	No	If your answer is "No", please provide reasons.
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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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