

## 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.

Please refer to enclosure A.

- 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.
<b><u>Transactions</u></b>			
1.			
R14.06(b), R14.23B(2)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	(Please refer to enclosure A regarding general reasons for all answers to the questions in this table.)
R14.92	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
2.			
R14.58(3), R14.63(3)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
3.			
R5.03, PN12- Para 15	<input type="checkbox"/>	<input checked="" 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 type="checkbox"/>	<input checked="" type="checkbox"/>	
5.	N1 to R13.36(2)(b), R19A.38	<input type="checkbox"/>	<input checked="" type="checkbox"/>	

**Share option schemes**

6.	R17.03(4)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
	R17.04(1), N1 to R17.04(3)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
	R17.06A, R17.07	<input type="checkbox"/>	<input checked="" type="checkbox"/>	

**Repurchases of securities**

7.	R10.06(1), (2)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
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**Voting at general meeting**

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

Rule no.	Yes	No	If your answer is "No", please provide reasons.
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10.	PN4 - Para 4(c)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
11.	R21.04(3)(d)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	

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

12.	R13.44	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
	App3 – Para 4(1), N1 to App3	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
	App14 – Para A.1.7	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
	App14 – Para B.1.2(h)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	

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

13.	R3.13	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
	R13.84 (see also item no. 14 below)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
	R13.80 (see also item no. 14 below)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
	R3A.07(3), (6)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
	PN21 – Para 14(g)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
14.	R13.84	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
	R13.80	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
15.	R3A.05	<input type="checkbox"/>	<input checked="" 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 type="checkbox"/>	<input checked="" type="checkbox"/>	
	App1A – Para 28(1)(b)(v), App1E – Para 28(1)(b)(v)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
	App1B – Para 26(1)(b)(v), App1F – Para 22(1)(b)(v), App16 – Para 31(5)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
	R21.08(12)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	

**Depository**

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

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

- End -

**Enclosure A**

**General reasons for all answers to Part B (Consultation Questions) of the Consultation Paper**

We support the continued use of separate definitions of “connected person” and “associate” for the purposes of Chapter 14A and other chapters. We believe that aligning the definitions of “connected person” and “associate” in Chapter 1 with those in Chapter 14A will cause unnecessary broadening of the rules, and may cause confusion.

**Renaming of definitions**

Given the above, we do not believe it is necessary to rename the definitions.

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