

Consultation Paper

Listing Framework Competitiveness Review

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Note: If there is any inconsistency or conflict between the English and Chinese versions of this paper, the English version shall prevail.

HOW TO RESPOND TO THIS CONSULTATION PAPER

The Exchange, a wholly-owned subsidiary of HKEX, invites written comments on the changes proposed in this paper, or comments on related matters that might have an impact upon the changes proposed in this paper, on or before **Friday, 8 May 2026**.

You can respond by completing the questionnaire which can be accessed via the link and QR code below:

Link: https://surveys.hkex.com.hk/jfe/form/SV_1B9MVxTHR5ZEGKq

QR code:



Our submission enquiry number is (852) 2840-3844.

Respondents are reminded that the Exchange 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 VII**.

Submissions received during the consultation period by **Friday, 8 May 2026** will be taken into account before the Exchange decides upon any appropriate further action. The Exchange will develop a consultation conclusions paper which will be published in due course.

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EXECUTIVE SUMMARY

Purpose

1. This Consultation Paper forms the initial phase of the Exchange's competitiveness review of Hong Kong's listing framework. It seeks market feedback on targeted reforms intended to broaden the diversity of companies eligible and suitable for listing in Hong Kong to enable investors' access to a wider array of investment choice, while maintaining robust investor protections to ensure market confidence.

Background

Listing reforms

2. Since 2018, the Exchange has undertaken a series of significant listing reforms aimed at diversifying market choice and strengthening Hong Kong's position as a leading international financial centre. These initiatives have included the introduction of regimes to accommodate the listing of pre-revenue Biotech Companies, companies with weighted voting right (**WVR**) structures, special purpose acquisition companies (**SPACs**), and early-stage Specialist Technology Companies, as well as facilitating the secondary listing of issuers already listed overseas.
3. The impact of the Exchange's listing reforms on market composition has been profound. As at the end of 2025, new economy related industries¹ contributed 48.2% of market capitalisation and 59.4% of cash market turnover, compared to 14.6% of market capitalisation and 21.6% of turnover prior to 2017.²

Regulatory developments in other markets

4. Meanwhile, there have been significant regulatory developments in other major markets, including the US, the UK, Singapore and Australia. Many of these markets have introduced significant regulatory changes to their listing requirements to attract new listings, streamline listing processes, and safeguard investor interests.³

Competitiveness review

5. Peer markets are strengthening the competitiveness of their capital markets, which are rapidly evolving as a result. The interconnectedness of global financial markets and the increasingly international deployment of capital have led to calls for Hong Kong to

¹ Consumer discretionary, healthcare, and information technology industries under the Hang Seng Industry Classification System. Some new economy subsectors originally under the information technology industry (such as interactive media & services and online retailers) have been arranged to form part of the consumer discretionary industry since September 2024.

² Information technology industry under the Hang Seng Industry Classification System. It was the only representative new economy industry that existed prior to 2018.

³ Please refer to paragraphs 39 to 50 for further details.

reinforce its own position as a premier international financial centre by building on the success of its previous listing reforms.

6. The Exchange has received feedback, from a range of stakeholders, highlighting the need for further market optimisation. Investors seek broader access to investment opportunities, coupled with robust protections. Issuers and their advisers advocate for a more efficient listing mechanism that provides regulatory certainty but accommodates a wider spectrum of business models and capital structures. These views highlight the need for a balanced approach that fosters growth while upholding market integrity.
7. Against this backdrop, we are launching our own competitiveness review of our listing framework to consult on reforms that would broaden the diversity of companies listed in Hong Kong and so cater to the increasing participation of sophisticated investors here and address the growing convergence between private and public markets. In doing so, we have benchmarked Hong Kong’s listing framework against global standards.

Our Proposed Direction of Reforms

8. The proposals in this paper are designed to foster a more inclusive and dynamic market environment, enhancing the breadth of investment opportunities available to meet the needs of both investors and issuers.
9. Our proposals are consistent with the policy direction of the HKSAR Government and market feedback. They seek to optimise the WVR listing regime, enhance the pathway to listing for homecoming Greater China Issuers, amongst other improvements to listing requirements.
10. We intend to adopt a phased consultation approach. This paper outlines proposals to refine the listing framework in three priority areas and forms the initial phase of our competitiveness review.

Proposals

11. We set out below a summary of the proposals put forward in the initial phase of our competitiveness review. The rationale for our proposals is set out in detail in the relevant chapters.

Table 1: Summary of key proposals

Subject	Key Proposals
WVR listings (Chapter 2)	
I. Financial eligibility	<ul style="list-style-type: none"> • WVR Test A: Reduce the market capitalisation threshold for listing with a WVR structure from HK\$40 billion to HK\$20 billion.

Subject	Key Proposals
	<ul style="list-style-type: none"> • WVR Test B: Reduce the market capitalisation threshold for listing with a WVR structure from HK\$10 billion to HK\$6 billion and reduce the revenue requirement from HK\$1 billion to HK\$600 million.
<p>II. Voting power and economic interest</p>	<ul style="list-style-type: none"> • Weighted voting ratio cap: Allow a weighted voting ratio cap of up to 20 votes per WVR share⁴ if the applicant has a market capitalisation of at least HK\$40 billion at listing. • Minimum economic interest at listing: May accept a lower minimum WVR shareholding percentage⁵ only if such underlying economic interest, at the time of the applicant's listing: (a) represents at least 5% of the applicant's total issued share capital; and (b) has an amount of at least HK\$4 billion.⁶
<p>III. Innovativeness and other suitability requirements</p>	<p><u>Innovative Company Requirements</u></p> <ul style="list-style-type: none"> • Refined into two routes: <ul style="list-style-type: none"> – Route A (Technology): adoption of technologies that are novel, in themselves, or essential to the novelty of the applicant's core business; or – Route B (Business model): the applicant's success is attributable to the application of a new business model. • Innovative Characteristics: Applied in a bespoke manner to Route A and Route B. In addition to the Novelty Characteristic:⁷ <ul style="list-style-type: none"> – Route A applicants would be expected to demonstrate their innovativeness based on more than one of the R&D, IP and Outsized Market Cap Characteristics;⁸ and

⁴ For the avoidance of doubt, we do not propose to allow existing listed issuers with a WVR structure to increase the number of votes their WVR shares carry.

⁵ Under existing requirements: (a) WVR beneficiaries must beneficially own, collectively, at least 10% of the underlying economic interest in the applicant's total issued share capital at the time of its initial listing; and (b) the Exchange may be prepared to accept a lower minimum shareholding percentage on a case-by-case basis.

⁶ See proposed amendment to Note to MB Rule 8A.12 in **Appendix I**. The Exchange would reserve the right, in its absolute discretion, to refuse a listing if the applicant's WVR structure represents an extreme case of non-conformance with corporate governance norms.

⁷ The Novelty Characteristic would apply to both routes. See paragraph 129 for the meaning of the Novelty Characteristic.

⁸ See paragraph 130 for the meaning of the R&D, IP and Outsized Market Cap Characteristics.

Subject	Key Proposals
	<ul style="list-style-type: none"> – Route B applicants would be expected to demonstrate their innovativeness based on both the CAGR Growth and Industry Position Characteristics.⁹ • “Innovative” presumption: Qualified Biotech Applicants and Qualified Specialist Technology Applicants¹⁰ would be presumed to meet Route A Innovative Company Requirements.¹¹ <p><u>External validation</u></p> <ul style="list-style-type: none"> • Sophisticated investor: Provide further guidance on the meaning of a “sophisticated investor” by reference to existing guidance for SPACs and Specialist Technology Companies. • Minimum investment: Provide greater certainty on our expectations regarding “meaningful third-party investment” by setting a 10% aggregate investment threshold for applicants pursuing Route B.

Issuers listed overseas (Chapter 3)

I. Qualification requirements for secondary listings

<p>A. Issuers with WVR structures</p>	<ul style="list-style-type: none"> • Financial eligibility: Lower the financial eligibility thresholds to align with the proposed thresholds for primary listings (see Row I under “WVR listings” above).
<p>B. Issuers without WVR structures</p>	<ul style="list-style-type: none"> • Financial eligibility: Lower the market capitalisation threshold for listing¹² from HK\$10 billion to HK\$6 billion.
<p>II. Further facilitative measures for issuers listed overseas</p>	<ul style="list-style-type: none"> • Facilitative measures: Seek views on possible measures to further facilitate the listings, in Hong Kong, of issuers listed overseas.

⁹ See paragraph 131 for the meaning of the CAGR Growth and Industry Position Characteristics.

¹⁰ See paragraph 132 for the proposed definitions of Qualified Biotech Applicants and Qualified Specialist Technology Applicants.

¹¹ Under our proposal, Qualified Biotech Applicants and Qualified Specialist Technology Applicants would still be required to meet the “success of the company” and “external validation” requirements as part of the Exchange’s assessment of their suitability for listing with a WVR structure.

¹² An overseas issuer seeking a secondary listing without a WVR structure under Criteria B must also have a track record of good regulatory compliance of at least two full financial years on a Qualifying Exchange.

Subject	Key Proposals
III. Conversion to primary listing	<ul style="list-style-type: none"> • Enhance our guidance: Redraft our requirements for conversion to primary listing and provide more guidance on typical steps required for compliance.
Initial listing requirements and listing arrangements (Chapter 4)	
I. Ownership continuity and control	<ul style="list-style-type: none"> • Codify existing guidance: Clarify that an applicant will be considered to have satisfied the ownership continuity and control requirement if it can demonstrate that there was no material change in influence on management during the relevant period¹³ despite a change in ownership during that period to address any packaging concerns.¹⁴
II. Financial reporting standards	<ul style="list-style-type: none"> • Use of US GAAP: Expand permitted use of US GAAP to: (a) subsidiaries of US-listed parents seeking to list on the Exchange and (b) companies with substantial business operations in the US. • Reversion to HKFRS or IFRS: Remove the requirement that US GAAP reporter must revert to HKFRS or IFRS upon a US delisting. • Reconciliation Statement: Remove the requirement for a Reconciliation Statement included in unaudited financial statements to be reviewed by auditors.¹⁵
III. Commercialised Biotech and Specialist Technology Applicants	<ul style="list-style-type: none"> • Route to listing: Allow such applicants to seek a listing as a Biotech Company or Specialist Technology Company, even if they are financially eligible to list under our ordinary route to listing.
IV. Confidential filing	<ul style="list-style-type: none"> • Extend to all new applicants: Permit any new applicant to choose not to publish its Application Proof at the time of filing its listing application,¹⁶ with enhancements to the Return Mechanism¹⁷ to display the identities and roles of the professional parties

¹³ At least the most recent financial year up until the time immediately prior to listing.

¹⁴ Failure to satisfy the ownership continuity and control requirement may raise concerns on packaging as there may be a material change in influence on management.

¹⁵ Any Reconciliation Statement included in a listed issuer's interim report will be required to be reviewed by the audit committee.

¹⁶ An applicant who confidentially files its Application Proof with the Exchange would be required to publish an OC Announcement on the same date as it publishes its Post Hearing Information Pack.

¹⁷ Under the current Return Mechanism, the SFC and the Exchange may return a new applicant's listing application and all related documents on the basis that the information contained in the Application Materials is not substantially complete.

Subject	Key Proposals
	responsible for the Application Materials upon a return of the listing application ¹⁸ .

Request for Comment

12. We invite public comment on the proposals set out in this Consultation Paper. Responses to this paper should be submitted to us by Friday, 8 May 2026.
13. In providing comment, respondents are encouraged to explain the reasons for their views. We also welcome any alternative suggestions regarding the proposals we have set out in this paper.

Next Steps

14. Following the consultation period, the Exchange will consider the feedback received before deciding upon any further appropriate action and publishing a consultation conclusions paper.
15. The Exchange intends to proceed with its competitiveness review on a phased basis. This Consultation Paper forms the initial phase of the review. Proposals on other areas of potential reform will be set out in consultation papers to be published in due course.

¹⁸ It is proposed that the professional parties referred to in Box 1 under paragraph 265 will be considered as responsible for the Application Materials.

CHAPTER 1: INTRODUCTION

Market Diversification Reforms

Market composition prior to reforms

16. Prior to 2018, Hong Kong's market composition was heavily concentrated in traditional industries. The financial services industry and properties & construction industry together accounted for over 43.3% of market capitalisation and 41.7% of cash market turnover.¹⁹ In contrast, the information technology industry²⁰ contributed only around 14.6% of market capitalisation and 21.6% of turnover.²¹
17. Over the ten years between 2008 and 2017:
 - (a) 81 Chinese new economy companies that met the minimum market capitalisation requirement for a Main Board listing at the time (of at least HK\$200 million) chose to list in the US instead, raising US\$38.8 billion (HK\$303 billion) in total, equivalent to 14.4% of the IPO funds raised in Hong Kong over the same period; and
 - (b) of the above 81 Chinese new economy companies, 39 had WVR structures and raised total funds of US\$35.9 billion (HK\$280 billion), or 13.3% of the IPO funds raised in Hong Kong over the same period.²²

Summary of 2018 Listing Reforms

18. On 30 April 2018, the Exchange implemented a package of reforms to its Listing Rules (**2018 Listing Reforms**) designed to provide an attractive alternative to a US listing for high growth new economy companies.²³ These reform measures included:
 - (a) permitting listings of Biotech Companies that cannot meet any of our revenue, profit and cash flow tests for entry because they are primarily engaged in R&D to bring their products to commercialisation;
 - (b) allowing listings of companies from emerging and innovative sectors with WVR structures under requirements tailored to mitigate the risks and governance issues associated with such structures; and

¹⁹ Industry classification based on the Hang Seng Industry Classification System. Market capitalisation as at the end of 2017; and cash market turnover for 2017.

²⁰ The only representative new economy industry that existed prior to 2018.

²¹ Ibid.

²² Source: Dealogic, Bloomberg and companies' announcements.

²³ HKEX, [Consultation Conclusions on a Listing Regime for Companies from Emerging and Innovative Sectors](#) (April 2018).

- (c) establishing a new concessionary secondary listing route for overseas issuers primary listed on a Qualifying Exchange on condition that the majority of trading in their securities continues to take place outside Hong Kong.

Market composition today

19. The impact of the 2018 Listing Reforms has been profound. As at the end of 2025, new economy related industries²⁴ contributed 48.2% of market capitalisation and 59.4% of cash market turnover. In contrast, the financials and property and construction industries together contributed only 27.4% of market capitalisation and 18.3% of cash market turnover for the year.

Positive effects

Recent market performance

20. In the year 2025, the Hang Seng Index²⁵ has risen 27.8%, marking its strongest performance since 2017.²⁶ This performance has been partly attributed to positive sentiment towards the artificial intelligence sector in China, particularly since the release of DeepSeek's artificial intelligence model on 20 January 2025.²⁷ This had a positive effect on the share price of issuers operating in new economy related sectors generally that are listed in Hong Kong. (see Figure 1).²⁸ Notably, many of these companies were listed under the Exchange's 2018 New Chapters.
21. It is likely that, without the 2018 Listing Reforms, Hong Kong's market composition would have remained heavily weighted towards more traditional sectors such as financials and property. These constituents have demonstrated relatively subdued performance, compared to the main index, as seen in the peaks they have reached after the DeepSeek moment in January 2025 (see Figure 1).

²⁴ Consumer discretionary, healthcare, and information technology industries under the Hang Seng Industry Classification System. Some new economy subsectors originally under the information technology industry (such as interactive media & services and online retailers) have been arranged to form part of the consumer discretionary industry since September 2024.

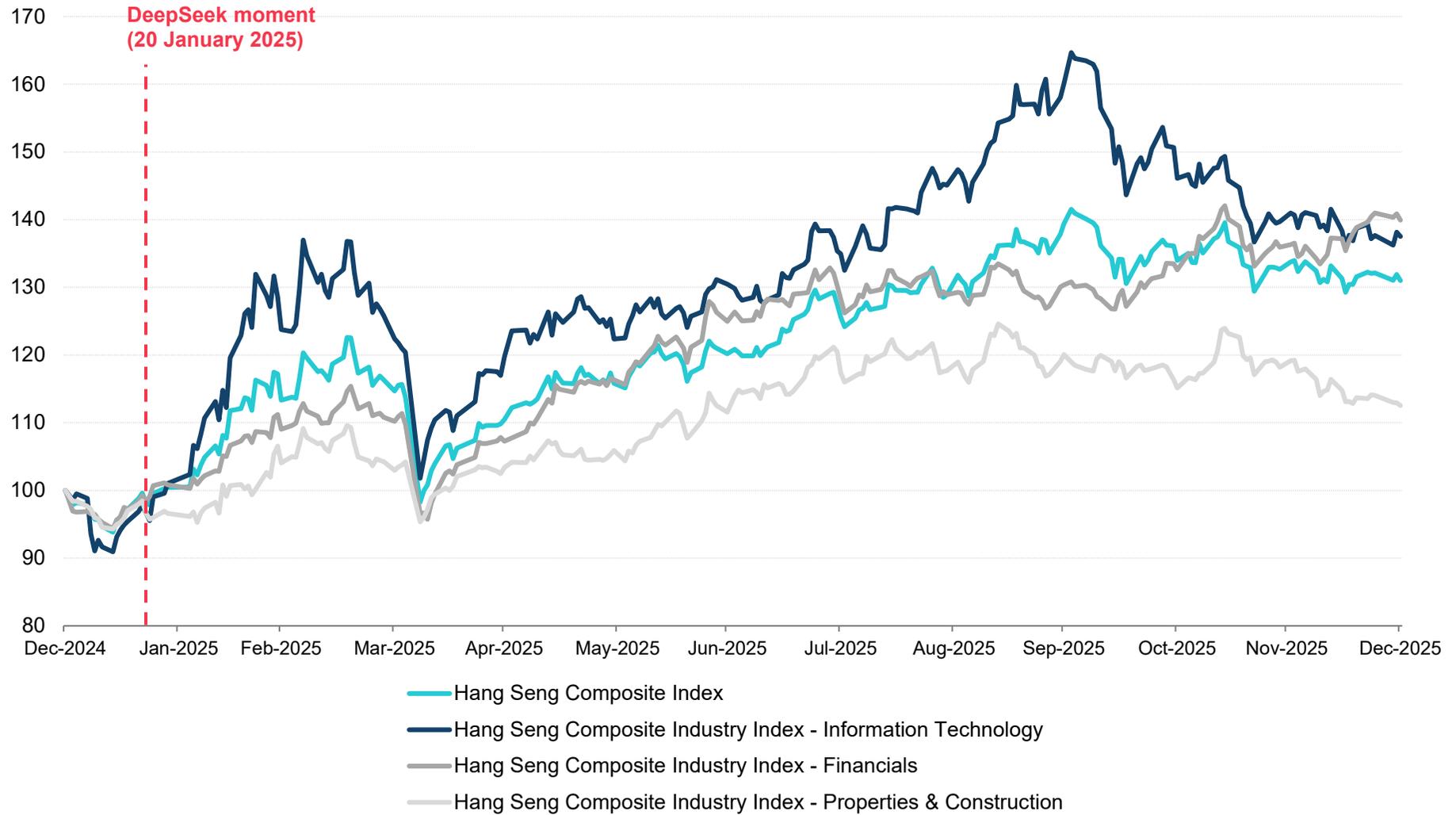
²⁵ The benchmark of Hong Kong's stock market.

²⁶ Hang Seng Indexes, [2025 Year-end Market Report](#), page 1.

²⁷ DeepSeek, [DeepSeek-R1 Release](#), 20 January 2025.

²⁸ Market research by Financial Times ([link](#)) found that six technology companies in the Hang Seng Index together accounted for 50% of the index's returns during the year.

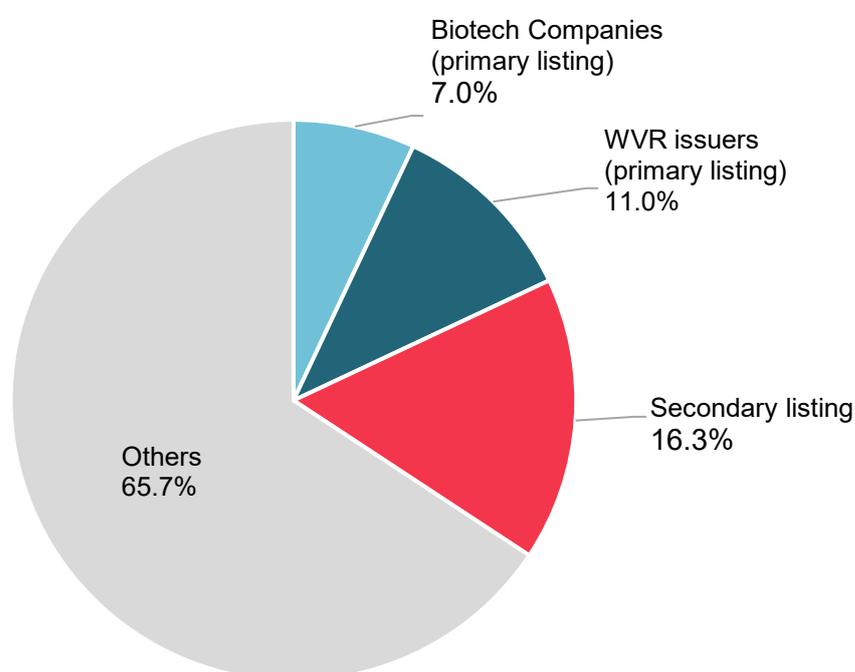
Figure 1: Performance of selected Hong Kong market indices (rebased to 100 as of the end of December 2024)



Fundraising activity

22. In 2025, Hong Kong welcomed 119 new listings with HK\$286 billion of funds raised through IPOs,²⁹ compared to only 71 and HK\$87.5 billion in 2024. This increase has been attributed to the higher valuations that issuers can achieve by a listing due to the positive market sentiment driven by new economy related industries.
23. By the end of 2025, 122 issuers have been listed on the Exchange under the 2018 New Chapters. These issuers have raised funds through IPOs, in total, of HK\$629 billion on the Exchange, representing 34.3% of the total IPO funds raised since 30 April 2018 (see Figure 2).

Figure 2: IPO funds raised by companies listed under the 2018 New Chapters (as of the end of 2025)



24. During this period, over 500 new listings in Hong Kong were by companies in new economy related industries,³⁰ contributing almost 60% of the total IPO funds raised.

²⁹ As at the end of 2025, 24 listing applications had been approved by the Listing Committee pending listing, and over 300 listing applications were under processing.

³⁰ Consumer discretionary, healthcare, and information technology industries under the Hang Seng Industry Classification System. Some new economy subsectors originally under the information technology industry (such as interactive media & services and online retailers) have been arranged to form part of the consumer discretionary industry since September 2024.

Biotech hub status

25. The 2018 Listing Reforms have been instrumental in transforming Hong Kong into the leading biotech listing hub in Asia, ranking second globally only to the US.³¹
26. As of the end of 2025, the Exchange has listed 83 Biotech Companies raising HK\$133 billion under the 2018 Listing Reforms. The number of healthcare companies that have listed has more than doubled (a 147% increase) as compared to the end of 2017. The combined market capitalisation of issuers in the healthcare industry listed on the Exchange has almost quadrupled from HK\$1.1 trillion at the end of 2017 to HK\$4.1 trillion by the end of 2025.

Further market diversification reforms

27. In January 2022, in response to strong market interest, the Exchange launched a bespoke listing framework (Main Board Chapter 18B) for SPACs.³² The regime enables listings from experienced and reputable SPAC Promoters seeking good quality De-SPAC Targets, offering an alternative route to market for issuers to a traditional IPO.
28. In March 2023, the Exchange introduced a listing route dedicated to Specialist Technology Companies (Main Board Chapter 18C).³³ These are early-stage companies that operate in one of five high growth Specialist Technology Industries, namely: next-generation information technology; advanced hardware and software; advanced materials; new energy and environmental protection; and new food and agriculture technologies.
29. In May 2025, the Exchange launched a dedicated Technology Enterprises Channel (**TECH**) to further facilitate new listing applications from prospective Biotech Companies and Specialist Technology Companies.³⁴ The Exchange permits these companies to submit their Application Proofs confidentially,³⁵ and presumes that they satisfy the Innovative Company Requirements and the external validation requirement for the purpose of listing with a WVR structure.³⁶

Market Quality Initiatives

30. The Listing Rules aim to ensure that the investing public has confidence that the capital they hold in the form of securities of an Exchange listed company will be protected from actions taken by company insiders that are not in the interests of shareholders as a whole. The Exchange must also be competitive in fostering such confidence, when compared to peer exchanges and other investment venues, so that investors, wherever

³¹ BioSpectrum, [Hong Kong Betting Big on Biotech IPOs](#), 1 September 2025.

³² HKEX, [Consultation Conclusions on Special Purpose Acquisition Companies](#) (December 2021).

³³ HKEX, [Consultation Conclusions on a Listing Regime for Specialist Technology Companies](#) (March 2023).

³⁴ HKEX, [Joint Announcement on Launch of Technology Enterprises Channel](#), 6 May 2025.

³⁵ See Chapter 6.4 of the Guide for New Listing Applicants (last updated 4 August 2025).

³⁶ This is provided that these applicants fully meet the requirements of the respective Specialist Chapters. See Chapters 2.2, 2.3 and 2.5 of the Guide for New Listing Applicants (last updated 4 August 2025).

in the world they are, choose to deploy their capital on our market instead of elsewhere. The Listing Rules achieve this confidence by implementing measures that regulate listing eligibility, governance and transparency.

31. Since the 2018 Listing Reforms, the Exchange has improved this form of competitive advantage through the measures set out below.

Cash shell reforms

Tighter entry requirements

32. The Exchange undertakes periodic reviews of the eligibility and suitability criteria for initial listings to ensure that they remain robust and effective. As a result of this process:
 - (a) in February 2018, we increased the minimum market capitalisation thresholds for Main Board and GEM listing applicants and introduced a mandatory public offering requirement for GEM IPOs;³⁷
 - (b) in May 2021, we raised the profit requirement for companies seeking to list on the Main Board;³⁸ and
 - (c) also in May 2021, the SFC and the Exchange published a joint statement on IPO-related misconduct to set out our approach towards suitability concerns regarding potential “shell companies”.³⁹

More robust delisting reforms

33. In August 2018, the Exchange introduced a more robust delisting framework for long-suspended issuers.⁴⁰ Under this framework, suspended issuers failing to remedy issues and resume trading within a remedial period of 18 months (GEM: 12 months) will be delisted by the Exchange. This facilitates the timely delisting of issuers that no longer meet our continuing listing criteria and provides greater certainty on our delisting process. It also incentivises suspended issuers to act promptly to achieve trading resumption.

Greater “backdoor listing” deterrence

34. In October 2019, the Exchange amended its Listing Rules on backdoor listings and continuing listing criteria.⁴¹ These amendments were designed to curb backdoor listings and shell activities, allowing the Exchange to take a purposive approach to address corporate activities that undermine market confidence.

³⁷ HKEX, [Consultation Conclusions on Review of Growth Enterprise Market \(GEM\) and Changes to the GEM and Main Board Listing Rules](#) (December 2017).

³⁸ HKEX, [Consultation Conclusions on Main Board Profit Requirement](#) (May 2021).

³⁹ SFC and HKEX, [Joint statement on IPO-related misconduct](#), 20 May 2021.

⁴⁰ HKEX, [Consultation Conclusions on Delisting and Other Rule Amendments](#) (May 2018).

⁴¹ HKEX, [Consultation Conclusions on Backdoor Listings, Continuing Listing Criteria and Other Rule Amendments](#) (July 2019).

35. Due to the reforms described above, shell activities and backdoor listings have largely ceased in recent years.

Corporate governance reforms

36. The Exchange regularly reviews its corporate governance framework to ensure it remains fit for purpose and continues to promote quality governance practice amongst our issuers.
37. We conducted reviews of our Corporate Governance Code in 2021⁴² and 2024⁴³ and introduced measures including: board diversity requirements (including banning single-gender boards); board effectiveness and independence improvements; and strengthened risk management and internal controls.
38. These market quality reforms aimed to increase investors' confidence in the Exchange market by mitigating the potential of market abuse or misbehaviour. They have paved the way for the Exchange to accept the listings of a more diverse array of listed companies.

Regulatory Developments in Other Markets

39. Hong Kong's reforms have taken place against a backdrop of significant regulatory evolution in other major markets.

UK

40. In July 2024, the UK FCA implemented a comprehensive overhaul of its listing framework.⁴⁴ Key reform measures included: collapsing the "premium" and "standard" segments of the UK's Main Market into a single category; relaxing listing eligibility requirements; permitting more flexible WVR structures; and reducing continuing obligations for significant transactions and related party transactions.
41. The UK's listing reforms aim to better align its listing regime with international market standards, ensuring investors will have the information they need to make investment decisions, whilst maintaining appropriate investor protections to hold the companies' management accountable.

Singapore

42. In August 2024, the Monetary Authority of Singapore set up a review group to recommend measures to strengthen Singapore's equities market development and its

⁴² HKEX, [Consultation Conclusions on Review of Corporate Governance Code & Related Listing Rules, and Housekeeping Rule Amendments](#) (December 2021).

⁴³ HKEX, [Consultation Conclusions on Review of Corporate Governance Code and Related Listing Rules](#) (December 2024).

⁴⁴ UK FCA, [FCA overhauls listing rules to boost growth and innovation on UK stock markets](#), 11 July 2024.

competitiveness.⁴⁵ The review focused on areas to attract listings, streamline regulatory framework, and improve liquidity.

