

Consultation Paper

Proposals to Further Expand the Paperless Listing Regime and Other Rule Amendments

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How to respond to this Consultation Paper

The Exchange, a wholly-owned subsidiary of HKEX, invites written comments on the matter discussed in this paper, or comments on related matters that might have an impact upon the matter discussed in this paper, on or before 18 October 2024.

To submit written comments please complete the questionnaire that can be accessed via the link and QR code below.

Link: https://surveys.hkex.com.hk/jfe/form/SV_3aZy14xyZUYmJP8

QR code:



Our submission enquiry number is (852) 2840 3844.

Respondents are reminded that we will publish responses on a named basis in the intended consultation conclusions. If you do not wish your name to be disclosed to members of the public, please state so when responding to this paper. Our policy on handling personal data is set out in **Appendix IV: Privacy Notice**.

Submissions received during the consultation period by 18 October 2024 will be taken into account before the Exchange decides upon any appropriate further action and a consultation conclusions paper will be published in due course.

Disclaimer

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EXECUTIVE SUMMARY

Purpose

1. This Consultation Paper requests market feedback on proposals to further expand our paperless listing regime.

Background

2. Over the past few years, we have introduced various initiatives to digitise and modernise listing processes. These reforms, including Paperless I, Paperless II and FINI have helped improve efficiency and reduce the market's impact on the environment through the reduction of the use of paper.
3. During consultation and stakeholders' engagement exercises for Paperless II, USM and Severe Weather Trading initiatives, it was suggested that the Exchange should consider expanding the use of electronic channels to further enhance operational efficiencies and sustainability.
4. We have developed proposals, as set out in Chapter 2, in response to this feedback.

Proposals

5. Our key proposals are summarised below and our proposed Rule amendments are set out in Appendices I and II.

	Subject	Proposals	Section of paper
1	Electronic instructions from securities holders to issuers	Issuers to provide securities holders with an <u>option</u> to send Requested Communications to issuers electronically, namely: (a) instructions regarding a meeting of securities holders, including an indication as to attendance at such meeting and Proxy-related Instructions (" Meeting Instructions "); and (b) instructions made in response to actionable corporate communications (" Non-Meeting Instructions "). ¹	Chapter 2, Part A

¹ Save for actionable corporate communications made in response to any provisional allotment letter in connection with a rights issue (See footnote 12 below).

	Subject	Proposals	Section of paper
2	Real-time electronic payment of Corporate Action Proceeds	Issuers to provide securities holders with an <u>option</u> to receive Corporate Action Proceeds (including dividends) on the announced payment date electronically by CHATS.	Chapter 2, Part B
3	Electronic subscription monies	Issuers to provide securities holders with an <u>option</u> to pay subscription monies via electronic means for offers to existing securities holders.	Chapter 2, Part C
4	Abolition of Mixed Media Offers	To remove the availability of Mixed Media Offers for public offers of equity securities, debt securities and CISs: (a) to remove the option of issuing paper applications forms for a public offer of equity securities, a CIS and debt securities; and (b) to ensure subscriptions for a public offer of equity securities and by a CIS are made through online electronic channels only. ²	Chapter 2, Part D
5	Hybrid general meeting & E-voting	Issuers to ensure their constitutional documents enable them to hold hybrid general meetings and provide E-voting (to the extent permitted by laws and regulations applicable to them).	Chapter 2, Part E
6	Web accessibility of issuers' corporate communications	To seek market feedback on the incorporation of web accessibility guidelines (e.g. WCAG) into the Listing Rules, CG Code or our guidance materials.	Chapter 2, Part F

² Subscriptions for public offerings of debt securities will continue to be conducted through their well-established channels, including through placing banks and / or HKSCC.

Applicability of Paperless Proposals by Issuer Type

6. We propose to apply the Paperless Proposals to different types of issuers listed on the Exchange as follows:

Table 1. Applicability of the Paperless Proposals by Issuer Type

Proposal	1		2	3	4	5
Type of Issuer	Electronic instructions from securities holders to issuers		Real-time electronic payment of Corporate Action Proceeds	Electronic subscription monies	Abolition of Mixed Media Offers	Hybrid general meeting and E-voting
	Meeting Instructions	Non-Meeting Instructions				
Issuer of equity securities	Yes	Yes	Yes	Yes	Yes	Yes
CIS	No	No	Yes	Yes	Yes	No
Issuer of structured products	No	Yes	No	No	No	No
Public Debt Issuer	Yes	No	No	No	Yes	No
Professional Debt Issuer	No	No	No	No	No	No

Implementation Timeline

7. Subject to market feedback to this consultation, we intend to implement our proposals based on the following timeline:
- Proposals 1 to 3:** the date on which USM is implemented, currently expected to be on a date around the end of 2025;
 - Proposals 4:** following the repeal of the Class Exemption Notice permitting Mixed Media Offers; and
 - Proposal 5:** shortly after the conclusions to this consultation are finalised and published.

Other Rule Amendments

8. We also propose Rule amendments that do not involve a change in policy direction. These proposed Rule amendments are set out in Chapter 3.

Request for Comment

9. We invite public comments on our proposals. Any final Rule amendments and details regarding implementation (including any transitional arrangements for implementing the proposals) will be published in a conclusions paper after we have considered the public's views.

Next Steps

10. Responses to this Consultation Paper should be submitted to us by 18 October 2024.
11. The Exchange will take into account responses and comments to this paper before deciding upon any further appropriate action and publishing a conclusions paper.

CHAPTER 1: BACKGROUND

Paperless Listing Reforms

12. The Exchange is committed to adopting sustainable practices across its business operations. Over the past years, we have implemented various paperless initiatives that aim to reduce the use of paper, enhance the efficiency of our regulatory processes, and facilitate communication between issuers, investors and other participants.

Paperless I

13. In July 2021, we implemented a paperless listing and subscription regime and reduced the types of documents on physical display by requiring:
- (a) all listing documents relating to a Paperless Listing to be published solely in an electronic format;
 - (b) subscriptions for a Paperless Listing to be made through online electronic channels only unless an MMO is adopted; and
 - (c) new applicants and listed issuers to publish certain documents (for example, those in support of a listing document or circular) on the Exchange's website and on their own websites instead of being required to physically display them.

Paperless II

14. In December 2023, we expanded our paperless listing regime by implementing further paperless proposals, including:
- (a) reducing the amount of documentation that was previously required to be submitted to the Exchange and mandating the submission of documents by electronic means; and
 - (b) mandating electronic dissemination of corporate communications by listed issuers to securities holders (to the extent permitted by applicable laws and regulations).

Other Market Modernisation and Digitalisation Initiatives

15. In addition to the Paperless Listing Reforms, the Exchange and the SFC have taken significant steps, over recent years, to digitise and modernise market infrastructure to enhance Hong Kong's competitiveness as an international financial centre and align our practices with those of other leading international markets.

FINI

16. In November 2023, the Exchange launched FINI to shorten the time between the pricing of an IPO and the trading of shares from five to two business days. Following its launch, FINI must be adopted for all IPO subscriptions and subscriptions for public offers conducted by listed issuers of equity securities.³
17. FINI provides greater efficiency and convenience for issuers and market participants through a digitalised settlement process. The process is quicker as a result, alleviating market risk and the costs of funding lock-up over the settlement period.

USM

18. In March and October 2023, the SFC published two consultation papers on proposed subsidiary legislation⁴ and proposed codes and guidelines⁵, respectively, for implementing USM in Hong Kong. In July 2024, the SFC published the conclusions paper to these consultations.⁶
19. The USM initiative seeks to enable investors to hold certain securities in their own names without paper documents (see paragraph 47).⁷
20. The Exchange is currently working with the SFC and the Federation of Share Registrars Limited towards the implementation of USM in Hong Kong around the end of 2025.

Severe Weather Trading

21. In November 2023, the Exchange sought market feedback on proposals to enable Hong Kong securities and derivatives markets to remain open for trading under severe weather conditions.
22. The implementation of Paperless Listing Reforms facilitates listed issuers' compliance with Listing Rule obligations under severe weather conditions. Physical delivery of documents and/or physical attendance has been minimised to reduce the effect of severe weather on listing processes.

³ See FAQ A3, FINI Information Pack. Post-listing public offers are also handled by FINI given the migration of the processing of EIPO applications from CCASS.

⁴ [Consultation paper on proposed subsidiary legislation for implementing an uncertificated securities market in Hong Kong](#), SFC, March 2023.

⁵ [Consultation paper on proposed code and guidelines for implementing an uncertificated securities market in Hong Kong](#), SFC, October 2023.

⁶ [Consultation conclusions on proposed subsidiary legislation, code and guidelines for implementing an uncertificated securities market in Hong Kong](#), SFC, July 2024.

⁷ See paragraph 23 of the USM Consultation Paper.

23. On 18 June 2024, the Exchange published the SWT Conclusions Paper. Our SWT proposals received majority support and will be implemented from September 2024.
24. We stated in the SWT Conclusions Paper⁸ that we would consider consulting the market on the removal of MMOs in a separate consultation, due to the potential delay caused by severe weather to a listing timetable if a listing applicant adopts an MMO.

Stakeholders' Feedback

25. Having carefully considered stakeholders' feedback in the course of formulating the Paperless II, USM and Severe Weather Trading initiatives, we have developed proposals set out in Chapter 2 to further expand our paperless listing regime.

⁸ Paragraph 120 of the SWT Conclusions Paper.

CHAPTER 2: PROPOSALS

A. Electronic Instructions from Securities Holders to Issuers

Current Rule requirements

26. Since Paperless II, issuers have been required to disseminate corporate communications to their securities holders by electronic means (to the extent permitted by the laws and regulations applicable to them).⁹
27. Issuers must send actionable corporate communications electronically and to securities holders individually.^{10 11}
28. However, issuers are not required to put in place mechanisms to *receive* instructions electronically from securities holders in response to actionable corporate communications or other corporate communications. This means that issuers may, in practice, require securities holders to return these instructions to them in printed form only.

Proposals

29. We propose amending the Listing Rules to require issuers (to the extent permitted by the laws and regulations applicable to them) to put in place mechanisms that enable securities holders to send the following instructions to issuers electronically:
 - (a) instructions regarding a meeting of securities holders, including an indication as to attendance at such meeting and Proxy-related Instructions (“**Meeting Instructions**”); and
 - (b) instructions made in response to actionable corporate communications, save for those made in response to any provisional allotment letter (subsequently referred to as “**PALs**”) in connection with a rights issue¹² (“**Non-Meeting Instructions**”).

(collectively, “**Requested Communications**”)

⁹ See MB Rule 2.07A and GEM Rule 16.04A(1); and Section A of Chapter 3 of the Paperless II Conclusions Paper.

¹⁰ See Sections C to D of Chapter 3 of the Paperless II Conclusions Paper.

¹¹ Notices of general meeting and proxy forms are not considered as actionable corporate communications. See No. 23 of [FAQ 10 – No. 1-28](#), Frequently Asked Questions, HKEX, March 2004 (Last updated in May 2024).

¹² As stated in No. 23 (Note 2) of [FAQ 10 – No. 1-28](#), Frequently Asked Questions, HKEX, March 2004 (Last updated in May 2024), PALs are a form of temporary document of title and issuers are required to despatch them in printed form to securities holders in accordance with paragraph 2 of Appendix B1 of the MB Rules (paragraph 2 of Appendix B1 of the GEM Rules). Therefore we propose to exclude Non-Meeting Instructions in relation to PALs from the Electronic Instructions Proposal. However, in the USM environment where legal title to prescribed securities would be evidenced electronically, it is envisaged that PALs would no longer be issued in printed form. We may review the proposed requirement in respect of PALs and make necessary amendments upon finalisation of the USM requirements.

30. We do not propose to mandate that securities holders *must* send Requested Communications to issuers by electronic means. Issuers would be required only to provide securities holders with an option to send Requested Communications to them electronically. This would mean that securities holders would be able to send Requested Communications in hard copy form (e.g. by printing off a form and sending it by post) if they wish to do so.
31. We do not intend to specify the mechanism that issuers must use to receive the Requested Communications. For example, issuers could receive Requested Communications by e-mail (e.g. with a scanned instruction form completed by a securities holder attached) or through a tailor-made online platform or other electronic mechanism of the issuer's choice. This flexibility takes into account the different electronic mechanisms already currently provided by issuers and securities registrars for this purpose.¹³
32. Under the USM environment, holders of participating securities will be expected to send, and their issuers will be expected to receive, Requested Communications electronically in certain circumstances. We will make necessary modifications as part of the consequential amendments to the Listing Rules to implement USM.

Enabling arrangements

33. The laws and regulations applicable to an issuer may require it to amend its constitutional documents to implement this proposal. This may be necessary, for example, if an issuer's applicable laws and regulations require its constitutional documents to expressly permit or authorise the transmission and / or the receipt of the Requested Communications via electronic means.
34. Issuers should seek legal advice based on their own circumstances to determine what enabling arrangements, if any, are necessary to implement our proposal, including whether any amendment to their constitutional documents is required.

Authenticity of Requested Communications

35. Issuers would be expected to put in place appropriate arrangements to verify the authenticity of Requested Communications. However, we would not mandate the mechanism that an issuer uses for the purpose of verifying the authenticity of Requested Communications.
36. Issuers would have the freedom to choose authentication mechanisms of differing levels of sophistication. For example, they may: (a) require that the Requested Communications

¹³ Of the 82 constituent companies of the flagship Hang Seng Index (as of 7 August 2024), 17 issuers (20.7%) enabled the electronic submission of proxy forms for listed issuers' general meetings in 2023/24. Ten provided their securities holders with an option to send proxy forms by email to issuers/ securities registrars, while the remaining seven issuers enabled their securities holders to submit proxy forms via the designated electronic platforms of the issuer/ securities registrar.

contain or be accompanied by a statement of the securities holder’s identity¹⁴, with authentication, such as a scanned signature; (b) deploy a commonly available “off-the-shelf” electronic signature solution that enables identity authentication; (c) implement a tailor-made system integrated into an online platform that would meet the highest level authentication requirements; or (d) choose an alternative authentication method.

37. Issuers should seek legal advice on the level of authentication that they believe is appropriate for their own protection.
38. Where securities holders have sent the Proxy-related Instructions via electronic means before a meeting of securities holders, issuers may require a proxy to present proof of identity at the meeting to evidence that he or she is the proxy appointed. We propose that issuers and their agents (for example, securities registrars) should not request the proxy to produce the printed form of Proxy-related Instructions at the meeting.

Applicability of the proposal by issuer type

39. We propose that the new requirements apply to the issuer types as set out in Table 2 below:

Table 2. Applicability of the Electronic Instructions Proposal by Issuer Type

Type of Issuers	Type of Requested Communications	
	Meeting Instructions	Non-Meeting Instructions
Issuer of equity securities	Yes	Yes
CIS	No	No
Issuer of structured products	No	Yes
Public Debt Issuer	Yes	No
Professional Debt Issuer	No	No

¹⁴ See section 828(5) of the Companies Ordinance. Where a statement of the securities holder’s identity or any personal information is provided to issuers for authentication purpose, issuers are reminded to consider how, and for how long, they intend to keep records of such identification or personal information and ensure compliance with the relevant laws (for example, the Personal Data (Privacy) Ordinance (Cap. 486)).

40. CISs are excluded from our Electronic Instructions Proposal as Listing Rule requirements on the electronic dissemination of corporate communications to securities holders do not apply to a CIS.¹⁵
41. We propose to exclude issuers of structured products from our proposal in respect of Meeting Instructions as the Listing Rules do not impose any requirement in relation to meetings of the holders of structured products.¹⁶
42. Issuers of debt securities (both Public Debt Issuers and Professional Debt Issuers) are expressly excluded from the Listing Rule requirements on actionable corporate communications and so we have excluded them from our proposals on Non-Meeting Instructions.¹⁷
43. We do not propose to require Professional Debt Issuers to comply with our proposal in respect of Meeting Instructions as the Listing Rules do not impose any requirement on them in relation to meetings of securities holders.

Consequential amendments to existing guidance

44. Due to our proposal, we will amend the template proxy form appended to our General Meeting Guide to facilitate the sending of proxy appointments by securities holders to issuers for general meetings via electronic means (see **Appendix III** to this paper).
45. We will also amend the Form Filling Guide for the Meeting Notification e-Form¹⁸ to require issuers to set out details of the mechanism by which a securities holder may send Meeting Instructions electronically.

Rationale

46. We believe that our Electronic Instructions Proposal will:
 - (a) **Improve the speed and efficiency** of the process of receiving and actioning securities holders' instructions;
 - (b) **Improve securities holders' engagement:** by making it easier for securities holders to send their instructions to issuers. Our proposal may therefore increase the likelihood

¹⁵ See footnote 62 of the Paperless II Consultation Paper. In the case of listed SFC-authorized CISs, the manner in which their corporate communications are disseminated are governed by other applicable rules and regulations such as Code on Unit Trusts and Mutual Funds, Code on Real Estate Investment Trusts and other guidance published by the SFC from time to time.

¹⁶ Requirements in relation to meetings of holders of structured products are governed by the terms and conditions of the relevant structured products.

¹⁷ Issuers of debt securities are expressly excluded from the Rule requirements on actionable corporate communications by virtue of Note 2 to MB Rule 2.07A or GEM Rule 16.04A(1).

¹⁸ See paragraph 28 of [Form Filling Guide on Meeting Notification e-Form](#).

that securities holders take action to protect their own interests (e.g. by voting by proxy at securities holders' meetings);

- (c) **Minimise issuers' impact on the environment and natural resources:** the reduction of the use of paper to send securities holders' instructions to issuers should help minimise the impact of this process on the environment and natural resources; and
- (d) **Facilitate listing processes during severe weather:** as the proposal helps ensure securities holders can send Requested Communications electronically to issuers on a SWT Day.

Implementation timeline

Interaction with USM

- 47. USM is expected to be implemented around the end of 2025.¹⁹ All "eligible"²⁰ prescribed²¹ securities (other than subscription warrants and rights under a rights issue) existing at the time of USM implementation must then become participating securities within five years of USM implementation. To do so, issuers of prescribed securities must have completed all applicable procedures and formalities, which include amending their constitutional documents to ensure consistency with the USM regime, where necessary.
- 48. Securities registrars provide issuers with corporate action services that involve the receipt and processing of securities holders' elections and instructions, which will fall within the scope of services to be provided by an ASR under the USM regime.
- 49. We wish to minimise the need for issuers, their securities registrars and other intermediaries to duplicate cost and effort in implementing both the Electronic Instructions Proposal and USM. We understand that some stakeholders may prefer that our Electronic Instructions Proposal be fully aligned with USM so that it comes into effect only once an issuer's securities have become participating securities under the USM regime (see paragraph 47). This would avoid the need for issuers and their securities registrars to provide such a service to securities holders prior to that time.
- 50. However, full alignment with USM would mean that the Electronic Instructions Proposal: (a) would not be applicable to issuers whose securities are not "eligible" prescribed securities under the USM regime²²; and (b) would not be implemented for all other issuers until five years after the USM implementation date. We believe that the benefits of the Electronic

¹⁹ See paragraphs 21 and 262 of the USM Conclusions Paper.

