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Our ref  
4591  
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Date  
24 September 2019

Dear Sir or Madam

**Re: Consultation Paper on Codification of General Waivers and Principles Relating to IPOs and Listed Issuers and Minor Rule Amendments**

We are writing to respond to the Consultation Paper on Codification of General Waivers and Principles Relating to IPOs and Listed Issuers and Minor Rule Amendments issued by The Stock Exchange of Hong Kong Limited (**Stock Exchange**) in August 2019.

**Codification of general and commonly granted waivers**

We support the efforts by the Stock Exchange to codify general waivers into the Rules Governing the Listing of Securities on the Stock Exchange (**Listing Rules**). This ensures that the Listing Rules accurately reflect the regulatory position. It also makes the Listing Rules more user friendly, with the regime set out clearly in the rules themselves without the need to cross refer to other guidance for their interpretation.

**Minor rule amendments**

We agree with the Stock Exchange's suggested minor rule amendments which provide greater clarity on the rules and their interpretation.

In respect of the wording of the proposed notes to Rules 12.05 and 12.09, we would suggest a minor amendment to each as follows:

"Note: An issuer must not publish formal notices in accordance with rules 12.02, 12.03 and 12.05 until the Exchange has reviewed them."

"Note: An issuer must not publish announcements in accordance with rules 12.08 and 12.09 until the Exchange has reviewed them."

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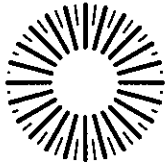
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### Housekeeping rule amendments

We support the housekeeping amendments to correct the translation inconsistencies and remove outdated references to transitional arrangements or repealed provisions.

We note that the Stock Exchange is proposing to repeal Rule 13.69 in respect of directors' service contracts entered into on or before 31 January 2004. Paragraph 14A of Appendix 16 requires issuers to include particulars of serviced contracts exempt under that rule in the annual report. If this amendment proceeds, paragraph 14A of Appendix 16 should also be deleted.

When considering obsolete provisions, we would suggest that the Stock Exchange also consider repealing the following:

- Rule 3.19 (and cross references to it in Rule 3.10 and note 1 to Rule 3.21) in respect of transitional arrangements for the appointment of independent non-executive directors for issuers admitted before 31 March 2004; and
- Rule 17.10 in respect of transitional arrangement for share option schemes approved before 1 September 2001.

Please let us know if you have any queries in relation to the above.

This response represents the views of Herbert Smith Freehills. We confirm that we are happy for the contents of this letter to be made publicly available as part of the consultation process.

Yours faithfully

**Herbert Smith Freehills**