43. In February 2025, the review group announced its first set of measures aiming to streamline prospectus requirements and broaden investor outreach channels for IPOs, and to consolidate the listing suitability and prospectus review.⁴⁶ Consultation papers on these proposals were subsequently published (by both the Monetary Authority of Singapore and the SGX) in May and October 2025.⁴⁷
44. As part of the review, the SGX has shifted its regulatory approach to a more disclosure-based regime. Effective on 29 October 2025, the SGX streamlined qualitative admission criteria, reduced its profit test threshold, provided possible listing pathways for pre-revenue companies with strong growth potential in emerging industries, and removed its financial watch-list.⁴⁸
45. In November 2025, the review group completed its review and published its final report announcing further measures including a dual listing bridge connecting the SGX and Nasdaq known as the Global Listing Board.⁴⁹ In January 2026, the Monetary Authority of Singapore and the SGX published consultation papers to seek feedback on proposed new regulations to facilitate dual listings on the Global Listing Board.⁵⁰

Australia

46. In February 2025, the Australian Securities and Investments Commission (**ASIC**) published a discussion paper on the dynamics between public and private markets.⁵¹ The paper aims to enhance operations and regulation of capital markets due to declining public listings and growing private investments in Australia. Market feedback to the paper was subsequently published in June 2025.⁵²

⁴⁵ Monetary Authority of Singapore, [MAS Sets Up Review Group to Strengthen Equities Market Development](#), 2 August 2024.

⁴⁶ Monetary Authority of Singapore, [A comprehensive set of measures to strengthen Singapore's equities market](#), 21 February 2025.

⁴⁷ These consultation papers included: [Consultation Paper on Proposals to Streamline Prospectus Requirements and Broaden Investor Outreach Channels for Initial Public Offerings](#) (May 2025) and [Consultation Paper on Consolidation of Listing Suitability and Prospectus Review Functions](#) (October 2025) published by the Monetary Authority of Singapore; and [Consultation Paper on a Shift to a More Disclosure-Based Regime](#) (May 2025) and [Consultation Paper on Consolidation of Listing Suitability and Prospectus Disclosure Review under Singapore Exchange Regulation](#) (October 2025) published by the SGX.

⁴⁸ SGX, [Response Paper on a Shift to a More Disclosure-Based Regime](#), 29 October 2025.

⁴⁹ SGX, [Review Group Completes Equities Market Review, Unveils SGX-Nasdaq Dual Listing Bridge, S\\$30 million "Value Unlock" Package, and Second Batch of EQDP Asset Managers](#), 19 November 2025.

⁵⁰ Monetary Authority of Singapore, [Consultation Paper on Proposed Amendments to the Securities and Futures Act and Regulations in Relation to the Global Listing Board](#) (January 2026); and SGX, [Consultation Paper on Introduction of New SGX Global Listing Board](#) (January 2026).

⁵¹ ASIC, [Australia's evolving capital markets: A discussion paper on the dynamics between public and private markets](#) (February 2025).

⁵² ASIC, [The future of Australia's public and private markets – ASIC shares industry feedback and next steps](#), 4 June 2025.

47. During the year 2025, the ASIC has made adjustments to improve the attractiveness of Australia's listed equities markets, including changes to the IPO process⁵³ and expansion of the list of approved foreign markets.⁵⁴ In November 2025, it published a roadmap setting out, amongst others, next steps on examining market infrastructure and making targeted regulatory changes for IPOs, listings, and market participants.⁵⁵

US

48. The US securities regulator, the Securities and Exchange Commission (**SEC**), has recently taken steps to revise their listing requirements for achieving greater efficiency and lower compliance burdens for listed companies. For instance:
- (a) in March 2025, the SEC issued a new guidance on expanding the availability of the confidential filing of initial registration statements to follow-on offerings and DeSPAC Transactions;⁵⁶ and
 - (b) in September 2025, the SEC noted that it would propose a rule change to allow listed companies to move from quarterly to semi-annual reporting.⁵⁷
49. These facilitating measures were accompanied by initiatives to enhance market quality. In April 2025, Nasdaq modified the minimum market value of unrestricted publicly held shares requirement for listing on its Nasdaq Global Market and Nasdaq Capital Market segments, with an aim to reduce volatility upon listing by excluding resale shares from the minimum market value calculation.⁵⁸ The US exchange went further to propose tightening its initial and continued listing requirements for small-cap companies, with additional requirements for issuers with principal operations in China.⁵⁹
50. In May 2025, US lawmakers and officials made attempts to urge the SEC to delist Chinese companies from US exchanges to protect American investors.⁶⁰ The SEC subsequently published a concept release to seek public comment on possible tightening of the definition of a foreign private issuer.⁶¹ The proposals, if adopted, could make it more costly and challenging for Greater China Issuers to list on US exchanges.

⁵³ ASIC, [ASIC clears path for faster IPOs](#), 10 June 2025.

⁵⁴ ASIC, [Enhancing competition and innovation in Australia's evolving capital markets](#), 6 August 2025.

⁵⁵ ASIC, [Advancing Australia's evolving capital markets: Discussion paper response](#) (November 2025).

⁵⁶ SEC, [Enhanced Accommodations for Issuers Submitting Draft Registration Statements](#), 3 March 2025.

⁵⁷ CNBC, ["SEC to propose rule change on Trump's call to end quarterly earnings reporting, says Chair Atkins"](#), 19 September 2025.

⁵⁸ SEC, [Release No. 34-102622](#), 12 March 2025.

⁵⁹ Nasdaq, [Nasdaq Proposes Changes to its Listing Standards](#), 3 September 2025.

⁶⁰ [Letter to SEC Chairman Atkins](#), 2 May 2025; and [Letter to SEC Chairman Atkins](#), 20 May 2025.

⁶¹ SEC, [Concept Release on Foreign Private Issuer Eligibility](#), 1 July 2025.

Continued Competition for Listings

Population of Greater China Issuers currently listed on US exchanges

51. As at the end of 2025, over 400 Greater China Issuers, with a combined market capitalisation of US\$1.54 trillion (HK\$12.0 trillion), were listed in the US.⁶² Although many of the largest of these companies were also listed in Hong Kong (representing 76.7% of total by market capitalisation), 377 companies with a combined market capitalisation of HK\$2.78 trillion were not.
52. Of those that have not yet listed in Hong Kong, 150 companies would be too small to meet the minimum eligibility requirements for GEM⁶³ and so could not list on our markets. Of the remaining Greater China Issuers, 57 (representing about 70% of total market capitalisation) would be financially eligible⁶⁴ (and have a compliant WVR structure, if any)⁶⁵ to list in Hong Kong but have yet to do so.

Population of Greater China Issuers that sought to list in the US since the 2018 Listing Reforms

53. Since the implementation of the 2018 Listing Reforms on 30 April 2018, almost 300 Greater China Issuers have been listed in the US, raising funds totalling US\$40.0 billion (HK\$312 billion) through their IPOs.⁶⁶
54. Of the above listings, 223 Greater China Issuers would not have been financially eligible (or have had a compliant WVR structure, if any) for listing under our Listing Rules in Hong Kong even if they had chosen to do so.⁶⁷ These ineligible listings represented US\$15.8 billion (HK\$123 billion) in fund raising, comprising 39.5% of IPO funds raised by all Greater China Issuers in the US during the same period (see Figure 3).⁶⁸

⁶² For the purpose of this paper, listings in the US refer to equity listings (of shares or American depositary receipts) by issuers other than SPACs on NYSE or Nasdaq.

⁶³ These companies had a market capitalisation of less than HK\$150 million, the minimum market capitalisation requirement for listing on GEM (see GEM Rule 11.23(6)), as at the end of 2025.

⁶⁴ For illustrative purpose, we assessed the financial eligibility of each Greater China Issuer under: (a) Chapter 8 (or Chapter 18A or 18C in the case of a Biotech Company or Specialist Technology Company) of the Main Board Listing Rules, or Chapter 11 of the GEM Listing Rules; and (b) in the case of a WVR issuer, Chapter 8A of the Main Board Listing Rules, based on its market capitalisation as at the end of 2025 and its financial performance over the latest three full financial years.

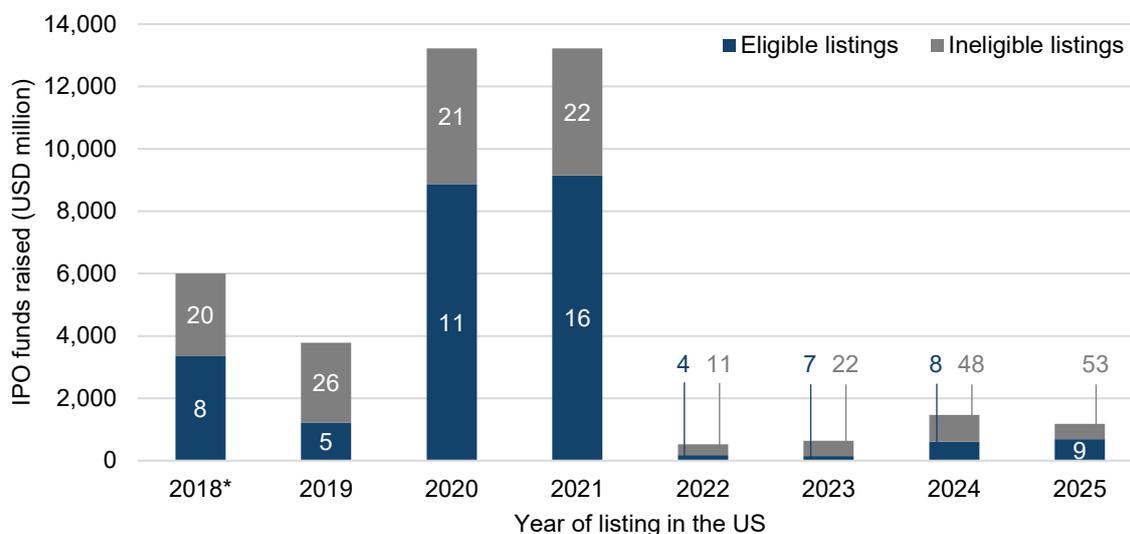
⁶⁵ Where a Greater China Issuer was listed with a WVR structure, we also assessed whether the issuer had a compliant WVR structure by reference to: (i) the number of share classes with weighted (or unequal) voting rights; (ii) whether all WVR beneficiaries were individuals; and (iii) the weighted voting ratio. However, there may also be other case-specific factors to assess a company's eligibility and suitability for listing.

⁶⁶ Source: Dealogic, Bloomberg and companies' announcements. Data as of the end of 2025.

⁶⁷ For illustrative purpose, we assessed the financial eligibility of each Greater China Issuer under: (a) Chapter 8 (or Chapter 18A or 18C in the case of a Biotech Company or Specialist Technology Company) of the Main Board Listing Rules, or Chapter 11 of the GEM Listing Rules; and (b) in the case of a WVR issuer, Chapter 8A of the Main Board Listing Rules, based on its market capitalisation at the time of US listing and its financial performance over the three full financial years immediately prior to US listing.

⁶⁸ These ineligible listings had, at the time of listing, an average market capitalisation of US\$777 million (HK\$6.05 billion) and a median market capitalisation of US\$110 million (HK\$857 million).

Figure 3: Funds raised by Greater China Issuers listed in the US based on their eligibility for listing under Hong Kong’s initial listing requirements



* Since the 2018 Listing Reforms

In this chart, each bar represents the total IPO funds raised; and the number on each bar represents the number of listings.

Competition for listings from Southeast Asian issuers

55. Hong Kong also aims to be an Asian hub for the listing of Southeast Asian issuers seeking access to a broad international shareholder base and the deep liquidity of our markets in a nearby time zone under the governance of Hong Kong’s well-respected regulatory regime. This is in line with the HKSAR Government’s call for deepening cooperation with Southeast Asian exchanges with a view to attracting Southeast Asian issuers to seek secondary listings in Hong Kong.⁶⁹
56. However, a considerable number of Southeast Asian companies have sought to list in the US rather than Hong Kong. Of the 22 Southeast Asian companies that have been listed in the US since the 2018 Listing Reforms,⁷⁰ a majority of them (14 out of 22, or 63.6%) operate in new economy sectors.⁷¹

Call for Further Reform

57. The Exchange has received feedback, from a range of stakeholders, highlighting the need for further market reform. These stakeholders include market practitioners, investors, issuers, prospective listing applicants, industry experts, and members of the Legislative Council. This feedback emphasises the importance of enhancing the

⁶⁹ The Chief Executive’s 2025 Policy Address, paragraph [83](#).

⁷⁰ Source: Dealogic, Bloomberg and companies’ announcements. For illustrative purpose, we have only included issuers with IPO fundraising of US\$50 million (HK\$390 million) or more and those listed by way of De-SPAC Transaction as of the end of 2025.

⁷¹ The healthcare sector and the technology, media, and telecommunications sector.

competitiveness of Hong Kong's capital market while maintaining robust investor protections.

58. In December 2025, the Financial Services Development Council released a concept paper on Hong Kong's capital market leadership.⁷² The paper explored, amongst other matters, optimising the WVR listing regime to attract innovation-led issuers without diluting governance, and enhancing the secondary listing framework to deepen and expand connectivity.
59. As mentioned by the Financial Secretary in his 2025-26 Budget Speech, to dovetail with the latest economic trends and corporate needs, the Exchange will review listing requirements and post-listing ongoing obligations, evaluate listing-related regulations and arrangements to improve the vetting process, and optimise the thresholds for dual primary listing and secondary listing.⁷³
60. The Chief Executive subsequently noted, in his 2025 Policy Address, that Hong Kong plans to consider enhancements to the listing requirements for companies with WVR structures, encourage more overseas enterprises to seek secondary listing in Hong Kong, and support China Concept Stock companies to return from overseas markets, with Hong Kong as their preferred destination.⁷⁴

Way Forward

61. Against this backdrop, the Exchange believes it is timely to launch a competitiveness review of its listing framework and consult on reforms that would broaden the diversity of listed companies in the Hong Kong markets. This supports Hong Kong's role in helping China further open up and connect with the rest of the world.⁷⁵

Our response to issuers' choice of listing venue

62. Issuers consider many factors when choosing the exchange on which to list their securities. These factors include: the valuation that they can achieve and amount of funds they can raise by offering their securities in a particular venue; the preference of the shareholders who previously provided them with funding; their overseas expansion plans; amongst several other factors. Variations in the regulatory requirements of different exchanges is just one factor they consider and may be a minor consideration for many.
63. For example, 57 US listed Greater China Issuers (representing about 70% of those that have not yet listed in Hong Kong by market capitalisation) would appear, on paper, to

⁷² Financial Services Development Council, [FSDC releases report "Hong Kong's Capital Market Leadership: A Super Connector Path to the Global Capital Nexus in the Digital Era"](#), 12 December 2025.

⁷³ The 2025-26 Budget, paragraph [82](#).

⁷⁴ The Chief Executive's 2025 Policy Address, paragraph [93](#).

⁷⁵ Resolution of the Central Committee of the Communist Party of China on Further Deepening Reform Comprehensively to Advance Chinese Modernisation ([link](#)) (adopted at the third plenary session of the 20th Central Committee of the Communist Party of China on 18 July 2024), paragraph 27.

meet the financial eligibility requirements of the Exchange's Listing Rules but are, nevertheless, not yet listed here (see paragraph 52).

64. However, the Exchange considers itself to be the natural home for Greater China Issuers wishing to raise international capital. Consistent with this approach and our ongoing efforts to attract listings from overseas issuers, including those from Southeast Asia (see paragraph 55), this paper seeks feedback on proposals that intend to minimise regulation as a factor in the consideration for such companies when choosing a listing venue. At the same time, our proposals aim to avoid compromising our competitiveness as a trading venue in which all investors can have confidence.
65. When picking an exchange outside the Chinese Mainland to list their securities, Greater China Issuers usually choose between Hong Kong and the US. Therefore, the regulatory developments of non-US markets are less relevant to our competitiveness than US developments. To date, we have not seen any increase in the number of listings of Greater China Issuers on non-US markets due to the reforms (set out in paragraphs 40 to 47 above) they have enacted. Many of these changes are still new and so their effects remain to be seen.
66. We also acknowledge that US exchanges have, in several ways, tightened their requirements for Greater China issuers in recent months (see paragraph 50). However, as we show in the context of each of the reforms put forward in this paper, US requirements still diverge significantly from our own on the topics on which there has been call for further reform.

CHAPTER 2: WEIGHTED VOTING RIGHTS

Background

Implementation of the WVR regime

67. High growth companies, particularly those that operate in new economy industries, often rely heavily upon the technical expertise, market knowledge and foresight of their owner managers. However, the shareholdings of these key individuals are often diluted after rounds of venture capital funding to support the business growth and expansion at the early stage of their development. WVR structures enable these key individuals to maintain control, despite the dilution of their economic interest in the company.
68. Prior to April 2018, a company with a WVR structure was generally not permitted to list on the Exchange.⁷⁶ The Exchange noted that many high growth Greater China Issuers with these structures were choosing to list on US exchanges (see paragraph 17(b)). A new Listing Rule chapter (Main Board Chapter 8A) was introduced, tailored to regulating these companies and providing them with a route to listing in Hong Kong. This regime was designed to accommodate high growth companies from innovative and emerging sectors with WVR structures whilst incorporating various investor protection safeguards to address the potential risks and governance issues associated with such structures.

Key risks arising from WVR structures

69. At the time of developing a regime for listing with WVR structures in Hong Kong, the Exchange identified the following key issues that may arise from such structures.

Misalignment of interests

70. WVR structures inherently create disparity in voting rights, potentially marginalising minority shareholders, who may not be able to retain meaningful influence over key decisions. In particular:⁷⁷
- (a) **Private benefits extraction:** a WVR structure allows controlling shareholders to maintain control, whilst holding a disproportionately small equity interest, in a company. Consequently, they may face less deterrent to extracting private benefits of control (e.g. excessive salary, expensive perks) from a company;
 - (b) **Tunnelling and value shifting:** a smaller equity interest may potentially incentivise controlling shareholders to move quality assets away from a listed company to other companies in which they have a higher stake, and vice versa

⁷⁶ The “one share, one vote” policy, implemented through MB Rule 8.11, aims to ensure the fair and equal treatment of shareholders by aligning voting power with equity interest.

⁷⁷ Paragraphs 98 to 100 of the [Consultation Paper on a Listing Regime for Companies from Emerging and Innovative Sectors](#) (February 2018).

(known as “tunnelling” or “value shifting”). This may place a greater burden on the connected transaction Rules that aim to prevent such actions; and

- (c) **Managerial entrenchment:** if a company has a WVR structure, its managers may be insulated (to a degree that depends on the nature of the WVR structure) from the threat of removal. For example, shareholders with superior voting rights have a greater ability to vote down takeover proposals at general meetings. This means that no matter how poorly they perform, it is difficult for the company’s fortunes to be revived by an outside bidder replacing management, without management consent.

Proliferation risk

71. The Exchange believes that the “one share, one vote” principle continues to be the optimum method of empowering shareholders and aligning their interests in a company. A lack of sufficient safeguards could result in WVR structures becoming commonplace in Hong Kong. The Exchange believes that such an outcome would result in damage to investor confidence in the quality of the Hong Kong equities market.

Listings since implementation

72. Since its implementation on 30 April 2018, the WVR regime in Hong Kong has enabled the listings of 31 companies (21 primary listings and ten secondary listings) with a WVR structure on the Exchange.⁷⁸ This represents 1.2% of the 2,686 companies listed on the Exchange as at the end of 2025.
73. A total of HK\$418 billion was raised from listings of WVR issuers.⁷⁹ This represents 22.8% of the total IPO funds raised on the Exchange during the same period.
74. As of the end of 2025, these issuers had a combined market capitalisation of HK\$6.97 trillion, representing 14.7% of all equity securities listed on the Exchange. Their ADT for 2025 was HK\$46.5 billion, representing 18.6% of total cash market ADT.
75. It is observed that these WVR issuers have been fully compliant with the various investor protection safeguards that are specific to WVR issuers,⁸⁰ including the additional corporate governance requirements,⁸¹ which are aimed (amongst others) to protect the interests of non-WVR shareholders.

⁷⁸ As of the end of 2025.

⁷⁹ As of the end of 2025.

⁸⁰ To date, the Exchange has not issued any warning letter or taken any disciplinary action against any WVR issuer in respect of non-compliance issues.

⁸¹ MB Rules 8A.26 to 8A.36. The enhanced corporate governance measures include: the requirement to establish a corporate governance committee comprising entirely of independent non-executive directors, one of whom must act as the chairman; the requirement to appoint a compliance adviser; and the application of certain provisions under the Corporate Governance Code.

Comparison to other markets

76. Amongst the Exchange's peer markets, the US was the earliest to permit listings with WVR structures.⁸² Major US exchanges (such as NYSE and Nasdaq) have taken a disclosure-based approach to listing WVR issuers, without mandating tailored safeguards.
77. When the Exchange developed its regime to enable listings with WVR structures, most other jurisdictions with similar regulatory standards (e.g. Singapore and the UK) had yet to implement a WVR listing framework. This meant that we could not benchmark our WVR requirements against those peer exchanges before they were introduced in April 2018. Singapore and the UK subsequently implemented rule changes to allow dual class share structures on their markets in June 2018 and December 2021, respectively, subject to safeguards against the risks associated with such structures.⁸³
78. Today, all except one (ASX) of our peer exchanges have WVR listing regimes. ASX has stated that it will launch proposals to establish such a regime.⁸⁴ Most of these exchanges (including the SSE and SZSE) set WVR requirements that are less stringent (e.g. in terms of market capitalisation and revenue requirements) than those of the Exchange. US exchanges are relatively permissive in admitting listings with WVR structures. They do not impose any tailored financial eligibility thresholds for WVR issuers and do not prescribe the acceptable form of a WVR structure.
79. Retail investors are active participants in both the US and Hong Kong markets. However, compared to the US's disclosure focused requirements, our framework incorporates heightened eligibility and suitability criteria, places restrictions on the form of WVR structures permitted, and implements robust ongoing investor protection and corporate governance measures.
80. These safeguards are designed to pre-emptively mitigate the risks associated with WVR structures to prevent abuse before it occurs. In contrast, the US regulatory framework relies heavily on the ability of shareholders, themselves, to seek redress for losses they have suffered due to abuse after it has occurred. They can do so relatively cheaply by prosecuting breaches of US securities law through class actions.
81. A detailed comparison of WVR requirements in Hong Kong and on other peer exchanges is set out in **Appendix III** to this paper. It should be noted that apart from the regulatory requirements, there are other factors that drive and shape market interest in their choice of listing venue.

⁸² For example, NYSE has permitted companies to list with dual class share structures since the late 1980s. See HKEX, [Concept Paper on Weighted Voting Rights](#) (August 2014), paragraph 24 and Appendix III, paragraphs 9 to 14.

⁸³ SGX, [Response Paper on Proposed Listing Framework for Dual Class Share Structures](#) (June 2018); and UK FCA, [PS21/22: Primary Market Effectiveness Review: Feedback and final changes to the Listing Rules](#) (December 2021).

⁸⁴ See Section 3.2 of [ASX response to ASIC's discussion paper on the dynamics between public and private markets](#) (April 2025).

US listings with a WVR structure

82. Since Hong Kong's WVR listing regime came into effect on 30 April 2018, a considerable number of companies with a centre of gravity in Greater China and Southeast Asia have chosen to list, with a WVR structure, on a Qualifying Exchange in the US rather than in Hong Kong (see also paragraphs 53 and 56).
83. Amongst these WVR issuers, the Exchange has identified a sample cohort of 57 Greater China Issuers and five Southeast Asian issuers⁸⁵ with a combined market capitalisation of US\$193 billion (HK\$1.50 trillion).⁸⁶ An analysis of the profile of these WVR issuers⁸⁷ is set out in **Appendix IV** to this paper.

Market feedback in favour of reform

84. We have received market feedback⁸⁸ calling for a review of our existing WVR listing requirements. These are summarised as follows:
- (a) **WVR Financial Eligibility Test:** it is noted that the current financial eligibility thresholds are the highest of those of markets that have financial eligibility requirements tailored for issuers with a WVR structure (see Section I below);
 - (b) **Voting power restriction:** whilst a few other peer exchanges (e.g. the SSE, the SZSE, and SGX) also impose a 10:1 WVR Ratio Cap on WVR shares, a considerable number of Greater China Issuers listed in the US have WVR shares carrying over ten votes per share (see Section II below); and
 - (c) **Innovative Company Requirements:** Hong Kong requires issuers seeking to list with a WVR structure to demonstrate that they are innovative companies. This suitability requirement involves subjective judgement that may cause uncertainty in potential listings (see Section III below).

⁸⁵ Source: Dealogic, Bloomberg and companies' announcements. These companies have been listed in the US since 30 April 2018. For illustrative purpose, we have only included in this sample cohort those companies that would have met the financial eligibility requirements under Chapter 8 (or Chapter 18A or 18C in the case of a Biotech Company or Specialist Technology Company) of the Main Board Listing Rules based on their market capitalisation at the time of US listing and their financial performance over the three full financial years immediately prior to US listing.

⁸⁶ Data as at the end of 2025. Seven Greater China Issuers and one Southeast Asian issuer had been delisted from the US exchanges as of that date and had been excluded from the market capitalisation calculation.

⁸⁷ We assessed whether each WVR issuer would have been financially eligible for a primary listing on the Exchange with a WVR structure and whether such WVR structure would have been compliant with the requirements of Main Board Chapter 8A if the WVR issuer had chosen to list in Hong Kong.

⁸⁸ For example, the Democratic Alliance for the Betterment and Progress of Hong Kong published a [report](#) (Traditional Chinese version only) in July 2025 putting forward recommendations to further enhance the Listing Rules to attract high-quality overseas issuers. The relevant areas include WVR regime (e.g. financial eligibility requirements and Innovative Company Requirements). Deloitte called for targeted relaxation of listing requirements for companies with a WVR structure in its [recommendations](#) for the 2025 Policy Address. The Financial Services Development Council also discussed possible ways to optimise the WVR listing regime to attract innovation-led issuers without diluting governance in its concept paper on Hong Kong's capital market leadership (see paragraph 58).

Market feedback against proliferation of WVR

85. The Exchange is keenly aware that WVR remains a subject on which there are strong and divided views. Many respondents to our previous consultations on the topic have remarked that companies with dual-class structures may be more susceptible to weaker board oversight, the risk of expropriation by WVR holders, and may be more resistant to shareholder accountability. Over time, they believe, there is a possibility that these factors could lead to entrenchment of founders and/or key management, unpredictable performance, and erosion of investor confidence. A majority of respondents to our previous consultations noted that WVR should be accompanied by safeguards that provide minimum shareholder protections against such risks.⁸⁹ Any further reforms to the WVR regime should be accompanied by appropriate and proportionate governance guardrails to help maintain investor confidence.
86. For these reasons, we acknowledge that we must exercise great care when relaxing protections. The “one share, one vote” principle remains foundational for equitable shareholder rights and we continue to believe it is the optimal approach. However, we must balance this view against the need to ensure that Hong Kong attracts issuers to list here that are most likely to generate the greatest value for investors over time. These companies tend to have founders who are responsible for the innovation that drives such value. In Hong Kong and elsewhere, investors have shown that they are willing to invest in companies with WVR granted to such founders in return for the prospect of better future investment returns.

Objective of Our Proposed Reform

87. Through the proposals in this paper, the Exchange aims to ensure that our Listing Rules continue to represent the best balance between mitigating the risks associated with WVR and attracting the most dynamic and innovative companies to list here. The proposals, we believe, will also continue to prevent a proliferation of WVR and ensure that our market does not become synonymous with such structures (see paragraphs 69 to 71 above).
88. We set out in Sections I to III below our proposed refinements to the WVR regime.

⁸⁹ See paragraph 13 of the [Consultation Conclusions to Concept Paper on Weighted Voting Rights \(June 2015\)](#) and paragraph 19 of the [Consultation Conclusions on New Board Concept Paper \(December 2017\)](#).

I. Financial Eligibility Requirements

Current requirements

89. A new applicant seeking a listing on the Exchange with a WVR structure must have either:
- (a) an expected market capitalisation of at least HK\$40 billion at the time of listing (**WVR Test A**); or
 - (b) an expected market capitalisation of at least HK\$10 billion at the time of listing and revenue of at least HK\$1 billion for the most recent audited financial year (**WVR Test B**),
- together, the **WVR Financial Eligibility Test**.⁹⁰

Comparison to other markets

90. The SSE and SZSE are the only peer exchanges that have financial eligibility requirements tailored for issuers with a WVR structure (see **Appendix III** to this paper). The Exchange's WVR Financial Eligibility Test thresholds are higher than those of the SSE and SZSE (as illustrated in Table 2 below).

Table 2: Comparison of WVR financial eligibility tests on the SEHK, SSE and SZSE

Exchange	SSE and SZSE		
Market segment	SEHK <i>Main Board</i>	SSE and SZSE <i>Main boards</i>	SSE and SZSE <i>STAR Market and ChiNext Market</i>
Financial eligibility tests for listing with a WVR structure			
Market capitalisation only test	Market capitalisation of at least HK\$40 billion at listing	Market capitalisation of at least RMB 20 billion (HK\$22.2 billion) at listing ⁹¹	Market capitalisation of at least RMB 10 billion (HK\$11.1 billion) at listing
Market capitalisation/ revenue test	Market capitalisation of at least HK\$10 billion at listing; and Revenue of at least HK\$1 billion for the most recent audited financial year	Market capitalisation of at least RMB 10 billion (HK\$11.1 billion) at listing; and Revenue of at least RMB 1 billion (HK\$1.1 billion) for the	Market capitalisation of at least RMB 5 billion (HK\$5.56 billion) at listing; and Revenue of at least RMB 500 million (HK\$555 million) for

⁹⁰ MB Rule 8A.06.

⁹¹ The applicant must also have a positive net profit for the most recent financial year.