²⁰ "Eligible" prescribed securities include prescribed securities constituted under the laws of Hong Kong and will also aim to cover those constituted under the laws of Bermuda, Cayman Islands and the Mainland China, subject to further review (see paragraphs 8(a) and 46(a) of the USM Conclusions Paper).

²¹ "Prescribed securities" are: (a) listed shares; (b) listed depositary receipts; (c) listed stapled securities; (d) listed funds; (e) listed subscription warrants; and (f) listed rights under a rights issue (see paragraph 25 of the USM Conclusions Paper).

²² As of the date of this paper this would include, for example, UK incorporated issuers listed on the Exchange.

Instructions Proposal (as set out in paragraph 46 above) justify an earlier and more comprehensive implementation approach. We also note that some issuers (20% of the flagship Hang Seng Index) already provide their securities holders with an option of submitting proxy forms electronically (see paragraph 31).

51. For these reasons, we propose that the implementation date for the Electronic Instructions Proposal be the same date on which USM is implemented. There will then follow a transitional period of one year²³ to enable issuers to put in place necessary arrangements (including amending their constitutional documents) for the purpose of the Electronic Instructions Proposal.
52. This would mean:
 - (a) issuers²⁴, that wish to do so, could make necessary amendments to their constitutional documents to enable the implementation of both reforms by seeking securities holders' approval at the same annual general meeting after USM implementation, in 2026; and
 - (b) securities registrars may prepare services to implement the Electronic Instructions Proposal in the period from the publication of our consultation conclusions and up to the end of 2026 (i.e. a period of at least two years). This service would then have to be made available to the securities holders of all issuers from the start of 2027, prior to their securities becoming participating securities under the USM regime, if this has not occurred by then.

Non-standardised Requested Communications

53. We understand that certain Requested Communications (e.g. instructions related to a rights issue) involve instructions that are specific to a particular corporate action and their content may vary widely. Additional cost and effort may be required to develop customisable solutions for these Non-standardised Requested Communications due to their relative complexity. We will therefore provide a longer transitional period for the implementation of our proposals on Non-standardised Requested Communications.
54. We will specify the final details of the implementation of this proposal (including the transitional arrangements) in the conclusions paper to this consultation after considering respondents' feedback.

²³ We propose to apply this transitional period only to Standardised Requested Communications (i.e. Dividend Election Instructions and Meeting Instructions). The transitional period will be longer for Non-standardised Requested Communications (see paragraph 53).

²⁴ Issuers of prescribed securities (including shares and listed CISs) are required to appoint ASRs under the USM regime.

Question 1 Do you agree with the Electronic Instructions Proposal as detailed in paragraphs 29 to 45 of the Consultation Paper?

Please give reasons for your views.

Question 2 Do you agree with the implementation timeline (including the availability of transitional arrangements) for the Electronic Instructions Proposal as set out in paragraphs 47 to 54 of the Consultation Paper?

Please give reasons for your views.

B. Real-time Electronic Payment of Corporate Action Proceeds

Current Rule requirements and practice

55. An issuer is required to announce any decision to declare, recommend or pay any dividend or to make any other distribution on its securities, including the rate, the amount and the expected payment date of such dividend or distribution.²⁵
56. There is no Rule requirement specifying the method that an issuer must use to pay Corporate Action Proceeds to its securities holders.
57. The distribution of paper cheques by post is the most common method by which issuers currently pay Corporate Action Proceeds to their securities holders. However, this method does not result in payment on the announced payment date, because of the need for the securities holder to deposit the cheque with a bank and wait for the cheque to clear.
58. Where securities holders are provided with an option to receive Corporate Action Proceeds electronically (e.g. by autopay or FPS), this also may not result in them receiving these proceeds on the announced payment date because, for example, of the batching of multiple payments.²⁶
59. Very few listed issuers pay Corporate Action Proceeds on a real-time basis through CHATS, which provides the greatest assurance of payment on the announced payment date. Of the issuers who paid Corporate Action Proceeds in 2023, only 8% paid such proceeds by CHATS while the remaining 92% paid by paper cheque.²⁷

Jurisdictional comparison

United States

60. In the US, securities holders may receive dividends electronically or by cheque, depending on their instructions to the relevant share registrar. If securities holders have provided their account details to the relevant share registrar, dividends will be credited to their specified bank accounts electronically. Otherwise, they will receive dividends by cheque.

²⁵ MB Rule 13.45 and GEM Rule 17.49.

²⁶ Payments through such electronic mechanisms that are processed by bank by batch-runs (and not in real time) may result in payment after the announced payment date because the fund receipt time varies according to the timing of the batch-run.

²⁷ In 2023, there were 88 issuers (of 1,104 issuers in total) that paid Corporate Action Proceeds by CHATS. Almost 80% (69) of these issuers were exchange-traded funds (ETFs).

UK

61. A securities holder may receive its dividends on the dividend payment date via CREST, which is a paperless settlement system for issuance, deposit and holding of securities in the UK. This is provided that both the issuer and the securities holder have opted in to paying and receiving dividends in this way.²⁸ Securities holders may also have dividends paid by cheque or through other electronic means if they have not signed up for CREST.
62. As of May 2023, around half of the issuers on FTSE 100 and FTSE 250 have opted in to distributing their dividends via CREST.²⁹

Australia

63. Australian companies commonly make a direct credit³⁰ option available to their shareholders for dividend payments. Only a small number of Australian companies send dividend cheques and only as and when requested to do so by individual shareholders (who usually reside outside Australia).³¹
64. In December 2023, the Australian government announced its plan to transition away from the use of cheques countrywide by 2030. It has consulted on how the use of cheques (including for dividend payments) could be wound down by encouraging the use of alternatives and through legislative change.³²

Singapore

65. As part of Singapore government's effort to go cheque-free by 2025, all SGX issuers have been required to pay certain Corporate Action Proceeds³³ by electronic means since September 2020.³⁴ Payment through paper cheques is no longer an option for such purposes in Singapore.

²⁸ [Improving efficiency of dividend payments](#), The Association of Corporate Treasurers, 5 May 2023.

²⁹ See footnote 28 above.

³⁰ Direct credit refers to electronic deposits into an account. It is often used by companies to make bulk recurring payments, including employee payroll or benefits premiums. Direct credit payments are processed and settled on the same day. See [What is the Bulk Electronic Clearing System \(BECS\)?](#), Modern Treasury.

³¹ See Chapter 3 of [Consultation on Winding down Australia's cheques system](#), The Treasury of the Australian Government, December 2023.

³² [Consultation on Winding down Australia's cheques system](#), The Treasury of the Australian Government, December 2023. The consultation ended in February 2024. As of the date of the publication of this paper, the conclusions paper to this consultation has not been released.

³³ According to the [CDP FAQs](#), the Corporate Action Proceeds that are expressly allowed to be paid via Direct Crediting Service include dividend payments, refund of application monies for a rights issue; and proceeds payable upon acceptance of a takeover.

³⁴ [CDP Goes Digital](#) and [CDP FAQs](#), SGX.

66. Securities holders of an SGX issuer must apply for a Direct Crediting Service through CDP Internet to have the proceeds credited into their bank accounts.³⁵ If they do not apply, the proceeds will be accumulated and reflected as a cash balance in the monthly statement of their CDP Account until they have done so.³⁶ Through this Direct Crediting Service, securities holders will receive the proceeds from issuers on the payment date.³⁷

Mainland China

67. In Mainland China, issuers may apply for dividend distribution services provided by ChinaClear. If an issuer has done so, it is required to pay the total dividend amount into the bank account designated by ChinaClear's Shanghai or Shenzhen branch in advance of the dividend payment date. ChinaClear then arranges for the necessary settlement with relevant clearing participants, through which individual investors receive dividends on the dividend payment date.³⁸ All such payments are made and settled electronically.

Hong Kong

68. The Hong Kong Association of Banks recently announced its intention to consult the industry and develop a road map in 2024 to phase out the use of cheques in Hong Kong.³⁹

Proposals

69. We propose to amend the Listing Rules to require issuers to provide an option for securities holders to receive Corporate Action Proceeds by CHATS by the announced payment date.
70. We propose CHATS be provided as the payment option, instead of payment by other electronic means, as CHATS enables real-time settlement of payments (including large-

³⁵ The bank account provided has to be a Singapore-dollar bank account with one of the participating banks of Direct Crediting Service. Currently, Direct Crediting Service does not allow crediting of payments into bank accounts in foreign currency. For securities holders who do not have a Singapore dollar bank account, they can request for payments through telegraphic transfer to any designated bank account at certain bank charges per transfer.

³⁶ The distributions will be reflected under the Cash Transaction section in the monthly account statement of a CDP Account. This cash balance will be carried forward and once a securities holder applies for Direct Crediting Service, it will be automatically credited into the designated bank account.

³⁷ [CDP Direct Crediting Service \(DCS\)](#), Citibank Singapore; and [Direct Crediting Services](#), Maybank Singapore.

³⁸ Paragraph 2.5 of [Business Guide to Issuers published by China Clear Shanghai Branch](#) [No. 6 of 2024]; and [Business Guide to Issuers published by China Clear Shenzhen Branch](#) [No. 13 of 2024] (available in Simplified Chinese only).

³⁹ See: "[The cheque's end is nigh: Hong Kong's banks set road map to phase out paper payment in their embrace of e-payments](#)", South China Morning Post, January 2024. It was reported that three years of Covid had pushed the public towards digital payments (e.g. PayMe, FPS and e-wallets such as Alipay and WeChat Pay) and the use of cheque had fallen by 34% over the past five years. The Hong Kong Association of Banks plans to set out a task force to explore various possibilities and options to work out a road map to encourage cheque users to shift to digital payments.

value payments⁴⁰) in local currency as well as foreign currencies.⁴¹ This payment method also enables securities holders with substantial shareholdings and / or those residing overseas to receive Corporate Action Proceeds on a real-time basis in the same manner as smaller or local securities holders. This proposal is also consistent with FINI's adoption of a CHATS payment method for settling EIPO funds.⁴²

71. We would not prohibit issuers from providing additional payment options, including payment by cheque, autopay and FPS.
72. We propose that an issuer must inform its securities holders of the payment options available and seek instructions from them on their choice. In respect of payment by CHATS, we propose that issuers must request functional electronic payment information (for example, bank account details) from the securities holder. If a securities holder does not indicate its choice, it would be at the issuer's discretion to choose to pay Corporate Action Proceeds via any of the payment methods previously conveyed to the holder. Also, if the securities holder has not provided the issuer with its functional electronic payment information, the issuer would be able to pay such proceeds via non-electronic means previously conveyed to the holder.
73. We propose that issuers bear any outward charges (for example, bank charges) arising from the payment of Corporate Action Proceeds to securities holders by CHATS. This is because securities holders may otherwise be deterred from choosing to receive such proceeds by CHATS, contrary to the purpose of the proposal. Securities holders choosing CHATS payment option should only bear inward charges (if any) that individual banks may charge, and issuers should inform securities holders in the relevant announcement or corporate communication of the possibility of incurring such charges.

Applicability of the Real-time Electronic Payment Proposal by issuer type

74. The proposed applicability of the proposal, by issuer type, is set out in Table 3 below. Issuers of debt securities and structured products are excluded from the Real-time Electronic Payment Proposal.

Table 3. Applicability of the Real-time Electronic Payment Proposal by Issuer Type

Type of Issuer	Real-time Electronic Payment Proposal Applies?
Issuer of equity securities	Yes

⁴⁰ It is noted that banks usually impose transaction limits for other payment means such as FPS.

⁴¹ CHATS facilitates real time PvP through domestic and international linkages. Currently, PvP settlement of US dollar/Hong Kong dollar, US dollar/renminbi, euro/US dollar, euro/Hong Kong dollar, euro/renminbi, renminbi/Hong Kong dollar, US dollar/Malaysian Ringgit, US dollar/Indonesian Rupiah and US dollar/Thai Baht foreign exchange transactions is supported. (See [Payment versus. Payment, Other Settlement & Clearing Services, Our Services, HKICL](#)).

⁴² See FAQ E24, FINI Information Pack.

CIS	Yes
Issuer of debt securities	No
Issuer of structured products	No

Rationale

75. Our proposal serves the interests of the investing public by giving them the payment option that provides them with the greatest assurance they will be credited with Corporate Action Proceeds on the date on which an issuer has stated that these proceeds will be paid.
76. Our proposal also aims to:
- (a) **Further reduce the use of paper** in listing related processes and therefore reduce the impact of this process on natural resources and the environment;
 - (b) **Minimise the risk of loss and theft** inherent in the distribution or depositing of paper cheques;
 - (c) **Facilitate listing processes during severe weather** by enabling the payment of Corporate Action Proceeds on a SWT Day; and
 - (d) **Align our market with the global practice and trends** to phase out the use of cheques (see paragraphs 60 to 68 above).

Implementation timeline

77. Securities registrars assist issuers in distributing entitlements to securities holders and this would fall within the scope of services to be provided by an ASR under the USM regime. To allow sufficient time for securities registrars and listed issuers to prepare for the implementation of both this proposal and USM, we would set an implementation date that is the same as the date on which the USM regime is implemented (see paragraph 47).
78. We will specify further details regarding the implementation of this proposal (including any transitional arrangements) in the conclusions paper to this consultation.

Question 3 Do you agree with the Real-time Electronic Payment Proposal as detailed in paragraphs 69 to 74 of the Consultation Paper?

Please give reasons for your views.

C. Electronic Subscription Monies

Current Rule requirements

Public offers

79. Since its launch in November 2023, FINI must be adopted for all IPO subscriptions and subscriptions for public offers conducted by listed issuers of equity securities.⁴³
80. Subscriptions for preferential offerings⁴⁴ and employee offerings (conducted as part of an IPO or conducted after listing as part of a public offer) are handled electronically by issuers' securities registrars outside the FINI platform.⁴⁵

Offers by listed issuers to existing securities holders

81. There is currently no Rule requirement stipulating how subscription monies must be paid to listed issuers for offers made to their existing securities holders.⁴⁶ In these circumstances, issuers are not obliged to provide an electronic payment option and securities holders often pay subscription monies by paper cheque or cashier order. Of the issuers that made an offer to subscribe for securities to existing securities holders in 2023, 98% required securities holders to pay by paper cheque or cashier order.⁴⁷
82. The use of cheques as a payment method means that there is a time lag in the confirmation, by issuers, of the allotment of relevant securities. This is caused by the need for the issuer to deposit these paper cheques or cashier orders with their bank and wait for fund clearance.

Proposals

83. We propose to require listed issuers to provide an option for securities holders to pay subscription monies⁴⁸ via electronic means for offers conducted by listed issuers⁴⁹ to existing securities holders.

⁴³ See FAQ A3, FINI Information Pack. Post-listing public offers are also handled by FINI given the migration of the processing of EIPO applications from CCASS.

⁴⁴ Preferential offerings mean assured entitlement to existing securities holders of an issuer to subscribe for new securities, which can occur, for example, in a spin off.

⁴⁵ See FAQ E3, FINI Information Pack.

⁴⁶ For example, open offers, rights issues, preferential offers and bonus issues of securities to existing securities holders.

⁴⁷ In 2023, there were 61 issuers which made offers to their existing securities holders including 54 rights issues, one open offer, three preferential offers and three bonus issues of registered warrants. Securities holders were only allowed to pay subscription monies by CHATS in one of the preferential offers.

⁴⁸ In the case of a bonus issue of warrants, the reference to "subscription monies" means the monies to subscribe for additional shares upon exercise of the warrants.

⁴⁹ See footnote 46 for examples of offers made by listed issuers to existing securities holders.

84. We do not propose to mandate that securities holders pay subscription monies electronically. Issuers would still be required to accept payments by paper cheques or cashier orders, at the choice of securities holders.
85. We also do not intend to prescribe the electronic payment option issuers must provide for their securities holders. Issuers would be able to provide the electronic payment option of their choice and would not be required to provide a CHATS payment option if they did not wish to do so. This is because subscription monies may be paid by individual securities holders directly to issuers (rather than indirectly via an institutional intermediary). We therefore believe individual securities holders should have the flexibility to use electronic payment methods that are readily available to the public (such as autopay or FPS).
86. To facilitate the payment of subscription monies via electronic means, we propose to require issuers to disclose, to their securities holders, how they may pay subscription monies (including informing them of the issuers' functional electronic payment details in the relevant announcement or corporate communication).⁵⁰
87. In the case of a placing of securities where a placing agent is usually appointed, the method of payment of subscription monies is, in practice, determined among the placing agent, the placee(s) and the issuer. Accordingly, we do not intend to prescribe how subscription monies are paid for placings of securities (including top-up placings).
88. We expect securities holders to continue to bear any charges incurred when paying subscription monies electronically. This is consistent with the current practice whereby securities holders bear transaction fees when subscribing for an IPO. We propose that issuers inform securities holders of the need to pay any related charges in the relevant announcement or corporate communication.

Applicability of the Electronic Subscription Monies Proposal by issuer type

89. The proposed applicability of the proposal, by issuer type, is set out in Table 4 below. Due to the availability of well-established alternative subscription channels and/or electronic payment method for offerings of debt securities⁵¹ and structured products⁵², we do not propose to apply the proposal to these offerings.

⁵⁰ For example, listing documents, application forms and PALs (as applicable).

⁵¹ Subscriptions for public offering of debt securities is mainly made through placing banks and/or HKSCC while subscriptions for debt offers to professional investors under Chapter 37 of the MB Rules or Chapter 30 of the GEM Rules are through lead managers. Subscription monies of debt offerings are mainly made to issuers through electronic payment systems such as SWIFT (Society of Worldwide Interbank Financial Telecommunications) and RTGS (real-time gross settlement).

⁵² Investments in structured products are traded through liquidity providers.

Table 4. Applicability of the Electronic Subscription Monies Proposal by Issuer Type

Type of Issuer	Electronic Subscription Monies Proposal Applies?
Issuer of equity securities	Yes
CIS	
Issuer of debt securities	No
Issuer of structured products	No

Rationale

90. Our proposal aims to:
- (a) **Further reduce the use of paper** in listing related processes and therefore reduce the impact of this process on natural resources and the environment;
 - (b) **Minimise the risk of loss and theft** inherent in the distribution or depositing of paper cheques;
 - (c) **Facilitate listing processes during severe weather** by enabling the payment of subscription monies on a SWT Day; and
 - (d) **Align our market with the global practice and trends** to phase out the use of cheques (see paragraphs 60 to 68 above).

Implementation timeline

91. Securities registrars receive subscription monies for offers made by listed issuers to securities holders for and on issuers' behalf and would also fall within the scope of services to be provided by an ASR under the USM regime. To allow sufficient time for securities registrars and listed issuers to prepare for both this proposal and USM concurrently, we would set an implementation date that is the same date on which the USM regime is implemented (see paragraph 47).
92. We will specify the implementation date and detailed transitional arrangements in the conclusions paper to this consultation.