Exchange Market segment	SEHK	SSE and SZSE	
	<i>Main Board</i>	<i>Main boards</i>	<i>STAR Market and ChiNext Market</i>
		most recent financial year ⁹²	the most recent financial year

Note: Based on an exchange rate of 1 RMB = 1.11 HKD as at the end of 2025

Proposal

91. We propose to lower the current WVR Financial Eligibility Test thresholds as follows:
- WVR Test A would be modified by reducing the current HK\$40 billion expected market capitalisation threshold to at least HK\$20 billion at the time of listing; and
 - WVR Test B would be modified by reducing the current HK\$10 billion expected market capitalisation threshold to at least HK\$6 billion at the time of listing, and by reducing the current HK\$1 billion revenue for the most recent audited financial year to at least HK\$600 million.

Rationale

92. Our proposal aims to enhance the Exchange's attractiveness as a listing venue for high quality, high growth companies intending to retain their WVR structures. It also seeks to strike an appropriate balance between market competitiveness and investor protection by ensuring that the WVR Financial Eligibility Test, together with other investor protection safeguards, remains sufficiently rigorous to address the risks associated with WVR structures (see Table 6 in **Appendix V** to this paper).

Choice of thresholds

93. The proposed market capitalisation thresholds are generally in line with the corresponding thresholds of the SSE and SZSE main boards (i.e. HK\$20 billion under WVR Test A) and specialist markets (i.e. STAR Market and ChiNext Market) (i.e. HK\$6 billion under WVR Test B) (see Table 2).
94. The proposed revenue threshold (i.e. HK\$600 million) is a reduction on the current threshold but maintains the same ratio of revenue to market capitalisation of the current test (HK\$10 billion market capitalisation with HK\$1 billion revenue in the last financial year).⁹³
95. Overall, these proposed WVR Financial Eligibility Test thresholds are:

⁹² The applicant must also have a positive net profit for the most recent financial year.

⁹³ MB Rule 8A.06(2).

- (a) **More in line with requirements of other markets:** as they would bring our requirements close to those of our peer markets in the Chinese Mainland;
- (b) **Maintaining the attractiveness of the Exchange as an international capital raising platform for A+H issuers:** as more A-share WVR issuers that meet the requirements of PRC stock exchanges would be eligible for issuing H shares in Hong Kong; and
- (c) **Tailored to the profile of the companies that the WVR regime is seeking to attract:** as they would allow the listing, with a WVR structure, of more companies (such as Specialist Technology Companies) that typically possess the characteristics that our WVR regime seeks to attract.

Holistic approach to mitigating proliferation risk

96. The market capitalisation thresholds under the proposed WVR Financial Eligibility Test thresholds are still higher than those required for a non-WVR issuer seeking to list under the ordinary Main Board Chapter 8 route.⁹⁴ Accordingly, we believe our proposal, in combination with the Innovativeness Company Requirements (see Section III below) will not render WVR structures commonplace on the Exchange.

Question 1 Do you agree that the WVR Financial Eligibility Test thresholds should be lowered?

Please give reasons for your views and any alternative suggestions.

Question 2 If your answer to Question 1 is “yes”, do you agree with the proposed WVR Financial Eligibility Test thresholds (as set out in paragraph 91 of the Consultation Paper)?

Please give reasons for your views and any alternative suggestions.

⁹⁴ The highest initial market capitalisation threshold under MB Rule 8.05 is HK\$4 billion (i.e. under the market capitalisation/ revenue test in MB Rule 8.05(3)).

II. Voting Power and Economic Interest

Current requirements

WVR Ratio Cap

97. A class of shares conferring WVR in a listed issuer must not entitle the beneficiary to more than ten times of the voting power of ordinary shares, on any resolution tabled at the issuer's general meetings (the **10:1 WVR Ratio Cap**).⁹⁵

Minimum economic interest at listing

98. WVR beneficiaries must beneficially own, collectively, at least 10% of the underlying economic interest in the applicant's total issued share capital at the time of its initial listing.⁹⁶
99. The Exchange may be prepared to accept a lower minimum shareholding percentage, on a case-by-case basis, if the lower underlying economic interest still represents a very large amount in absolute dollar terms (for example if the applicant has an expected market capitalisation of over HK\$80 billion at the time of its initial listing) taking into account such other factors about the applicant as the Exchange may, in its discretion, consider appropriate.⁹⁷

Voting power of non-WVR shareholders

100. Non-WVR shareholders⁹⁸ must always be entitled to cast at least 10% of the votes that are eligible to be cast on resolutions at the listed issuer's general meetings.⁹⁹

Comparison to other markets

101. The SSE, SZSE and SGX impose similar voting power restrictions, including a 10:1 WVR Ratio Cap, on issuers with a WVR structure (see **Appendix III** to this paper).
102. In July 2024, the UK removed its 20:1 cap on WVR voting power and now has no WVR Ratio Cap at all.¹⁰⁰ The US market has never had any voting power ratio restriction.

⁹⁵ MB Rule 8A.10.

⁹⁶ MB Rule 8A.12.

⁹⁷ Note to MB Rule 8A.12.

⁹⁸ A "non-WVR shareholder" is a shareholder of a class of listed shares of an issuer with a WVR structure who is not also a WVR beneficiary.

⁹⁹ MB Rule 8A.09. For the purpose of this requirement, voting rights attached to treasury shares are excluded (see Note 3 to MB Rule 8A.09).

¹⁰⁰ UK FCA, [CP23/31](#) (December 2023) and [PS24/6](#) (July 2024) on Primary Markets Effectiveness Review.

Proposals

WVR Ratio Cap

103. We propose that applicants be able to list with a weighted voting ratio cap of up to 20 votes per WVR share (a **20:1 WVR Ratio Cap**) if they have a market capitalisation of at least HK\$40 billion at the time of listing.
104. For the avoidance of doubt, we do not propose to allow existing listed issuers with a WVR structure to increase the number of votes their WVR shares carry.¹⁰¹

Minimum economic interest at listing

105. In respect of the Exchange's current discretion to accept the listing of an applicant whose WVR beneficiaries collectively hold a lower minimum economic interest at listing (see paragraph 99), we propose that such lower underlying economic interest beneficially owned by WVR beneficiaries, at the time of the applicant's initial listing:
- (a) represents at least 5% of the applicant's total issued share capital; and
 - (b) has an amount of at least HK\$4 billion.
106. The Exchange would, however, reserve the right, in its absolute discretion, to refuse a listing if a lower minimum WVR shareholding percentage at listing (of below 10%) and/or a higher weighted voting ratio (of over 10:1) represents an extreme case of non-conformance with corporate governance norms.¹⁰² For the avoidance of doubt, the Exchange would consider any such cases holistically, taking into account the combined effects such WVR structure may have on the potential risk of misalignment of interests, including but not limited to the aggregate voting power non-WVR shareholders could retain upon listing.

Rationale

WVR Ratio Cap

107. When we implemented our WVR regime, we noted that a weighted voting ratio of 10:1 was the most common amongst US-listed WVR issuers.¹⁰³ As a WVR regime had not previously existed in Hong Kong, putting in place a 10:1 WVR Ratio Cap limited the disparity in voting rights between WVR beneficiaries and other shareholders whilst still enabling a meaningful number of potential applicants (with a WVR structure) to list.
108. Grandfathered Greater China Issuers and Non-Greater China Issuers are already permitted to list with a weighted voting ratio of higher than 10:1. To date, three Grandfathered Greater China Issuers have dual primary or secondary listings on the

¹⁰¹ MB Rule 8A.16.

¹⁰² MB Rule 2.06.

¹⁰³ HKEX, [Consultation Paper on a Listing Regime for Companies from Emerging and Innovative Sector](#) (February 2018), paragraph 125.

Exchange with higher ratios. Their weighted voting ratio ranges from 15:1 (one issuer) to 20:1 (two issuers).

109. The proposed relaxation of the WVR Ratio Cap aims to make our WVR regime more competitive by bringing it more closely in line with the requirements of other markets (e.g. the UK and the US) (see paragraphs 101 and 102). We have limited the change to issuers with a sufficiently large market capitalisation at the time of listing to control the risks of expropriation and entrenchment. The WVR beneficiaries of such issuers (with a market capitalisation of at least HK\$40 billion at the time of listing) will collectively hold a sufficiently large economic stake (at least HK\$4 billion) to ensure their interests are aligned with the interests of minority shareholders in the same company (see also paragraphs 115 and 116 below).
110. By limiting the possible relaxation of up to a 20:1 WVR Ratio Cap to large cap issuers, we believe our proposal would accommodate most of the issuers with WVR shares carrying more than ten votes each whilst still mitigating the risks associated with a higher weighted voting ratio.

Minimum economic interest at listing

111. Our proposal regarding the lower minimum WVR shareholding percentage at listing acceptable to the Exchange (see paragraph 105) would mean that:
 - (a) an applicant with an expected market capitalisation of over HK\$40 billion at listing may have a WVR shareholding percentage of below 10% in the applicant's total issued share capital at listing, provided that such underlying economic interest beneficially owned by the WVR beneficiaries has an amount of at least HK\$4 billion; and
 - (b) an applicant with an expected market capitalisation of HK\$80 billion at listing or more may have a WVR shareholding percentage of as low as 5% in the applicant's total issued share capital at listing.
112. Under our proposal, an applicant with an expected market capitalisation of over HK\$40 billion at listing may have a lower WVR shareholding percentage at listing than 10%. This market capitalisation threshold represents a 50% discount on the original HK\$80 billion threshold (see paragraph 99), which is in line with the proposed 50% reduction in the market capitalisation threshold under WVR Test A from HK\$40 billion to HK\$20 billion (see paragraph 91(a)).
113. The floors of 5% (in percentage terms) and HK\$4 billion (in absolute dollar terms) are designed to increase the clarity and certainty of our requirement while reducing the risks of expropriation and entrenchment by ensuring that only issuers whose WVR beneficiaries have a sufficiently large economic interest, in dollar terms, at listing would be eligible for listing with a WVR structure.

Holistic approach to mitigating risk of misalignment of interests

114. In proposing the relaxation of the 10:1 WVR Ratio Cap, we also took into account other existing requirements of our WVR regime that were intended to mitigate the risk of misalignment of interests that may arise because of a higher WVR Ratio Cap (see Table 6 in **Appendix V** to this paper).

Minimum economic interest at listing

115. The minimum economic interest of WVR beneficiaries at listing (see paragraph 98), coupled with relatively high market capitalisation eligibility thresholds (see Section I), helps ensure that the holdings of WVR beneficiaries, in terms of absolute dollar value at the time of listing, are sufficiently large to ensure that their interests are aligned with the interests of minority shareholders in the same company.
116. For those issuers that have a market capitalisation of at least HK\$40 billion at the time of listing, their WVR beneficiaries will collectively hold a sufficiently large economic stake (at least HK\$4 billion)¹⁰⁴ to ensure that their interests continue to be aligned, at listing, with the interests of minority shareholders in the same company.
117. After listing, WVR beneficiaries are not required to maintain at least a collective 10% economic interest in the WVR issuers. However, it is common for such beneficiaries to do so, as noted amongst the WVR issuers listed in Hong Kong.¹⁰⁵

Voting power of non-WVR shareholders

118. The ability for non-WVR shareholders to exercise a voting power of at least 10% (see paragraph 100) gives non-WVR shareholders the means to make their views on any resolution put to a general meeting clear to management, even though they may not be able to win the vote. It also means that, due to our core shareholder protection standards, they would be able to, collectively, convene an extraordinary general meeting and add resolutions to a meeting agenda.¹⁰⁶
119. Although minority shareholders may not have sufficient voting power to defeat resolutions in the presence of a WVR structure, they may still convey their dissenting views to the management by attending general meetings and casting negative votes. Proxy advisers often recommend institutional investors to vote against resolutions that disregard or dilute minority shareholders' interests (e.g. resolutions regarding director election, renewal of WVR structures and executive remuneration).¹⁰⁷ This may put

¹⁰⁴ Based on a market capitalisation of HK\$40 billion and a 10% of economic interest that must be held by WVR beneficiaries at the time of listing.

¹⁰⁵ Of the 15 issuers that were primary listed on the Exchange with a WVR structure in 2024 or before, 13 (87%) were able to maintain at least a collective 10% economic interest by WVR beneficiaries (based on their latest annual report disclosure as of the end of 2025).

¹⁰⁶ Paragraph 14(5) of Appendix A1 to the Main Board Listing Rules.

¹⁰⁷ For example, Glass Lewis, a US proxy advisory services company, noted that shareholders should have the power to speak and the opportunity to effect change on matters of governance and shareholder rights, and recommended shareholders vote against certain members of the board if shareholder rights are being severely restricted. See Glass Lewis, [2024 Benchmark Policy Guidelines](#), page 37.

reputational pressure on management. These methods, together with the right to convene an extraordinary general meeting, provide minority shareholders with avenues to voice concerns and influence management decisions.

120. To date, non-WVR shareholders have not requisitioned a general meeting of any WVR issuer listed on the Exchange. We have not received any substantive complaint regarding disagreements between non-WVR shareholders and the management of a WVR issuer and have not received reports of corporate governance concerns from such non-WVR shareholders.

Question 3 Do you agree with the proposal to accept a 20:1 WVR Ratio Cap if an applicant has a market capitalisation of at least HK\$40 billion at the time of listing (see paragraph 103 of the Consultation Paper)?

Please give reasons for your views and any alternative suggestions.

Question 4 Do you agree with the proposal that the Exchange may be prepared to accept the listing of an applicant whose WVR beneficiaries collectively hold a lower minimum economic interest at listing only if such lower underlying economic interest, at the time of the applicant's initial listing: (a) represents at least 5% of the applicant's total issued share capital; and (b) has an amount of at least HK\$4 billion (see paragraph 105 of the Consultation Paper)?

Please give reasons for your views and any alternative suggestions.

III. Innovative Company Requirements, Success of the Company, and External Validation

Current requirements

Innovative Company Requirements

121. To be considered suitable for listing with WVR, an applicant must demonstrate that it is an innovative company (**Innovative Company Requirements**), which means it would normally be expected to possess more than one of the following characteristics (**Innovative Characteristics**):¹⁰⁸

- (a) its success is demonstrated to be attributable to the application, to the company's core business, of (1) new technologies; (2) innovations; and/or (3) a new business model, which also serves to differentiate the company from existing players.

An applicant should elaborate on how its operations differ from conventional methods of operating a business in its industry which sets it apart from its peers. If the peers are employing similar technology/business model, the Exchange will consider whether the applicant is the "first mover" in the industry by reference to the timeline of the implementation of its technology, innovation and/or business model as compared to its closest peers (the **Novelty Characteristic**);

- (b) R&D is a significant contributor of its expected value and constitutes a major activity and expense. An applicant should disclose the amount of its R&D expenses during the track record period (both as a figure and as a percentage of total revenue/expenses). In addition, an applicant should explain how the R&D contributes value to the applicant.

The Exchange will examine whether the R&D expenses are capitalised as intangible assets in the accounts of the applicant as an indicator of the value generated through the R&D activities. Where a significant portion of the R&D expenses is not capitalised, the applicant should provide the reasons therefor (the **R&D Characteristic**);

- (c) its success is demonstrated to be attributable to its unique features or intellectual property (**IP**). An applicant should provide detailed explanation on how its IP enabled it to achieve business success (the **IP Characteristic**); and/or

- (d) it has an outsized market capitalisation/intangible asset value relative to its tangible asset value (the **Outsized Market Cap Characteristic**).

122. The Innovative Company Requirements were designed to limit WVR structures to only those issuers that the WVR listing regime aims to target, i.e. those "new economy" companies from emerging and innovative sectors. The "new economy" industry encompasses a range of sectors and is not necessarily restricted to specific ones. Also, its meaning is likely to evolve over time (as technology that is considered "innovative"

¹⁰⁸ See paragraph 4 of Chapter 2.2 of the Guide for New Listing Applicants (last updated 4 August 2025).

today becomes more commonly adopted and/or accessible, or as new entrants to the market emerge over time). For these reasons, the Exchange set out the above qualitative Innovative Characteristics to be used for determining whether an applicant is an innovative company, which forms part of the assessment of its suitability for listing with a WVR structure.¹⁰⁹

Success of the company and external validation

123. An applicant (other than a Grandfathered Greater China Issuer or a Non-Greater China Issuer) must also meet, amongst others, suitability criteria on:¹¹⁰

- (a) ***Success of the company:*** the applicant must demonstrate a track record of high business growth, as can be objectively measured by operational metrics such as business operations, users, customers, unit sales, revenue, profits and/or market value (as appropriate) and its high growth trajectory is expected to continue; and
- (b) ***External validation:*** the applicant must have previously received meaningful third-party investment (being more than just a token investment) from at least one sophisticated investor (which must remain at IPO).

Such investors will be required to retain an aggregate 50% of their investment at the time of listing for a period of at least six months post-IPO (subject to exceptions for de minimis investments by specific investors provided that the main investors are in compliance).

Specialist Company Presumptions

124. Biotech Companies and Specialist Technology Companies (together, **Specialist Companies**) that seek to list with WVR:

- (a) are presumed to meet the Innovative Company Requirements and qualify as an innovative company if they fully meet the requirements under the respective Specialist Chapters;¹¹¹ and
- (b) are presumed to satisfy the external validation requirement if:
 - (i) in the case of a Biotech Company, it complies with the requirement that sophisticated investors retain an aggregate 50% of their investment at the time of listing for a period of at least six months post-IPO; and
 - (ii) in the case of a Specialist Technology Company, its “key persons” and investors satisfy the requirement that they do not dispose of its listed

¹⁰⁹ See paragraphs 248 to 250 of the [Consultation Conclusions on the New Board Concept Paper](#) (December 2017).

¹¹⁰ See paragraph 6 of Chapter 2.2 of the Guide for New Listing Applicants (last updated 4 August 2025). The other suitability criteria are the contribution of WVR beneficiary and role of WVR beneficiary.

¹¹¹ Main Board Chapter 18A for Biotech Companies and Main Board Chapter 18C for Specialist Technology Companies.

securities for a set time period after the company's listing (i.e. "lock-up" requirements),¹¹²

collectively, the **Specialist Company Presumptions**.¹¹³

Comparison to other markets

125. Other peer exchanges do not explicitly require an issuer to demonstrate that it is an innovative company as a pre-requisite for listing with a WVR structure. However, the SGX takes into account an applicant's business and track record as well as participation by sophisticated investors as factors to be considered in its assessment of the applicant's suitability for listing with a WVR structure. See **Appendix III** to this paper for details.

Proposals

Refining routes to meeting the Innovative Company Requirements

126. We propose to refine the routes that applicants can use to demonstrate that they are innovative companies into, namely, **Route A** and **Route B**. An applicant seeking a listing with a WVR structure would be expected to demonstrate that, either:

Route A: it adopts *technologies* that are either novel, in themselves, or essential to the novelty of its core business; or

Route B: its success is attributable to the application, to its core business, of a *new business model* that may not necessarily be enabled by technology. Where such a business model is enabled by technology, that technology does not have to be novel or essential to the novelty of the issuer's core business.

127. Under Route A,

- (a) ***For applicants that are Specialist Companies seeking to list under the Specialist Chapters:*** the current Specialist Company Presumptions would continue to apply (see paragraph 124);
- (b) ***For applicants that are Qualified Biotech Applicants or Qualified Specialist Technology Applicants but do not seek to list under a Specialist Chapter:*** these applicants would be presumed to meet the Innovative Company Requirements (see our proposals in paragraph 132); and
- (c) ***For applicants that do not fall within (a) and (b) above but want to rely on the adoption of technologies to list with a WVR structure:*** the Innovative Company

¹¹² MB Rule 18C.14(2). This lock-up requirement applies to existing investors in a Specialist Technology Company as identified by the Exchange in its guidance. See paragraphs 65 and 66 of Chapter 2.5 of the Guide for New Listing Applicants (last updated 4 August 2025).

¹¹³ See paragraph 19 of Chapter 2.3 and paragraph 60 of Chapter 2.5 of the Guide for New Listing Applicants (last updated 4 August 2025).

Requirements would apply (with the Innovative Characteristics as modified as set out in paragraphs 129 and 130 below).

Application of Innovative Characteristics to each route

128. We propose to restructure the Innovative Company Requirements by applying the Innovative Characteristics in a bespoke manner to Route A and Route B (as set out in paragraphs 129 to 131 below).

(I) Characteristic applicable to both Route A and Route B applicants

129. Both Route A and Route B applicants would be expected to possess the **Novelty Characteristic** (see paragraph 121(a)), with minor modifications as set out below (underlined):

“An applicant should elaborate on how its operations differ from conventional methods of operating a business in its industry which sets it apart from its peers. If the peers are employing similar technology/business model, the Exchange may still consider the applicant to be innovative if it is the only one, or one of the first few in its industry, to adopt the new technologies (Route A) or new business model (Route B).”

(II) Other characteristics applicable to Route A applicants

130. An applicant under Route A would also be expected to possess **more than one** of the following Innovative Characteristics (see paragraph 121(b), (c) and (d)), with a minor modification to the IP Characteristic as set out below (underlined):

- **R&D Characteristic:** *“R&D is a significant contributor of its expected value and constitutes a major activity and expense. An applicant should disclose the amount of its R&D expenses during the track record period (both as a figure and as a percentage of total revenue/expenses). In addition, an applicant should explain how the R&D contributes value to the applicant.*

The Exchange will examine whether the R&D expenses are capitalised as intangible assets in the accounts of the applicant as an indicator of the value generated through the R&D activities. Where a significant portion of the R&D expenses is not capitalised, the applicant should provide the reasons therefor.”

- **IP Characteristic:** *“Its success is demonstrated to be attributable to its IP. An applicant should provide detailed explanation on how its IP enabled it to achieve business success.”*

- **Outsized Market Cap Characteristic:** *“It has an outsized market capitalisation/intangible asset value relative to its tangible asset value.”*

(III) Other characteristics applicable to Route B applicants

131. An applicant under Route B would normally be expected to possess **all of** the following new Innovative Characteristics:

- **CAGR Growth Characteristic:** *“An applicant must have a compound annual growth rate (CAGR) in revenue of at least 30% over the track record period.*

The Exchange may accept that the applicant relies on alternative operational metrics (e.g. gross merchandise value) that demonstrate an equivalent rate of growth if the applicant can establish to the Exchange’s satisfaction that such metrics would be more relevant and comparable indicators of the applicant’s business growth (e.g. it is an industry norm to use and report such metrics), which can be independently demonstrated or substantiated.”

- **Industry Position Characteristic:** *“An applicant must demonstrate that it holds a relatively prominent position in its industry.”*

“Innovative” presumption for Qualified Biotech Applicants and Qualified Specialist Technology Applicants

132. We propose that, in addition to applicants that are Specialist Companies seeking to list under the applicable Specialist Chapters (under the current Specialist Company Presumptions), the following groups of applicants that adopt technologies (under Route A) be presumed to meet the Innovative Company Requirements:

(a) applicants that:

- (i) operate in the Biotech¹¹⁴ industry, have been primarily engaged in the R&D¹¹⁵ of developing, at least one Core Product¹¹⁶ and have commercialised that product;
- (ii) have continued the R&D development of the Core Product during the 12 months prior to listing; and
- (iii) have ownership of IP rights relating to the Core Product,¹¹⁷

(Qualified Biotech Applicants); and

(b) applicants that:

¹¹⁴ As defined in MB Rule 18A.01.

¹¹⁵ An applicant may substantiate that it is primarily engaged in the R&D of developing a Core Product using historical R&D expenses incurred for the Core Product (including the underlying platform/technology). For in-licensed or acquired Core Product, the applicant should have achieved R&D progress independently since the in-licensing or acquisition of the Core Product.

¹¹⁶ As defined in MB Rule 18A.01.

¹¹⁷ For in/out-licensed or jointly developed Core Product, an applicant must demonstrate that it owns and will own all IP independently developed by the applicant.

- (i) are primarily engaged in the R&D of,¹¹⁸ and have commercialised, Specialist Technology Product(s) within an acceptable sector of a Specialist Technology Industry;¹¹⁹ and
- (ii) meet the R&D expenditure percentage test designed for a Commercial Company under Main Board Chapter 18C,¹²⁰

(Qualified Specialist Technology Applicants).

133. Under our proposal, Qualified Biotech Applicants and Qualified Specialist Technology Applicants would still be required to meet the “success of the company” and “external validation” requirements (see paragraph 123) as part of the Exchange’s assessment of their suitability for listing with a WVR structure.

External validation

Meaning of “sophisticated investor”

134. We propose to provide further guidance on the meaning of a “sophisticated investor” for the purpose of the “external validation” requirement (see paragraph 123(b)) by stating that:

- (a) the Exchange would assess whether an investor is sophisticated on a case-by-case basis by reference to its net assets or assets under management, its relevant investment experience, and its knowledge and expertise in the relevant field; and
- (b) the Exchange would normally consider an investor that meets any of the qualification criteria under the relevant guidance for SPACs¹²¹ and Specialist Technology Companies¹²² as sophisticated for this purpose.

Minimum investment threshold for Route B applicants

135. In the case of an applicant pursuing Route B, we also propose to provide more certainty on what constitutes “meaningful third-party investment” for the purpose of the “external validation” requirement (see paragraph 123(b)) by stating that:

¹¹⁸ Where an applicant has multiple business segments, the Exchange will adopt a holistic approach to assessing whether the applicant is “primarily engaged” in the R&D of any Specialist Technology Product, taking into account non-exhaustive factors including its: R&D expenditure ratio (i.e. R&D expenditure as a percentage of total operating expenditure); basis for determining the applicant’s expected market capitalisation, proposed use of proceeds, and proportion of revenue generated by relevant business. Our current approach to assessing whether an applicant is “primarily engaged” in a relevant Specialist Technology business is set out in paragraph 8 of Chapter 2.5 of the Guide for New Listing Applicants (last updated 4 August 2025).

¹¹⁹ As defined in MB Rule 18C.01.

¹²⁰ MB Rules 18C.04(2)(a) and (3). The applicant must have incurred expenditure on the R&D of its Specialist Technology Product(s) that amounted to at least 15% of its total operating expenditure both: (a) on a yearly basis for at least two of the three financial years prior to its listing; and (b) on an aggregate basis over all three financial years prior to listing.

¹²¹ See paragraphs 16 to 20 of Chapter 2.4 of the Guide for New Listing Applicants (last updated 4 August 2025).

¹²² See paragraphs 20 to 24 of Chapter 2.5 of the Guide for New Listing Applicants (last updated 4 August 2025).

- (a) the Exchange would normally expect that the applicant has previously received investment from at least one sophisticated investor to result in the investor(s) holding, in aggregate, such amount of shares (or securities convertible into shares) equivalent to at least 10% of the applicant's issued share capital at the time of listing; and
 - (b) the Exchange may accept a lower percentage, on a case-by-case basis, if the investment amount is substantial in absolute dollar terms, taking into account whether the applicant has an expected market capitalisation of over HK\$20 billion at the time of its initial listing and such other factors as the Exchange may consider appropriate.
136. Please see **Appendix VI** to this paper for a summary of the application of the Innovative Characteristics, together with other suitability requirements, for WVR applicants under both Route A and Route B.
137. For the avoidance of doubt:
- (a) the Exchange, in assessing whether an applicant is suitable for listing with a WVR structure, will consider the relevant Innovative Characteristics and take into account all relevant circumstances in totality; and
 - (b) WVR applicants under both Route A and Route B must continue to meet the "success of the company" and "external validation" requirements, save for the presumption that Specialist Companies have satisfied the "external validation" requirement (see paragraph 124(b)).

Rationale

General approach

138. High growth companies from emerging and innovative sectors were the primary targets of the Exchange at the time the WVR regime was established. The Exchange wished to diversify the type of issuers available to investors in Hong Kong by, in particular, attracting listings from the new economy and emerging sectors. Limiting WVR structures to issuers the Exchange deems innovative also helps ensure that WVR structures do not become commonplace in Hong Kong, a key principle of the regime (see paragraphs 71 and 122).

Providing new routes to meeting the Innovative Company Requirements

Separation of the business model route (Route B) from the technologies route (Route A)

139. Under the current Innovative Company Requirements, an applicant may demonstrate that its success is "*... attributable to the application, to the company's core business, of ... a new business model*" (see the Novelty Characteristic in paragraph 121(a) above). In the past, the Exchange has applied the test to listing applicants that operated in

traditional industries not normally associated with new technology.¹²³ Although their business models were enabled by technology, the technology they used was not novel and was not essential to the novelty of their core business.

140. Our proposed amendments to the structure of the Innovative Company Requirements attempt to clarify a route to listing (as Route B) for such listing applicants whose innovativeness lies in a new business model by stating that: (i) an applicant's business model may not necessarily be enabled by technology; and (ii) where it is enabled by technology, that technology does not have to be novel or essential to the novelty of the issuer's core business.

Application of Innovative Characteristics to each route

141. We propose to apply Innovative Characteristics in a bespoke manner based on the nature of an applicant's business.
142. For applicants applying under the technologies route (Route A), our proposed clarification that a company is expected to possess the Novelty Characteristic plus more than one of the Innovative Characteristics applicable to that route (i.e. R&D, IP and Outsized Market Cap Characteristics) is consistent with the current expectation that an innovative company must possess more than one of the four Innovative Characteristics.
143. For applicants applying under the new business model route (Route B), our proposed new CAGR Growth and Industry Position Characteristics better reflect the nature of issuers that we expect to apply under this route. The business success of such issuers is expected to arise from a business model, rather than through the application of R&D to develop new technology or the application of IP held by the company. For this reason, the company may also not have an outsized market capitalisation or intangible asset value relative to its tangible asset value.

Proposed modifications to the Innovative Characteristics

144. We propose changes to the Innovative Characteristics for the following reasons:
- (a) **Novelty Characteristic:** Since the WVR listing regime was introduced, the Exchange has received listing applications from issuers that have adopted innovative technology and/or business models. They have done so when such innovations were still novel in their industry but were not the first to do so. The Exchange has deemed these issuers to be innovative even though they were only one of several with the same innovation. Our proposed change (see paragraph 129) aims to codify this practice.
- (b) **IP Characteristic:** Our proposed amendment (see paragraph 130) aims to increase the clarity and relevance of the requirement. We have found that the current reference to "unique features" too vague. In practice, applicants demonstrate this characteristic by reference to their IP only. We believe that the amended reference to IP alone should better reflect our current vetting practice

¹²³ Examples include restaurants, logistics, real estate management, and metal trading.

and be sufficient to contribute to a holistic assessment of an applicant's innovativeness.

145. Our proposed addition of objective and measurable criteria for a company applying through Route B to demonstrate its "innovativeness" (see paragraph 131) aims to validate the applicant's innovativeness in the absence of technology-based success criteria (such as R&D and IP). Requiring such companies to demonstrate their high CAGR growth and a relatively prominent industry position helps compensate for the lack of technology-based criteria for applicants applying on the basis of their business model.
146. The proposed CAGR threshold (i.e. the requirement for a 30% revenue CAGR over its track record period) (see paragraph 131) is based on our analysis of the past performance (during the relevant track record period) of precedent cases where applicants met the Innovative Company Requirements by primarily relying upon their new business models.

"Innovative" presumption for Qualified Biotech Applicants and Qualified Specialist Technology Applicants

147. Our proposed "innovative" presumption (see paragraph 132) for Qualified Biotech Applicants and Qualified Specialist Technology Applicants, is consistent with the current Specialist Company Presumptions. The approach is based on the presumption that such applicants, even though they do not seek to list under a Specialist Chapter: (a) share similar specialist characteristics as Specialist Companies; and (b) have demonstrated success through not only R&D but also through the commercialisation of their specialist products.
148. Our proposed approach is also in line with the objective of the Specialist Chapters and WVR regime to attract the listing of "new economy" companies.
149. We believe that the proposed route for a Qualified Biotech Applicant is sufficiently rigorous, as such an applicant must have maintained its R&D development of its Core Product (as recognised and approved by a Competent Authority) relatively recently and have retained ownership of IP rights relating to that product. This requirement would exclude biotech listing applicants that have an in-licensing business model, meaning issuers that purchase the rights to manufacture and market a Core Product but were not engaged in the R&D of that product. Our proposed R&D and IP requirements are also consistent with those applicable to a Biotech Company applicant.¹²⁴
150. For a Qualified Specialist Technology Applicant, we propose to add an R&D expenditure test (see paragraph 132(b)(ii)) due to the absence of a Competent Authority regime for most specialist technologies. The R&D expenditure test will help validate that the issuer's business is primarily related to Specialist Technology. This test is consistent with the R&D requirement of the Rules for Specialist Technology Companies.¹²⁵

¹²⁴ See paragraphs 7 and 9 of Chapter 2.3 of the Guide for New Listing Applicants (last updated 4 August 2025).

¹²⁵ MB Rules 18C.04(2)(a) and (3).

External validation

151. From time to time, the Exchange has received enquiries regarding whether certain pre-IPO investors would be considered sufficiently sophisticated, and whether investment from these investors would be considered sufficiently meaningful for the purpose of the “external validation” requirement. Our proposal to provide further guidance aim to increase the clarity and certainty of our requirement.

Minimum investment threshold for Route B applicants

152. Investment by sophisticated investors in the securities of issuers with WVR structures provides external validation of the applicant’s quality and prospects despite the existence of its WVR structure.
153. Our proposal to expressly apply a quantified minimum third-party investment threshold to applicants pursuing Route B will help ensure these applicants could demonstrate a high level of investor demand and reduce any uncertainty resulting from the subjectivity of our assessment of whether these applicants are suitable for listing with a WVR structure based on a new business model.

Holistic approach to mitigating proliferation risk

154. The proposed refinements to the Innovative Company Requirements are largely a reflection of current vetting practice as well as a continuation of our intention to enable listing of companies from emerging and new economy sectors. They help ensure that our WVR regime will not proliferate and so continue to achieve the regulatory intent as contemplated in the 2018 Listing Reforms.
155. WVR issuers currently represent about 1.2% of all listed issuers by number and 14.7% by market capitalisation (see paragraphs 72 and 74). We are confident that the combination of our existing and revised requirements will continue to confine WVR structures to a very small percentage of issuers listed on the Exchange.

Question 5 Do you agree with the proposal to provide a choice of Route A and Route B that applicants can use to meet the Innovative Company Requirements (as set out in paragraph 126 of the Consultation Paper)?

Please give reasons for your views and any alternative suggestions.

Question 6 If your answer to Question 5 is “yes”, in respect of Route A, do you agree with:

- (a) the proposed retention of the current Specialist Company Presumptions (as set out in paragraph 127(a) of the Consultation Paper)?
- (b) the proposed “innovative” presumption for Qualified Biotech Applicants and Qualified Specialist Technology Applicants (as set out in paragraphs 127(b), 132 and 133 of the Consultation Paper)?

- (c) the proposed refinements to the Innovative Characteristics that are applicable to Route A (as set out in paragraphs 127(c), 129 and 130 of the Consultation Paper)?

Please give reasons for your views and any alternative suggestions.

Question 7 If your answer to Question 5 is “yes”, do you agree with:

- (a) the proposed refinements to the Innovative Characteristics that are applicable to Route B (as set out in paragraphs 129 and 131 of the Consultation Paper)?
- (b) the proposed guidance on the meaning of a “sophisticated investor” for the purpose of the “external validation” requirement (as set out in paragraph 134 of the Consultation Paper)?
- (c) the proposed guidance on what constitutes “meaningful third-party investment” for Route B applicants for the purpose of the “external validation” requirement (as set out in paragraph 135 of the Consultation Paper)?

Please give reasons for your views and any alternative suggestions.

CHAPTER 3: ISSUERS LISTED OVERSEAS

Background

Regulatory principles

156. The Exchange permits issuers that are listed (or to be listed) overseas to apply for a dual primary or a secondary listing here.
157. To have a dual primary listing, an issuer must be subject to the Exchange's Listing Rule requirements and also subject to the requirements of the overseas exchange(s) on which its securities are listed (or will be listed concurrently with its listing on the Exchange).
158. To have a secondary listing, an issuer must be subject to the requirements on its overseas exchange of primary listing but is exempted from compliance with the Exchange's Rules to a significant extent.
159. The design of our secondary listing regime is guided by the following key considerations:
- (a) **Reliance upon overseas regulatory regime:** For a secondary listing, the Exchange places reliance on the regulatory and enforcement framework of an issuer's primary listing market¹²⁶ to provide a sufficient level of investor protection, in combination with applicable Rules in Hong Kong. On this basis, and on the basis that the majority of trading in the issuer's shares continues to take place on that primary market, a secondary listed issuer is exempt from a considerable number of Listing Rules¹²⁷ that would otherwise apply to a primary or dual primary listing.
 - (b) **Eligibility limited to large issuers with a good regulatory compliance track record:** To safeguard investor interests and maintain market quality, the Exchange restricts access to the concessionary secondary listing route to issuers that are of significant size and have demonstrated good regulatory compliance in their home markets.
 - (c) **Mitigating regulatory arbitrage risk:** Given the extensive exemptions available for secondary listed issuers, there is a risk that certain companies may opt to primary list overseas with the intention of subsequently seeking a secondary listing on the Exchange as a means to circumvent full compliance with our Listing Rules. This concern is particularly relevant for issuers with a centre of gravity in Greater China, as the Exchange is seen as the natural listing destination for a Greater

¹²⁶ The Exchange has published on its website ([link](#)) a list of Recognised Stock Exchanges as updated from time to time. These exchanges are markets that the Exchange and the SFC have recognised as having shareholder protection standards equivalent to those provided in Hong Kong.

¹²⁷ For certain Listing Rules, the effect of the automatic waiver is limited to the particular circumstances described (e.g. issues of securities outside the Exchange's markets). Nonetheless, a number of Listing Rules which the investing public in Hong Kong may be familiar with and would otherwise apply in the case of a primary or dual primary listing on the Exchange are waived in their entirety primarily on the basis that reliance can be placed on the regulations of the exchanges where these secondary listed issuers are primary listed.

China issuer seeking to raise capital and expand its shareholder base outside the Chinese Mainland.

Previous reforms

2018 Listing Reforms

160. On 30 April 2018, Chapter 19C of the Main Board Listing Rules was introduced following a public consultation¹²⁸ to facilitate the homecoming listings of Qualifying Issuers.¹²⁹ This new chapter provides a pathway for issuers with a centre of gravity in Greater China (which were previously prohibited from secondary listing)¹³⁰ to seek a secondary listing in Hong Kong if they are listed on a Qualifying Exchange and meet relatively high quantitative eligibility requirements.

Overseas Issuers Consultation

161. In 2022, the Exchange further enhanced and streamlined the listing regime for overseas issuers following a public consultation on the listing regime for overseas issuers (the **Overseas Issuers Consultation**).¹³¹ Major changes under the enhanced regime included:
- (a) Greater China Issuers without a WVR structure can now secondary list: (i) without demonstrating they are “innovative companies”; and (ii) with a lower minimum market capitalisation at listing;¹³² and
 - (b) Grandfathered Greater China Issuers and Non-Greater China Issuers eligible for secondary listing may opt for a dual primary listing with their existing WVR and/or VIE structures.
162. The Exchange also published a guidance letter¹³³ for secondary listed issuers (including Greater China Issuers listed on US markets) regarding trading migration,¹³⁴ voluntary conversion to dual primary listing, and delisting from overseas exchange of primary listing.

¹²⁸ HKEX, [Consultation Paper on a Listing Regime for Companies From Emerging and Innovative Sectors](#) (February 2018).

¹²⁹ A Qualifying Issuer is an overseas issuer primary listed on a Qualifying Exchange, i.e. NYSE, Nasdaq or LSE Main Market.

¹³⁰ Pursuant to the joint policy statement regarding the listing of overseas companies, first published jointly by the Exchange and the SFC in 2007, updated on 27 September 2013, and last amended on 30 April 2018 ([link](#)).

¹³¹ HKEX, [Consultation Paper on Listing Regime for Overseas Issuers](#) (March 2021); and HKEX, [Consultation Conclusions on Listing Regime for Overseas Issuers](#) (November 2021).

¹³² The minimum market capitalisation requirement reduced from (a) HK\$40 billion or (b) HK\$10 billion and revenue of at least HK\$1 billion for the most recent audited financial year to: (a) HK\$3 billion if the issuer can demonstrate a track record of good regulatory compliance of at least five full financial years on a Qualifying Exchange; or (b) HK\$10 billion if the issuer can demonstrate a track record of good regulatory compliance of at least two full financial years on a Qualifying Exchange.

¹³³ Guidance letter HKEX-GL112-22 (Change of listing status from secondary listing to dual primary or primary listing on Main Board) (last updated in May 2024).

¹³⁴ The migration of the majority of trading in an issuer’s securities from an overseas exchange to Hong Kong.

Track record of success

163. The introduction of Main Board Chapter 19C, on 30 April 2018, has successfully enabled the secondary listings of 19 companies under the chapter, comprising ten with a WVR structure and nine without. A total of HK\$216 billion was raised from the listings with a WVR structure and HK\$83.5 billion from those without.¹³⁵ Amongst these, Alibaba Group Holding Limited, the largest secondary listing in Hong Kong by far, raised over HK\$100 billion by itself in 2019.
164. As at the end of 2025, these issuers had a combined market capitalisation of HK\$5.47 trillion, representing 11.5% of all equity securities listed on the Exchange. Their ADT for 2025 was HK\$23.1 billion, representing 9.2% of total cash market ADT.
165. To date, seven overseas issuers listed under Main Board Chapter 19C (comprising four with a WVR structure and three without), including Alibaba Group Holding Limited,¹³⁶ have converted from a secondary listing into a (dual) primary listing.¹³⁷ As a result of this conversion, they meet the condition that issuers must be primary listed on the Exchange to be eligible for Southbound Stock Connect.

Number of Greater China Issuers and Southeast Asian issuers Listed Overseas

166. Despite the above success, as of the end of 2025, 377 Greater China Issuers, with a combined market capitalisation of US\$357 billion (HK\$2.78 trillion), were listed in the US but had yet to be listed in Hong Kong (see paragraph 51). Also, the Exchange has identified 18 Southeast Asian issuers, with a combined market capitalisation of US\$151 million (HK\$1.18 billion), that listed American depository receipts in the US as at the same date.¹³⁸
167. The Exchange has received requests for it to make further efforts to attract the homecoming listings of these Greater China Issuers listed overseas, including those with WVR structures, as well as secondary listings of Southeast Asian issuers. This is in line with the HKSAR Government's call for deepening cooperation with Southeast Asian exchanges with a view to attracting Southeast Asian issuers to seek secondary listings in Hong Kong.¹³⁹

¹³⁵ As of the end of 2025.

¹³⁶ On 28 August 2024, Alibaba Group Holding Limited voluntarily converted from a secondary listing to a primary listing. Since 10 September 2024, the company's ordinary shares have been included in Southbound Stock Connect.

¹³⁷ As of the end of 2025.

¹³⁸ Source: Emerging Market Skeptic.

¹³⁹ The Chief Executive's 2025 Policy Address, paragraph [83](#).

Market feedback

168. We have received market feedback¹⁴⁰ calling for a review of our existing listing regime for issuers listed overseas. The feedback is summarised as follows:

- (a) **Qualification requirements for secondary listings:** there may be room for relaxing the current secondary listing thresholds (e.g. the market capitalisation requirement) to attract issuers listed overseas to seek a listing in Hong Kong;
- (b) **Further facilitative measures:** the Exchange's requirements for overseas issuers may be further enhanced to facilitate listings, when compared to the listing regimes of other markets. Further facilitative measures could be explored to support secondary listings; and
- (c) **Conversion to primary listing:** the procedural and regulatory pathway for converting a secondary listing into a primary listing could be further simplified to provide more clarity.

¹⁴⁰ For example, the Democratic Alliance for the Betterment and Progress of Hong Kong put forward in its [report](#) (Traditional Chinese version only) published in July 2025 recommendations to further enhance the Listing Rules to attract high-quality overseas issuers, e.g. by allowing a grace period for overseas issuers to retain a non-compliant WVR structure before re-compliance, and streamlining existing disclosure requirements for listings from overseas issuers. Deloitte called for relaxation of secondary listing thresholds and introduction of a dedicated channel to facilitate secondary listings in its [recommendations](#) for the 2025 Policy Address. The Financial Services Development Council also discussed possible enhancements to the secondary listing framework to deepen and expand connectivity in its concept paper on Hong Kong's capital market leadership (see paragraph 58).

I. Qualification Requirements for Secondary Listings

A. Issuers with WVR structures

Current requirements

169. An overseas issuer seeking a secondary listing on the Exchange with a WVR structure must have a track record of good regulatory compliance of at least two full financial years on a Qualifying Exchange.¹⁴¹
170. An overseas issuer seeking a secondary listing with a WVR structure must have either:
- (a) an expected market capitalisation of at least HK\$40 billion at the time of listing (i.e. **WVR Test A**); or
 - (b) an expected market capitalisation of at least HK\$10 billion at the time of listing and revenue of at least HK\$1 billion for the most recent audited financial year (i.e. **WVR Test B**).¹⁴²
171. The thresholds of these tests are the same as for listing applicants seeking a primary listing with a WVR structure (see paragraph 91 in Section I of Chapter 2).
172. An issuer must also ensure that its WVR structure complies with the full requirements of our Rules (under Main Board Chapter 8A) and demonstrate that it is eligible and suitable for listing under that chapter (see Section I of Chapter 2). This means that it must, amongst other requirements:
- (a) have a permissible WVR structure (i.e. a dual class share structure only), be subject to a 10:1 WVR Ratio Cap, and only have individual (rather than corporate) WVR beneficiaries;
 - (b) demonstrate that it is an innovative company; and
 - (c) meet the suitability criteria for listing with a WVR structure (e.g. success of the company, and external validation).¹⁴³

Proposal

173. We propose to lower the financial eligibility thresholds for a secondary listing of an overseas issuer with a WVR structure to align them with those proposed for WVR issuers with a primary listing (see paragraph 91 in Section I of Chapter 2), such that:
- (a) **WVR Test A** would be modified to an expected market capitalisation of at least HK\$20 billion at the time of listing; and

¹⁴¹ MB Rule 19C.04.

¹⁴² MB Rule 19C.05.

¹⁴³ See paragraph 6 of Chapter 2.2 of the Guide for New Listing Applicants (last updated 4 August 2025).

- (b) WVR Test B would be modified to an expected market capitalisation of at least HK\$6 billion and revenue of at least HK\$600 million for the most recent audited financial year.

Rationale

174. The proposed reduction in financial eligibility thresholds aligns with the corresponding proposal for primary listings with a WVR structure (as set out in paragraph 91 in Section I of Chapter 2), ensuring consistency across both primary and secondary listings for issuers with WVR structures.
175. We believe that the reduced thresholds still meet the regulatory principle of ensuring that only relatively large issuers with a strong compliance track record are eligible (see paragraph 159(b)).

Question 8 If your answer to Question 2 is “yes”, do you agree with the proposal to lower the financial eligibility thresholds for a secondary listing of an overseas issuer with a WVR structure to align them with those proposed for WVR issuers with a primary listing (see paragraph 173 of the Consultation Paper)?

Please give reasons for your views and any alternative suggestions.

B. Issuers without WVR structures

Current requirements

176. An overseas issuer seeking a secondary listing without a WVR structure must satisfy either Criteria A or Criteria B below:¹⁴⁴

Criteria A

- (1) a track record of good regulatory compliance of at least five full financial years on a Qualifying Exchange or (only for issuers without a centre of gravity in Greater China) any Recognised Stock Exchange; and
- (2) a market capitalisation of at least HK\$3 billion at the time of listing; or

Criteria B

- (3) a track record of good regulatory compliance of at least two full financial years on a Qualifying Exchange; and
- (4) a market capitalisation of at least HK\$10 billion at the time of listing.

Proposal

177. We propose lowering the market capitalisation threshold under Criteria B (see limb (4) above) from HK\$10 billion to HK\$6 billion.

178. The market capitalisation threshold under Criteria A (see limb (2) above) would be retained.

Rationale

179. We propose to make the above adjustment because of our proposal to lower the financial eligibility thresholds for a WVR issuer seeking a secondary listing. It ensures that the financial eligibility requirements for secondary listing of a non-WVR issuer are not more stringent than those for a WVR issuer.

180. We have chosen the threshold of HK\$6 billion to align with the proposed market capitalisation threshold for a listing with a WVR structure under WVR Test B (see paragraph 173(b) above).

181. The proposal responds to market feedback that we should help facilitate further homecoming listings from Qualifying Issuers (see paragraph 167) whilst still meeting the regulatory principle of ensuring that only relatively large issuers with a strong compliance track record are eligible for secondary listing (see paragraph 159(b)).

¹⁴⁴ MB Rule 19C.05A.

Question 9 If your answer to Question 8 is “yes”, do you agree with the proposal to lower the market capitalisation threshold under Criteria B from HK\$10 billion to HK\$6 billion (see paragraph 177 of the Consultation Paper)?

Please give reasons for your views and any alternative suggestions.

Question 10 Do you agree with the proposal to retain the market capitalisation threshold under Criteria A (see paragraph 178 of the Consultation Paper)?

Please give reasons for your views and any alternative suggestions.

II. Conversion to Primary Listing

Current requirements

182. An overseas issuer may change its listing status from secondary listing to (dual) primary listing via one of the following routes:
- (a) migration of majority of trading in its listed shares to the Exchange's markets (**Migration**);¹⁴⁵
 - (b) voluntary conversion to dual primary listing on the Exchange (**Primary Conversion**); or
 - (c) delisting (voluntary or involuntary) of its shares or depositary receipts issued on its shares from the Recognised Stock Exchange on which it is primary listed (**Overseas Delisting**).¹⁴⁶
183. An overseas issuer changing its listing status via one of the above routes must ensure it complies with the detailed requirements set out in our guidance letter on change of listing status¹⁴⁷ (see paragraph 162).

Way forward

184. Although we do not propose to alter the substance of our requirements, we will redraft the requirements for Migration, Primary Conversion and Overseas Delisting so that issuers can easily identify the commonalities and differences between these routes.
185. We will also provide more guidance on the typical steps issuers need to take to comply. For example, issuers may need to, in advance of the change of listing status, seek shareholders' approval for a general mandate for the issuance/ repurchase of shares and/or a scheme mandate for a share scheme involving the issuance of new shares. Doing so would facilitate their undertaking of such corporate actions in a timely manner after their conversion to a primary listing.
186. The Exchange will continue its efforts to facilitate issuers' smooth transition to primary listing by, for example, proactively engaging with US-listed Greater China Issuers to identify and address any potential regulatory issues they may face and offer the necessary support.

Rationale

187. Our proposals are intended to address market feedback that the current guidance on changing listing status is overly complex and lengthy, which may deter issuers from pursuing a Primary Conversion (see paragraph 168(c)). By providing more streamlined

¹⁴⁵ MB Rule 19C.13.

¹⁴⁶ MB Rule 19C.13A.

¹⁴⁷ Guidance letter HKEX-GL112-22 (Change of listing status from secondary listing to dual primary or primary listing on Main Board) (last updated in May 2024).

and practical guidance, we aim to ensure that issuers clearly understand the applicable listing requirements and are better equipped to plan ahead and comply with those requirements upon conversion. This approach is expected to enhance regulatory certainty and promote a more efficient transition process.

188. Our amendments will also take into account experience gained from handling the conversion cases to date (see paragraph 165 above).

III. Further Facilitative Measures for Issuers Listed Overseas

Issues

Market feedback

189. Stakeholders have noted that the Exchange's requirements for overseas issuers may be further enhanced to facilitate listings, when compared to the listing regimes of other markets (see paragraphs 195 and 196 below).
190. These stakeholders suggested that the Exchange explore further measures to support secondary listings from issuers listed overseas (see paragraph 168(b)), including but not limited to: (a) providing a grace period for listing applicants listed overseas with a non-compliant WVR structure to comply with Hong Kong's WVR requirements; (b) reviewing existing disclosure requirements for secondary listings; and (c) the introduction of a dedicated channel to provide prospective issuers with more direct guidance and advisory services.¹⁴⁸

Grandfathering arrangements for retention of pre-existing WVR structures

191. Currently, Grandfathered Greater China Issuers and Non-Greater China Issuers with a non-compliant WVR structure may seek a dual primary listing or a secondary listing on the Exchange whilst retaining their pre-existing WVR structures.¹⁴⁹ This is provided that these issuers: (a) meet the WVR Financial Eligibility Test and the Innovative Company Requirements; and (b) have a track record of good regulatory compliance of at least two financial years on a Qualifying Exchange of primary listing.¹⁵⁰
192. As a result, although they must comply with applicable disclosure requirements,¹⁵¹ Grandfathered Greater China Issuers and Non-Greater China Issuers do not need to comply with the following:
- (a) requirements on permissible WVR structures¹⁵² (see paragraph 172);
 - (b) restrictions on purchase and subscription;¹⁵³

¹⁴⁸ See footnote 140.

¹⁴⁹ This means that MB Rules 8A.07 to 8A.36, 8A.43 and 8A.44 do not apply to these issuers. By retaining their non-compliant WVR structures, they may list with, amongst others: multiple share classes; corporate WVR beneficiaries; and/or a weighted voting ratio of over 10:1.

¹⁵⁰ MB Rule 8A.46.

¹⁵¹ MB Rules 8A.37 to 8A.42.

¹⁵² MB Rules 8A.07 to 8A.12. The requirements include the restriction to share class-based WVR structure, the cap on voting power of WVR shares, the requirement that WVR beneficiaries must be individuals and the minimum economic interest of WVR beneficiaries.

¹⁵³ MB Rules 8A.13 to 8A.16.

- (c) requirements relating to continuing obligations¹⁵⁴ and corporate governance;¹⁵⁵
- (d) undertaking by WVR beneficiaries;¹⁵⁶ and
- (e) requirements relating to constitutional documents.¹⁵⁷

193. In contrast, Non-Grandfathered Greater China Issuers with WVR structures seeking a dual primary listing or a secondary listing in Hong Kong are required to fully comply with our WVR requirements (of Main Board Chapter 8A). To achieve this, Non-Grandfathered Greater China Issuers with a non-compliant WVR structure (or non-compliant governance features) are required to amend those structures to bring them into compliance before listing. Some of these applicants were permitted to list with a time extension to bring their WVR structures (or related features) into compliance within six months of listing.

194. Minor deviations from the Exchange's WVR requirements may be permitted, on a case-by-case basis, subject to the satisfaction of specified conditions. For example, the Exchange waived, in a small number of cases, the requirement for the WVR holders to collectively hold a minimum 10% economic interest at the time of listing (see paragraph 99 above).

Comparison to other markets

195. Our secondary listing regime applies the same level of prospectus disclosure requirements to applicants that are already listed in other jurisdictions even though they are already listed companies with large public shareholders and a track record of meeting public disclosure requirements. Other markets commonly allow incorporation by reference of documents filed under national regimes.¹⁵⁸

196. More recently, Singapore is soliciting market feedback on proposed new regulations to facilitate dual listings on the Global Listing Board (between the SGX and Nasdaq) (see paragraph 44). Such facilitative measures include: (a) enabling the use of a single prospectus; (b) aligning IPO timelines between the US and Singapore; and (c) permitting issuers to conduct certain activities in a manner similar to practices in the US (e.g. by incorporating safe harbours into Singapore's regulatory framework).¹⁵⁹

197. These regulatory and market developments in major overseas markets are significant, particularly as local investors now have greater access to assets globally wherever they are traded (e.g. via internet-based share trading platforms). This underscores the

¹⁵⁴ MB Rules 8A.17 to 8A.22.

¹⁵⁵ MB Rules 8A.23 to 8A.36.

¹⁵⁶ MB Rule 8A.43.

¹⁵⁷ MB Rule 8A.44.

¹⁵⁸ The US, the UK, the EU, Singapore, and Australia allow incorporation by reference of documents filed under national regimes.

¹⁵⁹ Monetary Authority of Singapore, [Consultation Paper on Proposed Amendments to the Securities and Futures Act and Regulations in Relation to the Global Listing Board](#) (January 2026); and SGX, [Consultation Paper on Introduction of New SGX Global Listing Board](#) (January 2026).

importance of reviewing whether our listing regime for overseas issuers remains competitive and fit for purpose.

Views sought

198. We seek views on possible measures to further facilitate the listings, in Hong Kong, of issuers listed overseas (including but not limited to homecoming listings of Greater China Issuers).
199. We acknowledge that it would be necessary to ensure our reform does not undermine the regulatory integrity of our market, taking into account the principles that underpin the design of our secondary listing regime (see paragraph 159 above). For this reason, if respondents to this paper believe that any facilitative measure is appropriate, we also invite suggestions on any accompanying conditions that should be specified.

Question 11 What measures (if any) do you think the Exchange should implement to further facilitate the listings, in Hong Kong, of issuers listed overseas (see paragraphs 198 and 199 of the Consultation Paper)?

Please give reasons and specify any accompanying conditions for your suggested measures.

CHAPTER 4: INITIAL LISTING REQUIREMENTS AND LISTING ARRANGEMENTS

I. Ownership Continuity and Control

Current requirements

200. An applicant seeking a listing on the Exchange must satisfy one of the following three financial eligibility tests: (a) the profit test; (b) the market capitalisation/ revenue/cash flow test; or (c) the market capitalisation/revenue test. Under each test, an applicant¹⁶⁰ must demonstrate ownership continuity and control (**Ownership Continuity Requirement**) for at least the most recent audited financial year up until the time immediately prior to listing (**Relevant Period**).¹⁶¹
201. The Exchange interprets “control” to mean voting control, as distinguished from beneficial interest. Applicants must have been operating as an integrated unit under the same shareholder who is able to exert substantial influence on the management since the beginning of the Relevant Period.¹⁶²
202. During the Relevant Period: (a) the shareholders that constitute a group of controlling shareholders must not change (i.e. there must be no addition or departure of shareholders); (b) there must be no material changes in the voting interests held by each of them; and (c) there must be no new controlling shareholders.¹⁶³
203. Failure to satisfy the Ownership Continuity Requirement may raise concerns that the applicant has been “packaged” for listing. This is the concern that multiple businesses have been artificially “packaged” together for the primary purpose of meeting one of the Exchange’s three financial eligibility tests. In these circumstances, a potential investor in the listing applicant’s IPO can have no confidence that the owners of the applicant, at

¹⁶⁰ Other than:

- (i) *a Mineral Company*: An applicant that is a mineral company may rely on the exemption under MB Rule 18.04 if it can demonstrate, together with disclosure, that it has a clear path to commercial production and the management has relevant experience;
- (ii) *a Biotech Company*: Biotech Companies are not required to satisfy the MB Rule 8.05 eligibility requirements. However, the Exchange will review, amongst other things, any change in ownership of the applicant during the 12 months prior to the date of the listing application in assessing the suitability of the applicant for listing (see Chapter 2.3 of the Guide for New Listing Applicants (last updated 4 August 2025)); or
- (iii) *a Specialist Technology Company*: By default, Specialist Technology Companies are required to satisfy the ownership continuity requirement. However, for a Specialist Technology Company that is listed by way of a De-SPAC Transaction, a waiver from this requirement may be granted on a case-by-case basis (see paragraph 199 of the [Consultation Conclusions on Special Purpose Acquisition Companies](#) and Chapter 2.5 of the Guide for New Listing Applicants (last updated 4 August 2025)).