<p>Question 4</p>	<p>Do you agree with the Electronic Subscription Monies Proposal as detailed in paragraphs 83 to 89 of the Consultation Paper?</p> <p>Please give reasons for your views.</p>
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D. Abolition of MMOs

Current requirements

93. The ordinance governing public offers (C(WUMP)O) prohibits the issuance of any form of application for shares in or debentures of a company unless that form is issued with a prospectus that is compliant with the ordinance.⁵³ This has been interpreted as a requirement that the application form and prospectus must be issued in the same medium.⁵⁴ Prior to Paperless I, the Listing Rules required prospectuses to be issued in printed form. Therefore, an application form in printed form had to be issued with a paper prospectus at that time.
94. In view of large wastage of paper arising from printed prospectuses, MMOs were introduced in 2011 by a Class Exemption Notice⁵⁵ to allow paper application forms to be made available with electronic copies of prospectuses for a public offering of shares and debentures to be listed on the Exchange.⁵⁶
95. In July 2021, we implemented Paperless I requiring: (a) listing documents for a Paperless Listing to be published in electronic format only; and (b) all Paperless Listing subscriptions, where applicable⁵⁷, to be made through electronic channels only, except for listing applicants adopting an MMO.⁵⁸

Recent developments

96. Since its launch in November 2023, FINI must be adopted for all IPO subscriptions and subscriptions for public offers conducted by listed issuers of equity securities. As FINI does not support paper application forms, issuers that adopt an MMO must rely on intermediaries and / or securities registrars to manually input orders from paper application forms into FINI or into the registrars' order-taking systems.⁵⁹
97. As explained in the SWT Conclusions Paper⁶⁰, listing applicants adopting MMOs must make printed application forms available from the start of and throughout the public offer

⁵³ Sections 38(3) and 342(3) of the C(WUMP)O.

⁵⁴ Paragraph 2 of the [Legislative Council Brief, Companies Ordinance \(Cap.32\), Companies Ordinance \(Exemption of Companies and Prospectuses from Compliance with Provisions\) \(Amendment\) Notice 2010](#).

⁵⁵ Section 9A of the Class Exemption Notice.

⁵⁶ Paragraph 4 of the [Legislative Council Brief, Companies Ordinance \(Cap.32\), Companies Ordinance \(Exemption of Companies and Prospectuses from Compliance with Provisions\) \(Amendment\) Notice 2010](#).

⁵⁷ Preferential offerings, public offerings of debt securities and investments in structured products listed under Chapter 15A of the MB Rules were excluded from the proposal in respect of paperless subscriptions through electronic channels at that time.

⁵⁸ MB Rules 12.11 and 20.19A; and GEM Rule 16.04C.

⁵⁹ See FAQ D10 of the FINI Information Pack.

⁶⁰ Paragraph 118 of the SWT Conclusions Paper.

period. As a consequence, severe weather occurring on the first day of the public offer period may delay the scheduled starting date of the offer period, and potentially the listing timetable, of these applicants.

98. We stated in the SWT Conclusions Paper⁶¹ that we would consider consulting the market on the removal of MMOs in a separate consultation.

Proposals

99. We propose that MMOs no longer be available to issuers.⁶² This would mean that:
- (a) any forms for an application for a public offer of equity securities, CISs and debt securities could no longer be made available in printed form;
 - (b) subscriptions for a public offer of equity securities and by a CIS would be required to be made through online electronic channels only; and
 - (c) subscriptions for a public offer of debt securities will continue to be conducted through their well-established channels, including through placing banks and / or HKSCC.
100. The SFC may review requirements relevant to MMOs under the C(WUMP)O and the Class Exemption Notice and propose any amendments, as appropriate.

Rationale

101. MMOs no longer serve a useful purpose following our Paperless I initiative to remove the requirement for paper prospectuses. Since the implementation of the reform, MMOs have not been adopted by any issuer.
102. The removal of the MMOs will eliminate the need for an exception to SWT arrangements for listing applicants using MMOs (see paragraph 97 above).
103. Overall, our proposal will contribute to a fully electronic IPO process and further enhance the efficiency of our regulatory processes.

Implementation timeline

104. We do not envisage issuers having any difficulties complying with the proposal. We have not seen any demand for MMOs from issuers since Paperless I and well-functioning electronic subscription channels are now available.
105. We will specify details in the conclusions to this consultation regarding the implementation date of this proposal. This date will be no earlier than the date on which the Class

⁶¹ Paragraph 120 of the SWT Conclusions Paper.

⁶² Including listing applicants and listed issuers for public offers of equity securities, CISs and debt securities.

Exemption Notice permitting MMOs is repealed following the SFC's review (see paragraph 100 above).

Question 5 Do you agree that MMOs should no longer be available to issuers as set out in paragraph 99 of the Consultation Paper?

Please give reasons for your views.

E. Hybrid General Meetings and E-voting

Current Rule requirements

106. The Listing Rules currently do not stipulate the form in which a general meeting must be held; or the means by which votes must be cast for the purpose of the meeting.
107. Issuers must, however, ensure their securities holders' right to speak and vote at general meetings, as one of the core shareholder protection standards required by the Listing Rules.⁶³

Recent developments

108. In April 2020, the SFC and the Exchange issued a Joint Statement in relation to general meetings⁶⁴ in response to the COVID-19 pandemic and the limitations on public gatherings at the time. The Joint Statement encouraged issuers to explore and assess measures permissible under the laws of their jurisdictions of incorporation and their constitutional documents to reduce the need for securities holders to attend general meetings physically. These measures should include the use of technology to enable non-physical attendance and voting at general meetings.
109. In May 2022, the Exchange published a newsletter stating that there were instances where issuers had to postpone their physical general meetings as their constitutional documents did not allow holding virtual or hybrid general meetings. The Exchange encouraged issuers to review their constitutional documents to ensure they provided the necessary flexibility to overcome these constraints.⁶⁵
110. In February 2023, to promote engagement with, and maximise participation by, shareholders in general meetings, the Exchange updated its General Meeting Guide to expressly ask that issuers should:
 - (a) consider holding virtual or hybrid general meetings with the use of technology (e.g. webcast, video conference), where permitted under the laws of their place of incorporation and their constitutional documents⁶⁶; and

⁶³ Paragraphs 14(3) and 19 of Appendix A1 to the MB Rules and the GEM Rules. Issuers must demonstrate how the domestic laws, rules and regulations to which it is subject and its constitutional documents, in combination, provide the shareholder protection standards set out in the Appendix.

⁶⁴ [Joint Statement in relation to General Meetings in light of the Prevention and Control of Disease \(Prohibition on Group Gathering\) Regulation](#), 1 April 2020, SFC and HKEX.

⁶⁵ [Listing Issuer Regulation Newsletter](#), Issue 6, May 2022, HKEX.

⁶⁶ Paragraph 3.3 of the General Meeting Guide.

- (b) make necessary arrangements to enable real-time E-voting for securities holders that attend the meeting virtually.⁶⁷

111. With effect from 28 April 2023, the Companies Ordinance and its Model Articles were amended to expressly allow Hong Kong-incorporated companies to hold fully virtual or hybrid general meetings using VMT, in the absence of any contrary provision in their articles of association.⁶⁸ The amended Companies Ordinance also requires that the VMT used for holding the meetings allow a person to listen, speak and vote without being physically present at the meeting.⁶⁹

Laws of issuers of jurisdiction of incorporation

112. The manner of holding of general meetings and voting is usually governed by the laws and regulations in the issuers' jurisdiction of incorporation and their own constitutional documents.
113. Approximately 90% of issuers listed on the Exchange are incorporated in the Cayman Islands, Bermuda or the PRC.⁷⁰ The laws of these jurisdictions either expressly allow or else do not prohibit hybrid general meetings and E-voting, as set out in Table 5 below.

Table 5. Laws of the Cayman Islands, Bermuda and the PRC on hybrid general meetings and E-voting

Jurisdiction	Hybrid general meetings	E-voting
Cayman Islands	Do not prohibit ⁷¹	Do not prohibit ⁷²

⁶⁷ Paragraph 7.5 of the General Meeting Guide.

⁶⁸ Section 583A(3)(a) of the Companies Ordinance provides that companies may hold a fully virtual or hybrid general meeting by using VMT unless their articles (i) expressly preclude the holding of a general meeting by using VMT; or (ii) require a general meeting to be held only at a physical venue. For the purpose of (ii), an article requiring a notice of general meeting to specify the physical venue of the meeting is not in itself a provision that requires a general meeting to be held only at a physical venue.

⁶⁹ Section 547(1) of the Companies Ordinance.

⁷⁰ As of 30 June 2024, issuers incorporated in the Cayman Islands, Bermuda and the PRC accounted for approximately 60%, 17% and 13% respectively of the total number of issuers listed in Hong Kong.

⁷¹ It is noted that certain issuers incorporated in Cayman Islands have their articles recently amended to expressly allow hybrid general meetings and E-voting.

⁷² See footnote 71 above.

Jurisdiction	Hybrid general meetings	E-voting
Bermuda	Expressly allow ⁷³	Expressly allow ⁷⁴
PRC	Expressly allow ⁷⁵	Expressly allow ⁷⁶

114. For Hong Kong incorporated issuers, the Companies Ordinance expressly allows them to hold general meetings by using VMT unless their articles of association expressly preclude them from doing so (see paragraph 111).

Jurisdictional Comparison

US

115. US securities laws do not stipulate the manner in which general meetings or voting may be conducted. The US Securities Exchange Commission has recently laid out expectations for issuers to notify securities holders of their plans to conduct a virtual or hybrid general meeting in a timely manner, including how shareholders can remotely access, participate in, and vote at such meetings.⁷⁷
116. NYSE does not specify whether virtual or hybrid general meetings are allowed. However, NASDAQ expressly permits the use of webcasts instead of, or in addition to, a physical meeting, provided that such webcasts are permissible under the relevant state laws. It further emphasises the importance of shareholders having the opportunity to ask questions at such meetings.⁷⁸

⁷³ Section 75A of the [Bermuda Companies Act 1981](#) stipulates that a shareholder meeting may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously.

⁷⁴ Section 77 of the [Bermuda Companies Act 1981](#) states that it shall be lawful for any question proposed for consideration at a general meeting of a company to be decided on a show of hands or by a count of votes received in the form of electronic records and in any such case, and subject to any rights or restrictions for the time being lawfully attached to any class of shares, every member present in person or by proxy at such meeting shall be entitled to one vote and shall cast such vote by raising his hand or by communicating their vote in the form of an electronic record.

⁷⁵ Article 24 of the [PRC Company Law](#) expressly allows shareholder meetings to be held, and voting to be conducted, via electronic means, unless a company's articles of association specify otherwise. (Available in Chinese version only).

⁷⁶ See footnote 75 above.

⁷⁷ [Staff Guidance for Conducting Shareholder Meetings in Light of COVID-19 Concerns](#), the US Securities Exchange Commission, updated as of 7 April 2020 and 19 January 2022.

⁷⁸ "[Can an annual shareholder meeting be held via the web?](#)", NASDAQ Listing Center Reference Library.

UK

117. The UK Financial Conduct Authority does not impose specific requirements on issuers in relation to hybrid general meetings or E-voting. UK issuers may convene hybrid general meetings unless their articles of association preclude them from doing so. However, there remains uncertainty under the UK Companies Act on whether a virtual-only meeting is permitted.⁷⁹
118. In July 2022, the UK Financial Reporting Council published a Good Practice Guidance for Company Meetings, stating that shareholders should be able to cast their vote in real-time, or submit a voting instruction in advance via the appointment of a proxy, depending on the format of a meeting.⁸⁰
119. In the 2023 annual general meeting season, around 80% of FTSE 350 issuers opted for entire physical meetings, while hybrid meetings accounted for around 18%.⁸¹

Australia

120. In April 2022, the Corporations Act of Australia was amended to expressly allow hybrid general meetings for all companies, even if their constitutions do not contain provisions specifically facilitating them.⁸² However, Australian companies may hold virtual-only meetings only if this is expressly required or permitted by their constitutions.⁸³
121. Companies are also required to ensure the virtual technology used allows securities holders to exercise their rights to ask questions⁸⁴ and vote.⁸⁵

Singapore

122. In July 2023, the SGX updated its Practice Note⁸⁶ to state that, unless prohibited by relevant laws and regulations in the jurisdiction of its incorporation, a general meeting must be held:

⁷⁹ This is due to the interpretation of the word 'place' under section 311(b), along with section 360A of the UK Companies Act 2006. There is no agreement or judicial authority as to whether anything other than a physical location constitutes a 'place' for these purposes (see [Good Practice Guidance for Company Meetings](#), the UK Financial Reporting Council, July 2022).

⁸⁰ Principle 5, [Good Practice Guidance for Company Meetings](#), the UK Financial Reporting Council, July 2022.

⁸¹ [FTSE 350: Snapshot of arrangements for AGMs held since January 2023](#), White & Case.

⁸² Section 249R(b), [Corporations Amendment \(Meetings and Documents\) Act 2022](#), the Parliament of the Commonwealth of Australia.

⁸³ Section 249R(c), [Corporations Amendment \(Meetings and Documents\) Act 2022](#), the Parliament of the Commonwealth of Australia.

⁸⁴ Section 249S(7)(b), [Corporations Amendment \(Meetings and Documents\) Act 2022](#), the Parliament of the Commonwealth of Australia.

⁸⁵ Paragraph 1.92 of the [Revised Explanatory Memorandum](#), Corporations Amendment (Meetings and Documents) Bill 2021, the Parliament of the Commonwealth of Australia.

⁸⁶ Paragraph 2.1 of [Practice Note 7.5 General Meetings](#), SGX.

(a) solely at a physical place in Singapore; or (b) at a physical place in Singapore and using technology that ensures securities holders' right to participate in a meeting without being physically present at the place of meeting. The Practice Note also requires that real-time electronic voting and communication must be provided for shareholders participating the general meeting using the technology.⁸⁷

123. Currently, issuers are not permitted to conduct virtual-only general meetings in Singapore.

Japan

124. TSE launched an E-voting platform in 2006 to provide institutional investors with the time needed to decide on how to vote on meeting resolutions.⁸⁸ The TSE E-voting Platform allows institutional investors to promptly give instructions without going through trust banks that hold securities on their behalf.⁸⁹

125. In June 2021, Japan's Corporate Governance Code was revised to expressly encourage issuers listed on the Prime market to make the electronic voting platform available, at least to institutional investors.⁹⁰ For the annual general meetings held in June 2023⁹¹, around 95% of issuers listed on the Prime market⁹² have adopted the TSE E-voting Platform for institutional investors and have enabled E-voting for individual investors.⁹³

Mainland China

126. To promote the protection of public shareholders' legal rights⁹⁴, PRC E-voting Platforms

⁸⁷ Paragraph 2.8 of [Practice Note 7.5 General Meetings](#), SGX.

⁸⁸ Without the TSE E-voting Platform, institutional investors receive meeting notices and related materials by mail and send voting instructions, via trust banks. As it takes several days for institutional investors to receive these documents and the deadline set by trust banks is generally earlier than the actual deadline given by issuers, they are afforded little time to actually consider the meeting resolutions. (See [Background of Introduction, Electronic Voting Platform, etc.](#), TSE).

⁸⁹ [Benefits for Participants, Electronic Voting Platform, etc.](#), TSE.

⁹⁰ Supplementary Principle 1.2.4, [Revised Japan's Corporate Governance Code with track changes from the previous version of the Code](#), TSE, June 11, 2021.

⁹¹ There were 2,276 TSE listed companies whose fiscal year ended in March 2023 and which held their annual general shareholders meeting by the end of June 2023.

⁹² 94.7% and 98.9% of Prime-listed issuers adopted the TSE E-voting Platform for institutional investors and provided electronic voting for individual investors (with a year-on-year growth of 2.6% and 1.8%), respectively. (See [Analysis of Annual General Shareholders Meetings Held in June 2023 in Relation to Facilitating Shareholders' Exercise of Voting Rights](#), TSE, 22 November 2023).

⁹³ While less than 10% and 5% issuers listed on the Standard and Growth Markets adopted the TSE's E-voting Platform for institutional investors respectively, around 60% and 50% issuers listed on the two markets have provided electronic voting for individual investors (with a year-on-year growth of over 10% in both markets). (See [Analysis of Annual General Shareholders Meetings Held in June 2023 in Relation to Facilitating Shareholders' Exercise of Voting Rights](#), TSE, 22 November 2023).

⁹⁴ See [Several Provisions on Strengthening the Protection of the Rights and Interests of Public Shareholders](#), CSRC, 7 December 2004 (in Simplified Chinese only).

were introduced in early 2005 to cover specific types of resolutions⁹⁵ considered at issuers' general meetings.

127. Following amendments to the CSRC rules to expressly state that issuers should provide online means to facilitate securities holders to attend and vote at meetings⁹⁶, PRC E-voting Platforms were enhanced to cover all types of resolutions considered at the meetings.
128. PRC E-voting Platforms are not limited to institutional shareholders only. If adopted by issuers, they allow all securities holders to cast votes electronically.⁹⁷

Proposal

129. We propose to require that issuers ensure their constitutional documents enable them to hold hybrid general meetings and allow E-voting, to the extent permitted by the laws and regulations applicable to them.
130. For the purpose of the proposed requirement, issuers may need to:
 - (a) remove any provision in their constitutional documents that has the effect of preventing the holding of hybrid general meetings and the use of E-voting; and/or
 - (b) include express provisions that enable hybrid general meetings and E-voting in their constitutional documents.
131. Issuers should seek legal advice based on their own circumstances to determine what necessary amendments to their constitutional documents are required to be made to enable issuers to hold hybrid general meetings and allow E-voting if they so wish.
132. Under our proposal, we would not mandate hybrid general meetings or E-voting. Issuers would be able to hold general meetings and make voting mechanisms available in such form and manner that best suits their circumstances and securities holders' needs.

⁹⁵ These included resolutions relating to (a) the issue of news shares to the public; (b) the issue of convertible bonds; (c) the placing of shares to existing shareholders; (d) material assets restructuring in which the consideration of assets to be acquired was 20% or more of the issuer's audited net book value; (e) existing shareholders' loan to be settled by their equity interests in the issuer; (f) overseas listing of the issuers material subsidiaries; and (g) other matters materially affecting public shareholders' interests (See paragraphs 1 and 2 of [Several Provisions on Strengthening the Protection of the Rights and Interests of Public Shareholders](#), CSRC, 7 December 2004 (in Simplified Chinese only)).

⁹⁶ Articles 20 and 21 of the [Rules for Shareholders Meetings of Listed Companies \(2014 Revised Version\)](#), CSRC; and Article 44 of [the Guide to the Articles of Association of Listed Companies \(2014 Revised Version\)](#), CSRC (both in Simplified Chinese only).

⁹⁷ Articles 2 and 5 of the [Implementation Rules of E-voting for Shareholders Meetings of Listed Companies of Shenzhen Stock Exchange \(2020 Revised Version\)](#); and Articles 1(2) of [No. 4. Online Voting of Shareholders Meeting, Guidelines for Self-regulation of Listed Companies No. 2 - Business Handling, Shanghai Stock Exchange \(May 2024 Revised Version\)](#) (both in Simplified Chinese only).

133. Issuers must, however, have due regard to the requirements set out in the core shareholder protection standards⁹⁸, and put in place measures⁹⁹ to ensure that securities holders' rights to speak and vote will be maintained if they choose to hold hybrid general meetings.

Applicability of the Hybrid General Meeting and E-voting Proposal by issuer type

134. The proposed applicability of the proposal, by issuer type, is set out in Table 6 below. Issuers of structured products and debt securities and CISs are excluded from the proposal as the Listing Rule requirements on general meetings do not apply to them.¹⁰⁰

Table 6. Applicability of the Hybrid General Meeting and E-voting Proposal by Issuer Type

Type of Issuer	Hybrid General Meeting and E-voting Proposal Applies?
Issuer of equity securities	Yes
CIS	No
Issuer of structured products	No
Issuers of debt securities	No

135. We seek market views on whether issuers should be required to provide securities holders with an option to attend general meetings and vote via electronic means. We invite feedback from stakeholders including the investing public, who would directly benefit from the increased access to, and flexibility to participate in, general meetings that such option aims to provide. We will take into account the responses received and then consider the appropriate way forward.

Rationale

136. Our proposal supports the interests of the investing public by facilitating their ability to attend and vote at general meetings regardless of their location and any obstacles that may hinder physical attendance and voting (e.g. caused by pandemics or by severe weather).

137. Advancements in technology have meant that hybrid general meetings and E-voting are now possible and have become more prevalent since the COVID-19 pandemic. Our

⁹⁸ Appendix A1 to the MB Rules and the GEM Rules.

⁹⁹ For example, by allowing securities holders to submit questions orally or electronically by typing into a dedicated platform and to cast their votes through an electronic voting system.

¹⁰⁰ The conduct of the meetings of the holders of debt securities and structured products is governed by the terms and conditions of the relevant debt securities and structured products respectively.

proposals help ensure that our Listing Rules reflect these changes and international developments (see paragraphs 111, 113, 125 and 127 above).

Implementation timeline

138. Since April 2020, the Exchange has encouraged issuers to review their constitutional documents to provide flexibility to enable hybrid general meetings and E-voting (see paragraph 108 above). Also, the laws of the jurisdictions in which most of our issuers are incorporated expressly allow and/or do not prohibit hybrid general meetings and E-voting (see Table 5 above). Out of the 82 constituent companies of the flagship Hang Seng Index¹⁰¹, we note that 19 (23%) are already currently holding fully virtual or hybrid general meetings.¹⁰²
139. Therefore, subject to the outcome of this consultation, we will propose an implementation date that allows a short transitional period only. This would allow issuers that have not already amended their constitutional documents the opportunity to do so at their next annual general meeting that follows the publication of our conclusions.
140. We will specify details regarding implementation of this proposal (including any transitional arrangements) in the conclusions paper to this consultation.

Question 6	Do you agree with the Hybrid General Meeting and E-voting Proposal as detailed in paragraphs 129 to 134 of the Consultation Paper? Please give reasons for your views.
Question 7	Should issuers be required to provide securities holders with an option to attend general meetings remotely and vote via electronic means (as set out in paragraph 135 of the Consultation Paper)? Please give reasons for your views.

¹⁰¹ As of 7 August 2024

¹⁰² 14 of these issuers held (or will hold) hybrid general meetings, while the remaining five issuers held (or will hold) fully virtual general meetings in 2023/2024.

F. Web Accessibility of Corporate Communications

WCAG

141. Web Content Accessibility Guidelines (“**WCAG**”) are an international standard for web content accessibility developed by World Wide Web Consortium. They provide technical details intended for web developers’ use to make web content¹⁰³ more accessible to persons with disabilities.
142. WCAG lays out four principles for web content accessibility, namely “Perceivable”, “Operable”, “Understandable”, and “Robust”, under which there are corresponding guidelines with testable criteria known as “success criteria”.¹⁰⁴
143. To conform to the WCAG, web content must meet the success criteria. These criteria are divided into three levels: A, AA and AAA, indicating lowest, mid-range and highest conformance levels to the WCAG respectively.¹⁰⁵

Stakeholder feedback

144. During the consultation process for Paperless II, we received stakeholder feedback suggesting that the Exchange incorporate the conformance of corporate communications with web accessibility guidelines, such as WCAG, into the Listing Rules or CG Code.
145. It was suggested that compliance with the web accessibility guidelines would increase accessibility to issuers’ corporate communications by persons with disabilities¹⁰⁶, which accounted for a noticeable portion of the population in Hong Kong¹⁰⁷, and ensure they were able to exercise their rights as securities holders. It was noted that few Hong Kong issuers’ websites met the Level A standard of WCAG 2.0¹⁰⁸, representing the lowest conformance level to the WCAG (see paragraph 143).¹⁰⁹

¹⁰³ Web content generally refers to the information in a web page or web application, including natural information such as text, images, and sounds code or markup that defines structure, presentation, etc.

¹⁰⁴ [WCAG 2 Overview](#), Web Accessibility Initiative (WAI), W3C.

¹⁰⁵ See footnote 104 above.

¹⁰⁶ Including those with blindness, low vision and/or photosensitivity.

¹⁰⁷ According to the stakeholder feedback, there were about 534,200 persons with one or more disabilities in Hong Kong, including 47,600 with seeing difficulty and 47,900 with hearing difficulty in 2020.

¹⁰⁸ [WCAG 2.0](#) is a version of WCAG published on 11 December 2008. There are more recent versions, namely [WCAG 2.1](#) and [WCAG 2.2](#) that were published subsequently on 5 June 2018 (updated on 21 September 2023); and 5 October 2023 respectively. These are all existing standards and none of them is superseded by one another.

¹⁰⁹ According to the stakeholder feedback, only 8.9% of selected issuers’ websites met 12 criteria of Level A requirements of WCAG 2.0, whereas only 3.0% met these 12 basic criteria and also 10 advanced criteria of WCAG 2.0 Level AA requirements.

Feedback sought

146. We seek views on whether web accessibility guideline(s) (e.g. WCAG) should be incorporated into, or referred to, in the Listing Rules (including for example, the CG Code) or the Exchange's guidance, such that any corporate communications made available on issuers' website under the Rules should conform with such guideline(s).
147. We would also invite any other comments relevant to web accessibility of issuers.
148. We will take into account the responses received and then consider the appropriate way forward.

<p>Question 8 Should web accessibility guideline(s) (e.g. WCAG) be incorporated into, or referred to, in the Listing Rules (for example, the CG Code) or the Exchange's guidance, such that any corporate communications made available on issuers' website under the Rules should conform to such guideline(s), as set out in paragraph 146 of the Consultation Paper?</p> <p>Please give reasons for your views.</p>
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CHAPTER 3: OTHER RULE AMENDMENTS

149. This Chapter describes other Rule amendments that do not involve any change in policy direction and that are set out in Part B of Appendices I and II to this paper.

Minor Rule amendments

A. Clarifications

(a) Conditions for waivers from the publication requirements of annual results/ reports

150. Note 4 to MB Rule 13.46(2) provides the conditions for granting waivers from the requirements for publication and distribution of annual results and reports. The conditions are intended to apply to newly listed issuers including overseas issuers or PRC issuers or otherwise.¹¹⁰ However, MB Rule 13.46(2) applies only to overseas issuers and PRC issuers.
151. To clarify the intended applicability of the relevant waiver conditions, we propose adding a new note to MB Rule 13.46(1) to apply the same waiver conditions to other issuers that are neither overseas issuer nor PRC issuers.

<p>Question 9 Do you agree with adding a new note to MB Rule 13.46(1) to clarify that the conditions for granting waivers from the publication and distribution requirements of annual results/reports also apply to issuers that are neither overseas issuers nor PRC issuers (see paragraph 151 of the Consultation Paper)?</p>
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Please give reasons for your views.

B. Alignment of requirements

(a) Independent non-executive director's annual confirmation

152. Since the implementation of the expanded paperless listing regime, the requirement for an independent non-executive director to provide an annual confirmation of his independence to the issuer has been removed from MB Rule 3.13¹¹¹. We propose to amend paragraph 12B to Appendix D2¹¹² to the MB Rules to align it with MB Rule 3.13.

¹¹⁰ See Proposal 7 in the [Consultation Paper on Codification of General Waivers and Principles relating to IPOs and Listed Issuers and Minor Rule Amendments \(August 2019\)](#).

¹¹¹ GEM Rule 5.09.

¹¹² GEM Rule 18.39B.

(b) Documentary requirements for listing application

153. Currently, MB Rule 9.22(2)(c) relating to the documentary requirements for listing applications in respect of listed issuers does not contain any reference to an English translation of a Chinese version of the prospectus. This is inconsistent with MB Rule 9.11(33)(c) on the documentary requirements for new listing applicants. We propose to amend MB Rule 9.22(2)(c) to align the two Rules.
154. We further propose to amend MB Rule 9.11(33)¹¹³ to more accurately reflect the documentary requirements for the registration of a prospectus of C(WUMP)O.¹¹⁴

(c) Alignment of requirements under MB Rules and GEM Rules

(i) Timeframe for submission of annual report

155. GEM Rule 18.50C states that a listed issuer must *submit* a copy of its annual report to the Exchange for publication on the Exchange's website no later than three months after the end of financial year. We propose to remove GEM Rule 18.50C as there is no equivalent MB Rule that specifies the timeframe regarding the *submission* of an annual report to the Exchange for publication. Under MB Rule 13.46 and GEM Rule 18.03, annual report must be published no later than four months after the end of financial year.

(ii) Information required under the listing application form

156. Main Board listing applicants are required to provide the following information in the listing application form¹¹⁵:
- (a) the estimated market capital of the total equity of the issuer (i.e. including unlisted and listed securities); and
 - (b) the market capitalisation of the securities for which listing is sought.
157. The corresponding application form in the GEM Rules¹¹⁶ requires GEM listing applicants to provide information set out in paragraph 156(b) above only and does not require the total market capitalisation for applicants with domestic and unlisted shares. We propose to require that this information be provided and so align the market capitalisation information required on Main Board and GEM listing application forms.

¹¹³ GEM Rule 12.25(2).

¹¹⁴ Section 38D(3) and section 342C(3) of the C(WUMP)O.

¹¹⁵ Being the form substantially set out in Form A1 (published in Main Board Regulatory Forms).

¹¹⁶ Being the form substantially set out in Form A (published in GEM Regulatory Forms).

Question 10 Do you agree with the following proposed amendments to align requirements:

- (a) to amend paragraph 12B of Appendix D2 to the MB Rules (GEM Rule 18.39B) to remove the annual affirmation requirement for independent non-executive director (see paragraph 152 of the Consultation Paper);
- (b) amend MB Rule 9.11(33) (GEM Rule 12.25(2)) to more accurately reflect the documentary requirements for the registration of a prospectus of C(WUMP)O (see paragraph 154 of the Consultation Paper);
- (c) to remove GEM Rule 18.50C to align the requirement on the timeframe for submission of annual report with the MB Rules (see paragraph 155 of the Consultation Paper); and
- (d) to align the market capitalisation information required on Main Board and GEM listing application forms (see paragraph 157 of the Consultation Paper)?

Please give reasons for your views.

C. Amendments in relation to debt securities

(a) Publication window for prescribed announcements

- 158. MB Rule 2.07C(4)(a) prohibits the publication of announcements during trading hours, except for prescribed types of announcements.
- 159. In respect of debt securities, MB Rule 2.07C(4) expressly provides exemptions for Public Debt Issuers to publish some of these prescribed announcements under certain circumstances during trading hours.
- 160. We propose to amend MB Rule 2.07C(4)(a) to clarify that the prescribed announcements may also be published by the Professional Debt Issuers¹¹⁷ during trading hours under the specified circumstances as currently provided for Public Debt Issuers.

¹¹⁷ Announcements required under MB Rules 37.46A, 37.47(b) and 37.48(b) are currently not allowed to be published by Professional Debt Issuers during trading hours.

(b) Audited interim financial statements for eligibility assessment

161. Under MB Rule 37.06, unless exempted, an applicant must have produced audited accounts for two years made up to a date that is at most 15 months before the intended date of listing document to be eligible for listing debt securities under Chapter 37 of MB Rules.
162. “Audited accounts for two years” refers to audited accounts for two “financial” years¹¹⁸ (and not two calendar years). To clarify the requirement, we propose to amend MB Rule 37.06 by stipulating that applicants must have produced audited accounts for two financial years.
163. Separately, the Exchange notes that MB Rule 37.06 may create a blackout period under certain circumstances. For instance, an applicant whose financial year end is 31 December and which has produced audited accounts for the 2022 and 2023 financial years would not be eligible to list its debt securities under Chapter 37 of the MB Rules from 1 April 2025 until its 2024 audited accounts have been produced.
164. To minimise the impact of any such blackout period and provide flexibility for applicants to satisfy the eligibility requirement, we propose to amend MB Rule 37.06 so that applicants may submit, in addition to the audited accounts for the two financial years, audited interim financial statements for at least the first six months of the financial year that ends not more than 15 months before the intended date of the listing document. The proposed amendment referred to in paragraph 164 would mean, for example, that, if an applicant has a financial year that ends on 31 December and has produced audited accounts for the two financial years ended 31 December 2022 and 2023, as well as audited interim financial statements for the six months ended 30 June 2024, it will then be eligible to list its debt securities under Chapter 37 of the MB Rules until 30 September 2025.

(c) Continuing obligations

(i) Professional Debt Issuers

Obligation to notify the Exchange of proposals to amend trust deed

165. MB Rule 37.49(b)¹¹⁹ sets out the continuing obligation of Professional Debt Issuers to notify the Exchange in advance of any proposal to amend a trust deed.
166. In practice, it is our expectation that Professional Debt Issuers should notify the Exchange of a proposal to amend any document securing or constituting the debt securities (not only trust deeds). We therefore propose to revise the above Rule to clarify the requirement.

¹¹⁸ In practice, the Exchange expects applicants to submit audited accounts for two full financial years.

¹¹⁹ GEM Rule 30.42(b).

Obligation to submit financial statements

167. MB Rule 37.53¹²⁰ sets out the continuing obligation of Professional Debt Issuers (or guarantors) to submit annual accounts and interim reports to the Exchange.
168. In practice, similar to the existing requirement where Professional Debt Issuers (or guarantors) are required to submit annual accounts (i.e. annual financial statements) to the Exchange under rule 37.53, we expect Professional Debt Issuers (or guarantors) to submit interim financial statements (rather than interim reports) to the Exchange as part of their continuing obligations. We propose to revise the above Rule accordingly to clarify the requirement.

(ii) Public Debt Issuers

Obligation to inform and submit drafts to the Exchange with respect to their proposal to amend documents that affect the rights of the holders of their listed debt securities

169. Paragraphs 12(1) and 19(2) of Appendix E4 to the MB Rules¹²¹ set out the continuing obligations of Public Debt Issuers (except States and supranationals) to inform and submit drafts to the Exchange with respect to their proposal to amend memorandum or articles of associations or equivalent documents that affect the rights of the holders of their listed debt securities.
170. As trust deeds (or other documents securing or constituting listed debt securities) govern the rights of the holders of the listed debt securities, the Exchange considers that amendments to this type of documents may also affect the rights of the holders of the listed debt securities.
171. With a view to enhancing investor protection, we propose to revise the above Rules to require Public Debt Issuers to also inform and submit drafts to the Exchange with respect to their proposal to amend trust deeds or other documents securing or constituting their listed debt securities or equivalent documents that affect the rights of holders of their listed debt securities (in addition to memorandum or articles of associations or equivalent documents).

(d) Validity period of a debt programme

172. Pursuant to MB Rule 37.41¹²², a debt programme that the Exchange has approved is valid for issuing debt securities for one year after the date it is published.
173. In practice, a debt programme that the Exchange has approved is valid for issuing and listing debt securities for one year after the date of the listing document (i.e. the offering

¹²⁰ GEM Rule 30.46.

¹²¹ GEM Rules 31.15(1) and 31.19(2).

¹²² GEM Rule 30.34.

circular of the debt programme)¹²³. We propose to revise MB Rule 37.41 to clarify the requirement.

(e) Definition of supranationals

174. Under the MB Rules, “supranational” is defined as any institution or organisation at a world or regional level which is specified as such from time to time by the Exchange. Such entities are not required to meet the basic qualifications under Chapter 23 for listing of debt securities offered to the public or the eligibility requirements under MB Rules 37.05 and 37.06 for listing of debt securities offered to professional investors only.
175. To enhance the clarity of this definition, we propose to refer to the list of multilateral agencies in the SFO in the definition.¹²⁴ In addition, we will include in the definition any other entities the Exchange may from time to time specify as supranationals to cover those which are not yet included in the list of multilateral agencies in the SFO.

(f) Bilingual publication of financial statements by certain types of Public Debt Issuers

176. Paragraph 20(1) of Appendix E4 to the MB Rules sets out the continuing obligation of Public Debt Issuers (except States and supranationals) to publish the English and Chinese versions (where applicable) of their financial statements.
177. This paragraph consolidates the corresponding continuing obligations under the listing agreements previously applicable to Public Debt Issuers. The phrase “(where applicable)” has been inserted to reflect the differences in the continuing obligations of various types of Public Debt Issuers.¹²⁵
178. For better investor protection, we propose to require all Public Debt Issuers (except States and supranationals) to publish the English and Chinese versions of their financial

¹²³ For example, if the offering circular of a debt programme is dated 2 January 2024, such debt programme will be valid for issuing and listing debt securities for one year until 2 January 2025.

¹²⁴ The list is set out in Part 4 of Schedule 1 to the SFO. Currently, there are nine institutions on the list, namely, The African Development Bank, The Asian Development Bank, The European Bank for Reconstruction and Development, The European Investment Bank, The Inter-American Development Bank, The International Bank for Reconstruction and Development (commonly known as the World Bank), The International Finance Corporation (an affiliate of the World Bank), The Asian Infrastructure Investment Bank and The New Development Bank.

¹²⁵ In paragraph 18 of the repealed Appendix 7 Part C to the MB Rules, Public Debt Issuers (except States, supranationals, banks and state corporations) were required to forward to the Exchange a copy of each of the English and Chinese versions of their annual report and interim report, whereas in paragraph 12 of the repealed Appendix 7 Part E to the MB Rules, Public Debt Issuers which were banks and state corporations were only required to forward to the Exchange a copy of their annual report and interim report (without any specific language requirement).

statements by removing the phrase “(where applicable)”.¹²⁶

(g) Requirements on trust deeds or other documents securing or constituting debt securities

179. Paragraph 9 of Appendix A2 to the MB Rules requires that a circular to holders of debt securities in connection with proposed amendments to a trust deed must, inter alia, include either the full terms of the proposed amendments, or a statement that they will be published on the Exchange’s website and the issuer’s own website until the close of the relevant general meeting and will be made available for inspection at the place of the general meeting for a specified period of time.
180. To avoid confusion, we propose to replace references to “general meeting” (which is associated with shareholders’ meetings) with “meeting of holders of the debt securities” in paragraph 9 of Appendix A2 to the MB Rules¹²⁷.