¹⁶¹ MB Rule 8.05.

¹⁶² See paragraph 2 of Chapter 1.1C of the Guide for New Listing Applicants (last updated 4 August 2025).

¹⁶³ See paragraph 2 of Chapter 1.1C of the Guide for New Listing Applicants (last updated 4 August 2025).

the time of the offer, were responsible for the financial results presented in the applicant's listing document.

204. The Exchange's guidance provides that an applicant may rebut this presumption by demonstrating that there was no material change in influence on management despite the change in controlling shareholder.¹⁶⁴

Proposals

205. We propose codifying our existing guidance into a Rule to state that an applicant will be considered to have satisfied the Ownership Continuity Requirement if it can demonstrate, to the Exchange's satisfaction, that there was no material change in influence on management during the Relevant Period despite a change in controlling shareholder over that period to address any packaging concerns.
206. An applicant would still be responsible for providing evidence to demonstrate, to the Exchange's satisfaction, that there was no material change in management influence despite a change of ownership during the Relevant Period. The Exchange reserves the right to reject a listing application if the applicant is unable to meet this requirement.
207. As a result, we also propose to update our guidance to emphasise:
- (a) the applicant's responsibility to demonstrate no material change in management influence during the Relevant Period despite a change in controlling shareholder; and
 - (b) the Exchange's power to reject a listing application if it believes the applicant has "packaged" multiple businesses into one business for the purpose of artificially meeting the eligibility requirements for listing. In such circumstances, the applicant has to demonstrate, to the satisfaction of the Exchange, that there is no packaging concern.

Rationale

208. The Ownership Continuity Requirement is intended to ensure that an applicant's financial performance resulted from the interaction between the controlling shareholder and the management for at least during the Relevant Period. In practice, the issuer's executive management is primarily responsible for the financial performance of a company. In almost all cases, the controlling shareholder will be represented on the executive management team. Therefore, a controlling shareholder's influence will normally be enacted through the actions of executive management.
209. It is not uncommon for potential applicants from high-growth sectors, due to the nature of their businesses, to conduct one or more rounds of fundraising from existing or new investors shortly before wishing to file a listing application. Such fundraising rounds may trigger a change in ownership during the Relevant Period under our Ownership Continuity Requirement. Therefore, such potential applicants have to rebut the

¹⁶⁴ See paragraph 4 of Chapter 1.1C of the Guide for New Listing Applicants (last updated 4 August 2025).

“packaging” presumption under our existing guidance to pursue a listing in Hong Kong. Potential applicants in such circumstances may choose to pursue a listing in a jurisdiction that does not apply a “packaging” presumption if this presumption would be an obstacle to their listing in Hong Kong.

210. Codifying existing guidance into the Rules would provide more certainty to potential applicants (including those from high-growth sectors) that, despite a change in controlling shareholder during the Relevant Period, applicants will be considered to have satisfied the Ownership Continuity Requirement by demonstrating that there was no material change in management influence to address any packaging concerns. This helps ensure that the Rules continue to keep up with the change in nature of listing applicants.

Question 12 Do you agree with the proposal to codify the existing guidance into a Rule to state that an applicant will be considered to have satisfied the Ownership Continuity Requirement if it can demonstrate, to the Exchange’s satisfaction, that there was no material change in influence on management during the Relevant Period despite the change in controlling shareholder over that period to address any packaging concerns (see paragraphs 205 and 206 of the Consultation Paper)?

Please give reasons for your views and any alternative suggestions.

Question 13 If your answer to Question 12 is “yes”, do you agree with the proposed consequential updates to our guidance (as set out in paragraph 207 of the Consultation Paper)?

Please give reasons for your views and any alternative suggestions.

II. Financial Reporting Standards

Current requirements

211. The Listing Rules state that the annual financial statements and the accountants' reports of overseas issuers must be prepared and drawn up in conformity with financial reporting standards acceptable to the Exchange, which will normally be HKFRS or IFRS.¹⁶⁵ However, the Exchange may allow a report to be drawn up otherwise than in conformity with HKFRS and IFRS.¹⁶⁶
212. The Exchange may grant a waiver to allow an applicant to adopt US GAAP, subject to the following conditions:
- (a) the applicant has, or is seeking, a dual primary or secondary listing in the US and on the Exchange (a **US Applicant**);¹⁶⁷
 - (b) the applicant's listing document includes: (i) a description of the material differences between the US GAAP and the HKFRS or IFRS; and (ii) a Reconciliation Statement, which should at least be reviewed by the reporting accountants or auditors;
 - (c) a Reconciliation Statement must be included in its annual and interim reports after listing. Where the relevant financial statements (e.g. interim financial statements) are not audited or reviewed by auditors,¹⁶⁸ the Reconciliation Statement included must be reviewed by auditors;¹⁶⁹ and
 - (d) it must revert to the preparing financial statements using HKFRS or IFRS if it delists from the US. This requirement is applicable to any annual and interim financial statements that fall due under the Listing Rules, and are published, after the first anniversary of the date of its delisting.¹⁷⁰

Proposals

213. We propose to expand the permitted use of US GAAP to: (a) subsidiary companies of a US-listed parent seeking to list on the Exchange; and (b) companies with substantial business operation(s) in the US, subject to the following conditions:

¹⁶⁵ MB Rule 4.11 (GEM Rule 7.12).

¹⁶⁶ Primary Listing: MB Rules 19.13 and 19.14 (GEM Rules 7.12 and 7.14) (accountants' reports) and MB Rule 19.25A (GEM Rule 24.18A) (annual financial statements). Secondary Listing: MB Rules 19C.10D (accountants' reports) and 19C.23 (annual financial statements).

¹⁶⁷ See paragraph 30 of Chapter 2.1 of the Guide for New Listing Applicants (last updated 4 August 2025).

¹⁶⁸ Not audited or reviewed in accordance with International Standard on Review Engagements 2410 or Hong Kong Standard on Review Engagements 2410.

¹⁶⁹ In accordance with a standard comparable to International Standard on Assurance Engagements 3000 or Hong Kong Standard on Assurance Engagements 3000.

¹⁷⁰ See paragraph 5 of Chapter 3.11 of the Guide for New Listing Applicants (last updated 4 August 2025).

- (a) the applicant's listing document includes: (i) a description of the material differences between the US GAAP and the HKFRS or IFRS; and (ii) a Reconciliation Statement; and
 - (b) a Reconciliation Statement shall be included in its annual and interim reports after listing.
214. We propose to remove the requirement that a US-listed issuer using US GAAP must revert to preparing financial statements using HKFRS or IFRS if it subsequently delists from the US.
215. We also propose to remove the requirement for a Reconciliation Statement produced for the purpose of unaudited financial results to be "reviewed" by auditors.

Rationale

New circumstances when Overseas Listed Greater China Issuers may report using US GAAP

216. In the 2025 Policy Address, the Chief Executive of the HKSAR Government called for optimisation of the listing regimes to support China concept stock companies' return from overseas markets, with Hong Kong as their preferred destination.¹⁷¹
217. As of the end of 2025, 377 Greater China Issuers were listed on a US Qualifying Exchange (but not in Hong Kong) (see paragraph 51). Of these, 348 (92.3%) produce financial reports in conformity with US GAAP.¹⁷²
218. Under current requirements, all of these companies would already be able to list in Hong Kong using US GAAP. However, providing more flexibility may facilitate listings in the following additional circumstances.

Subsidiary companies of a US-listed parent

219. If a US-listed issuer wishes to spin-off an operating subsidiary for listing, our prohibition on their subsidiaries drawing up financial statements in conformity with US GAAP would deter them from listing those subsidiaries in Hong Kong. This is because of the costs and burden associated with the need to draw-up two sets of financial statements: one in conformity with HKFRS or IFRS for Hong Kong listing, and one in conformity with US GAAP for the purpose of reporting on a consolidated basis for US listing.

Private companies with substantial business operation(s) in the US

220. Companies with a centre of gravity in Greater China that have substantial presence in the US (e.g. with principal subsidiaries operating in the US) may be required to draw up financial statements in conformity with US GAAP because of those operations. Should these companies decide to go public, they may be deterred from considering Hong Kong

¹⁷¹ The Chief Executive's 2025 Policy Address, paragraph 93.

¹⁷² The remaining 29 (7.7%) Great China Issuers were using IFRS to prepare their financial statements.

as their listing destination due to the burden of transitioning from US GAAP to HKFRS or IFRS.

Existing investor protections would remain

221. We acknowledge that investors in the Exchange's markets are, generally, more familiar with HKFRS and/or IFRS than US GAAP. To help ensure that investors can continue to make an informed assessment of the issuer's financial position and financial performance, we would continue to require US GAAP reporting issuers to reconcile their financial results to HKFRS or IFRS. This would allow investors to easily compare the financial performance of issuers adopting US GAAP with those using HKFRS or IFRS, an accounting standard with which they are more familiar.
222. Our proposal only expands the scope of issuers who may use US GAAP and does not affect the existing regulatory framework over the relevant auditors and accounting firms who prepare / opine on the financial statements in conformity with US GAAP.¹⁷³

Removing the requirement to revert to HKFRS or IFRS upon a US delisting

223. As of the end of 2025, 29 listed issuers in Hong Kong were using US GAAP to prepare their financial statements. All of these issuers have been reporting using US GAAP since their primary listings in the US. If issuers have a track record of reporting using US GAAP (and reconciling their financial reports to HKFRS or IFRS) we see no regulatory need for them to revert to reporting using HKFRS or IFRS only because they have delisted from US. Doing so will not bring significant additional regulatory benefit to its existing shareholders. Allowing issuers to continue to prepare financial statements using US GAAP would also facilitate existing shareholders conducting cross-period comparison of financial information which are prepared under the same accounting standards.
224. Also, transitioning to a new accounting standard is a time- and resource- intensive exercise for an issuer, as it would involve rewriting internal accounting policies,¹⁷⁴ reconfiguring financial systems, and restating historical financial statements to ensure comparability.

Removing the requirement for Reconciliation Statement to be reviewed by auditors if included in unaudited financial statements

225. We propose to remove this requirement to align the approach regarding the review of a Reconciliation Statement with that for interim financial results. For the avoidance of doubt, any Reconciliation Statement included in a listed issuer's interim report will still be required to be reviewed by the audit committee.¹⁷⁵

¹⁷³ Financial statements published by listed issuers pursuant to the Listing Rules, regardless of the accounting standards adopted, must be prepared by a Registered PIE Auditor or a Recognised PIE Auditor, both of which are subject to AFRC's regulatory power. See Section 20B of the AFRCO, and see MB Rules 4.03, 19.20, 19A.31 and 19C.16 (GEM Rules 7.02, 24.13 and 25.25) for the relevant requirements on reporting accountants.

¹⁷⁴ Guidelines setting out how the company applies accounting standards to areas such as revenue recognition, asset valuation, lease treatment and expense classifications.

¹⁷⁵ Paragraph 39 of Appendix D2 to the Main Board Listing Rules (Note 2 to GEM Rule 18.55).

Question 14 Do you agree with the proposal to expand the permitted use of US GAAP (as set out in paragraph 213 of the Consultation Paper)?

Please give reasons for your views and any alternative suggestions.

Question 15 Do you agree with the proposal to remove the requirement that a US-listed issuer using US GAAP must revert to preparing financial statements using HKFRS or IFRS if it subsequently delists from the US (see paragraph 214 of the Consultation Paper)?

Please give reasons for your views and any alternative suggestions.

Question 16 Do you agree with the proposal to remove the requirement for a Reconciliation Statement produced for the purpose of unaudited financial results to be reviewed by auditors (see paragraph 215 of the Consultation Paper)?

Please give reasons for your views and any alternative suggestions.

III. Commercialised Biotech Companies and Specialist Technology Companies

Current requirements

Implementation of specialist Listing Rule chapters

226. Currently, if Biotech Companies and Specialist Technology Companies (as defined by the Listing Rules) are able to satisfy at least one of the following tests that apply to an ordinary Main Board listing applicant (under Main Board Chapter 8):

- (a) the profit test in MB Rule 8.05(1);
- (b) the market capitalisation/ revenue/ cash flow test in MB Rule 8.05(2); and
- (c) the market capitalisation/ revenue test in MB Rule 8.05(3)

(collectively **Rule 8.05 Eligibility Tests**), they must list under the ordinary listing route (Main Board Chapter 8) rather than under the specialist routes for Biotech Companies and Specialist Technology Companies under Main Board Chapter 18A and Chapter 18C, respectively (the **Specialist Chapters**).

Launch of TECH

227. In May 2025, the Exchange launched a dedicated TECH to further facilitate new listing applications from prospective Biotech Companies and Specialist Technology Companies,¹⁷⁶ supporting them in understanding applicable Listing Rules and preparing for their listing in Hong Kong before submitting formal new listing applications (see paragraph 29).

228. Apart from the establishment of TECH, the Exchange also:

- (a) **Confidential filing**: permits Biotech Companies and Specialist Technology Companies seeking a listing under the relevant specialist Listing Rule chapters to submit their Application Proofs confidentially;¹⁷⁷ and
- (b) **Listing with a WVR structure**: presumes that Biotech Companies and Specialist Technology Companies satisfy the Innovative Company Requirements and the external validation requirement for the purpose of listing with a WVR structure under Main Board Chapter 8A¹⁷⁸ (see Section III in Chapter 2).

¹⁷⁶ HKEX, [Joint Announcement on Launch of Technology Enterprises Channel](#), 6 May 2025.

¹⁷⁷ See Chapter 6.4 of the Guide for New Listing Applicants (last updated 4 August 2025).

¹⁷⁸ This is provided that these applicants fully meet the requirements of the respective Specialist Chapters. See Chapters 2.2, 2.3 and 2.5 of the Guide for New Listing Applicants (last updated 4 August 2025).

Issue

229. Some Biotech Companies and Specialist Technology Companies have already commercialised their products and/or services by the time they apply to list on the Exchange. Examples of such companies include:
- (a) a Biotech Company that is seeking to further develop its commercialised Core Product(s) (e.g. in a new jurisdiction or for new indications); and
 - (b) a Specialist Technology Company that meets the definition of a Commercial Company under Main Board Chapter 18C.
230. Because of their commercialisation, these companies may already be able to satisfy the financial eligibility requirements of Main Board Chapter 8 at the time of their listing application.
231. The Exchange has received market feedback that such companies may prefer to list as a Biotech Company or Specialist Technology Company to receive the benefits from TECH set out above (see paragraphs 227 and 228).

Proposals

Applicability of the Specialist Chapters to Eligible Specialist Companies

232. We propose allowing Biotech Companies and Specialist Technology Companies to seek a listing under the applicable Specialist Chapters even if they satisfy one or more of the Rule 8.05 Eligibility Tests (**Eligible Specialist Companies**) (see paragraph 226).

Modification of Specialist Chapter requirements

233. We also propose to modify the requirements of Main Board Chapters 18A and 18C to be imposed on Eligible Specialist Companies as follows (see Table 3 for a summary):
- (a) In the case of an Eligible Specialist Company seeking a listing as a commercialised Biotech Company (under Main Board Chapter 18A):
 - (i) the requirement for a Biotech Company to have a track record of two financial years¹⁷⁹ would not apply; instead, the Eligible Specialist Company must have a financial track record of three years;¹⁸⁰ and
 - (ii) the following requirements for a Biotech Company would not apply:
 - (1) to have as its primary reason for listing to raise funds for R&D to bring its Core Product to commercialisation;¹⁸¹

¹⁷⁹ MB Rule 18A.06.

¹⁸⁰ MB Rule 4.04.

¹⁸¹ See paragraphs 3(iii) and 8 of Chapter 2.3 of the Guide for New Listing Applicants (last updated 4 August 2025).

- (2) to have at least one sophisticated investor that has made a meaningful third party investment into the company at least six months before the proposed date of listing;¹⁸²
 - (3) in respect of each Core Product, to prominently disclose to investors a warning that the relevant Core Product may not ultimately be successfully developed and marketed;¹⁸³
 - (4) the shorter 12-month remedial period for a Biotech Company that fails to maintain sufficient operations;¹⁸⁴ and
 - (5) continuing obligations including avoidance of any transaction/arrangement that would result in change its principal business activities, and addition of a stock marker to the stock name.¹⁸⁵
- (b) In the case of an Eligible Specialist Company seeking a listing as a commercialised Specialist Technology Company (under Main Board Chapter 18C), only those requirements that are applicable to a Commercial Company would apply, with the exception of the following:
- (i) to have received meaningful investments from sophisticated independent investors;¹⁸⁶ and
 - (ii) to prominently and legibly display a prescribed warning statement on the front cover or inside front cover of the listing document.¹⁸⁷
- (c) The bespoke conditions on placings to existing shareholders or their close associates in an IPO that apply to Biotech Companies and Specialist Technology Companies would not apply to an Eligible Specialist Company.¹⁸⁸ Instead, an Eligible Specialist Company would be able to rely on the size-based exemption from “double dipping” that applies to ordinary Main Board listing applicants.¹⁸⁹

¹⁸² See paragraphs 3(v) and 10 of Chapter 2.3 of the Guide for New Listing Applicants (last updated 4 August 2025).

¹⁸³ MB Rule 18A.05.

¹⁸⁴ MB Rule 18A.09.

¹⁸⁵ MB Rules 18A.10 and 18A.11.

¹⁸⁶ MB Rule 18C.05. Consequently, the lock-up requirement on sophisticated independent investors under MB Rule 18C.14(2) would also disapply.

¹⁸⁷ See the section titled “warning statement” under paragraph 55 of Chapter 2.5 of the Guide for New Listing Applicants (last updated 4 August 2025).

¹⁸⁸ See paragraph 18 of Chapter 2.3; paragraphs 56 to 59 of Chapter 2.5; and paragraph 15 of Chapter 4.15 of the Guide for New Listing Applicants (last updated 4 August 2025).

¹⁸⁹ See paragraph 18 of Chapter 4.15 of the Guide for New Listing Applicants (last updated 4 August 2025).

Table 3: Summary of modifications of Specialist Chapter requirements to be imposed on Eligible Specialist Companies

	Main Board Chapter 18A	Main Board Chapter 18C
<i>Track record period</i>	Modified to three financial years	(Not applicable)
<i>Use of proceeds</i>	To be disapplied	(Not applicable)
<i>Third party investment</i>	To be disapplied	To be disapplied
<i>Warning statement in listing document</i>	To be disapplied	To be disapplied
<i>12-month remedial period for insufficient operations</i>	To be disapplied	(Not applicable)
<i>Additional continuing obligations</i>	To be disapplied	(Not applicable)
<i>Restrictions from “double dipping”</i>	Apply the size-based exemption from “double dipping”	

TECH

234. Under our proposal, an Eligible Specialist Company would be able to enjoy the benefits of TECH if it is eligible to do so under the conditions of that scheme. All eligibility conditions set out by that scheme would apply to such a listing applicant.

Rationale

Applicability of the Specialist Chapters to Eligible Specialist Companies

235. Our proposal aims to provide flexibility to Eligible Specialist Companies without compromising the existing level of investor protection. This would enable the listing, under the Specialist Chapters, of Specialist Companies that are still developing their Core Products or Specialist Technology Products (as the case may be) whilst already generating revenue, which enables them to meet one or more of the Rule 8.05 Eligibility Tests).

Modification of Specialist Chapter requirements

236. Modifications to the Specialist Chapters for Eligible Specialist Companies are proposed to reflect that such companies are at a more mature stage of development:

- (a) **Track record period:** an Eligible Specialist Company would have a track record period of at least three financial years. Accordingly, Specialist Chapter references to a shorter period would not apply;
- (b) **Use of proceeds:** a Biotech Company that has commercialised at least one Core Product may tend to allocate more of its IPO proceeds to the commercialisation and sale of its Core Product, rather than to the further R&D of such Core Product; and
- (c) **Third party investment:** an Eligible Specialist Company would have a sufficient track record of profit and/or revenue to demonstrate the capability and commercial viability of those of its Core Products or Specialist Technology Products. Consequently, there would be no need to rely upon third party investors' due diligence to support the applicant's listing application;
- (d) **Warning statement in listing documents:** the investment risk profile of an Eligible Specialist Company would be the same as that of an ordinary listing applicant due to its financial eligibility under Main Board Chapter 8. Consequently, there would be no need for a statement to be included in the applicant's listing document, in the form that would usually be required for a listing under the Specialist Chapters, warning a potential investor of the risks associated with the company's listing;
- (e) **12-month remedial period for insufficient operations and additional continuing obligations:** an Eligible Specialist Company would have commercialised some of its products and/or services. Therefore, those additional continuing obligations (including the 12-month remedial period for insufficient operations) that are imposed on a pre-revenue Biotech Company would not be applicable; and
- (f) **"Double dipping":** the presence of a track record of profit and/or revenue means that an Eligible Specialist Company should have less reliance upon existing shareholders to meet its fundraising needs at the time of IPO. Accordingly, ordinary, rather than bespoke, "double dipping" conditions tailored for applicants listing under the Specialist Chapters should apply to an Eligible Specialist Company.

TECH

237. As Eligible Specialist Companies would meet all the requirements applicable under the Specialist Chapters (modified as set out in paragraph 233 above), they should be eligible to enjoy the benefits of TECH.

Question 17 Do you agree with the proposal to allow Eligible Specialist Companies to seek a listing under the applicable Specialist Chapters (see paragraph 232 of the Consultation Paper)?

Please give reasons for your views and any alternative suggestions.

Question 18 If your answer to Question 17 is “yes”, do you agree with the proposed modifications to the additional requirements under the Specialist Chapters to be imposed on Eligible Specialist Companies (as set out in paragraph 233 of the Consultation Paper)?

Please give reasons for your views and any alternative suggestions.

IV. Confidential Filing

Current requirements

Requirements for new applicants

Publication Requirements

238. Unless otherwise exempted, the Listing Rules require a new applicant to publish, on the Exchange's website, the Application Proof (**AP**)¹⁹⁰ of its prospectus and make an overall coordinator announcement (**OC Announcement**)¹⁹¹ upon the submission of its listing application (**Publication Requirements**).¹⁹²

Exemptions from the Publication Requirements

Eligible Applicants

239. Certain applicants are exempted from the Publication Requirements, i.e. they are permitted to make a confidential filing of their APs at the time of filing their listing applications,¹⁹³ namely:

- (a) secondary listing applicants (under MB Rule 19C.05 or Criteria B of MB Rule 19C.05A);¹⁹⁴ and
- (b) Biotech Company or Specialist Technology Company listing applicants (under Main Board Chapter 18A or 18C respectively)¹⁹⁵

(collectively, **Eligible Applicants**).

240. An Eligible Applicant making a confidential filing is:¹⁹⁶

¹⁹⁰ An Application Proof refers to, in the case of a new applicant, a draft listing document that is required to be substantially complete and is submitted to the Exchange together with a listing application form for listing its equity securities; and in the case of a new applicant for a collective investment scheme (**CIS**) with a listing agent appointed which is required to discharge the functions equivalent to those of a sponsor, a draft listing document that is submitted to the SFC together with an application for authorisation of the CIS for the purpose of listing its interests on the Exchange. See MB Rule 1.01 (GEM Rule 1.01).

¹⁹¹ An OC Announcement refers to an announcement setting out the name(s) of the overall coordinator(s) appointed by a new applicant effecting a placing involving bookbuilding activities (as defined under the Code of Conduct) in connection with a new listing, including any subsequent related announcement(s), for example, an announcement on the termination of the engagement of an overall coordinator.

¹⁹² MB Rules 12.01A and 12.01C (GEM Rules 16.01A and 16.01C).

¹⁹³ See sub-paragraphs (i) of the section titled "Confidential filing" under paragraph 6 of Chapter 6.4 of the Guide for New Listing Applicants (last updated 4 August 2025).

¹⁹⁴ For an applicant which has been listed on a Recognised Stock Exchange or applying for secondary listing under Criteria A under MB Rule 19C.05A (or an applicant which has been listed on a Recognised Stock Exchange applying for a primary listing on GEM), the Exchange will consider a request for confidential filing of the applicant's AP on a case-by-case basis. See sub-paragraphs (ii) of the section titled "Confidential filing" under paragraph 6 of Chapter 6.4 of the Guide for New Listing Applicants (last updated 4 August 2025).

¹⁹⁵ See paragraph 227(a) in Section III above and paragraph 251 below for further background.

¹⁹⁶ See sub-paragraphs (iii) of the section titled "Confidential filing" under paragraph 6 of Chapter 6.4 of the Guide for New Listing Applicants (last updated 4 August 2025).

- (a) not required to publish its AP unless requested by the Exchange or the SFC; and
- (b) not required to publish an OC Announcement upon submission of the listing application. Instead, such an Eligible Applicant must publish an OC Announcement on the same date as it publishes its Post Hearing Information Pack (**PHIP**)¹⁹⁷ or otherwise as permitted by the Exchange from time to time.

Case-by-case waivers

241. The Exchange or the SFC may also waive or modify the Publication Requirements, on a case-by-case basis, where, for example:¹⁹⁸

- (a) the publication would: conflict with the laws of the jurisdiction to which the applicant is subject; or unduly prejudice an applicant's continuing listing status on an overseas exchange; or
- (b) the documents required to be published contain price sensitive information regarding: the applicant; its related listed parties and/or its financial instruments/ derivatives listed on a Recognised Stock Exchange; or, additionally, the applicant is also making a parallel confidential filing to a Recognised Stock Exchange and would like to maintain information parity between the two markets.¹⁹⁹

242. The Exchange or the SFC may also waive the Publication Requirements for applicants that are spun off from a parent company, whether listed overseas or on the Exchange, on a case-by-case basis, taking into account:

- (a) in respect of a spin-off from an overseas listed parent, the applicable rules of its jurisdiction or the relevant stock exchange on which it is listed (for example, if the applicant's application for listing in Hong Kong constitutes price-sensitive information to the overseas listed parent, and the overseas listed parent is not required to disclose the applicant's listing in Hong Kong under the applicable rules and has undertaken to keep the Hong Kong listing application confidential before the issue of the PHIP);²⁰⁰ and

¹⁹⁷ A Post Hearing Information Pack refers to, in the case of a listing of the equity securities of a new applicant, a near-final draft listing document for the listing of equity securities published on the Exchange's website; and in the case of a listing of interests in a CIS with a listing agent appointed which is required to discharge the functions equivalent to those of a sponsor, a near-final draft listing document for the listing of interests in the CIS published on the Exchange's website. See MB Rule 1.01 (GEM Rule 1.01).

¹⁹⁸ See sub-paragraph (iv) of the section titled "Confidential filing" under paragraph 6 of Chapter 6.4 of the Guide for New Listing Applicants (last updated 4 August 2025).

¹⁹⁹ This is provided that there is no requirement by the Recognised Stock Exchange to disclose material information and confidentiality can be maintained.

²⁰⁰ See the section titled "Spin-off from an overseas listed parent" under paragraph 6 of Chapter 6.4 of the Guide for New Listing Applicants (last updated 4 August 2025).

- (b) in respect of a spin-off from a HK-listed Parent, the relevant application of the inside information requirements under Part XIVA of the SFO (**Inside Information Provisions**).²⁰¹

Return Mechanism if the Application Materials are not substantially complete

243. The information contained in a listing application form, an AP and all other relevant documents submitted to the Exchange (**Application Materials**) must be substantially complete, except in relation to information that by its nature can only be finalised and incorporated at a later date.²⁰²
244. If the Exchange decides the information in the Application Materials is not substantially complete:²⁰³
- (a) the Exchange will not continue to review any documents relating to the application, and all documents submitted to the Exchange will be returned to the sponsor (**Returned Application**);
 - (b) the applicant can only submit a new listing application not less than eight weeks after the date of the Listing Division's decision to return the listing application (**8-week moratorium**); and
 - (c) the identity of the sponsor and the applicant, and the date of the Listing Division's decision to return the listing application (together, **Returned Application Details**) would be displayed on a designated webpage of the Exchange²⁰⁴ upon completion of all review procedures²⁰⁵ or the time for invoking them has lapsed²⁰⁶
- (collectively, the **Return Mechanism**).

245. The Exchange publishes listing decisions in relation to the Returned Applications,²⁰⁷ which sets out a summary of the disclosure deficiencies and the reasons for the Return Decision.

²⁰¹ See the section titled "Spin-off from a parent listed on the Exchange" under paragraph 6 of Chapter 6.4 of the Guide for New Listing Applicants (last updated 4 August 2025).

²⁰² MB Rule 9.03(3) (GEM Rule 12.09). See also Chapter 6.2 of the Guide for New Listing Applicants for guidance on meaning of "not substantially complete".

²⁰³ MB Rule 9.03(3) (GEM Rule 12.09) and MB Practice Note 22 (GEM Practice Note 5).

²⁰⁴ "Returned" tab on the New Listings – Application Proof, OC Announcements, PHIP and Related Materials webpage on HKEXnews website.

²⁰⁵ An accelerated review process for a return decision is set out in Chapter 2B of the Main Board Listing Rules (Chapter 4 of the GEM Listing Rules). See also Appendix I to Chapter 6.2 of the Guide for New Listing Applicants (last updated 4 August 2025).

²⁰⁶ See paragraph 2 of Chapter 6.2 of the Guide for New Listing Applicants (last updated 4 August 2025).

²⁰⁷ See Annex A.21 Return of Listing Applications of the Guide for New Listing Applicants (last updated 4 August 2025)

Disclosure requirements for existing listed issuers

246. The filing of a listing application by a new applicant may also have Listing Rules implications for an existing listed issuer (**Issuer-related Listing Applications**). Such Issuer-related Listing Applications include:
- (a) a spin-off by a parent company listed on the Exchange (a **HK-listed Parent**);
 - (b) an application for a transfer of listing to the Main Board by a GEM listed issuer (a **GEM Transfer**); and
 - (c) a listing application that involves a notifiable transaction of a listed issuer (e.g. a reverse takeover or a De-SPAC Transaction).
247. In the case of a spin-off or a GEM Transfer, specific obligations are imposed on the HK-listed Parent or the GEM listed issuer (as the case may be) to announce the relevant listing application²⁰⁸ at the time it is submitted to the Exchange.²⁰⁹
248. Other disclosure obligations that may arise from an Issuer-related Listing Application include:
- (a) in the case where the listing application involves a notifiable transaction (e.g. a reverse takeover or De-SPAC Transaction), the obligation of existing listed issuers to publish an announcement as soon as possible after the terms of the notifiable transaction have been finalised;²¹⁰ and
 - (b) disclosure obligations under the Inside Information Provisions, if the filing of listing application constitutes inside information which needs to be disclosed under the Inside Information Provisions.

Maintaining Confidentiality Before Publication

249. An applicant making a confidential filing must maintain the confidentiality of its listing application until the publication of its PHIP. Should there be any loss of confidentiality, the Exchange would take into account the relevant circumstances and may exercise the discretion to request the applicant to re-comply with the publication requirements for an AP and/or an OC Announcement. Factors to consider include reasons for and extent of the leakage, the materiality of the leaked information and whether the factors for permitting confidential filing would remain applicable. An applicant that is requested by the Exchange to re-comply with the publication requirements shall publish the AP, and where applicable, the OC Announcement as if no confidential filing were allowed at the outset.²¹¹

²⁰⁸ In the case of a GEM Transfer, a "listing application" refers to an application for the GEM Transfer under Chapter 9A or 9B of the Main Board Listing Rules by a GEM listed issuer.

²⁰⁹ For a spin-off by a HK-listed Parent, see paragraph 3(g) of Practice Note 15 of the Main Board Listing Rules (paragraph 3(g) of Practice Note 3 of the GEM Listing Rules); for a GEM transfer applicant, see GEM Rule 9.26.

²¹⁰ MB Rule 14.34 (GEM Rule 19.34). For a De-SPAC Transaction, see also MB Rule 18B.44.

²¹¹ Paragraph 7 of Chapter 6.4 of the Guide for New Listing Applicants (last updated 4 August 2025).

250. In addition, applicants, sponsors and other parties involved in the IPO process should also ensure that confidentiality of the listing process is maintained so as to avoid inadvertent breaches of the requirements relating to publicity materials. In particular, appropriate measures should be in place to ensure compliance with the requirements under the Listing Rules regarding publicity materials²¹² and other relevant requirements regarding publicity materials in relation to an IPO, including those under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32) and the SFO.²¹³ The Exchange will take strict measures against unauthorised publicity materials, including suspension of vetting until all unauthorised publicity materials are withdrawn and delaying the listing timetable to allow the influence of the unauthorised promotion to “cool-off”.²¹⁴

251. With respect to existing listed issuers:

- (a) They must comply with their disclosure obligations under the Inside Information Provisions to the extent applicable. One commonly used safe harbour from the obligation to disclose inside information under the Inside Information Provisions is the preservation of confidentiality of information concerning an incomplete proposal or business negotiation. As an Issuer-related Listing Application likely constitutes inside information for the listed issuer, strict confidentiality must be maintained until it is announced.²¹⁵
- (b) In the case of spin-offs, listed issuers are also subject to an express obligation to maintain confidentiality until the listing application is announced.²¹⁶

Issues

Increasing number of applications for confidential filing

252. In May 2025, the Exchange made available the confidential filing option to applicants seeking to list under Main Board Chapters 18A and 18C²¹⁷ (see paragraph 239(b) above), taking into account that:

- (a) these applicants are typically companies that are in their early stage of development or have yet to commercially launch their products; and

²¹² MB Rule 9.08 (GEM Rule 12.10) and paragraphs 23 to 29 of Chapter 4.14 of the Guide for New Listing Applicants (last updated 4 August 2025).

²¹³ See “Relevant Regulatory Requirements” section in Chapter 4.14 of the Guide for New Listing Applicants (last updated 4 August 2025).

²¹⁴ See paragraph 29 of Chapter 4.14 of the Guide for New Listing Applicants (last updated 4 August 2025).

²¹⁵ MB Rule 13.06A (GEM Rule 17.07A).

²¹⁶ Paragraph 3(g) of Practice Note 15 of the Main Board Listing Rules (paragraph 3(g) of Practice Note 3 of the GEM Listing Rules).

²¹⁷ HKEX, Joint Announcement on Launch of Technology Enterprises Channel, 6 May 2025.

- (b) premature and prolonged disclosure of information on these companies' operational strategies, proprietary technologies, and listing plans may pose heightened and disproportionate risks compared to other industries.

253. Since then, the Exchange has received a growing volume of enquiries from listing applicants seeking waivers from the Publication Requirements. They have expressed concerns (similar to our considerations as set out in paragraph 252(b) above) that premature disclosure in an AP may attract unnecessary external attention or prompt imitation by industry peers. Many of these listing applicants possess some of the same characteristics of a Specialist Company, such as operating in the biotech or specialist technology sector and owning proprietary technologies.

Comparison to other markets

254. Some international peer markets, such as those in the UK and Singapore, have no publication requirement for draft prospectuses upon submission of a listing application. Listing applicants are only required to publish their prospectuses (or draft prospectuses) after they have obtained relevant regulatory approvals.

255. Under the US Securities Act, any information contained in or filed with any registration statement must be made available to the public.²¹⁸ However, the US has over time, introduced accommodations permitting confidential filing. As a result of recent expansion of such accommodations, effectively registration statements for all IPOs and follow-on offerings can be submitted confidentially:

- (a) In 2012, the US allowed submission of draft registration statements for SEC's confidential review by emerging growth companies defined under the Jumpstart Our Business Startups Act.²¹⁹ In 2017, the availability of confidential filing was expanded to all IPOs as well as most offerings made within one year after IPO.²²⁰
- (b) In March 2025, the SEC further broadened the scope of the regime to cover, among others, all follow-on offerings by removing the one-year restriction and De-SPAC Transactions where the SPAC is the surviving entity.²²¹

²¹⁸ Section 6(d) of the U.S. Securities Act of 1933.

²¹⁹ Emerging growth companies are companies with annual revenue lower than approximately US\$1 billion (HK\$7.8 billion) and such status can last up to five years after IPO.

²²⁰ SEC, SEC's Division of Corporation Finance Expands Popular JOBS Act Benefit to All Companies, 29 June 2017

²²¹ SEC, Enhanced Accommodations for Issuers Submitting Draft Registration Statements, 3 March 2025.

The scope was also broadened to include shelf registrations, merger and acquisition transactions, exchange offers, and registrations under section 12(b) or (g) of the Securities Exchange Act of 1934. Also, issuers are now allowed to start the review process earlier by omitting underwriter names in the initial confidential submission of IPO registration statements.

Objectives of the Publication Requirements are not compromised by confidential filing

256. The requirement to publish an AP was introduced in October 2013 following the publication of a consultation paper²²² in May 2012 by the SFC on the regulation of sponsors.
257. The primary objective of the requirement was to improve the quality of listing documents and enhance the efficiency of the listing application process. It was believed that the public exposure of APs would encourage the submission of a high quality and substantially complete first draft that gave the reader a thorough understanding of the listing applicant. The requirement was expected to reduce the number of regulatory comments required and shorten the time between listing application and listing.²²³
258. Another potential benefit noted by some respondents to the consultation paper at the time was that the publication of APs would enhance market transparency and efficiency, as it would allow investors and research analysts to start working on investment analysis at an earlier stage should the listing proceed.²²⁴ However, some respondents also noted that an AP, which was subject to subsequent revisions (for example, due to regulators' comments and developments after the filing of an application), may not provide a reliable basis for understanding an applicant.²²⁵

Our experience of allowing confidential filing in practice

259. The Exchange has found no material difference in the quality of the documents submitted confidentially under the exemptions and waivers currently available (see paragraphs 239 to 242 above) when compared to those submitted publicly. In addition, the Exchange has not received any concerns from market participants regarding a lack of transparency arising from the use of confidential filing or a lack of time available to conduct investment analysis prior to a listing for applications filed confidentially.

Proposals

Confidential filings permitted for all applicants

260. We propose to remove the Publication Requirements for all listing applicants. This would mean that a new applicant²²⁶ may choose not to publish its AP at the time it submits its listing application, in which case it would only be required to publish an OC Announcement on the same date as it publishes its PHIP. This is in line with the existing arrangements for confidential filings (see paragraph 240).

²²² SFC, Consultation Paper on the regulation of sponsors (May 2012).

²²³ See paragraphs 84 and 85 of the Consultation Paper on the regulation of sponsors (May 2012) and paragraph 198 of the Consultation Conclusions on the regulation of IPO sponsors (December 2012).

²²⁴ See paragraphs 195 and 200 of the Consultation Conclusions on the regulation of IPO sponsors (December 2012).

²²⁵ See paragraph 196 of the Consultation Conclusions on the regulation of IPO sponsors (December 2012).

²²⁶ Including an applicant associated with an Issuer-related Listing Application.

261. A new applicant²²⁷ may still opt for publication of its AP upon the submission of its listing application, if it wished to do so. In such circumstances:
- (a) the OC Announcement must be published on the same date as its listing application, as currently required; and
 - (b) the existing requirements on the content, and the prescribed timing for publishing, an AP (including those on redaction, appropriate disclaimer and warning statements)²²⁸ would continue to apply.
262. The Exchange reserves the right to require publication of AP and an OC Announcement before a PHIP is published if there is a loss in confidentiality (see paragraph 270).

Enhanced Return Mechanism

263. All applicants (including those that choose to file confidentially) would continue to be required, at the time of filing its listing application, to submit to the Exchange an AP that is substantially complete.²²⁹

Public exposure of Professional Parties' Identities for Returned Applications

264. Where the Exchange determines that an AP is not substantially complete, we propose that, in addition to the Returned Application Details (see paragraph 244(c)), the names and roles of other professional parties responsible for the Application Materials will also be displayed on the designated webpage of the Exchange. For this purpose, it is proposed that the professional parties referred to in Box 1 below will be considered as responsible for the Application Materials.
265. The identities of such parties would normally be based on the disclosures set out in the "Directors, supervisors and parties involved in the Global Offering" section²³⁰ of the AP. In the event there is a change in the professional parties appointed after the submission of the AP, the Exchange will exercise its discretion to publish the name(s) of the part(ies) that it considers to have played a role in the preparation of the Application Materials that have been returned; or have otherwise contributed to the return of the Application Materials.

Box 1: Professional parties proposed to be considered as responsible for the Application Materials

The names and roles of the following parties involved in an offering would be displayed on a designated webpage of the Exchange upon the return of the listing application:

²²⁷ Including an applicant associated with an Issuer-related Listing Application.

²²⁸ Practice Note 22 of the Main Board Listing Rules (Practice Note 5 of the GEM Listing Rules).

²²⁹ See Chapter 6.2 of the Guide for New Listing Applicants (last updated 4 August 2025).

²³⁰ Paragraph 8 of Chapter 3.14 of the Guide for New Listing Applicants (last updated 4 August 2025) sets out the guidance on the disclosure to be included in the "Directors, supervisors and parties involved in the Global Offering" section of a listing document.

- | | |
|-----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (a) | Sponsor(s) |
| (b) | Legal adviser(s) to the company (including those as to Hong Kong laws and laws of other jurisdictions, if applicable) |
| (c) | Legal adviser(s) to the sponsor(s) (including those as to Hong Kong laws and laws of other jurisdictions, if applicable) |
| (d) | Reporting accountant(s) and independent auditor(s) |
| (e) | Industry consultant |
| (f) | Any other experts who have consented to the inclusion in the AP of any copy or extract of their report, opinion, statement, or valuation that is contained in, or referred to in, the AP ²³¹ |
| (g) | Promoter(s) (in the case of a SPAC, or a Successor Company in the context of a De-SPAC Transaction) |

Calculation of period for the 8-week moratorium

266. We also propose to amend the starting point of the 8-week moratorium from the date of the Listing Division's decision to either: (a) the date on which all applicable review procedures in respect of that decision have been completed; or (b) the date on which the time period for invoking any such review procedures has lapsed.

Consequential amendments made for Issuer-related Listing Applications

267. We also propose to make the following consequential changes to the specific obligations imposed on Issuer-related Listing Applications (see paragraph 247) to reflect the potential change in timing of the disclosure of listing applications:

- (a) ***Spin-offs***: where the applicant spun off from a HK-listed Parent (**SpinCo**) confidentially files a listing application with the Exchange (or an overseas stock exchange), the HK-listed Parent would be required to announce the spin-off listing application upon the SpinCo publishing a PHIP (or in the case of a SpinCo seeking to list in any overseas jurisdiction, such time as the spin-off listing application is being made public in any overseas jurisdiction),²³² instead of, under the current

²³¹ Experts include every accountant, engineer, or appraiser, or any person whose profession gives authority to a statement made by him (see MB Rule 3A.01 / GEM Rule 1.01). The names of the experts are normally disclosed in the section headed "Statutory and general information" to the AP. These often include, if applicable, independent financial advisers, valuers, internal control adviser, and in the case of a Mineral Company, an independent technical consultant and a Competent Person (as defined in MB Rule 18.01 / GEM Rule 18A.01).

²³² This could be a preliminary offering circular in the US, or a PHIP-equivalent or offering document (as the case may be) in other jurisdictions.

requirement, by the time of the listing application (or its equivalent in any overseas jurisdiction).²³³

(b) **GEM Transfers:**

- (i) when a GEM issuer confidentially applies to the Exchange for a GEM Transfer under Chapter 9A of the Main Board Listing Rules, the GEM issuer would be required to: (1) publish a PHIP on the Exchange's website, instead of, under the current requirement, be exempted from the requirement to publish a PHIP;²³⁴ and (2) announce its application for a GEM Transfer when it publishes the PHIP, instead of, under the current requirement, on the same date as an application is submitted;²³⁵ and
- (ii) where a GEM issuer applies for a streamlined GEM Transfer under Chapter 9B of the Main Board Listing Rules,²³⁶ the GEM issuer would no longer be required to announce the submission of its application for a GEM Transfer;²³⁷ however, the GEM issuer would still be required to make an announcement after it has received from the Exchange's formal in principle approval for transfer of its listing.²³⁸

268. Other existing disclosure obligations applicable to listed issuers under the Listing Rules and the SFO (see paragraph 248) would continue to apply. An Issuer-related Listing Application may still be confidentially submitted to the Exchange after a listed issuer has disclosed such an application, provided that the disclosure complies with all applicable requirements under the Listing Rules and does not contain any information that would result in it being deemed as a prospectus²³⁹ or an advertisement²⁴⁰ under the C(WUMP)O; or an invitation to the public in breach of the SFO.²⁴¹

269. An Issuer-related Listing Application in connection with a reverse takeover (including a De-SPAC Transaction)²⁴² may be filed confidentially. Where such application is made pending the finalisation of transaction terms (for example the negotiated value of the target and/or in the context of a De-SPAC Transaction, the terms of the independent

²³³ Paragraph 3(g) of Practice Note 15 of the Main Board Listing Rules (paragraph 3(g) of Practice Note 3 of the GEM Listing Rules).

²³⁴ MB Rule 9A.03(1A). For the avoidance of doubt, the exemption to publish a PHIP will continue to apply to: (a) a GEM Transfer applicant under Chapter 9A of the Main Board Listing Rules if it has already published an AP; and (b) a GEM Transfer applicant under Chapter 9B of the Main Board Listing Rules (see MB Rule 9B.04(4)).

²³⁵ GEM Rule 9.26.

²³⁶ For a streamlined GEM Transfer application under Chapter 9B of the Main Board Listing Rules, a GEM issuer is not required to submit or publish any listing document. See MB Rules 9B.04(3) and (4).

²³⁷ GEM Rule 9.26.

²³⁸ MB Rule 9B.08.

²³⁹ Section 2(1) of the C(WUMP)O.

²⁴⁰ Section 38B(1) of the C(WUMP)O.

²⁴¹ Section 103(1) of the SFO.

²⁴² The Exchange will treat a listed issuer proposing a reverse takeover as if it were a new listing applicant (see MB Rule 14.54 / GEM Rule 19.54). See also MB Rule 18B.35 in the context of a De-SPAC Transaction.

third party investments),²⁴³ the listed issuer must comply with the requirements as set out below:

- (a) the Application Materials must still comply with the “substantially complete” requirements (see paragraph 243 above). For the purpose of the AP contents, the Exchange would generally only accept the omission or non-finalisation of:
 - (i) the negotiated value of the target;
 - (ii) in the context of a De-SPAC Transaction; the terms of the independent third party investments; and
 - (iii) any other information which is of a nature similar to the information permitted to be omitted or allowed to be put in square brackets for an IPO²⁴⁴(collectively, **Deferred Information**);
- (b) the applicant must submit the draft Deferred Information (based on the parties’ latest negotiations) in a subsequent proof of the listing document for Exchange vetting no later than the time the applicant submits its response to the first comment letter issued by the Exchange;
- (c) the terms of the transaction must be finalised no later than the time the applicant submits its response to the second comment letter issued by the Exchange, and the relevant announcement (**Transaction Announcement**) must be published as and when the terms have been finalised;²⁴⁵ and
- (d) if the applicant fails to comply with the above timeframe for submission and finalisation of the terms of the transaction, or if the material terms of the transaction disclosed in the Transaction Announcement are different from those previously submitted to the Exchange, the corresponding responses referred to in sub-paragraph (b) or (c) would be considered as materially incomplete and the vetting timeframe would be delayed or suspended.²⁴⁶

For the avoidance of doubt, the above additional obligations set out in sub-paragraphs (a) to (d) would not apply if the listing application is made after the publication of the Transaction Announcement.²⁴⁷

²⁴³ MB Rule 18B.40.

²⁴⁴ See paragraphs 8 to 10 of Chapter 6.2 of the Guide for New Listing Applicants (last updated 4 August 2025).

²⁴⁵ For the avoidance of doubt, such announcement must be published as soon as the terms of that transaction have been finalised as currently required. In the case of a De-SPAC Transaction, such announcement must be published within 24 months from the date of listing of the SPAC (or unless otherwise extended for a period of up to six months). See MB Rules 13.34, 18B.44 and 18B.69.

²⁴⁶ See the Joint Statement on Enhanced Timeframe for New Listing Application Process published by the SFC and the Exchange on 18 October 2024.

²⁴⁷ MB Rules 13.34 and 18B.44 require a listed issuer (or in the case of a De-SPAC Transaction, a SPAC) to make an announcement of the terms of a transaction (including a De-SPAC Transaction) as soon as possible after the terms of the transaction have been finalised.

Maintaining confidentiality before publication

270. The Exchange will continue to expect an applicant making a confidential filing to maintain confidentiality of its listing application until the publication of its PHIP. The Exchange will retain the discretion to require an applicant²⁴⁸ that had previously elected confidential filing to publish the AP and/or an OC Announcement should there be any loss of confidentiality (see paragraph 249). In deciding whether to exercise such discretion, the Exchange will consider the totality of facts. For example, the Exchange normally would not require publication of the AP and/or an OC Announcement where (a) the loss of confidentiality is due to a disclosure made under applicable laws or regulatory requirements, including those of the Listing Rules and any overseas stock exchange to which the applicant or its related entity is subject to; or (b) the leakage is limited, such as a limited media reference to the applicant's name.
271. Also, applicants would continue to be subject to the existing requirements relating to publicity materials (see paragraph 250).
272. The confidentiality obligation for a listed issuer in connection with an Issuer-related Listing Application would remain in line with current requirements (see paragraph 251).²⁴⁹ For GEM Transfers, it is proposed that an express confidentiality obligation be included,²⁵⁰ similar to that imposed for spin-offs (see paragraph 251(b)), to ensure that confidentiality is maintained until: (a) in the case of a GEM Transfer under Main Board Chapter 9A, the publication of a PHIP (see paragraph 267(b)(i)); and (b) in the case of a GEM Transfer under Main Board Chapter 9B, the Exchange's formal in principle approval for the transfer is announced (see paragraph 267(b)(ii)).

Issuers' and sponsors' responsibilities

273. The duties and responsibilities of issuers and sponsors with respect to listing document disclosure would remain unchanged. For example,
- (a) issuers must ensure the information contained in the AP is accurate and complete in all material respects, and is not misleading or deceptive,²⁵¹ and
 - (b) sponsors would continue to be held responsible for ensuring that, amongst other things:
 - (i) the listing applicant complies with the Listing Rules and other relevant legal and regulatory requirements and that the listing document provides sufficient

²⁴⁸ Including an applicant associated with an Issuer-related Listing Application.

²⁴⁹ See paragraph 3(g) of Practice Note 15 of the Main Board Listing Rules (paragraph 3(g) of Practice Note 3 of the GEM Listing Rules).

²⁵⁰ See proposed amendment to GEM Rule 9.26 in **Appendix II**.

²⁵¹ MB Rule 9.03(3A)(a) (GEM Rule 12.09(3A)(a)). See also paragraph 2 of Chapter 3.1 of the Guide for New Listing Applicants (last updated 4 August 2025).

particulars and information for investors to form a valid and justifiable opinion for the listing applicant's shares, financial condition and profitability;²⁵²

- (ii) completing all reasonable due diligence on a listing applicant before submitting a listing application, and ensuring all material information as a result of its due diligence has been included in the listing applicant's AP;²⁵³ and
- (iii) the information in the AP is substantially complete except in relation to matters that, by their nature, can only be dealt with at a later date.²⁵⁴

274. Sponsors would continue to be required to discharge a high standard of professionalism and integrity in overseeing new listing applications, including maintaining sufficient resources and effective systems and controls for proper implementation and adequate management oversight of the sponsor work, and satisfying themselves that experts and third parties engaged by the sponsors possess adequate expertise and resources to fulfil their respective responsibilities.²⁵⁵

275. In addition to the Return Mechanism, other regulatory recourse under current regulatory framework would remain in place, including the following:

- (a) The Exchange and/or the SFC may exercise their discretion to suspend vetting of an AP if responses to the regulatory comments are materially incomplete or where listing documents are considered unreasonably lengthy.²⁵⁶
- (b) Substandard conduct of sponsor work may constitute non-compliance with sponsors' obligations under the Code of Conduct for Persons Licensed by or Registered with the SFC, Corporate Finance Adviser Code of Conduct, Sponsor Guidelines and the Listing Rules.²⁵⁷

Rationale

Alignment with international requirements

276. The proposal to permit confidential filing for all applicants would bring the Exchange's requirements more closely in line with the requirements adopted by international peer stock exchanges, including the US (see paragraphs 254 to 255). This may increase the comparative appeal of an Exchange listing application.

²⁵² See paragraph 17.1(b) of the SFC Code of Conduct.

²⁵³ See paragraph 17.2(b), 17.4(a) of the SFC Code of Conduct.

²⁵⁴ See paragraph 17.4(b) of the SFC Code of Conduct.

²⁵⁵ SFC, Circular to licensed corporations carrying out sponsor work, 30 January 2026.

²⁵⁶ See paragraph 6 of Chapter 3.1 of the Guide for New Listing Applicants (last updated 4 August 2025), the Joint Statement on Enhanced Timeframe for New Listing Application Process published by the SFC and the Exchange on 18 October 2024, and the Circular to licensed corporations carrying out sponsor work published by the SFC on 30 January 2026.

²⁵⁷ SFC, Circular to licensed corporations carrying out sponsor work, 30 January 2026.

Fair and equal treatment for all listing applicants

277. Our proposal would mean that the benefits of confidential filing (i.e. to avoid premature and prolonged disclosure of information on applicants' operational strategies, proprietary technologies which may attract unnecessary external attention or prompt imitation by industry peers) would be available to all listing applicants, regardless of the nature and stage of the applicant's business, and would no longer favour a minority with certain characteristics.

Objectives of the Publication Requirements would continue to be met

278. In light of the experience we have gained from the confidential filing regime for Eligible Applicants (see paragraph 259), we believe that our proposals would still achieve the objectives and associated benefits of the Publication Requirements (see paragraph 257 and 258).

Quality of listing documents

279. The proposed public exposure of the identities of the professional parties responsible for the Application Materials following a return decision (see paragraph 264 to 265), as well as the proposed extension of when the 8-week moratorium begins (see paragraph 266) would strengthen the deterrent effect of the Return Mechanism. We believe that the combination of these proposals with the existing measures for return applications (see in paragraph 244) would provide a strong incentive for applicants, sponsors, legal advisers and other professional parties involved in the preparation of the Application Materials to collaborate towards ensuring that APs meet the standard of disclosure expected of a ready-to-publish listing document,²⁵⁸ regardless of whether or not it is filed confidentially.
280. The proposed scope of professional parties for the purpose of public exposure following a return decision (see Box 1) recognises that the disclosure in an AP is a collective effort involving multiple advisers, even though the applicant and the sponsor have the primary responsibility for such disclosure (see paragraphs 273 to 274). The proposed public display of the names and roles of such professional parties, in addition to that of the applicant and the sponsor, will provide transparency on the parties involved in a return decision.
281. The proposal to extend the start date of the 8-week moratorium ensure that the period will take into account the additional time required for completion of the review procedures (or the time for invoking them).
282. The Exchange would continue to publish listing decisions on the Returned Applications (see paragraph 245) to assist applicants and their advisers to better understand the Exchange's expectations regarding the standards and quality of Application Materials.

²⁵⁸ Except for information that by its nature can only be finalised and incorporated at a later date. See paragraphs 8 to 10 of Chapter 6.2 of the Guide for New Listing Applicants (last updated 4 August 2025).

Market efficiency and transparency

283. As regards the market efficiency and transparency benefits associated with the mandatory AP publication requirement:

- (a) The enhanced timeframe for new listing application process²⁵⁹ would continue to apply regardless of whether an application is subject to confidential filing. This means that where the Application Materials meet all applicable requirements and guidance for a new listing, the SFC and the Exchange would indicate any material regulatory concerns within a maximum of two rounds of regulatory comments and within a maximum of 40 business days²⁶⁰ (excluding the response time of the applicant and its sponsor).
- (b) An applicant would continue to be required to publish a PHIP at the earliest practicable time and upon the receipt of a post hearing letter from the Exchange²⁶¹ to ensure transparency.

We acknowledge that the interval between the publication of the PHIP and the commencement of the offer period may be short.²⁶² However, unlike the AP which is often subject to subsequent revisions (as noted in paragraph 258), the PHIP is substantially closer in form and content to the final listing document. As such, it provides a more certain basis for research analysts to produce research reports, and for investors to conduct preliminary assessment before the publication of the final prospectus should they wish to do so.

- (c) In any event, an applicant that wishes to provide the public early access to information may, at its discretion, publish an AP at the time of submitting its listing application and/or commence the offering period at a later time to facilitate investors' assessment and research analysts' analysis.

284. On balance, we consider that the benefits provided by the proposals, including the Exchange's competitiveness as a listing venue (see paragraph 276) and the potential advantages to applicants (see paragraph 277), would outweigh the potential loss of benefits brought by the Publication Requirements (see paragraphs 257 to 258). We also believe such potential risks of removing the Publication Requirements can be sufficiently mitigated through the existing safeguards (see paragraphs 243 to 244 and 273 to 275), as well as the additional measures proposed (see paragraphs 264 to 266).

²⁵⁹ See the Joint Statement on Enhanced Timeframe for New Listing Application Process published by the SFC and the Exchange on 18 October 2024.

²⁶⁰ The timeframe is further accelerated to 30 business days for eligible A-share listed company (i.e. A-share company that meets the following criteria when submitting a new listing application: (a) it is expected to have a minimum market capitalisation of HK\$10 billion; and (b) it can confirm, with the support of legal advisers' opinion, that it has complied with all laws and regulations, in all material respects, applicable to its A-share listing throughout the two full financial years immediately preceding the new listing application and up to the date of submitting the new listing application)

²⁶¹ Paragraph 12(a) of Practice Note 22 of the Main Board Listing Rules (paragraph 11(a) of Practice Note 5 of the GEM Listing Rules).

²⁶² For IPOs completed in 2025, the average interval between publication of the PHIP and the date of the prospectus was 6.4 business days.

Question 19 Do you agree with the proposal to remove the Publication Requirements for all listing applicants, such that a listing applicant (including a listing applicant associated with an Issuer-related Listing Application) may choose not to publish its AP at the time it submits its listing application, in which case it would only be required to publish an OC Announcement on the same date as it publishes its PHIP (as set out in paragraph 260 of the Consultation Paper)?

Please give reasons for your views and any alternative suggestions.

Question 20 If your answer to Question 19 is “yes”, do you agree with:

- (a) the proposal that, in addition to the existing Return Application Details, the identities of other professional parties responsible for the Application Materials also be displayed on the designated webpage of the Exchange (as set out in paragraphs 264 to 265 of the Consultation Paper)?
- (b) the list of professional parties proposed to be considered as responsible for the Application Materials for the above purpose (as set out in Box 1 under paragraph 265 of the Consultation Paper)?

Please give reasons for your views and any alternative suggestions.

Question 21 Do you agree with the proposal to amend the starting point of the 8-week moratorium to either: (a) the date on which all applicable review procedures in respect of the Listing Division’s decision to return the listing application have been completed; or (b) the date on which the time period for invoking any such review procedures has lapsed (as set out in paragraph 266 of the Consultation Paper)?

Please give reasons for your views and any alternative suggestions.

Question 22 If your answer to Question 19 is “yes”, do you agree with the consequential changes to issuers’ disclosure obligations in relation to Issuer-related Listing Applications (as set out in paragraph 267 of the Consultation Paper)?

Please give reasons for your views and any alternative suggestions.