Question 11	Do you agree with the proposal to amend MB Rule 2.07C to cover the types of announcements mentioned in paragraphs 158 and 159 of the Consultation Paper? Please give reasons for your views.
Question 12	Do you agree with the proposal to amend MB Rule 37.06 as mentioned in paragraphs 161 to 164 of the Consultation Paper? Please give reasons for your views.
Question 13	Do you agree with the proposal to clarify the scope of Professional Debt Issuers’ continuing obligation to notify the Exchange of their proposals to amend trust deed (see paragraphs 165 and 166 of the Consultation Paper)? Please give reasons for your views.
Question 14	Do you agree with the proposal to clarify the scope of Professional Debt Issuers’ continuing obligation to submit financial statements to the Exchange (see paragraphs 167 and 168 of the Consultation Paper)?

¹²⁶ The proposed amendment is not applicable to the Chinese version of paragraph 20(1) of Appendix E4 to the MB Rules, which requires all Public Debt Issuers (except States and supranationals) to publish both the English and Chinese versions of their financial statements.

¹²⁷ Paragraph 9 of Appendix A2 to the GEM Rules.

Please give reasons for your views.

Question 15 Do you agree with the proposal to revise the scope of Public Debt Issuers' continuing obligation to inform and submit drafts to the Exchange with respect to their proposal to amend documents that affect the rights of the holders of their listed debt securities (see paragraphs 169 to 171 of the Consultation Paper)?

Please give reasons for your views.

Question 16 Do you agree with the proposal to clarify the validity period of a debt programme under MB Rule 37.41 (GEM Rule 30.34) (see paragraphs 172 and 173 of the Consultation Paper)?

Please give reasons for your views.

Question 17 Do you agree with the proposal to revise the definition of supranationals under the MB Rules (see paragraphs 174 and 175 of the Consultation Paper)?

Please give reasons for your views.

Question 18 Do you agree with the proposal to require all Public Debt Issuers (except States and supranationals) to publish the English and Chinese versions of their financial statements (see paragraphs 176 to 178 of the Consultation Paper)?

Please give reasons for your views.

Question 19 Do you agree with the proposal to replace references to "general meeting" with "meeting of holders of the debt securities" in paragraph 9 of Appendix A2 to the MB Rules (paragraph 9 of Appendix A2 to the GEM Rules) (see paragraphs 179 and 180 of the Consultation Paper)?

Please give reasons for your views.

Housekeeping amendments

181. We have taken the opportunity to make various housekeeping Listing Rule amendments to update references to appendices and remove some obsolete references in our Listing Rules.

182. The relevant amendments are set out in Part C of **Appendices I** and **II** to this paper.

DEFINITIONS

TERM	DEFINITION
“actionable corporate communication”	has the meaning as defined under MB Rule 1.01 or GEM Rule 1.01, as applicable, and supplemented by the Exchange’s guidance updated from time to time
“ASR”	a person approved by the SFC to provide securities registrar services under new section 101AAG of the SFO introduced under section 7 of the Securities and Futures and Companies Legislation (Amendment) Ordinance 2021
“CCASS”	the Central Clearing and Settlement System
“CDP Account”	a central depository account held by an investor that holds all its securities bought from the Singapore securities market
“CDP Internet”	an online service where investors can access their securities portfolio in their CDP Account, download e-statements and manage their securities-related activities
“CG Code”	Corporate Governance Code set out in Appendix C1 to the Listing Rules
“CHATS”	Clearing House Automated Transfer System, a payment system in Hong Kong operated by HKICL for settling inter-bank payments on a real-time gross settlement basis
“ChinaClear”	China Securities Depository and Clearing Corporation Limited, a central securities depository in Mainland China, responsible for securities depository and clearing services for SSE and SZSE
“CIS” or “Collective Investment Scheme”	has the meaning in MB Rule 1.01 and Part I of Schedule 1 to the SFO and includes unit trusts, mutual funds, investment companies and any form of collective investment arrangement
“Class Exemption Notice”	Companies Ordinance (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Cap. 32L) which, among others, provides an exemption from complying with section 38(3) or section 342(3) of the C(WUMP)O to the extent that a printed application form may be issued without it being accompanied by a printed form prospectus relating to a public offering of shares and debentures to be listed on the Exchange, provided that certain conditions are satisfied

TERM	DEFINITION
“Companies Ordinance”	Companies Ordinance (Cap. 622)
“Consultation Paper”	this Consultation Paper on Proposals to Further Expand the Paperless Listing Regime and Other Rule Amendments
“Corporate Action Proceeds”	Proceeds paid by an issuer to securities holders in connection with its corporate actions, including but not limited to the distribution of dividends and other entitlements, refunds in respect of applications for, and/or (where applicable) excess applications in connection with, rights issues, open offers and offers made to a specified group of such holders on a preferential basis; and payment in connection with takeovers and privatisations
“CSRC”	China Securities Regulatory Commission
“CREST”	Certificateless Registry for Electronic Share Transfer, a UK-based central securities depository that is operated by Euroclear UK & International Limited and enables the title of securities to be evidenced and/or transferred otherwise than by written instruments
“C(WUMP)O”	Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)
“Direct Crediting Service”	an electronic means by which dividend payments or other cash distributions of SGX issuers are credited into a designated bank account of their securities holders in Singapore dollars
“Dividend Election Instructions”	a type of Non-Meeting Instruction that respond to election forms in connection with a dividend payment (for example, choices of scrip or cash dividend and currency)
“EIPO”	Electronic Initial Public Offering, a service offered by HKSCC for public offer share subscription
“Electronic Instructions Proposal”	the proposal regarding electronic communications from securities holders to issuers as detailed in Section A of Chapter 2 of this paper
“Electronic Subscription Monies Proposal”	the proposal regarding payment of electronic subscription monies by securities holders to issuers for offers conducted by issuers to existing securities holders as detailed in Section C of Chapter 2 of this paper
“equity securities”	has the meaning in MB Rule 1.01 or GEM Rule 1.01, as applicable

TERM	DEFINITION
“E-voting”	voting by securities holders at an issuer’s general meetings via electronic means
“FINI”	Fast Interface for New Issuance, an online platform operated by HKSCC that is mandatory for admission to trading and, where applicable, the collection and processing of specified information on subscription in and settlement for all New Listings
“FINI Information Pack”	Fast Interface for New Issuance (FINI): Information Pack, Modernising Hong Kong’s IPO Settlement Process, available on the HKEX website and updated by HKEX from time to time
“FPS”	Faster Payment System
“GEM”	GEM operated by the Exchange
“GEM Listing Rules” or “GEM Rules”	Rules Governing the Listing of Securities on GEM
“General Meeting Guide”	Guide on General Meetings, available on the HKEX website and updated by HKEX from time to time
“HKEX”	Hong Kong Exchanges and Clearing Limited
“HKICL”	Hong Kong Interbank Clearing Limited
“HKSCC”	Hong Kong Securities Clearing Company Limited
“hybrid general meeting”	an issuer’s general meeting that allows physical and virtual attendance by securities holders
“Hybrid General Meeting and E-voting Proposal”	the proposal regarding the holding of hybrid general meetings and E-voting as detailed in Section E of Chapter 2 of this paper
“IPO”	initial public offering
“Joint Statement”	Joint Statement in relation to General Meetings in light of the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation , jointly published by the SFC and the HKEX on 1 April 2020
“Listing Rules” or “Rules”	the Main Board and GEM Listing Rules

TERM	DEFINITION
“Main Board”	the main board of the Exchange
“Main Board Listing Rules” or “MB Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Mainland China” or “Mainland”	for the purpose of this paper, means the PRC, other than the regions of Hong Kong, Macau and Taiwan
“Meeting Instructions”	has the meaning defined in paragraphs 5(a) of Chapter 1 and 29(a) of Chapter 2 of this paper
“Mixed Media Offer” or “MMO”	an offer process whereby an issuer or a CIS offeror can distribute paper application forms for public offers of certain securities without a printed prospectus, so long as the prospectus is available on the HKEX website and the website of the issuer / CIS offeror and it makes printed prospectuses publicly available free of charge upon request at specified locations (which do not have to be the same locations as where the printed application forms are distributed)
“MMO Proposal”	the proposal regarding the abolition of MMOs as detailed in Section D of Chapter 2 of this paper
“Model Articles”	Companies (Model Articles) Notice (Cap. 622H)
“NASDAQ”	The NASDAQ Stock Market LLC
“New Listing”	has the meaning as defined under MB Rule 1.01 or GEM Rule 1.01, as applicable
“Non-Meeting Instructions”	has the meaning defined in paragraphs 5(b) of Chapter 1 and 29(b) of Chapter 2 of this paper
“Non-standardised Requested Communications”	Requested Communications that are not Standardised Requested Communications
“NYSE”	New York Stock Exchange LLC
“overseas issuer”	an issuer that is neither an issuer incorporated or otherwise established in Hong Kong nor a PRC issuer
“PAL”	provisional allotment letter

TERM	DEFINITION
“Paperless I”	amendments to the Main Board Listing Rules and GEM Listing Rules to implement the proposals of the Paperless I Conclusions Paper, effective on 5 July 2021 and 4 October 2021 (as the case may be)
“Paperless I Consultation Paper”	<u>Consultation Paper on Paperless Listing & Subscription Regime, Online Display of Documents and Reduction of the Types of Documents on Display</u> , published on 24 July 2020
“Paperless I Conclusions Paper”	<u>Consultation Conclusions Paper on Paperless Listing & Subscription Regime, Online Display of Documents and Reduction of the Types of Documents on Display</u> , published on 18 December 2020
“Paperless II”	amendments to the Main Board Listing Rules and GEM Listing Rules to implement the proposals of the Paperless II Consultation Conclusions, effective on 31 December 2023
“Paperless II Consultation Paper”	<u>Consultation Paper on Proposals to Expand the Paperless Listing Regime and Other Rule Amendments</u> , published on 16 December 2022
“Paperless II Conclusions Paper”	<u>Consultation Conclusions Paper on Proposals to Expand the Paperless Listing Regime and Other Rule Amendments</u> , published on 30 June 2023
“Paperless Listing”	means listing of equities (including stapled securities and depository receipts), debt securities and CIS on the Exchange by a new applicant where a listing document is required under the Listing Rules but excludes an MMO
“Paperless Listing Reforms”	Paperless I and Paperless II
“Paperless Proposals”	the Electronic Instructions Proposal, the Real-time Electronic Payment Proposal, the Electronic Subscription Monies Proposal, the MMO Proposal and the Hybrid General Meeting and E-Voting Proposal
“participating securities”	prescribed securities that are USM-enabled in the sense that the issuer has completed all relevant procedures and formalities for the securities to be held and transferred without paper, as defined in the new section 3A of the revised Securities and Futures (Uncertificated

TERM	DEFINITION
	Securities Market) Rules set out in Annex 2 to the USM Conclusions Paper
“PRC”	the People’s Republic of China
“PRC E-voting Platforms”	respective electronic platforms that issuers listed on the SSE and SZSE may adopt to enable E-voting by securities holders, including the respective trading systems and online-voting systems of SSE and SZSE
“PRC issuer”	an issuer which is duly incorporated in the PRC as a joint stock limited company
“prescribed securities”	the six categories of securities that may participate in the USM regime as specified in new section 101AA and Schedule 3A of the SFO introduced under sections 7 of and 28 the Securities and Futures and Companies Legislation (Amendment) Ordinance 2021, respectively
“Professional Debt Issuer”	an issuer of debt securities offered to professional investors under Chapter 37 of the MB Rules or Chapter 30 of the GEM Rules
“Proxy-related Instructions”	Instructions relating to proxies for a meeting of securities holders of an issuer, including the appointment and revocation (if any) of proxies and indications as to how they shall vote on any particular matter at the meeting
“Public Debt Issuer”	an issuer of debt securities offered to the public under Chapters 22 to 36 of the MB Rules or Chapters 26 to 29 and 31 to 35 of the GEM Rules
“PVP”	a mechanism for settling a foreign exchange transaction where payments in the two currencies involved are settled simultaneously
“Real-time Electronic Payment Proposal”	the proposal regarding real-time electronic payment of Corporate Action Proceeds by issuers to securities holders as detailed in Section B of Chapter 2 of this paper
“Requested Communications”	Meeting Instructions and Non-Meeting Instructions
“securities holder”	a registered holder of an issuer’s securities
“SEHK” or “Exchange”	The Stock Exchange of Hong Kong Limited, a wholly owned subsidiary of HKEX

TERM	DEFINITION
“Severe Weather Trading” or “SWT”	arrangements that enable trading, clearing and settlement services and operations to continue in both Hong Kong securities and derivatives markets under severe weather conditions, as detailed in the SWT Conclusions Paper
“Standardised Requested Communications”	Dividend Election Instructions and Meeting Instructions
“SWT Consultation Paper”	Consultation Paper on Securities and Derivatives Trading Under Severe Weather Conditions , published on 30 November 2023
“SWT Conclusions Paper”	Consultation Conclusions on Securities and Derivatives Trading Under Severe Weather Conditions , published on 18 June 2024
“SWT Day”	a day that falls on any day from Monday to Friday except a Hong Kong public holiday and on which a typhoon signal No. 8 or above is hoisted, a black rainstorm warning signal is issued by the Hong Kong Observatory, and/or “extreme conditions” is announced by the Hong Kong Government, as detailed in paragraph 27 of the SWT Consultation Paper
“SFC”	Securities and Futures Commission
“SFO”	Securities and Futures Ordinance (Cap. 571)
“SGX”	Singapore Exchange
“SSE”	Shanghai Stock Exchange
“SZSE”	Shenzhen Stock Exchange
“top-up placing”	means a placing of listed equity securities or interests by an existing holder of equity securities or interests if it is accompanied by a top-up subscription by the existing holder of equity securities or interests for new equity securities or interests in the issuer as referred to in MB Rule 3A.32(1)(b) or GEM Rule 6A.39(1)(b)
“TSE”	Tokyo Stock Exchange, Inc.
“TSE E-voting Platform”	an electronic platform that TSE-listed issuers may adopt to enable E-voting by institutional investors
“UK”	the United Kingdom

TERM	DEFINITION
“US”	the United States of America
“USM”	uncertificated securities market
“USM Consultation Paper”	<u>Consultation paper on proposed subsidiary legislation for implementing an uncertificated securities market in Hong Kong</u> , SFC, March 2023
“USM Conclusions Paper”	<u>Consultation conclusions on proposed subsidiary legislation, code and guidelines for implementing an uncertificated securities market in Hong Kong</u> , SFC, July 2024
“VMT”	means a technology that allows a person to listen, speak and vote at a meeting without being physically present at the meeting, as defined under section 547(1) of the Companies Ordinance
“WCAG”	has the meaning defined in paragraph 141 of Chapter 2 of this paper

APPENDIX I: PROPOSED AMENDMENTS TO THE MAIN BOARD LISTING RULES

Part A

This part sets out the amendments to the Main Board Listing Rules in respect of the proposals to further expand the paperless regime set out in Chapter 2 of the Consultation Paper.

Chapter 1

GENERAL

INTERPRETATION

...

1.01 ...

“CHATS”

Clearing House Automated Transfer System, a payment system operated by Hong Kong Interbank Clearing Limited for settling inter-bank payments on a real-time gross settlement basis

...

“corporate action proceeds”

means proceeds paid by a listed issuer to holders of securities in connection with its corporate actions, including but not limited to the distribution of dividends and other entitlements; refunds in respect of applications for, and/or (where applicable) excess applications in connection with, rights issues, open offers and offers made to a specified group of such holders on a preferential basis; and payments in connection with takeovers and privatisations

...

“meeting instruction”

means any instruction given by a listed issuer’s holder of securities regarding any meeting of its holders of securities, including an indication as to attendance at, and instructions relating to proxies for, such meeting. Instructions relating to proxies

include their appointment and revocation (if any) and indications as to how they shall vote on any particular matter at the meeting

...

“non-meeting instruction”

means any instruction given by a listed issuer’s holder of securities in response to an actionable corporate communication

...

Chapter 2
GENERAL
INTRODUCTION

...

Use of Electronic Means

...

2.07C (4)(a) Announcement or notice must not be published on the Exchange's website:

...

except for:

- (vi) ~~[Repealed [●] 2024] announcements relating to suspension and resumption of a Mixed Media Offer applicable to public offers of equity securities, CIS and debt securities (see rules 12.11A, 20.19A and 25.19B).~~

...

...

2.07D A listed issuer must, to the extent permitted under all applicable laws and regulations, put in place mechanisms that enable holders of its securities to send, and the listed issuer to receive, meeting instructions and non-meeting instructions by electronic means.

Notes:

1. For the purpose of complying with this rule 2.07D, a listed issuer must afford holders of its securities an option of sending meeting instructions and non-meeting instructions by electronic means. The listed issuer must, in the relevant corporate communication that seeks meeting instruction(s) or non-meeting instruction(s), specify the manner in which these instructions can be sent.
2. A listed issuer is expected to put in place appropriate arrangements to verify the authenticity of the meeting instructions and non-meeting instructions sent by electronic means.
3. Issuers of debt securities under Chapter 37 are not subject to this rule 2.07D in respect of meeting instructions. Issuers of debt securities are not subject to this rule 2.07D in respect of non-meeting instructions.
4. Issuers of listed structured products are not subject to this rule 2.07D in respect of meeting instructions.

2.07E Where a listed issuer announces the payment of corporate action proceeds in any announcement or corporate communication, the listed issuer must, to the extent permitted under all applicable laws and regulations, afford holders of its securities an option to receive such payments via CHATS by the announced payment date.

Notes:

1. For the purpose of complying with this rule 2.07E, a listed issuer must inform holders of its securities of an option to receive corporate action proceeds via CHATS in the relevant announcement or corporate communication referred to in this rule 2.07E. The listed issuer must seek instructions from holders of its securities on their choice of the payment method and, in respect of payment by CHATS, request their functional electronic payment information for this purpose.
2. Where a holder of securities does not indicate its choice of payment method or has not provided its functional electronic payment information, the listed issuer may choose to pay corporate action proceeds via any of the payment methods previously conveyed to the holder.
3. Issuers are expected to bear any outward charges arising from the payment of corporate action proceeds to their holders of securities via CHATS. Also, issuers must, in the relevant announcement or corporate communication, inform securities holders of the possibility that they may incur inward charges (if any) that their banks may charge.
4. Issuers of debt securities and listed structured products are not subject to this rule 2.07E.

2.07F Where a listed issuer makes an offer to the existing holders of its securities to subscribe for any new securities, the listed issuer must, to the extent permitted under all applicable laws and regulations, afford them an option of paying the subscription monies by electronic means.

Notes:

1. For the purpose of this rule 2.07F, an offer made to the existing holders of securities includes but not limited to a rights issue, an open offer, an offer made to a specified group of such holders on a preferential basis and a bonus issue of securities but excludes placing (such as the placings referred to in rule 3A.32(1) where applicable).
2. In the case of a bonus issue of warrants, the reference to “subscription monies” means the monies to subscribe for additional shares upon exercise of the warrants.
3. For the purpose of complying with this rule 2.07F, a listed issuer must inform holders of its securities of detailed arrangements on how they may pay subscription monies (including disclosing the listed issuer’s electronic payment

information and the need to pay any charges arising from the electronic payment).
The listed issuer may set out such information in the relevant announcement or corporate communication.

4. Issuers of debt securities and listed structured products are not subject to this rule 2.07F.

...

Presentation of Information

...

2.14 Any listing document, circular or announcement issued by an issuer (except an issuer of listed structured products) pursuant to the Exchange Listing Rules must disclose the name of each director as at the date of the relevant listing document, circular or announcement.

...

2.18 Unless otherwise stated, ~~The~~ the provisions of this Chapter ~~(with the exception of rule 2.14)~~ shall also apply to issuers of listed structured products, where applicable. For this purpose, “listed issuer” or “issuer” ~~shall mean~~ shall mean issuers of listed structured products and “holders of a listed issuer’s securities” ~~shall mean~~ shall mean holders of listed structured products.

Chapter 12
EQUITY SECURITIES
PUBLICATION REQUIREMENTS

...

On issue

...

12.04 Where a formal notice is published in a newspaper, whether pursuant to rule 2.07C or otherwise, it must be not less than 12 centimetres by 16 centimetres (4 inches by 6 inches approximately) in size and must state at least the following:—

...

(3) the websites at which the listing document (if any) is published;

Note: ~~Where the issuer intends to rely on the Class Exemption Notice to make a Mixed Media Offer referred to in rule 12.11A(1), rule 12.11A(2) replaces this sub-rule.~~

...

...

...

Publication of listing document

12.11 Listing documents (including any supplemental listing document(s) or subsequent amendments to the listing document(s)) published by a new applicant must be made available in electronic form on the Exchange's website and the issuer's own website.

Note: Companies (Winding Up and Miscellaneous Provisions) Ordinance states that it shall not be lawful to issue any form of application for shares in or debentures of a company unless the application form is issued with a prospectus that is compliant with that ordinance. The Exchange would expect the combination of this statutory requirement and rule 12.11 to result in the issue of both listing documents and application forms in the same medium, i.e. in electronic format only, ~~unless a Mixed Media Offer is adopted.~~

Publication of electronic form prospectus and printed application form

12.11A [Repealed [●] 2024]

~~(1) Where an issuer intends to rely on section 9A of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Cap.32L) ("Class Exemption Notice") and issue a printed application form for its equity securities~~

~~with an electronic form prospectus displayed on certain websites (“Mixed Media Offer”), it must satisfy all the conditions in the Class Exemption Notice. Where the issuer publishes any announcement under the Class Exemption Notice, the announcement must be published in accordance with rule 2.07C. There is no need to clear the announcement with the Exchange.~~

- ~~(2) Where the issuer intends to offer equity securities to the public relying on the Class Exemption Notice, the information required by rule 12.04(3) shall be replaced by the following information:~~
- ~~(a) that the issuer intends to rely on the Class Exemption Notice and issue a printed application form for its equity securities without it being accompanied by a printed form prospectus relating to the offer;~~
 - ~~(b) that throughout the offer period, prospective investors may access and download the electronic form prospectus relating to the offer from either the issuer’s website or the Exchange’s website;~~
 - ~~(c) the address of each of the issuer’s website and the Exchange’s website, the place on the website where the electronic form prospectus may be accessed and how that prospectus may be accessed;~~
 - ~~(d) that throughout the offer period, copies of the printed form prospectus will be available for collection at specified locations, free of charge, upon request by any member of the public;~~
 - ~~(e) the particulars of the specified locations; and~~

~~Note: “Specified locations” means:~~

~~(1) In the case of a listed issuer, the depository counter of HKSCG, the designated branches of the receiving banks specified in the prospectus, if any, and the place of business of the issuer’s approved share registrar in Hong Kong.~~

~~(2) In the case of a new applicant, the depository counter of HKSCG, the designated branches of the receiving banks specified in the prospectus, if any, and the principal place of business of the sponsors acting in respect of the application for listing of the equity securities.~~

- ~~(f) that throughout the offer period, at least 3 copies of the printed form prospectus will be available for inspection at every location where the printed application forms are distributed.~~

Chapter 13
EQUITY SECURITIES
CONTINUING OBLIGATIONS

...

MEETINGS

...

Proxy forms

13.38 ...

Notes: ...

4. An issuer must enable holders of its securities to send, and the issuer to receive, the proxy form by electronic means as required under rule 2.07D.

...

Chapter 20

INVESTMENT VEHICLES

AUTHORISED COLLECTIVE INVESTMENT SCHEMES

...

Listing Documents

...

20.19A All listing documents (including any supplemental listing document(s) or subsequent amendments to the listing document(s)) issued by an applicant must be made available in electronic form on the Exchange's website and the issuer's own website or such other form as may be approved by the Commission.

Note: Companies (Winding Up and Miscellaneous Provisions) Ordinance states that it shall not be lawful to issue any form of application for shares in or debentures of a company unless the application form is issued with a prospectus that is compliant with that ordinance. The Exchange would expect the combination of this statutory requirement and rule 20.19A to result in the issue of both listing documents and application forms in the same medium, i.e. in electronic format only, unless a Mixed Media Offer is adopted.

...

...

Chapter 25
DEBT SECURITIES
LISTING DOCUMENTS

...

Publication

...

25.17 In every other case a formal notice stating the following information must be published in accordance with rule 2.07C not less than two clear business days before dealings commence and, where it is also published in the newspapers, whether pursuant to rule 2.07C or otherwise, such formal notice must be not less than 12 centimetres by 16 centimetres (4 inches by 6 inches approximately) in size:—

...

(4) the websites at which the listing document (if any) is published;

Note: Where the issuer intends to rely on the Class Exemption Notice to make a Mixed Media Offer referred to in rule 25.19B(1), rule 25.19B(2) replaces this sub-rule.

...

...

...

Publication of electronic form prospectus and printed application form

25.19B [Repealed [●] 2024]

~~(1) Where an issuer intends to rely on section 9A of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Cap.32L) (“Class Exemption Notice”) and issue a printed application form for its debt securities with an electronic form prospectus displayed on certain websites (“Mixed Media Offer”), it must satisfy all the conditions in the Class Exemption Notice. Where the issuer publishes any announcement under the Class Exemption Notice, the announcement must be published in accordance with rule 2.07C. There is no need to clear the announcement with the Exchange.~~

~~(2) Where the issuer intends to offer debt securities to the public relying on the Class Exemption Notice, the information required by rule 25.17(4) shall be replaced by the following information:~~

- ~~(a) that the issuer intends to rely on the Class Exemption Notice and issue a printed application form for its debt securities without it being accompanied by a printed form prospectus relating to the offer;~~
- ~~(b) that throughout the offer period, prospective investors may access and download the electronic form prospectus relating to the offer from either the issuer's website or the Exchange's website;~~
- ~~(c) the address of each of the issuer's website and the Exchange's website, the place on the website where the electronic form prospectus may be accessed and how that prospectus may be accessed;~~
- ~~(d) that throughout the offer period, copies of the printed form prospectus will be available for collection at specified locations, free of charge, upon request by any member of the public;~~
- ~~(e) the particulars of the specified locations; and~~

~~*Note: "Specified locations" means the depository counter of HKSCC, the designated branches of the placing banks specified in the prospectus and the principal place of business of the co-ordinator for the offer specified in the prospectus.*~~

- ~~(f) that throughout the offer period, at least 3 copies of the printed form prospectus will be available for inspection at every location where the printed application forms are distributed.~~

...

...

The Stock Exchange of Hong Kong Limited

Practice Note 8A

To the Rules Governing the Listing of Securities
(the “Exchange Listing Rules”)

Issued pursuant to rule 1.06 of the Exchange Listing Rules

ARRANGEMENTS FOR NEW APPLICANTS DURING BAD WEATHER SIGNALS

...

Issue of certificate for registration of prospectus

3. On the day of the publication of a prospectus (“P Day”), an electronic copy of the prospectus and application forms will be published on the Exchange’s website in accordance with rule 2.07C. ~~Where the new applicant has adopted a Mixed Media Offer (as defined in rule 12.11A(1)), hardcopies of the printed application form will also be available for distribution to the public.~~

...

A. Shareholder Protection and Constitutional Documents

Appendix A1

Core Shareholder Protection Standards

...

As regards Proceedings at General Meetings

14. ...

(6) That an issuer must ensure that its constitutional document enables the holding of general meetings:

(a) which members can attend virtually with the use of technology; and

(b) where members can cast votes by electronic means.

Note:

1. An issuer must ensure that all members' rights to speak and vote will be maintained in general meetings attended virtually (as referred to in this paragraph 14(6)(a)) as required under paragraph 14(3) above.

...

E. Obligations of Certain Parties

...

Appendix E3

Continuing Obligations: CIS

...

Continuing Obligations

1. ...

Note: For the avoidance of doubt, the following provisions of the Exchange Listing Rules would normally apply to CISs:-

- Chapter 1
- Chapter 2 (other than Rules 2.07A, 2.07B, 2.07D, 2.09 – 2.11, 2.15 – 2.18)

...

...

Part B

This part sets out the proposed amendments to the Main Board Listing Rules set out under “Minor Rule amendments” in Chapter 3 of the Consultation Paper.

Chapter 1

GENERAL

INTERPRETATION

...

- 1.01 Throughout these Rules, the following terms, except where the context otherwise requires, have the following meanings:

...

“Supranational” any institution or organisation ~~at a world or regional level~~ which is specified as a multilateral agency such from time to time in the Securities and Futures Ordinance or which is specified as a Supranational from time to time by the Exchange

...

Chapter 2

GENERAL

INTRODUCTION

...

Use of Electronic Means

...

2.07C

...

- (4) (a) Announcement or notice must not be published on the Exchange's website:

...

except for:

...

- (iii) announcements made solely under rules 13.10B or 37.48(b), or paragraph 1(2) of Appendix E4 or paragraph 1(2) of Appendix E5; or
- (iv) announcements made in response to the Exchange's enquiries of the issuer under rules 13.10 or 37.46A, paragraph 15 of Appendix E3, or paragraph 27 of Appendix E4 or paragraph 26 of Appendix E5 if in the announcement the issuer only provides the negative confirmations required under rule 13.10(2), or paragraph 15 of Appendix E3, or paragraph 27(2) of Appendix E4, or paragraph 26(2) of Appendix E5, or refers to its previously published information;
- (v) announcements made in response to media news or reports under rules 13.09(1) or 37.47(b), paragraph 6(3) of Appendix E3 or paragraph 1(1)(a) of Appendix E4 or paragraph 1(1)(a) of Appendix E5 if in the announcement the issuer only denies the accuracy of such news or reports and/or clarifies that only its previously published information should be relied upon; and

...

Chapter 9

EQUITY SECURITIES

APPLICATION PROCEDURES AND REQUIREMENTS

...

Documentary Requirements – New Listing Applications

...

9.11 ...

In case of a listing document which constitutes a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance, by 11 a.m. on the intended date of authorisation of the prospectus

(33) ...

- (b) two copies of the prospectus, duly signed in accordance with section 38D(3) or section 342C(3) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (as the case may be) and having endorsed on or attached to such prospectus the documents required under~~stipulated by~~ the relevant section; and

...

Documentary Requirements – Applications for Listing, or Sales or Transfers of Treasury Shares by Listed Issuers

...

In case of a listing document constituting a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance

9.22 ...

(2) ...

- (b) two copies of the prospectus, duly signed in accordance with section 38D(3) or section 342C(3) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (as the case may be) and having endorsed ~~on thereon~~ or attached to such prospectus annexed thereto the documents required under the relevant section;
- (c) in respect of every Chinese translation of the prospectus, a certificate issued by the translator certifying that the Chinese translation of the English version of the prospectus is true and accurate or in respect of an English translation of the prospectus, a certificate issued by the translator certifying that the English translation of the Chinese version of the prospectus is true and accurate; and in either case, a certificate issued by the issuer certifying that the translator is competent to give translations on prospectus documents
 - ~~(i) a certificate issued by the translator certifying that the Chinese translation of the English version of the prospectus is true and accurate; and~~
 - ~~(ii) a certificate issued by the issuer certifying that the translator is competent to have given the certificate referred to in (i) above; and~~

...

...

Chapter 13
EQUITY SECURITIES
CONTINUING OBLIGATIONS

...

DISCLOSURE OF FINANCIAL INFORMATION

**Distribution of annual
report and accounts**

13.46 (1) In the case of an issuer (other than an overseas issuer and a PRC issuer): —

(a) Such issuer shall send to

(i) every member of the issuer; and

(ii) every other holder of its listed securities (not being bearer securities), a copy of either (A) its annual report including its annual accounts and, where the issuer prepares consolidated financial statements referred to in section 379(2) of the Companies Ordinance, the consolidated financial statements, together with a copy of the auditors' report thereon, or (B) its summary financial report not less than 21 days before the date of the issuer's annual general meeting and in any event not more than four months after the end of the financial year to which they relate. The issuer may send a copy of its summary financial report to a member and a holder of its listed securities in place of a copy of its annual report and accounts, provided that it complies with the relevant provisions set out in sections 437 to 446 of the Companies Ordinance and in the Companies (Summary Financial Reports) Regulation.

...

Notes: ...

5. *Newly listed issuers will be required to prepare and publish the relevant annual report or summary financial report (irrespective of whether the period in question ends on a date before or after the date on which dealings in the securities of the listed issuer commenced) where the four-month deadline for publishing the report falls after the date on which dealings in the securities of the listed issuer commenced. The requirements under rule 13.46(1)(a) are not applicable to the reporting period which ended immediately*

before the listing of a newly listed issuer if the following is disclosed in its listing document:—

- (a) the financial information required under Appendix D2 in relation to annual reports, in respect of such reporting period;
- (b) a statement as to whether it complies with the code provisions in Part 2 of Appendix C1 and, if not, the Considered Reasons and Explanation in respect of the deviation; and
- (c) that it will not breach its constitutional documents, laws and regulations of its place of incorporation or other regulatory requirements as a result of not distributing such annual reports and accounts.

Such a newly listed issuer should publish an announcement no later than the time prescribed in rule 13.46(1)(a) that the relevant financial information has been included in its listing document. The newly listed issuer must still comply with the requirements under rule 13.91(5).

(2) In the case of an overseas issuer or a PRC issuer:—

- (a) Such issuer shall send to:—
 - (i) every member of the issuer; and
 - (ii) every other holder of its listed securities (not being bearer securities), a copy of either (A) its annual report including its annual accounts and, where the issuer prepares group accounts, its group accounts, together with a copy of the auditors' report thereon or (B) its summary financial report, not less than 21 days before the date of the issuer's annual general meeting and in any event not more than four months after the end of the financial year to which they relate. The issuer may send a copy of its summary financial report to a member and a holder of its listed securities in place of a copy of its annual report and accounts, provided that it complies with provisions no less onerous than the relevant provisions set out in sections 437 to 446 of the Companies Ordinance and in the Companies (Summary Financial Reports) Regulation for listed issuers incorporated in Hong Kong.

...

Notes: ...

4. *Newly listed issuers will be required to prepare and publish the relevant annual report or summary financial report (irrespective of whether the period in question ends on a date before or after the date on which dealings in the securities of the listed issuer commenced) where the four-month deadline for publishing the report falls after the date on which dealings in the securities of the listed issuer commenced. The requirements under rule ~~13.46(1)(a)~~ ~~or~~ 13.46(2)(a) are not applicable to the reporting period which ended immediately before the listing of a newly listed issuer if the following is disclosed in its listing document:—*

- (a) the financial information required under Appendix D2 in relation to annual reports, in respect of such reporting period;*
- (b) a statement as to whether it complies with the code provisions in Part 2 of Appendix C1 and, if not, the Considered Reasons and Explanation in respect of the deviation; and*
- (c) that it will not breach its constitutional documents, laws and regulations of its place of incorporation or other regulatory requirements as a result of not distributing such annual reports and accounts.*

Such a newly listed issuer should publish an announcement no later than the time prescribed in rule ~~13.46(1)(a)~~ ~~or~~ 13.46(2)(a) that the relevant financial information has been included in its listing document. The newly listed issuer must still comply with the requirements under rule 13.91(5).

...

Chapter 37

DEBT SECURITIES

DEBT ISSUES TO PROFESSIONAL INVESTORS ONLY

...

Applicants' Qualifications for Listing

...

37.06 If an issuer is a body corporate or trust it must have produced audited accounts for ~~the~~ a minimum of two financial years before the listing application made up to a date at most 15 months before the intended date of the listing document unless:

- (a) it is a Supranational; or
- (b) it is a State corporation; or
- (c) its shares are listed on the Exchange; or
- (d) it is a special purpose vehicle formed for listing asset backed securities; or
- (e) it has recourse to the assets of a real estate investment trust which units are listed on the Exchange in respect of the obligations under the debt securities.

If an issuer has recourse to the assets of a real estate investment trust in respect of the obligations under the debt securities, its fulfilment of the eligibility criterion above may be assessed by reference to the audited accounts of the real estate investment trust.

In cases where the latest audited annual accounts relate to a financial period ended more than 15 months before the intended date of the listing document, the issuer is not eligible for listing unless it has prepared audited interim financial statements in respect of at least the first six months of its financial year ended not more than 15 months before the intended date of the listing document. Such audited interim financial statements must be prepared in accordance with the same accounting standards that the issuer adopted in the preparation of its latest audited annual accounts.

...

Programmes

...

37.41 A debt programme that the Exchange has approved is valid for issuing and listing debt securities for one year after the date of the listing document ~~it is published.~~

...

Continuing Obligations

...

37.49 An issuer must notify the Exchange in advance of any proposal to:

- (a) replace a trustee for bondholders; or
- (b) amend the trust deed or other document securing or constituting the listed debt securities; or
- (c) amend the terms of convertible listed debt securities unless that amendment occurs automatically in accordance with their terms.

An issuer must not proceed with any proposed change until the Exchange has advised whether it will impose conditions for the change.

...

37.53 If an issuer is a body corporate it must provide the Exchange with its annual accounts and any interim ~~report~~ financial statements when they are issued. An issuer is exempt from this requirement if its securities are guaranteed by a body corporate in which case it must provide the guarantor's annual accounts and interim ~~report~~ financial statements. If the annual accounts or interim ~~report~~ financial statements are published on a website and the issuer notifies the Exchange when they are published on that site it does not have to send it a copy.