CHAPTER 5: HOUSEKEEPING RULE AMENDMENTS

285. We have taken the opportunity to make housekeeping Listing Rule amendments that do not involve a change in our policy direction. These amendments include:

- (a) updating obsolete references in the definitions of “Competent Authority”²⁶³ and “Qualifying Exchange”;²⁶⁴
- (b) clarifying that an Qualifying Issuer with a WVR structure seeking a secondary listing under Chapter 19C of the Main Board Listing Rules must be both eligible and suitable for listing with a WVR structure under Chapter 8A of the Main Board Listing Rules;²⁶⁵ and
- (c) correcting other clerical errors.²⁶⁶

286. The relevant amendments are set out in **Appendix I** to this paper.

²⁶³ MB Rule 18A.01.

²⁶⁴ MB Rule 1.01.

²⁶⁵ MB Rule 8A.45.

²⁶⁶ Note 1 to MB Rule 8A.46.

DEFINITIONS

TERM	DEFINITION
“10:1 WVR Ratio Cap”	a WVR Ratio Cap of 10:1
“20:1 WVR Ratio Cap”	a WVR Ratio Cap of 20:1
“2018 Listing Reforms”	changes to the Listing Rules that were implemented on 30 April 2018. See the Consultation Conclusions on a Listing Regime for Companies from Emerging and Innovative Sectors published by HKEX in April 2018
“2018 New Chapters”	Chapters 8A, 18A and 19C of the Main Board Listing Rules
“8-week moratorium”	the eight-week period following the date of the Listing Division’s decision to return a listing application during which the applicant may not submit a new listing application
“ADT”	average daily turnover
“Application Materials”	a listing application form, an AP and all other relevant documents submitted to the Exchange for the purpose of a listing application
“Application Proof” or “AP”	as defined in MB Rule 1.01 (GEM Rule 1.01), means, in the case of a new applicant, a draft listing document that is required to be substantially complete and is submitted to the Exchange together with a listing application form for listing its equity securities; and in the case of a new applicant for a CIS with a listing agent appointed which is required to discharge the functions equivalent to those of a sponsor, a draft listing document that is submitted to the SFC together with an application for authorisation of the CIS for the purpose of listing its interests on the Exchange
“ASIC”	Australian Securities and Investments Commission
“ASX”	Australian Securities Exchange
“Biotech Company”	as defined in MB Rule 18A.01
“CAGR Growth Characteristic”	a proposed Innovative Characteristic proposed to be applicable to an applicant pursuing Route B as defined in paragraph 131 of this paper
“Chinese Mainland”	for the purpose of this paper, the People’s Republic of China, other than the regions of Hong Kong, Macau and Taiwan

TERM	DEFINITION
“ChiNext Market”	the ChiNext Board of SZSE
“CIS”	collective investment scheme
“Competent Authority”	the US Food and Drug Administration, the National Medical Products Administration or the European Medicines Agency
“C(WUMPO)”	Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)
“Deferred Information”	for the purpose of the contents of an AP, the negotiated value of a target; in the context of a De-SPAC Transaction, the terms of independent third party investments; and any other information which is of a nature similar to the information currently permitted to be omitted or allowed to be put in square brackets for an IPO
“De-SPAC Transaction”	as defined in MB Rule 18B.01
“double dipping”	a subscription for, or purchase of further securities by, an existing shareholder or a cornerstone investor of a listing applicant in its IPO
“Eligible Applicant”	a secondary listing applicant (under MB Rule 19C.05 or Criteria B of MB Rule 19C.05A) or a Biotech Company or Specialist Technology Company listing applicant
“Eligible Specialist Company”	a Biotech Company or Specialist Technology Company that satisfies one or more of the Rule 8.05 Eligibility Tests
“GEM”	GEM operated by the Exchange
“GEM Listing Rules” or “GEM Rules”	Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited
“GEM Transfer”	a transfer of listing from GEM to the Main Board
“Grandfathered Greater China Issuer”	as defined in MB Rule 1.01, means a Greater China Issuer that was: (a) primary listed on a Qualifying Exchange on or before 15 December 2017; or (b) primary listed on a Qualifying Exchange after 15 December 2017, but on or before 30 October 2020 and controlled by corporate WVR beneficiaries as at 30 October 2020
“Greater China Issuer”	as defined in MB Rule 1.01, means a Qualifying Issuer with its centre of gravity in Greater China

TERM	DEFINITION
“HKEX”	Hong Kong Exchanges and Clearing Limited
“HKICPA”	the Hong Kong Institute of Certified Public Accountants
“HK-listed Parent”	a parent company listed on the Exchange
“Hong Kong Financial Reporting Standards” or “HKFRS”	financial reporting standards and interpretations issued by the HKICPA. They comprise (i) Hong Kong Financial Reporting Standards, (ii) Hong Kong Accounting Standards and (iii) Interpretations
“Hong Kong issuer”	as defined in MB Rule 1.01 (GEM Rule 1.01), means an issuer incorporated or otherwise established in Hong Kong
“IAS”	International Accounting Standards
“IASB”	the International Accounting Standards Board
“Industry Position Characteristic”	a proposed Innovative Characteristic proposed to be applicable to an applicant pursuing Route B as defined in paragraph 131 of this paper
“Innovative Characteristics”	the characteristics an innovative company would normally be expected to possess in order to be considered suitable for listing with a WVR structure
“Innovative Company Requirements”	those requirements that an applicant must meet to demonstrate that it is an innovative company and is suitable for listing with a WVR structure. See paragraph 4 of Chapter 2.2 of the Guide for New Listing Applicants (last updated 4 August 2025) for the current requirements
“Inside Information Provisions”	Part XIVA of the SFO
“International Financial Reporting Standards” or “IFRS”	financial reporting standards and interpretations approved by the IASB, and includes all IAS and interpretations issued under the former International Accounting Standards Committee from time to time
“IP Characteristic”	an Innovative Characteristic as defined in sub-paragraph (i)(c) of the section titled “Innovative” under paragraph 4 of Chapter 2.2 of the Guide for New Listing Applicants (last updated 4 August 2025) and proposed to be modified as set out in paragraph 130 of this paper
“IPO”	initial public offering

TERM	DEFINITION
“Issuer-related Listing Application”	a listing application by an applicant that gives rise to disclosure obligations for an existing listed issuer under certain circumstances, including a spin-off by a HK-listed Parent, an application for a GEM Transfer, and a listing application that involves a notifiable transaction of a listed issuer
“LSE”	London Stock Exchange plc
“Main Board Listing Rules” or “MB Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Main Board”	the main board of the Exchange
“Migration”	the migration of the majority of trading in the listed shares of an overseas issuer to the Exchange’s markets under MB Rule 19C.13
“Nasdaq”	The Nasdaq Stock Market LLC
“Non-Grandfathered Greater China Issuer”	as defined in MB Rule 1.01, means a Greater China Issuer that is not a Grandfathered Greater China Issuer
“Non-Greater China Issuer”	as defined in MB Rule 1.01, means a Qualifying Issuer that is not a Greater China Issuer
“non-WVR issuer”	an issuer without a WVR structure
“non-WVR shareholder”	a shareholder of a class of listed shares of an issuer with a WVR structure who is not also a WVR beneficiary
“Novelty Characteristic”	an Innovative Characteristic as defined in sub-paragraph (i)(a) of the section titled “Innovative” under paragraph 4 of Chapter 2.2 of the Guide for New Listing Applicants (last updated 4 August 2025) and proposed to be modified as set out in paragraph 129 of this paper
“NYSE”	The New York Stock Exchange LLC
“OC Announcement”	as defined in MB Rule 1.01 (GEM Rule 1.01), means an announcement setting out the name(s) of the overall coordinator(s) appointed by a new applicant effecting a placing involving bookbuilding activities in connection with a new listing, including any subsequent related announcement(s), for example, an announcement on the termination of the engagement of an overall coordinator

TERM	DEFINITION
“Outsized Market Cap Characteristic”	an Innovative Characteristic as defined in sub-paragraph (i)(d) of the section titled “Innovative” under paragraph 4 of Chapter 2.2 of the Guide for New Listing Applicants (last updated 4 August 2025)
“Overseas Delisting”	delisting (voluntary or involuntary) of the shares of an overseas issuer or depository receipts issued on the shares of an overseas issuer from a Recognised Stock Exchange on which the issuer is primary listed under MB Rule 19C.13A
“overseas issuer”	as defined in MB Rule 1.01, means an issuer that is neither a Hong Kong issuer nor a PRC issuer
“Post Hearing Information Pack” or “PHIP”	as defined in MB Rule 1.01 (GEM Rule 1.01), in the case of a listing of the equity securities of a new applicant, means a near-final draft listing document for the listing of equity securities published on the Exchange’s website; and in the case of a listing of interests in a CIS with a listing agent appointed which is required to discharge the functions equivalent to those of a sponsor, a near-final draft listing document for the listing of interests in the CIS published on the Exchange’s website
“PRC issuer”	as defined in MB Rule 19A.04 (GEM Rule 1.01), means an issuer that is duly incorporated in the Chinese Mainland as a joint stock limited company
“PRC stock exchange”	as defined in MB Rule 19A.04 (GEM Rule 1.01), means the Shanghai Stock Exchange or the Shenzhen Stock Exchange or the Beijing Stock Exchange
“Primary Conversion”	the voluntary conversion of an overseas issuer’s secondary listing to dual primary listing on the Exchange
“Publication Requirements”	the requirements to publish an AP and OC Announcement on the Exchange’s website upon submission of a listing application as set out in paragraph 238
“Qualified Biotech Applicant”	an applicant that meets the criteria as set out in paragraph 132(a)
“Qualified Specialist Technology Applicant”	an applicant that meets the criteria as set out in paragraph 132(b)
“Qualifying Exchange”	the NYSE, Nasdaq, or the Main Market of the LSE

TERM	DEFINITION
“Qualifying Issuer”	as defined in MB Rule 1.01, means an overseas issuer primary listed on a Qualifying Exchange
“Recognised Stock Exchange”	as defined in MB Rule 1.01, means the main market of a stock exchange that is included in a list of Recognised Stock Exchanges published on the Exchange’s website as updated from time to time
“Reconciliation Statement”	a reconciliation statement setting out the financial impact of any material difference between financial statements prepared using US GAAP and financial statements prepared using HKFRS or IFRS
“Return Mechanism”	the mechanism for the return of a listing application to the sponsor if the information contained in the Application Materials is deemed not substantially complete as set out in paragraph 244
“Returned AP”	in respect of a Returned Application, a ready-to-publish version of the AP
“Returned Application”	a listing application returned by the Exchange or the SFC (as the case may be) to the sponsor
“Returned Application Details”	in respect of a Returned Application, the identity of the sponsor and the applicant, and the date of the Listing Division’s decision to return a listing application
“Route A”	a proposed route that an applicant seeking a listing with a WVR structure can use to meet the Innovative Company Requirements if that applicant can demonstrate that it adopts technologies that are either novel, in themselves, or essential to the novelty of its core business as set out in paragraph 126
“Route B”	a proposed route that an applicant seeking a listing with a WVR structure can use to meet the Innovative Company Requirements if that applicant can demonstrate that its success is attributable to the application, to its core business, of a new business model that may not necessarily be enabled by technology as set out in paragraph 126
“Rule 8.05 Eligibility Tests”	the financial eligibility tests under MB Rule 8.05, comprising: (a) the profit test in MB Rule 8.05(1); (b) the market capitalisation/ revenue/ cash flow test in MB Rule 8.05(2); and (c) the market capitalisation/ revenue test in MB Rule 8.05(3)

TERM	DEFINITION
“R&D Characteristic”	an Innovative Characteristic as defined in sub-paragraph (i)(b) of the section titled “Innovative” under paragraph 4 of Chapter 2.2 of the Guide for New Listing Applicants (last updated 4 August 2025)
“SEC”	the United States Securities and Exchange Commission
“SEHK” or “Exchange”	The Stock Exchange of Hong Kong Limited, a wholly owned subsidiary of HKEX
“SFC”	Securities and Futures Commission
“SFC Code of Conduct”	Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission
“SFO”	Securities and Futures Ordinance
“SGX”	Singapore Exchange
“SPAC”	special purpose acquisition company
“Specialist Chapters”	Chapters 18A and 18C of the Main Board Listing Rules
“Specialist Company”	a Biotech Company or a Specialist Technology Company
“Specialist Company Presumptions”	as defined in paragraph 124 of this paper
“Specialist Technology Company”	as defined in MB Rule 18C.01
“SpinCo”	a company to be spun off by an existing issuer and to be listed on the Exchange
“spin-off”	a proposal by an issuer to effect the separate listing on the Exchange or elsewhere of assets or businesses wholly or partly within the issuer’s existing group
“SSE”	Shanghai Stock Exchange
“STAR Market”	the Science and Technology Innovation Board of SSE
“Successor Company”	as defined in MB Rule 18B.01, means the listed issuer resulting from the completion of a De-SPAC Transaction
“SZSE”	Shenzhen Stock Exchange

TERM	DEFINITION
“TECH”	Technology Enterprise Channel
“Transaction Announcement”	an announcement published by a listed issuer on the terms of a reverse takeover (including a De-SPAC Transaction)
“UK FCA”	Financial Conduct Authority in the UK
“UK”	the United Kingdom
“US GAAP”	Generally Accepted Accounting Principles in the US
“US”	the United States of America
“WVR”	weighted voting right, which has the meaning given to it in MB Rule 8A.02
“WVR Financial Eligibility Test”	the financial eligibility test for listing on the Exchange with a WVR structure. See MB Rule 8A.06 for the current financial eligibility test
“WVR issuer”	an issuer with a WVR structure
“WVR Ratio Cap”	the maximum weighted voting ratio allowed between shares carrying WVR and other ordinary shares
“WVR structure”	as defined in MB Rule 8A.02, means a structure of an issuer that results in WVRs
“WVR Test A”	the current WVR Financial Eligibility Test under MB Rule 8A.06(1)
“WVR Test B”	the current WVR Financial Eligibility Test under MB Rule 8A.06(2)

APPENDIX I: PROPOSED AMENDMENTS TO THE MAIN BOARD LISTING RULES

Chapter 1

GENERAL

INTERPRETATION

...

1.01 ...

“corporate communication” any document issued or to be issued by an issuer for the information or action of holders of any of its securities or the investing public, including but not limited to:—

- (a) the directors’ report, its annual accounts together with a copy of the auditors’ report and, where applicable, its summary financial report;
- (b) the interim report and, where applicable, its summary interim report;
- (c) a notice of meeting;
- (d) a listing document;
- (e) a circular;
- (f) a proxy form;
- (g) an Public AP~~Application Proof~~; and
- (h) a Post Hearing Information Pack or PHIP

...

“Public AP” an Application Proof to be published on the Exchange’s website

...

“Qualifying Exchange” The New York Stock Exchange LLC, Nasdaq Stock Market or the Main Market of the London Stock Exchange plc ~~(and belonging to the UK Financial Conduct Authority’s “Premium Listing” segment)~~

...

“Returned Date”

means the date of the decision of the Exchange made pursuant to rule 9.03(3) or the Commission (as the case may be) to return a new applicant’s listing application and all related documents, being either: (a) the date on which all applicable review procedures in respect of that decision have been completed; or (b) the date on which the time period for invoking any such review procedures has lapsed

...

Chapter 2

GENERAL

INTRODUCTION

...

Use of Electronic Means

...

2.07C ...

- (6) (a) Every issuer must have its own website on which it must publish any announcement, notice or other document published under rule 2.07C on the Exchange's website. The publication should be at the same time as publication of the electronic copy of the document on the Exchange's website. A new applicant is not required to publish an Public ~~Application Proof~~, OC Announcement or Post Hearing Information Pack on its own website. In any event:

...

Chapter 3A

GENERAL

SPONSORS, COMPLIANCE ADVISERS, OVERALL COORDINATORS AND OTHER CAPITAL MARKET INTERMEDIARIES

...

Appointment of an overall coordinator

...

- 3A.37 In the case of a new applicant effecting a placing involving bookbuilding activities (as defined under the Code of Conduct) in connection with a New Listing, subject to the additional requirement on appointment of sponsor-overall coordinators in rule 3A.43 (and, where applicable, rule 3A.44), all overall coordinator(s) must be appointed in accordance with rule 3A.35 no later than 2 weeks following the date of the submission (or re-filing, as the case may be) of the listing application (or where applicable, the authorisation application with the Commission), and an OC Announcement on the appointment (which shall also disclose the name(s) of all overall coordinator(s) appointed as at the date of the announcement) must be published in accordance with rule 2.07C and Practice Note 22.

...

Chapter 8

EQUITY SECURITIES

QUALIFICATIONS FOR LISTING

...

Basic Conditions

...

8.05 ...

The profit test

- (1) To meet the profit test, a new applicant must have an adequate trading record under substantially the same management and ownership. This means that the issuer, or its group (excluding any associated companies and other entities whose results are recorded in the issuer's financial statements using the equity method of accounting), as the case may be, must satisfy each of the following:

...

- (c) ownership continuity and control for at least the most recent audited financial year.

The market capitalisation/revenue/cash flow test

- (2) To meet the market capitalisation/revenue/cash flow test, a new applicant must satisfy each of the following:

...

- (c) ownership continuity and control for at least the most recent audited financial year;

...

The market capitalisation/revenue test

- (3) To meet the market capitalisation/revenue test, a new applicant must satisfy each of the following, unless waived by the Exchange under rule 8.05A:

...

- (c) ownership continuity and control for at least the most recent audited

financial year;

...

(4) ...

Note: The ownership continuity and control requirement under rule 8.05 is intended to ensure that the applicant's financial performance resulted from the actual dynamics between the controlling shareholder and the management for at least the most recent financial year up until the time immediately prior to listing (the "Relevant Period"). Failure to satisfy the ownership continuity and control requirement may raise concerns on packaging as there may be a material change in influence on management. An applicant will be considered to have satisfied the ownership continuity and control requirement if it can demonstrate, to the Exchange's satisfaction, that there was no material change in influence on management during the Relevant Period despite a change in controlling shareholder over that period.

...

Chapter 8A

EQUITY SECURITIES

WEIGHTED VOTING RIGHTS

...

QUALIFICATIONS FOR LISTING

...

Qualifications for Listing with a WVR Structure

8A.06 A new applicant seeking a listing with a WVR structure must satisfy one of the following:

- (1) a market capitalisation of at least HK\$~~40,000,000,000~~20,000,000,000 at the time of listing; or
- (2) a market capitalisation of at least HK\$~~10,000,000,000~~6,000,000,000 at the time of listing and revenue of at least HK\$~~1,000,000,000~~600,000,000 for the most recent audited financial year.

...

PERMISSIBLE WVR STRUCTURES

...

Restriction on voting power

8A.10 A class of shares conferring weighted voting rights in a listed issuer must not entitle the beneficiary to:

- (1) where the market capitalisation at the time of listing of the issuer is at least HK\$40,000,000,000, more than 20 times the voting power of ordinary shares;
or
- (2) where the market capitalisation at the time of listing of the issuer is less than HK\$40,000,000,000, more than ten times the voting power of ordinary shares,

on any resolution tabled at the issuer's general meetings.

...

Minimum Economic Interest at Listing

8A.12 The beneficiaries of weighted voting rights must beneficially own collectively at least 10% of the underlying economic interest in the applicant's total issued share capital at the time of its initial listing.

Note: The Exchange may be prepared to accept a lower minimum shareholding percentage, on a case-by-case basis, if the lower underlying economic interest ~~still~~, at the time of the applicant's initial listing:

(a) represents at least 5% of the applicant's total issued share capital; and

(b) has an ~~very large~~ amount of at least HK\$4,000,000,000 in absolute dollar terms (for example if the applicant has an expected market capitalisation of over HK\$80 billion at the time of its initial listing) taking into account such other factors about the applicant as the Exchange may in its discretion, consider appropriate.

In accordance with rule 2.06, the Exchange reserves the right, in its absolute discretion, to refuse a listing of securities of an applicant, for example, if a lower minimum shareholding percentage and/or a higher weighted voting ratio (see rule 8A.10(1)) represents an extreme case of non-conformance with corporate governance norms.

...

Additional Exceptions to the Rules for Certain Overseas Issuers with a WVR structure

8A.45 Rules 8A.04 to 8A.06 does not apply to a Qualifying Issuer with a WVR structure seeking a secondary listing under Chapter 19C.

8A.46 ...

Notes:

(1) In accordance with ~~R~~rule 2.06, the Exchange reserves the right, in its absolute discretion, to refuse a listing of securities of an overseas issuer, for example, if its WVR structure represents an extreme case of non-conformance with corporate governance norms.

...

...

Chapter 9

EQUITY SECURITIES

APPLICATION PROCEDURES AND REQUIREMENTS

Preliminary

9.03 ...

- (3) An applicant must submit a listing application form, an Application Proof and all other relevant documents under rule 9.10A(1), and the information in these documents must be substantially complete except in relation to information that by its nature can only be finalised and incorporated at a later date. If the Exchange decides this information is not substantially complete, the Exchange will not continue to review any documents relating to the application. All documents, (including the Form A1 but (except for the retention of a copy of these documents for the Exchange's record) submitted to the Exchange will be returned to the sponsor. The initial listing fee will be dealt with in the manner described in note 2 to rule 9.03(1)(b) above. For an applications which was were previously returned by the Exchange, the applicant can only submit a new Form A1 together with a new Application Proof not less than 8 weeks after the Returned Date~~Return Decision~~.

Note: The Exchange will publish details of applications returned by the Exchange as stated in paragraph 21 of Practice Note 22 upon completion of all review procedures or the expiry of the period for invoking such procedures.

...

...

9.08 ...

- (2) the following documents do not fall within the scope of this rule and need not be submitted for prior review:

- (a) ~~an Public AP~~Application Proof (if published on the Exchange's website ~~under rule 12.01A~~);

...

- (c) any statement by a new applicant published on the Exchange's website stating that no reliance should be placed on any media reports about the new applicant subsequent to the publication of its Public AP (if published on the Exchange's website)~~Application Proof~~, OC Announcement or Post Hearing Information Pack, as the case may be; and

...

Chapter 9A

EQUITY SECURITIES

TRANSFER OF LISTING FROM GEM TO MAIN BOARD

...

Qualifications for transfer

...

9A.03 The following requirements do not apply to a transfer of listing from GEM to the Main Board under this Chapter ~~or Chapter 9B~~:-

- (1A) for a GEM issuer that has published a Public AP for the purpose of the transfer, the requirement for the publication of a Post Hearing Information Pack under rule 12.01B; and

...

...

Chapter 9B

EQUITY SECURITIES

STREAMLINED TRANSFER OF LISTING FROM GEM TO MAIN BOARD

...

Qualifications for a streamlined transfer

...

9B.04 The following requirements do not apply to a transfer of listing from GEM to the Main Board of an Eligible Issuer under this Chapter:–

...

- (3) all requirements relating to application procedures, listing documents and prospectuses under Chapters 9, 11, 11A and 18; ~~and~~
- (4) all requirements relating to the publication and/or issue of listing documents, prospectuses, ~~Application Proofs~~ and Post Hearing Information Packs under Chapter 12 and Practice Note 22; ~~and~~
- (5) the requirement for the payment of the initial listing fee under rule 9.03(1)(b) and paragraph 1(1) of the Fees Rules.

...

Chapter 12

EQUITY SECURITIES

PUBLICATION REQUIREMENTS

Preliminary

...

12.01A Where a new applicant elects to publish its Application Proof on the Exchange's website, it must submit its Public AP for publication on the Exchange's website in accordance with rule 2.07C and Practice Note 22.

Note: Where a new applicant has not elected to publish its Application Proof, the Exchange reserves the right to require such new applicant to publish the Application Proof and/or the OC Announcement in circumstances as set out in the Exchange's guidance published on the Exchange's website, as updated from time to time. Any Public AP and OC Announcement so published must also comply with rule 2.07C and Practice Note 22 as if the applicant had elected to publish its Application Proof, provided that the reference to the prescribed timing for publication of the Public AP under paragraphs 9(a) and 17A(b) of Practice Note 22 should be amended mutatis mutandis to refer to such date as agreed by the Exchange.

...

Chapter 18A

EQUITY SECURITIES

BIOTECH COMPANIES

Scope

This Chapter sets out additional listing conditions, disclosure requirements and continuing obligations for Biotech Companies that seek to list ~~under this Chapter on the basis that they are unable to satisfy either the profit test in rule 8.05(1), the market capitalisation/revenue/cash flow test in rule 8.05(2), or the market capitalization/revenue test in rules 8.05(3).~~

...

DEFINITIONS AND INTERPRETATION

18A.01 ...

“Competent Authority”

the US Food and Drug Administration, the ~~China Food and Drug Administration~~National Medical Products Administration, the European Medicines Agency.

The Exchange may, at its discretion, recognise another national or supranational authority as a Competent Authority for the purposes of this Chapter in individual cases (depending on the nature of the Biotech Product).

...

ADDITIONAL EXCEPTIONS TO THE RULES FOR APPLICANTS THAT MEET THE REQUIREMENTS OF RULE 8.05

18A.13 Rules 18A.05, 18A.06, 18A.09 to 18A.11 do not apply to a Biotech Company new applicant that is able to satisfy any of the profit test in rule 8.05(1), the market capitalisation/revenue/cash flow test in rule 8.05(2) or the market capitalisation/revenue test in rule 8.05(3).

...

Chapter 18C

EQUITY SECURITIES

SPECIALIST TECHNOLOGY COMPANIES

Scope

The Exchange Listing Rules apply as much to Specialist Technology Companies with, or seeking, a listing as they do to other issuers, subject to the additional requirements, modifications and exceptions set out or referred to in this Chapter.

This Chapter sets out rules and modifications to existing rules applicable to Specialist Technology Companies that seek to list under this Chapter ~~on the basis that they are unable to satisfy either the profit test in rule 8.05(1), the market capitalisation/revenue/cash flow test in rule 8.05(2), or the market capitalisation/revenue test in rule 8.05(3).~~

...

ADDITIONAL EXCEPTIONS TO THE RULES FOR APPLICANTS THAT MEET THE REQUIREMENTS OF RULE 8.05

18C.25 Rules 18C.05 and 18C.14(2) do not apply to a Specialist Technology Company new applicant that is able to satisfy any of the profit test in rule 8.05(1), the market capitalisation/revenue/cash flow test in rule 8.05(2) or the market capitalisation/revenue test in rule 8.05(3).

...

Chapter 19

EQUITY SECURITIES

PRIMARY LISTINGS OF OVERSEAS ISSUERS

...

Accountants' Reports

...

- 19.14 Where the Exchange allows a report to be drawn up otherwise than in conformity with HKFRS or IFRS, the report will be required to conform with financial reporting standards acceptable to the Exchange. In such cases the Exchange will normally require the report to contain a reconciliation statement setting out the financial effect of the material differences (if any) from either HKFRS or IFRS.

Notes:

1. ...

2. ...

3. ...

4. *An overseas issuer with a dual primary listing that adopts one of the alternative standards referred to in Note 2 above (other than (i) issuers incorporated in a member state of the European Union which have adopted EU-IFRS and (ii) issuers which were listed in the US and have adopted US GAAP) for the preparation of its accountants' reports must adopt HKFRS or IFRS if it de-lists from the jurisdiction of that alternative standard and must do so for any annual and interim financial statements that fall due under the Exchange Listing Rules, and are published, after the first anniversary of the date of its de-listing.*

...

Annual report and accounts and auditors' report

...

- 19.25A The annual accounts are required to conform with financial reporting standards acceptable to the Exchange, which are normally HKFRS or IFRS. Where the Exchange allows annual accounts to be drawn up otherwise than in conformity with HKFRS or IFRS, the annual accounts will be required to conform with financial reporting standards acceptable to the Exchange. In such cases the Exchange will normally require the annual accounts to contain a reconciliation statement setting out the financial effect of the material differences (if any) from either HKFRS or IFRS.

Notes:

1. ...
2. ...
3. *An overseas issuer is also required to include a reconciliation statement in its interim report. The reconciliation statement contained in the annual accounts ~~or interim report~~ must be reviewed by its auditor, and the reconciliation statement contained in the interim report must be reviewed by its audit committee.*
4. *An overseas issuer with a dual primary listing that adopts one of the alternative standards referred to in Note 2 above (other than (i) issuers incorporated in a member state of the European Union which have adopted EU-IFRS and (ii) issuers which were listed in the US and have adopted US GAAP) for the preparation of its annual accounts must adopt HKFRS or IFRS if it de-lists from the jurisdiction of that alternative standard and must do so for any annual and interim financial statements that fall due under the Exchange Listing Rules, and are published, after the first anniversary of the date of its de-listing.*

...

Chapter 19C

EQUITY SECURITIES

SECONDARY LISTINGS OF OVERSEAS ISSUERS

...

Qualifications for Secondary Listing

...

19C.05 An overseas issuer with a WVR structure must satisfy one of the following criteria:

- (1) a market capitalisation of at least HK\$~~40,000,000,000~~20,000,000,000 at the time of listing; or
- (2) a market capitalisation of at least HK\$~~10,000,000,000~~6,000,000,000 at the time of listing and revenue of at least HK\$~~1,000,000,000~~600,000,000 for the most recent audited financial year.

19C.05A ...

Criteria B

...

- (4) a market capitalisation of at least HK\$~~10,000,000,000~~6,000,000,000 at the time of listing.

Note: A waiver of the listing track record criteria of paragraphs (1) and (3) above may be granted if the applicant seeking a secondary listing is well-established and has a market capitalisation at listing that is significantly larger than HK\$~~10,000,000,000~~6,000,000,000.

...

Accountants' Reports

...