...

Definitions

37.58 In this Chapter the following definitions apply:

...

“Supranational” any institution or organisation ~~at a world or regional level~~ which is specified as a multilateral agency from time to time in the Securities and Futures Ordinance or which is specified as a Supranational from time to time by the Exchange

The Stock Exchange of Hong Kong Limited

Practice Note 8

to the Rules Governing the Listing of Securities
(the “Exchange Listing Rules”)

Issued pursuant to rule 1.06 of the Exchange Listing Rules

INTRODUCTION OF CCASS AND EMERGENCY SHARE REGISTRATION ARRANGEMENTS DURING A TYPHOON AND/OR A BLACK RAINSTORM WARNING

...

3. The Exchange’s New Requirements

(1) As from the date when a security issued by a listed issuer has been designated by the HKSCC as eligible for deposit and settlement in CCASS:

- (a) an issuer incorporated or otherwise established in Hong Kong, outside Hong Kong or the PRC (other than authorised Collective Investment Schemes) shall forward to each Participant regardless of whether the Participant is a member of the issuer, the corporate communications of the issuer that relate to the relevant eligible security, at the same time as they are despatched to the holders of those securities. Wherever practicable an issuer should provide a Participant with ~~such reasonable number of additional copies of~~ these documents as the Participant requests in advance and undertakes to forward to its bona fide clients who have a beneficial interest in those eligible securities; and

...

...

Appendix A2

Trust Deeds or Other Documents Securing or Constituting Debt Securities

...

Amendments

9. A circular to holders of debt securities in connection with proposed amendments to a trust deed must:

...

- (b) include either the full terms of the proposed amendments, or a statement that they will be:
 - (i) published on the Exchange's website and the issuer's own website from the date of the despatch of the circular until the close of the relevant ~~general~~-meeting of holders of the debt securities; and
 - (ii) made available for inspection at the place of the ~~general~~-meeting of holders of the debt securities for at least 15 minutes prior to and during the meeting; and

...

D. Document Content Requirements

...

Appendix D2

DISCLOSURE OF FINANCIAL INFORMATION

...

Information in annual reports

...

- 12B. A listed issuer must confirm ~~whether it has received from each of its independent non-executive directors an annual confirmation of his independence pursuant to rule 3.13 and~~ whether it still considers the independent non-executive directors to be independent.

...

...

E. Obligations of Certain Parties

...

Appendix E4

Continuing Obligations: Debt

...

NOTIFICATION

...

Changes

12. An issuer shall inform the Exchange immediately of any decision made in regard to:—

- (1) any proposed material alteration of memorandum or articles of association or equivalent and trust deeds or other documents securing or constituting its listed debt securities which would affect the rights of holders;

...

...

ANNOUNCEMENTS, CIRCULARS AND OTHER DOCUMENTS

Review of documents

19. In addition to the specific requirements set out elsewhere in the Exchange Listing Rules, an issuer shall:—

...

- (2) except where the issuer is a State or Supranational, submit to the Exchange a copy of the draft, for review before they are issued, of any proposed amendment to memorandum or articles of association or equivalent and trust deeds or other documents securing or constituting its listed debt securities which would affect the rights of the holders; and

...

Publication of circulars and other documents

20. An issuer shall publish:—

(1) one copy of each of the English language version and the Chinese language version ~~(where applicable)~~ of: —

(a) the annual report and accounts, and where applicable, its summary financial report, at the same time as they are despatched to the holders of its listed debt securities with registered addresses in Hong Kong (or, where the issuer is a State corporation or bank, at the same time as they are issued); and

(b) any interim report prepared by the issuer as soon as possible after it has been approved by the board of directors (or other governing body if the issuer is a State corporation or a bank) of the issuer;

...

...

Part C

This part sets out the proposed amendments to the Main Board Listing Rules set out under “Housekeeping amendments” in Chapter 3 of the Consultation Paper.

Chapter 12
EQUITY SECURITIES
PUBLICATION REQUIREMENTS

...

After Issue

...

12.08A ...

Notes:

...

2. *For the purposes of sub-paragraph (f) of Note 1 above, “connected client” in relation to an Exchange Participant is defined in paragraph 13 of Appendix F16.*

...

...

Chapter 19A
EQUITY SECURITIES
ISSUERS INCORPORATED
IN THE PEOPLE'S REPUBLIC OF CHINA

...

Appendix A13 — Articles of Association or equivalent constitutional documents

...

Chapter 31

DEBT SECURITIES

STATES

...

Application Procedures and Requirements

- 31.03 Rules 24.11(4) ~~and (9)~~ and 24.14(8) do not apply. However, copies of all enabling governmental or legislative acts, authorisations, consents or orders must be lodged with the Exchange.

...

Chapter 32

DEBT SECURITIES

SUPRANATIONALS

...

Application Procedures and Requirements

- 32.03 Rules 24.11(4) and ~~(9)~~ and 24.14(8) do not apply. However, copies of all enabling authorisations (such as governmental and legislative approvals) and copies of any relevant treaties or like constitutional documents establishing the issuer must be lodged with the Exchange.

...

F. Placing Requirements

Appendix F1

Placing Guidelines

— for —

Equity Securities

New Applicants

...

3. The overall coordinator(s) must make adequate distribution facilities available, must run the application list and must determine a fair basis for allocating securities when an issue is oversubscribed. In the case of a placing of securities involving bookbuilding activities (as defined under the Code of Conduct) in connection with a New Listing, each overall coordinator will be deemed to have reviewed the analysis generated by FINI on the distribution and concentration of the securities placed and confirmed its accuracy by submitting the declaration in the form set out in Form D in ~~Appendix 5~~ (published in Regulatory Forms) on FINI (see rule 9.11(35)).

...

10. In connection with a New Listing, separate Marketing and Independence Statements in the form set out in Form D in ~~Appendix 5~~ (published in Regulatory Forms) must be submitted to the Exchange on FINI by (a) each overall coordinator; (b) each syndicate member (other than an overall coordinator); (c) any distributor (other than a syndicate member); and (d) any Exchange Participant referred to in paragraph 9 above before dealings commence (see rule 9.11(35)).

...

Regulatory Forms

Formal Application (For Collective Investment Schemes)

Form C3

...

7. We undertake to comply with the provisions of the codes and guidelines issued by the SFC from time to time that are applicable to the authorisation of the Collective Investment Schemes and with the Listing Rules from time to time of The Stock Exchange of Hong Kong Limited so far as applicable to the Collective Investment Scheme, the CIS Operator, the trustee or the custodian or its functional~~function~~ equivalent.

APPENDIX II: PROPOSED AMENDMENTS TO THE GEM LISTING RULES

Part A

This part sets out the amendments to the GEM Listing Rules in respect of the proposals to further expand the paperless regime set out in Chapter 2 of the Consultation Paper.

Chapter 1

GENERAL

INTERPRETATION

...

1.01 ...

“CHATS”

Clearing House Automated Transfer System, a payment system operated by Hong Kong Interbank Clearing Limited for settling inter-bank payments on a real-time gross settlement basis

...

“corporate action proceeds”

means proceeds paid by a listed issuer to holders of securities in connection with its corporate actions, including but not limited to the distribution of dividends and other entitlements; refunds in respect of applications for, and/or (where applicable) excess applications in connection with, rights issues, open offers and offers made to a specified group of such holders on a preferential basis; and payments in connection with takeovers and privatisations

...

“meeting instruction”

means any instruction given by a listed issuer’s holder of securities regarding any meeting of its holders of securities, including an indication as to attendance at, and instructions relating to proxies for, such meeting. Instructions relating to proxies

include their appointment and revocation (if any) and indications as to how they shall vote on any particular matter at the meeting

...

“non-meeting instruction”

means any instruction given by a listed issuer’s holder of securities in response to an actionable corporate communication

...

Chapter 2

GENERAL

INTRODUCTION

...

Use of Electronic Means

2.30 A listed issuer must, to the extent permitted under all applicable laws and regulations, put in place mechanisms that enable holders of its securities to send, and the listed issuer to receive, meeting instructions and non-meeting instructions by electronic means.

Notes:

1. For the purpose of complying with this rule 2.30, a listed issuer must afford holders of its securities an option of sending meeting instructions and non-meeting instructions by electronic means. The listed issuer must, in the relevant corporate communication that seeks meeting instruction(s) or non-meeting instruction(s), specify the manner in which these instructions can be sent.
2. A listed issuer is expected to put in place appropriate arrangements to verify the authenticity of the meeting instructions and non-meeting instructions sent by electronic means.
3. Issuers of debt securities under Chapter 30 are not subject to this rule 2.30 in respect of meeting instructions. Issuers of debt securities are not subject to this rule 2.30 in respect of non-meeting instructions.

2.31 Where a listed issuer announces the payment of corporate action proceeds in any announcement or corporate communication, the listed issuer must, to the extent permitted under all applicable laws and regulations, afford holders of its securities an option to receive such payments via CHATS by the announced payment date.

Notes:

1. For the purpose of complying with this rule 2.31, a listed issuer must inform holders of its securities of an option to receive corporate action proceeds via CHATS in the relevant announcement or corporate communication referred to in this rule 2.31. The listed issuer must seek instructions from holders of its securities on their choice of the payment method and, in respect of payment by CHATS, request their functional electronic payment information for this purpose.

2. Where a holder of securities does not indicate its choice of payment method or has not provided its functional electronic payment information, the listed issuer may choose to pay corporate action proceeds via any of the payment methods previously conveyed to the holder.
3. Issuers are expected to bear any outward charges arising from the payment of corporate action proceeds to their holders of securities via CHATS. Also, issuers must, in the relevant announcement or corporate communication, inform securities holders of the possibility that they may incur inward charges (if any) that their banks may charge.
4. Issuers of debt securities are not subject to this rule 2.31.

2.32 Where a listed issuer makes an offer to the existing holders of its securities to subscribe for any new securities, the listed issuer must, to the extent permitted under all applicable laws and regulations, afford them an option of paying the subscription monies by electronic means.

Notes:

1. For the purpose of this rule 2.32, an offer made to the existing holders of securities includes but not limited to a rights issue, an open offer, an offer made to a specified group of such holders on a preferential basis and a bonus issue of securities but excludes placings (such as the placings referred to in rule 6A.39(1) where applicable).
2. In the case of a bonus issue of warrants, the reference to “subscription monies” means the monies to subscribe for additional shares upon exercise of the warrants.
3. For the purpose of complying with this rule 2.32, a listed issuer must inform holders of its securities of detailed arrangements on how they may pay subscription monies (including disclosing the listed issuer’s electronic payment information and the need to pay any charges arising from the electronic payment). The listed issuer may set out such information in the relevant announcement or corporate communication.
4. Issuers of debt securities are not subject to this rule 2.32.

Chapter 16

EQUITY SECURITIES

PUBLICATION REQUIREMENTS

...

Methods of publication and dissemination

...

- 16.04C Listing documents (including any supplemental listing document(s) or subsequent amendments to the listing document(s)) published by a new applicant must be made available in electronic form on the Exchange's website and the issuer's own website.

Note: Companies (Winding Up and Miscellaneous Provisions) Ordinance states that it shall not be lawful to issue any form of application for shares in or debentures of a company unless the application form is issued with a prospectus that is compliant with that ordinance. The Exchange would expect the combination of this statutory requirement and rule 16.04C to result in the issue of both listing documents and application forms in the same medium, i.e. in electronic format only, unless a Mixed Media Offer is adopted.

Publication of electronic form prospectus and printed application form

- 16.04D [Repealed [●] 2024]

- ~~(1) Where an issuer intends to rely on section 9A of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Cap.32L) ("Class Exemption Notice") and issue a printed application form for its equity securities with an electronic form prospectus displayed on certain websites ("Mixed Media Offer"), it must satisfy all the conditions in the Class Exemption Notice. Where the issuer publishes any announcement under the Class Exemption Notice, the announcement must be published in accordance with rules 16.17 and 16.18. There is no need to clear the announcement with the Exchange.~~
- ~~(2) Where the issuer intends to offer equity securities to the public relying on the Class Exemption Notice, the information required by rule 16.09(3) shall be replaced by the following information:~~
- ~~(a) that the issuer intends to rely on the Class Exemption Notice and issue a printed application form for its equity securities without it being accompanied by a printed form prospectus relating to the offer;~~
- ~~(b) that throughout the offer period, prospective investors may access and download the electronic form prospectus relating to the offer from either the issuer's website or the Exchange's website;~~

- ~~(c) the address of each of the issuer's website and the Exchange's website, the place on the website where the electronic form prospectus may be accessed and how that prospectus may be accessed;~~
- ~~(d) that throughout the offer period, copies of the printed form prospectus will be available for collection at specified locations, free of charge, upon request by any member of the public;~~
- ~~(e) the particulars of the specified locations; and~~

Note: "Specified locations" means:

~~(1) In the case of a listed issuer, the depository counter of HKSCG, the designated branches of the receiving banks specified in the prospectus, if any, and the place of business of the issuer's approved share registrar in Hong Kong.~~

~~(2) In the case of a new applicant, the depository counter of HKSCG, the designated branches of the receiving banks specified in the prospectus, if any, and the principal place of business of the sponsors acting in respect of the application for listing of the equity securities.~~

- ~~(f) that throughout the offer period, at least 3 copies of the printed form prospectus will be available for inspection at every location where the printed application forms are distributed.~~

...

Formal notice on issue

...

16.09 A formal notice required for publication on the Exchange's website in accordance with rules 16.07 or 16.08 must state at least the following:—

...

- (3) the websites at which the listing document, if any, is published;

Note: Where the issuer intends to rely on the Class Exemption Notice to make a Mixed Media Offer referred to in rule 16.04D, rule 16.04D(2) replaces this sub-rule.

...

...

...

Publication on the Exchange's website

...

16.18

- (3) (a) Announcement or notice must not be published on the Exchange's website:

...

except for:

- (vi) ~~[Repealed [●] 2024] announcements relating to suspension and resumption of a Mixed Media Offer applicable to public offers of equity securities and debt securities (see rules 16.04D and 29.21B).~~

...

...

...

...

Chapter 17
EQUITY SECURITIES
CONTINUING OBLIGATIONS

...

Meetings

...

Proxy forms

17.45 ...

Notes: ...

4. An issuer must enable holders of its securities to send, and the issuer to receive, the proxy form by electronic means as required under rule 2.30.

...

Chapter 29
DEBT SECURITIES
LISTING DOCUMENTS

...

Publication

...

29.19 In every other case, a formal notice stating the following information must be published on the Exchange's website in accordance with Chapter 16 not less than 2 clear business days before dealings commence:—

...

(4) the websites at which the listing document (if any) is published;

Note: ~~Where the issuer intends to rely on the Class Exemption Notice to make a Mixed Media Offer referred to in rule 29.21B(1), rule 29.21B(2) replaces this sub-rule.~~

...

...

...

Publication of electronic form prospectus and printed application form

29.21B [Repealed [●] 2024]

~~(1) Where an issuer intends to rely on section 9A of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Cap.32L) ("Class Exemption Notice") and issue a printed application form for its debt securities with an electronic form prospectus displayed on certain websites ("Mixed Media Offer"), it must satisfy all the conditions in the Class Exemption Notice. Where the issuer publishes any announcement under the Class Exemption Notice, the announcement must be published in accordance with rules 16.17 and 16.18. There is no need to clear the announcement with the Exchange.~~

~~(2) Where the issuer intends to offer debt securities to the public relying on the Class Exemption Notice, the information required by rule 29.19(4) shall be replaced by the following information:~~

~~(a) that the issuer intends to rely on the Class Exemption Notice and issue a printed application form for its debt securities without it being accompanied by a printed form prospectus relating to the offer;~~

- ~~(b) that throughout the offer period, prospective investors may access and download the electronic form prospectus relating to the offer from either the issuer's website or the Exchange's website;~~
- ~~(c) the address of each of the issuer's website and the Exchange's website, the place on the website where the electronic form prospectus may be accessed and how that prospectus may be accessed;~~
- ~~(d) that throughout the offer period, copies of the printed form prospectus will be available for collection at specified locations, free of charge, upon request by any member of the public;~~
- ~~(e) the particulars of the specified locations; and~~

~~*Note: "Specified locations" means the depository counter of HKSCC, the designated branches of the placing banks specified in the prospectus and the principal place of business of the co-ordinator for the offer specified in the prospectus.*~~

- ~~(f) that throughout the offer period, at least 3 copies of the printed form prospectus will be available for inspection at every location where the printed application forms are distributed.~~

...

The Stock Exchange of Hong Kong Limited

Practice Note 7

to the Rules Governing the Listing of Securities on GEM
of The Stock Exchange of Hong Kong Limited
(the “GEM Listing Rules”)

Issued pursuant to rule 1.07 of the GEM Listing Rules

ARRANGEMENTS FOR NEW APPLICANTS DURING BAD WEATHER SIGNALS

...

Issue of certificate for registration of prospectus

3. On the day of the publication of a prospectus (“P Day”), an electronic copy of the prospectus and application forms will be published on the Exchange’s website in accordance with Chapter 16. ~~Where the new applicant has adopted a Mixed Media Offer (as defined in rule 16.04D(1)), hardcopies of the printed application form will also be available for distribution to the public.~~

...

...

A. Shareholder Protection and Constitutional Documents

Appendix A1

CORE SHAREHOLDER PROTECTION STANDARDS

...

As regards Proceedings at General Meetings

14. ...

(6) That an issuer must ensure that its constitutional document enables the holding of general meetings:

(a) which members can attend virtually with the use of technology; and

(b) where members can cast votes by electronic means.

Note:

1. An issuer must ensure that all members' rights to speak and vote will be maintained in general meetings attended virtually (as referred to in this paragraph 14(6)(a)) as required under paragraph 14(3) above.

...

Part B

This part sets out the proposed amendments to the GEM Listing Rules set out under “Minor Rule amendments” in Chapter 3 of the Consultation Paper.

Chapter 12

EQUITY SECURITIES

APPLICATION PROCEDURES AND REQUIREMENTS

...

Documentary Requirements – New Listing Applications

...

After notification of approval in principle but before the date of issue of the listing document

...

12.25 ...

- (2) two copies of the prospectus, duly signed in accordance with section 38D(3) or section 342C(3) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (as the case may be) and having endorsed on or attached to such prospectus the documents required under ~~stipulated by~~ the relevant section; and

...

Chapter 18
EQUITY SECURITIES
FINANCIAL INFORMATION

...

Annual reports

...

Information to accompany directors' report and annual financial statements

...

- 18.39B ~~A listed issuer must confirm whether it has received from each of its independent non-executive directors an annual confirmation of his independence pursuant to rule 5.09 and whether it still considers the independent non-executive directors to be independent.~~

...

Preliminary announcement of results for the financial year

...

Content of preliminary announcement

...

- 18.50C ~~[Repealed [●] 2024] Listed issuer must submit a copy of its annual report to the Exchange for publication on the Exchange's website as soon as reasonably practicable after the approval by or on behalf of the board of its audited financial statements and in any event not more than 3 months after the date upon which the financial year ended.~~

...

...

Chapter 30

DEBT SECURITIES

DEBT ISSUES TO PROFESSIONAL INVESTORS ONLY

...

Programmes

...

30.34 A debt programme that the Exchange has approved is valid for issuing and listing debt securities for one year after the date of the listing document ~~it is published~~.

...

Continuing Obligations

...

30.42 An issuer must notify the Exchange in advance of any proposal to:

- (a) replace a trustee for bondholders; or
- (b) amend the trust deed or other document securing or constituting the listed debt securities; or
- (c) amend the terms of convertible listed debt securities unless that amendment occurs automatically in accordance with their terms.

An issuer must not proceed with any proposed change until the Exchange has advised whether it will impose conditions for the change.

...

30.46 If an issuer is a body corporate it must provide the Exchange with its annual accounts and any interim ~~report~~ financial statements when they are issued. An issuer is exempt from this requirement if its securities are guaranteed by a body corporate in which case it must provide the guarantor's annual accounts and interim ~~report~~ financial statements. If the annual accounts or interim ~~report~~ financial statements are published on a website and the issuer notifies the Exchange when they are published on that site it does not have to send it a copy.

...

Chapter 31

DEBT SECURITIES

CONTINUING OBLIGATIONS

...

Notification

...

Changes

31.15 The issuer shall inform the Exchange and publish an announcement immediately after (and for the purpose of providing details of) any decision made with regard to:—

- (1) any proposed material alteration of the issuer's memorandum or articles of association or equivalent documents and trust deeds or other documents securing or constituting its listed debt securities which would affect the rights of holders ~~of its listed debt securities~~;

...

Announcements, circulars and other documents

General

31.19 In addition to the specific requirements set out in the GEM Listing Rules, the issuer shall:—

...

- (2) submit to the Exchange a draft for review before they are issued, of any proposed amendment to its memorandum or articles of association or equivalent document and trust deeds or other documents securing or constituting its listed debt securities which would affect the rights of the holders ~~of its listed debt securities~~; and

...

...

...

Publication of circulars and other documents

31.21 The issuer shall publish:—

(1) one copy of each of the English language version and the Chinese language version ~~(where applicable)~~ of:—

(a) [Repealed 1 September 2008]

(b) the annual report and accounts and, where applicable, the summary financial report at the same time as they are despatched to the holders of its listed debt securities with registered addresses in Hong Kong; and

(c) any interim report prepared by the issuer as soon as possible after it has been approved by the board of directors of the issuer;

...

...

Appendix A2

TRUST DEEDS OR OTHER DOCUMENTS SECURING OR CONSTITUTING DEBT SECURITIES

...

Amendments

9. A circular to holders of debt securities in connection with proposed amendments to a trust deed must:

...

- (b) include either the full terms of the proposed amendments, or a statement that they will be:
 - (i) published on the Exchange's website and the issuer's own website from the date of the despatch of the circular until the close of the relevant general-meeting of holders of the debt securities; and
 - (ii) made available for inspection at the place of the general-meeting of holders of the debt securities for at least 15 minutes prior to and during the meeting; and

...

Regulatory Forms

FORMS RELATING TO LISTING

FORM A

Application Form - Equity securities

(of an issuer no part of whose share capital is already listed)

To: The Listing Division,
The Stock Exchange of Hong Kong Limited

...

7. (A) Estimated market value (equity)/ total capitalisation (debt) of issuer:

(B) Estimated market capitalisation of the maximum and minimum number of securities for which listing is sought (Note 4):

...

Part C

This part sets out the proposed amendments to the GEM Listing Rules set out under “Housekeeping amendments” in Chapter 3 of the Consultation Paper.

Chapter 10
EQUITY SECURITIES
METHODS OF LISTING

...

Placing

...

10.12 ...

- (1B) The overall coordinator(s) must make adequate distribution facilities available, must run the application list and must determine a fair basis for allocating securities when an issue is oversubscribed. In the case of a placing of securities involving bookbuilding activities (as defined under the Code of Conduct) in connection with a New Listing, each overall coordinator will be deemed to have reviewed the analysis generated by FINI on the distribution and concentration of the securities placed and confirmed its accuracy by submitting the declaration in the form set out in Form D in ~~Appendix 5~~ (published in Regulatory Forms) on FINI (see rule 12.26(6)).

...

...

Chapter 16
EQUITY SECURITIES
PUBLICATION REQUIREMENTS

...

Publication on the Exchange's website

16.17 ...

Notes:

...

- 2 *An issuer must ensure that any document submitted for publication has been duly authorised by the issuer and is the same as (where the document is required to be registered under the Companies (Winding Up and Miscellaneous Provisions) Ordinance) the version registered with the Companies Registry, or (where the document is required to be cleared by the Exchange prior to publication under the GEM Exchange Listing Rules) the version cleared by the Exchange.*

...

...

APPENDIX III: TEMPLATE PROXY FORM

This template proxy form is for issuers' reference only. Issuers should adapt the form as appropriate to suit their own circumstances.

Issuers should also seek legal advice and make enabling arrangements (for example, by amending their articles of association) to give effect to the validity and enforceability of the proxy form (particularly where it is sent via electronic means), taking into account the laws and regulations applicable to the issuers.

[Company Name and Logo]

(Stock Code: [stock code])

PROXY FORM FOR ANNUAL GENERAL MEETING

Number of shares to which this proxy form relates ¹	
--	--

I/We,² _____

of _____,

being registered shareholder(s) in the share capital of [Company name], hereby appoint _____³ of _____

or failing him/her, the Chairman of the meeting as my/our proxy to attend and vote on my/our behalf at the annual general meeting of the Company to be held [at [venue of the meeting] / virtually via [the electronic means provided in the meeting notice]] on [time and date of the meeting] and at any adjournment of the meeting. I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an "✓" in the appropriate boxes.

In absence of any indication, the proxy may vote for or against the resolution at his/her own discretion.

Ordinary resolutions		For ⁴	Against ⁴
1. To receive the reports and accounts for the year ended [a date]	1.		

2. To consider and approve the final dividend for the year ended [a date]	2.		
3. Election of directors	3.		
a) To elect [name of 1st candidate] as a director			
b) To elect [name of 2nd candidate] as a director	4.		
4. To authorise the board of directors to fix their remuneration	5.		
5. To consider and approve the re-appointment of external auditor	6.		
6. To consider and approve the Share Transfer Agreement and any one director to do such acts in relation thereof			
Special resolutions		For⁴	Against⁴
7. To consider and approve the amendments to the Articles	7.		

Dated: _____

Signature⁵: _____

Notes:

¹ If no number is inserted, this form of proxy will be deemed to be related to all the shares of the company registered in your names.

² Please insert full name(s) and address(es) in BLOCK CAPITALS as shown in the register of members of the Company.

³ Please insert the name and address of the proxy. If no name is inserted, the Chairman of the Meeting will act as your proxy. A shareholder may appoint one or more proxies to attend the meeting and vote for him. The proxy need not be a member of the Company but must attend the meeting in person to represent you. Any alteration made to this proxy form must be initialled by the person who signs it.

⁴ **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “AGAINST”.** If you do not indicate how you wish your proxy to vote, your proxy will be

entitled to exercise his/her discretion or to abstain. Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.

⁵ [Where this form is lodged in hard copy form, t]This form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its legal representative, director(s) or duly authorised attorney(s) to it.] / [Where this form is sent electronically as provided in the meeting notice, this form must be submitted by you or your attorney duly authorised in writing or, in the case of a corporation, its legal representative, director(s) or duly authorised attorney(s) in accordance with the authentication procedures put in place by the Company that are compliant with applicable laws and regulations.]

⁶ To be valid, this completed [and signed] proxy form and the relevant notarised power of attorney (if any) and other relevant document of authorisation (if any) must be [lodged with [name and address of the recipient]] / [sent electronically as provided in the meeting notice] by not less than [number of hours] before the time appointed for the holding of the meeting or any adjournment of it (as the case may be).

APPENDIX IV: PRIVACY NOTICE

Hong Kong Exchanges and Clearing Limited and its affiliated companies (together “**HKEX**”, “**we**”, “**our**” or “**us**”) are committed to protecting all Personal Data under our custody, control, or possession. “**Personal Data**” is any information that relates to an identifiable individual or can be used to identify an individual – sometimes the individual is referred to as a “**Data Subject**”.

This privacy notice (“**Notice**”) applies to the Personal Data we collect and further process from Data Subjects who respond to our public consultation papers.

If the correct Personal Data is not submitted to HKEX then we may not be able to ensure the correct details are published or contact respondents if we have queries about their comments and/or, we may be unable to process requests relating to their rights as Data Subjects under the applicable data protection laws.

What Personal Data do we collect and how do we collect it?

Information directly submitted by or collected from you:

- Identity data such as name and position in a company.
- Contact data such as phone number and email address
- Communications data such as subsequent correspondence with you to clarify your comments or to confirm your identity data.

For Data Subjects in Mainland China:

- to verify your identity, we may process your name, position, phone number, and email address;
- to communicate with you, we may process your name, position, phone number, and email address;
- to register your response in our records or change your response upon your request, we may process your name, position, answers and reasons for those answers ;
- to prepare our publication material, we may process and publish your name and position (where your consent has been provided), and your answers and reasons for those answers .

For Data Subjects who are California residents:

To the extent the California Consumer Privacy Act and the California Privacy Rights Act applies, the types of Personal Data we collect (and have collected in the past 12 months) includes the categories listed below, as defined by California state law:

Category	Source	Purpose of Processing
Personal identifiers such as your name and email address.	Collected directly from you	For verification, record keeping and/or publication.
Information About You including your name, position, and telephone number.		

Why do we use the Personal Data and how do we use it?

The “**Legal Basis**” is what data protection laws set out as the lawful reasons for processing Personal Data, such as a legitimate interest to operate our business so long as it does not materially and adversely impact your interests, rights, and freedoms.

Legal Basis	Purpose
Legitimate Interests	<ul style="list-style-type: none"> Identity and contact data to verify and clarify responses Identity data where consent has been provided for external publication
Consent	<p>Separate consent</p> <ul style="list-style-type: none"> Required if you are a Data Subject in Mainland China and we need to share your Personal Data with a third party, publicly disclose it, or transfer it outside Mainland China
Legal Regulatory Obligations or	<ul style="list-style-type: none"> Discharge the functions of HKEX and any company of which HKEX is the recognised exchange controller Comply with a court order, subpoena or other legal process Comply with a request by a government authority, law enforcement agency or similar body Comply with laws applicable to us including domestic data protection laws

Do we disclose Personal Data to third parties or transfer it to another jurisdiction?

HKEX discloses Personal Data to one or more third party organisations that enable us to process public consultation papers and these include:

- Affiliates of Hong Kong Exchanges and Clearing
- Our contractors or vendors who provide telecommunications, IT security, or other technical assistance
- Our vendors who facilitate the availability of online forms
- Our vendors who provide strategy or other consultancy services in respect of our businesses
- Our agents, contractors or vendors who provide administrative support to us

To fulfil our legal obligations, we may also share your Personal Data with courts, regulatory authorities, government and law enforcement agencies, and other public authorities.

Further details about these third parties may be provided upon request to the address in the “Contact Us” section below. We shall endeavour to provide such information to the extent we are required to do so under applicable data protection laws.

Where required under applicable data protection laws, HKEX will only disclose Personal Data to third parties with your prior consent. In certain jurisdictions, HKEX may also be required to take additional measures prior to giving effect to such transfers (e.g. carrying out privacy impact assessments prior to the transfer).

HKEX may process Personal Data outside of the Data Subject’s home jurisdiction, including sharing the Personal Data with third parties. HKEX shall use reasonable endeavours to ensure that the laws and regulations of the destination jurisdiction shall offer the same or comparable level of protection for Personal Data. Where this is not the case, we shall ensure appropriate safeguards are in place at the time of the transfer by implementing standard contractual clauses or other data transfer mechanism approved by the authorities of the relevant jurisdiction. Where required under applicable data protection laws, we shall also carry out additional measures for the offshore transfer such as carrying out a privacy impact assessment.

The regions where the Personal Data may be hosted or transferred to will vary from time to time, but typically include Hong Kong, the UK, US, EU, Switzerland, Singapore, Japan, India, and Mainland China.

Further details on the processing locations and our measures for safeguarding international transfers (including adequacy decisions) may be obtained upon request to the address in the “Contact Us” section below.

How long do we keep the Personal Data?

Personal Data is retained in accordance with our internal policies, including our Group Record Retention Policy, and applicable law.

Your Personal Data will be retained by us for as long as is necessary to fulfil the purposes required for the processing. HKEX will also refer to the following factors when determining or confirming the appropriate retention period of Personal Data:

- the original purpose of collection
- the termination of any contract involving the Data Subject's Personal Data
- the limitation period as defined in the applicable law
- the existence of any legal or regulatory investigations or legal proceedings
- specific laws or regulations setting out HKEX's functions, obligations, and responsibilities
- retention period set out in non-statutory guidelines issued by our regulators or international bodies
- the sensitivity of the Personal Data and the degree of risk from the associated processing activity

For Data Subjects in Mainland China, we usually retain the Personal Data for not more than 3 years from the last activity or interaction with us. Further details of our Personal Data retention period may be obtained upon request to the address in the "Contact Us" section below.

Where any Personal Data is no longer necessary for the purposes for which it is collected, we shall cease the processing of that Personal Data as soon as reasonably practicable (although copies may be retained as necessary for archival purposes, for use in any actual or potential dispute, or for compliance with applicable laws), and take reasonable measures to destroy the relevant Personal Data.

How do we keep your Personal Data secure?

We will take all practicable and reasonable steps to promote the security of the Personal Data we process in a manner consistent with applicable data protection laws and established international security standards. This includes physical, technical and administrative safeguards, to help prevent unauthorised access, collection, use, disclosure, copying, modification, disposal or similar risks, and the loss of any storage medium or device on which the Personal Data is stored, and to maintain the general security of the data.

Rights over the Personal Data

As a summary, the following Data Subject rights may be exercised to the extent provided under applicable data protection laws:

- confirm whether we hold the Data Subject's Personal Data and the type of Personal Data held by us
- access a copy of the Personal Data held by us
- delete your Personal Data held by us
- correct or supplement your Personal Data where it is found to be inaccurate
- restrict the processing performed on your Personal Data
- withdraw consent to the processing of your Personal Data in certain situations (e.g. processing carried out on the basis of our legitimate interests)
- transfer the Personal Data to another party in a machine readable format

In certain jurisdictions, Data Subjects may also be provided with additional rights.

California	<ul style="list-style-type: none">• Request that we disclose the categories of third parties with whom we have shared the information and the categories of Personal Data that we have shared with third parties for a business purpose
Mainland China	<ul style="list-style-type: none">• Explanation on the rules of processing the Personal Data• Extension of the Data Subject rights to a surviving next-of-kin where the applicable laws permit• Transfer of your Personal Data to your designated party, where the applicable laws permit
United Kingdom and Europe	<ul style="list-style-type: none">• Right to object to processing. You have the right to object to processing to the extent we process your Personal Data because the processing is in our legitimate interests.
Singapore	<ul style="list-style-type: none">• In certain circumstances, receive information about the ways in which the Personal Data has been or may have been used or disclosed by us in the year before the date of the request.

Where these rights apply, we shall use reasonable endeavours to fulfil the request or provide an explanation. Please note that under applicable data protection law, we are only obligated to respond to Personal Data requests from the same consumer up to two times in a 12-month period, and we may be limited in what Personal Data we can disclose which is also for the protection of your Personal Data.

We will endeavour to respond to you as soon as possible and, in any event, within the timeframe stipulated under the applicable data protection law. In the event of a potential delay, we will provide an explanation and the expected timeframe for delivery. Under applicable data protection law, we may also be required to charge a reasonable fee for the cost of processing the request.

Please note that we may need to seek confirmation of identity or clarification in order to fulfil the request. If you as the Data Subject would like to appoint an authorised agent to make a request on your behalf, we may require you to verify your identity with us directly before we provide any requested information to your authorised agent unless your authorised agent has power of attorney or acts as a conservator. Information collected for purposes of verifying your request will only be used for verification. For deletion requests, you will be required to submit a verifiable request for deletion and then confirm separately that you want Personal Data about you deleted.

If you would like to exercise your data subject rights, please contact the HKEX Group Data Protection Office via one of the channels below.

Contact Us

If you have any questions or comments relating to the content of this Notice, report any concerns about our Personal Data processing, or if you would like to exercise your Data Subject Rights, please contact us through the channels below:

By Post:

Group Data Protection Officer

GDPO Office
Hong Kong Exchanges and Clearing Limited
8/F., Two Exchange Square
8 Connaught Place
Central
Hong Kong

UK Representative: 10 Finsbury Square, London, EC2A 1AJ, United Kingdom

EU Representative: De Cuserstraat 91, 1081 CN Amsterdam, Postbus/PO Box 7902, 1008 AC Amsterdam, Netherlands

By email: DataPrivacy@hkex.com.hk

Please include the following details in any request to exercise your Data Subject Rights:

Identity of Data Subject

- *Full Name*
- *Company Name*
- *Email Address*
- *Address of principal residence*
- *Identity particulars if acting on behalf of a Data Subject*
- *Contact details held on file or Document(s) to verify identity*

Nature of the Request

- *Product or Service to which the Data Subject has subscribed*
- *Specific Right*
- *Purpose of the Request*
- *Preferred communication channel and address for receiving the results of the request*
- *Document(s) to support the rights request*

Any Data Subject who has contacted us to express concerns about the way we manage their Personal Data and is of the view that we have not addressed the matter satisfactorily, may also contact the relevant privacy regulator to resolve the matter or seek assistance.

The privacy regulator in the United Kingdom is the Information Commissioner, who may be contacted at <https://ico.org.uk/make-a-complaint/> or by post to: Wycliffe House, Water Lane, Wilmslow, Cheshire, SK9 5AF, United Kingdom.

If you live outside of the UK, you may contact the relevant data privacy regulator in your country of residence.

Annex

This Notice relates to privacy practice of the following HKEX group entities. For the contact details of the following entities, please refer to the “Contact Us” section.

- The Hong Kong Exchanges and Clearing Limited
- The Stock Exchange of Hong Kong Limited
- Hong Kong Futures Exchange Limited
- Hong Kong Securities Clearing Company Limited
- HKFE Clearing Corporation Limited
- The SEHK Options Clearing House Limited
- OTC Clearing Hong Kong Limited
- HKEX Information Services Limited
- HKEX Information Services (China) Limited
- HKEX (China) Limited
- HKEX Investment (China) Limited
- HKEX Investment (Hong Kong) Limited
- Hong Kong Futures Exchange Limited Singapore Branch
- The Stock Exchange of Hong Kong Limited Singapore Branch
- HKEX (U.S.) LLC

Hong Kong Exchanges and Clearing Limited

8/F, Two Exchange Square,
8 Connaught Place,
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