19C.10D Accountants' reports are required to conform with financial reporting standards acceptable to the Exchange, which are normally HKFRS or IFRS. Where the Exchange allows a report to be drawn up otherwise than in conformity with HKFRS or IFRS, the Exchange may, having regard to the exchange on which the overseas issuer has its primary listing, require the report to contain a reconciliation statement setting out the financial effect of the material differences (if any) from either HKFRS or IFRS.

Notes:

1. ...
2. ...
3. ...
4. *An overseas issuer with a secondary listing that adopts one of the alternative standards referred to in Note 2 above (other than (i) issuers incorporated in a member state of the European Union which have adopted EU-IFRS and (ii) issuers which were listed in the US and have adopted US GAAP) for the preparation of its accountants' reports must adopt HKFRS or IFRS if it de-lists from the jurisdiction of that alternative standard and must do so for any annual and interim financial statements that fall due under the Exchange Listing Rules, and are published, after the first anniversary of the date of its de-listing.*

...

Annual report and accounts and auditors' report

...

19C.23 The annual accounts are required to conform with financial reporting standards acceptable to the Exchange, which are normally HKFRS or IFRS. Where the Exchange allows annual accounts to be drawn up otherwise than in conformity with HKFRS or IFRS, the annual accounts will be required to conform with financial reporting standards acceptable to the Exchange. In such cases the Exchange will normally require the annual accounts to contain a reconciliation statement setting out the financial effect of the material differences (if any) from either HKFRS or IFRS.

Notes:

1. ...
2. ...
3. *An overseas issuer is also required to include a reconciliation statement in its interim report. The reconciliation statement contained in the annual accounts or ~~interim report~~ must be reviewed by its auditor, and the reconciliation statement contained in the interim report must be reviewed by its audit committee.*
4. *An overseas issuer with a secondary listing that adopts one of the alternative standards referred to in Note 2 above (other than (i) issuers incorporated in a member state of the European Union which have adopted EU-IFRS and (ii) issuers which were listed in the US and have adopted US GAAP) for the preparation of its annual accounts must adopt HKFRS or IFRS if it de-lists from the jurisdiction of that alternative standard and must do so for any annual and*

interim financial statements that fall due under the Exchange Listing Rules, and are published, after the first anniversary of the date of its de-listing.

...

Chapter 20

INVESTMENT VEHICLES

AUTHORISED COLLECTIVE INVESTMENT SCHEMES

...

Publication Requirements

- 20.25 Where a new applicant with a listing agent appointed which is required to discharge the functions equivalent to those of a sponsor elects to publish its Application Proof on the Exchange's website, it must submit its Public AP for publication on the Exchange's website in accordance with rule 2.07C and Practice Note 22.

Note: Where a new applicant has not elected to publish its Application Proof, the Commission reserves the right to require such new applicant to publish the Application Proof and/or the OC Announcement. Any Public AP and OC Announcement so published must also comply with rule 2.07C and Practice Note 22 as if the applicant had elected to publish its Application Proof, provided that the reference to the prescribed timing for publication of the Public AP under paragraphs 9(b) and 17A(b) of Practice Note 22 should be amended mutatis mutandis to refer to such date as agreed by the Exchange.

...

The Stock Exchange of Hong Kong Limited

Practice Note 15

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

Issued pursuant to rule 1.06 of the Exchange Listing Rules

PRACTICE WITH REGARD TO PROPOSALS SUBMITTED BY ISSUERS TO EFFECT THE SEPARATE LISTING ON THE EXCHANGE OR ELSEWHERE OF ASSETS OR BUSINESSES WHOLLY OR PARTLY WITHIN THEIR EXISTING GROUPS

...

3. Principles

...

(g) Announcement of spin-off

~~An issuer must announce its spin-off listing application by the time it lodges the Form A1 (or its equivalent in any overseas jurisdiction). Where an overseas jurisdiction requires a confidential filing, the matter should be discussed with the Listing Division before the filing.~~

The Parent must announce the spin-off listing application by the time the Newco publishes its PHIP (or where Newco is to be listed in any overseas jurisdiction, such time as the spin-off listing application is being made public in any overseas jurisdiction).

Until announcement of the application, strict confidentiality should be maintained and, if there is a leakage of information or a significant, unexplained movement in the price or turnover volume of the Parent’s securities, an earlier announcement would be required.

Note: Where the Newco elects to publish its Application Proof on the Exchange’s website under rule 12.01A, the Parent must announce the spin-off listing application by the time the Newco lodges the Form A1.

...

...

The Stock Exchange of Hong Kong Limited

Practice Note 22

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

Issued pursuant to rule 1.06 of the Exchange Listing Rules

PUBLICATION OF APPLICATION PROOFS, OC ANNOUNCEMENTS AND DRAFT LISTING DOCUMENTS POST HEARING INFORMATION PACKS (PHIPs)

Definitions and Interpretation

1. For the purposes of this Practice Note:

...

“HKEx-ESS” means the Exchange’s electronic submission system or by whatever name the system is called for submitting ~~Application Proofs~~ Public APs, OC Announcements and PHIPs for publication on the Exchange’s website

“Returned Application” means any application returned by the ~~Exchange Listing Division~~ Exchange Listing Division under rule 9.03(3) or the Commission (as the case may be) where all related review procedures on the decision to return the application have been completed or the time for invoking them has lapsed

2. Unless the context otherwise requires:

(a) the reference to a “new applicant” or “applicant” includes a new CIS applicant which has elected to publish or is required to publish an Application Proof, an OC Announcement and/or a PHIP under rules 20.25 and 20.26 of the Exchange Listing Rules (where applicable); and

...

Language

3. Every Public AP ~~Application Proof~~ and PHIP for publication must be:

...

Content of Public APs~~Application Proofs~~, OC Announcements and PHIPs

4. For the purpose of publication on the Exchange's website, an Public AP~~Application Proof~~, an OC Announcement and a PHIP must be prepared on the following principles:

...

- (c) there must not be any other information regarding the proposed offering or other information that would constitute the Public AP~~Application Proof~~, OC Announcement or PHIP a prospectus under section 2(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance or an advertisement under section 38B(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance or an invitation to the public in breach of section 103 of the Securities and Futures Ordinance as amended from time to time; and
- (d) there must be appropriate disclaimer and warning statements to advise readers of the legal status of an Public AP~~Application Proof~~, an OC Announcement and a PHIP to the effect that:

...

- (ii) (for an Public AP~~Application Proof~~ and PHIP) it is not in a final form and is subject to change;
- (iii) no investment decision should be based on the information contained in the Public AP~~Application Proof~~, OC Announcement and PHIP;

...

5. A new applicant must redact an Public AP~~Application Proof~~ and a PHIP only to the extent necessary for these documents not to constitute a prospectus under section 2(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance or an advertisement under section 38B(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance or an invitation to the public in breach of section 103 of the Securities and Futures Ordinance (unless consent is obtained for further redactions).
- 5A. A new applicant must also include adequate warning and disclaimer statements on the Exchange's website and in every Public AP~~Application Proof~~, OC Announcement and PHIP published on the Exchange's website to advise viewers of the legal status of these documents.

Legal Confirmation

6. Every new applicant must ensure that the publication of any Public AP~~Application Proof~~, OC Announcement and PHIP on the Exchange's website complies with paragraphs 4, 5 and 5A above. Compliance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Securities and Futures Ordinance and other laws and regulations remains the primary responsibility of every new applicant.

7. To ensure compliance, a new applicant must provide the Exchange with a confirmation from its legal adviser that the new applicant has complied with the Exchange's guidance on redactions in its Public APApplication Proof and PHIP and inclusion of appropriate warning and disclaimer statements for publication of any Public APApplication Proof, OC Announcement and PHIP.
8. Where a new applicant is concerned that the publication of any Public APApplication Proof, OC Announcement and PHIP on the Exchange's website may violate securities laws in other overseas jurisdictions in which an offer of securities is intended to be marketed, it should include sufficient warning statements in the Public APApplication Proof, the OC Announcement and the PHIP to make clear that these documents are intended for access by Hong Kong residents only or that the readers need to confirm prior to reading these documents that there are no laws or regulations prohibiting the readers from gaining access (for viewing and downloading) to the Public APApplication Proof, OC Announcement and/or PHIP.

Prescribed Timing for Publishing Public APsApplication Proofs

9. Where aA new applicant elects to publish its Application Proof on the Exchange's website, it must submit its Public APApplication Proof through HKEx-ESS for publication on the Exchange's website:
 - (a) in the case of a new applicant for listing equity securities, on the same day the new applicant files a listing application with the Exchange; or
 - (b) in the case of a new CIS applicant ~~required to publish its Application Proof under rule 20.25~~, on the same day the new CIS applicant files an authorisation application with the Commission.
10. Where an applicant has elected to publish its Application Proof for its listing application but the listing application lapses, the Exchange or the Commission (as the case may be) reserves the right to require such new applicant to publish the Application Proof and/or the OC Announcement when it re-submits its listing application or authorisation application, no Application Proof is required to be submitted for publication on the Exchange's website if at the time of the submission of the application the following conditions are satisfied:
 - (a) ~~a PHIP or a final listing document has been published on the Exchange's website; and~~
 - (b) ~~the sponsor provides a written confirmation to the Exchange or the Commission (as the case may be) that the PHIP or the final listing document published on the Exchange's website does not need to be updated and remains valid.~~
11. Where a new Public APApplication Proof is submitted for publication on the Exchange's website, no mark-up against the previous publication copyproof is required.

...

Prescribed Timing for Publishing the OC Announcements

- 17A. (a) ~~Save as provided in sub-paragraph (b) below or otherwise as requested by the Exchange or the Commission (as the case may be) from time to time, A~~ new applicant must submit an OC Announcement through HKEx-ESS for publication on the Exchange's website on the same date as it ~~publishes its PHIP files the listing application and publishes the Application Proof (or where applicable, on the same date as it files an authorisation application with the Commission and publishes the Application Proof in accordance with rule 20.25 of the Exchange Listing Rules).~~
- (b) ~~Where a new applicant elects to publish an Application Proof on the Exchange's website:~~
- (i) ~~it must submit an OC Announcement through HKEx-ESS for publication on the Exchange's website on the same date as it files the listing application and publishes the Public AP in accordance with rule 12.01A of the Exchange Listing Rules (or where applicable, on the same date as it files an authorisation application with the Commission and publishes the Public AP in accordance with rule 20.25 of the Exchange Listing Rules); and~~
- (ii) ~~if the~~A new applicant must appoints ~~any~~all other overall coordinator(s) ~~no later than 2 weeks following the publication of the OC Announcement in sub-paragraph (i), it must its submission (or re-filing, as the case may be) of the listing application (or where applicable, the authorisation application with the Commission) and~~ publish an OC Announcement informing the investing public of the name of the newly appointed overall coordinator(s) as soon as each appointment is made and in any event no later than the first business day after the date of the appointment.
- (c) ~~In the case of the termination of~~ Where the engagement of an overall coordinator, ~~where the appointment of the outgoing overall coordinator was previously disclosed in an OC Announcement is terminated after the submission (or re-filing, as the case may be) of the listing application (or where applicable, the authorisation application with the Commission), the new applicant shall publish an announcement on the termination (which shall include the name(s) of all remaining overall coordinator(s), if any) as soon as practicable.~~

Confidential Filings

18. ~~[Repealed [date]]A new applicant applying for a secondary listing under rule 19C.05 or Criteria B under rule 19C.05A at the time of filing its listing application is entitled to make a confidential filing of its Application Proof. For a new applicant which has been listed on a Recognised Stock Exchange or is applying for secondary listing under Criteria A under rule 19C.05A, the Exchange will consider a request for confidential filing of an Application Proof on the basis of the issuer's individual circumstances and the merits of the case. A new applicant allowed to make a confidential filing (i) is not subject to the publication requirements for its Application Proof unless it is requested to comply with them by the Exchange or the Commission (as the case may be); and (ii) is not required to publish an OC Announcement at the prescribed timing set out in paragraph 17A above.~~

~~Instead, such new applicant shall publish an OC Announcement on the same date as it publishes its PHIP. All other requirements under the Exchange Listing Rules apply unless a waiver is granted.~~

19. ~~[Repealed [date]]The Exchange or the Commission (as the case may be) may waive or modify the publication requirements for an Application Proof and an OC Announcement in a spin-off from an overseas listed parent upon application by a new applicant. A new applicant is encouraged to consult the Exchange or the Commission (as the case may be) if it envisages any difficulties in complying with the publication requirements at least 2 months before the filing of its Application Proof and OC Announcement.~~

No pre-vetting of Public APsApplication Proofs, OC Announcements or PHIPs

20. Public APsApplication Proofs, OC Announcements, PHIPs and statements issued under rule 9.08(2)(c) do not require pre-vetting or clearance from the Exchange or the Commission (as the case may be) before their publication on the Exchange’s website.

Status Marks and Information on the Exchange’s Website

21. The Exchange will publish the following status marks and information on the Exchange’s website to indicate the status of each published listing application:

Status Mark	Status of Listing Application	Information on the Exchange’s Website
“Active”	Any valid listing or authorisation application and includes an application of which the review of a decision to return or reject the application is pending	<ul style="list-style-type: none"> The contents of the latest submitted <u>Application Proof</u><u>Public AP (if published)</u>, OC Announcement and any <u>submitted</u> PHIPs and statements under rule 9.08(2)(c) submitted thereafter
“Inactive” comprising <ul style="list-style-type: none"> “Lapsed” “Withdrawn” “Rejected” 	<ul style="list-style-type: none"> Any lapsed application Any withdrawn application Any rejected application 	<ul style="list-style-type: none"> The name of the new applicant A record of the date and description of the documents previously published Notes: <ol style="list-style-type: none"> If a new applicant has not <u>previously published any Public AP, OC Announcement or PHIP, the above information will not be published</u>

Status Mark	Status of Listing Application	Information on the Exchange's Website
		<p><u>2.</u> The contents of all previously published documents will no longer be accessible but there will be a record of these documents</p>
"Listed"	Any application of which the applicant is subsequently listed on the Exchange	<ul style="list-style-type: none"> The contents of the latest submitted Application Proof <u>Public AP (if published)</u>, OC Announcement and any <u>submitted</u> PHIPs and statements under rule 9.08(2)(c) submitted thereafter <p>Note:</p> <p>The contents of all previously published documents which have been categorised as "Inactive" will no longer be accessible, but there will be a record of these documents</p>
"Returned"	Any Returned Application	<ul style="list-style-type: none"> The name of the new applicant The <u>names and roles of the sponsor or listing agent, and other professional parties involved in the proposed listing as specified in the guidance published on the Exchange's website as amended from time to time</u> The date of the Exchange's or the Commission's return decision <u>Returned Date</u> <p>Notes:</p> <p><u>1. All information above will be published even if a Public AP was not previously published on the Exchange's website</u></p>

Status Mark	Status of Listing Application	Information on the Exchange's Website
		<u>2.</u> All other information previously categorised as "Active" will be removed

...

Appendix D2

DISCLOSURE OF FINANCIAL INFORMATION

...

39. A listed issuer's audit committee must review the interim report (including any reconciliation statement setting out the financial effect of the material differences (if any) from either HKFRS or IFRS). In the event that the audit committee disagreed with an accounting treatment which had been adopted or the statement made in accordance with paragraph 38 above, full details of such disagreement must be disclosed in the interim report;

...

APPENDIX II: PROPOSED AMENDMENTS TO THE GEM LISTING RULES

Chapter 1

GENERAL

INTERPRETATION

...

1.01 ...

“corporate communication” any document issued or to be issued by an issuer for the information or action of holders of any of its securities or the investing public, including but not limited to:—

- (a) the directors’ report and its annual accounts together with a copy of the auditors’ report thereon and, where applicable, its summary financial report;
- (b) the interim report and, where applicable, its summary interim report;
- (c) [Repealed 1 January 2024]
- (d) a notice of meeting;
- (e) a listing document;
- (f) a circular;
- (g) a proxy form
- (h) an Public AP~~Application Proof~~; and
- (i) a Post Hearing Information Pack or PHIP

...

“Public AP”

an Application Proof to be published on the Exchange’s website

...

“Returned Date”

means the date of the decision of the Exchange made pursuant to rule 12.09(2) to return a new applicant’s listing application and all related documents, being either: (a) the date on which all applicable review procedures in respect of that decision have been completed; or (b) the date on which the time period for invoking any such review procedures has lapsed

...

“US GAAP”

Generally Accepted Accounting Principles in the United States of America

...

Chapter 7

GENERAL

ACCOUNTANTS' REPORTS AND PRO FORMA FINANCIAL INFORMATION

...

- 7.14 In the case of the accountants' report for an overseas issuer, where the Exchange allows a report to be drawn up otherwise than in conformity with either of the standards referred to in rule 7.12, the report will be required to conform with financial reporting standards acceptable to the Exchange. In such cases, the Exchange will normally require the report to contain a reconciliation statement setting out the financial effect of the material differences (if any) from either of the standards referred to in rule 7.12.

Notes:

1. ...

2. ...

3. ...

4. *An overseas issuer with a dual listing that adopts one of the alternative standards referred to in Note 2 above (other than (i) issuers incorporated in a member state of the European Union which have adopted EU-IFRS and (ii) issuers which were listed in the US and have adopted US GAAP) for the preparation of its accountants' reports must adopt HKFRS or IFRS if it de-lists from the jurisdiction of that alternative standard and must do so for any annual and interim financial statements that fall due under the GEM Listing Rules, and are published, after the first anniversary of the date of its de-listing.*

...

Chapter 9

GENERAL

TRADING HALT, SUSPENSION AND RESUMPTION OF DEALINGS, CANCELLATION AND WITHDRAWAL OF LISTING

...

Transfer of listing

...

9.26 ~~As soon as reasonably practicable and in any event by the same day an application is submitted to the Exchange~~An issuer applying for a transfer of listing from GEM to the Main Board, the issuer shall ~~the issuer shall~~ must announce the relevant facts to inform the market.;

- (a) for an application made under Chapter 9A of the Main Board Listing Rules, when a PHIP is published by the issuer; or
- (b) for an application made under Chapter 9B of the Main Board Listing Rules, in accordance with Main Board Listing Rule 9B.08.

Until announcement of the application, strict confidentiality in relation to the application of the transfer of listing should be maintained. If there is a leakage of information or a significant, unexplained movement in the price or turnover volume of the issuer's securities, an earlier announcement would be required.

Note: Where an issuer applying for a transfer of listing from GEM to the Main Board under Chapter 9A of the Main Board Listing Rules elects to publish its Application Proof on the Exchange's website in accordance with rule 16.01A, the issuer must announce such application on the same day the Public AP is published.

...

Chapter 11

EQUITY SECURITIES

QUALIFICATIONS FOR LISTING

...

Additional conditions applicable to new applicants

...

Conditions for listing

11.12A ...

The cash flow test

...

- (2) The applicant must have had continuity of ownership and control throughout the full financial year immediately preceding the issue of the listing document and up until the date of listing; and

...

The market capitalisation/revenue/research and development test

- (4) A new applicant must have each of the following:

...

- (b) continuity of ownership and control throughout the full financial year immediately preceding the issue of the listing document and up until the date of listing;

...

Note 1: ...

Note 2: ...

Note: The ownership continuity and control requirement under rule 11.12A is intended to ensure that the applicant's financial performance resulted from the actual dynamics between the controlling shareholder and the management for at least the most recent financial year up until the time immediately prior to listing (the "Relevant Period"). Failure to satisfy the ownership continuity and control requirement may raise concerns on packaging as there may be a material

change in influence on management. An applicant will be considered to have satisfied the ownership continuity and control requirement if it can demonstrate, to the Exchange's satisfaction, that there was no material change in influence on management during the Relevant Period despite a change in controlling shareholder over that period.

...

Chapter 12

EQUITY SECURITIES

APPLICATION PROCEDURES AND REQUIREMENTS

...

Applications

General

12.09 ...

- (2) If the Exchange decides this information is not substantially complete, the Exchange will not continue to review any documents relating to the application. All documents, ~~(including the Form 5A but~~ (except for the retention of a copy of these documents for the Exchange's record) submitted to the Exchange will be returned to the Sponsor. The initial listing fee will be dealt with in the manner described in the note to rule 12.14(4) below.
- (3) For an applications which ~~was~~~~ere~~ previously returned by the Exchange, the applicant can only submit a new Form 5A together with a new Application Proof not less than 8 weeks after the Returned Date~~Return Decision~~.

Notes: (1)-(3) [Repealed 1 October 2013]

(4) The Exchange will publish details of applications returned by the Exchange as stated in paragraph 20 of Practice Note 5 upon completion of all review procedures or the expiry of the period for invoking such procedures.

...

12.10 ...

- (2) the following documents do not fall within the scope of this rule and need not be submitted for prior review:
 - (a) ~~an Public AP~~~~Application Proof~~ (if published on the Exchange's website ~~under rule 16.01A~~);
 - ...
 - (c) any statement by a new applicant published on the Exchange's website stating that no reliance should be placed on any media reports about the new applicant subsequent to the publication of its Public AP (if published on the Exchange's website)~~Application Proof~~, OC Announcement or Post Hearing Information Pack, as the case may be; and

...

Chapter 16

EQUITY SECURITIES

PUBLICATION REQUIREMENTS

Role of the Exchange

...

16.01A Where a new applicant elects to must publish its Application Proof on the Exchange's website, it must submit its Public AP for publication on the Exchange's website in accordance with rule 16.17 and Practice Note 5.

Note: Where a new applicant has not elected to publish its Application Proof, the Exchange reserves the right to require such new applicant to publish the Application Proof and/or the OC Announcement in circumstances as set out in the Exchange's guidance published on the Exchange's website, as updated from time to time. Any Public AP and OC Announcement so published must also comply with rule 16.17 and Practice Note 5 as if the applicant had elected to publish its Application Proof, provided that the reference to the prescribed timing for publication of the Public AP under paragraphs 8 and 16A(b) of Practice Note 5 should be amended mutatis mutandis to refer to such date as agreed by the Exchange.

...

Publication on the Exchange's website

...

16.19 (1) Every issuer must have its own website on which it must publish any announcement, notice or other document published under rule 16.17 on the Exchange's website. The publication should be at the same time as publication of the electronic copy of the document on the Exchange's website. A new applicant is not required to publish an Public AP~~Application Proof~~, OC Announcement or Post Hearing Information Pack on its own website. In any event:

...

Chapter 18

EQUITY SECURITIES

FINANCIAL INFORMATION

Interim reports

...

18.55 Each interim report shall contain the disclosures required under the relevant accounting standards adopted and the information set out below:

(1) ...

...

Notes: 1 ...

2 *Each interim report (including any reconciliation statement setting out the financial effect of the material differences (if any) from either HKFRS or IFRS) must be reviewed by the issuer's audit committee. In the event that the audit committee disagreed with an accounting treatment which had been adopted in the preparation of the group's interim report, full details of such disagreement should be disclosed together with a quantification of the financial effect arising from the disagreement. Where it is not possible to quantify the effect of the disagreement, or the effect is not significant, a statement to this effect should be made.*

...

Chapter 24

EQUITY SECURITIES

OVERSEAS ISSUERS

...

Chapters 17 and 18 – Continuing Obligations and Financial Information

24.18A The annual accounts are required to conform with financial reporting standards acceptable to the Exchange, which are normally HKFRS or IFRS. Where the Exchange allows annual accounts to be drawn up otherwise than in conformity with HKFRS or IFRS, the annual accounts will be required to conform with financial reporting standards acceptable to the Exchange. In such cases the Exchange will normally require the annual accounts to contain a reconciliation statement setting out the financial effect of the material differences (if any) from either HKFRS or IFRS.

Notes:

1. ...
2. ...
3. *An overseas issuer is also required to include a reconciliation statement in its interim report. The reconciliation statement contained in the annual accounts ~~or interim report~~ must be reviewed by its auditor, and the reconciliation statement contained in the interim report must be reviewed by its audit committee.*
4. *An overseas issuer with a dual listing that adopts one of the alternative standards referred to in Note 2 above (other than (i) issuers incorporated in a member state of the European Union which have adopted EU-IFRS and (ii) issuers which were listed in the US and have adopted US GAAP) for the preparation of its annual accounts must adopt HKFRS or IFRS if it de-lists from the jurisdiction of that alternative standard and must do so for any annual and interim financial statements that fall due under the GEM Listing Rules, and are published, after the first anniversary of the date of its de-listing.*

...

The Stock Exchange of Hong Kong Limited

Practice Note 3

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

PRACTICE WITH REGARD TO PROPOSALS SUBMITTED BY ISSUERS TO EFFECT THE SEPARATE LISTING ON THE EXCHANGE OR ELSEWHERE OF ASSETS OR BUSINESSES WHOLLY OR PARTLY WITHIN THEIR EXISTING GROUPS

...

3. Principles

...

(g) Announcement of spin-off

~~An issuer must announce its spin-off listing application by the time it lodges the Form A (or its equivalent in any overseas jurisdiction). Where an overseas jurisdiction requires a confidential filing, the matter should be discussed with the Listing Division before the filing.~~

The Parent must announce the spin-off listing application by the time the Newco publishes its PHIP (or where Newco is to be listed in any overseas jurisdiction, such time as the spin-off listing application is being made public or any overseas jurisdiction).

Until announcement of the application, strict confidentiality should be maintained and if there is a leakage of information or a significant, unexplained movement in the price or turnover volume of the Parent’s securities, an earlier announcement would be required.

Note: Where the Newco elects to publish its Application Proof on the Exchange’s website under rule 16.01A, the Parent must announce the spin-off listing application by the time the Newco lodges the Form A.

...

The Stock Exchange of Hong Kong Limited

Practice Note 5

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

Publication of ~~Application Proofs~~, OC Announcements and Draft Listing Documents~~Post Hearing Information Packs (PHIPs)~~

Definitions and Interpretation

1. For the purposes of this Practice Note:

...

“HKEx-ESS” means the Exchange’s electronic submission system or by whatever name the system is called for submitting Public APs~~Application Proofs~~, OC Announcements and PHIPs for publication on the Exchange’s website

“Returned Application” means any application returned by the Listing Division~~Exchange~~ under rule 12.09(2) where all related review procedures on the Return Decision have been completed or the time for invoking them has lapsed

Language

2. Every Public AP~~Application Proof~~ and PHIP for publication must be:

...

Content of Public APs~~Application Proofs~~, OC Announcements and PHIPs

3. For the purpose of publication on the Exchange’s website, an Public AP~~Application Proof~~, an OC Announcement and a PHIP should be prepared on the following principles:

...

- (c) there must not be any other information regarding the proposed offering or other information that would constitute the Public AP~~Application Proof~~, OC Announcement or PHIP a prospectus under section 2(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance or an advertisement under section 38B(1) of the Companies (Winding Up and Miscellaneous Provisions)

Ordinance or an invitation to the public in breach of section 103 of the Securities and Futures Ordinance as amended from time to time; and

- (d) there must be appropriate disclaimer and warning statements to advise readers of the legal status of an Public AP~~Application Proof~~, an OC Announcement and a PHIP to the effect that:

...

(ii) (for an Public AP~~Application Proof~~ and PHIP) it is not in a final form and is subject to change;

(iii) no investment decision should be based on the information contained in the Public AP~~Application Proof~~, OC Announcement and PHIP;

...

4. A new applicant must redact an Public AP~~Application Proof~~ and a PHIP only to the extent necessary for these documents not to constitute a prospectus under section 2(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance or an advertisement under section 38B(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance or an invitation to the public in breach of section 103 of the Securities and Futures Ordinance (unless consent is obtained for further redactions).

- 4A. A new applicant must also include adequate warning and disclaimer statements on the Exchange's website and in every Public AP~~Application Proof~~, OC Announcement and PHIP published on the Exchange's website to advise viewers of the legal status of these documents.

Legal Confirmation

5. Every new applicant must ensure that the publication of any Public AP~~Application Proof~~, OC Announcement and PHIP on the Exchange's website complies with paragraphs 3, 4 and 4A above. Compliance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Securities and Futures Ordinance and other laws and regulations remains the primary responsibility of every new applicant.
6. To ensure compliance, a new applicant must provide the Exchange with a confirmation from its legal adviser that the new applicant has complied with the Exchange's guidance on redactions in its Public AP~~Application Proof~~ and PHIP and inclusion of appropriate warning and disclaimer statements for publication of any Public AP~~Application Proof~~, OC Announcement and PHIP.
7. Where a new applicant is concerned that the publication of any Public AP~~Application Proof~~, OC Announcement and PHIP on the Exchange's website may violate securities laws in other overseas jurisdictions in which an offer of securities is intended to be marketed, it should include sufficient warning statements in the Public AP~~Application Proof~~, OC Announcement and PHIP to make clear that these documents are intended for access by Hong Kong residents only or that the readers need to confirm prior to reading these documents that there are no laws or regulations prohibiting the readers

from gaining access (for viewing and downloading) to the Public AP~~Application Proof~~, OC Announcement and/or PHIP.

Prescribed Timing for Publishing Public APs~~Application Proofs~~

8. Where a new applicant elects to publish its Application Proof on the Exchange's website, it must submit its Public AP~~Application Proof~~ through HKEx-ESS for publication on the Exchange's website on the same day it files a listing application with the Exchange.
9. Where an applicant has elected to publish its Application Proof for its listing application but the listing application lapses, the Exchange reserves the right to require such new applicant to publish the Application Proof and/or the OC Announcement when it re-submits its listing application, ~~no Application Proof is required to be submitted for publication on the Exchange's website if at the time of the submission of the application the following conditions are satisfied:~~
 - (a) ~~a PHIP or a final listing document has been published on the Exchange's website; and~~
 - (b) ~~the Sponsor provides a written confirmation to the Exchange that the PHIP or the final listing document published on the Exchange's website does not need to be updated and remains valid.~~
10. Where a new Public AP~~Application Proof~~ is submitted for publication on the Exchange's website, no mark-up against the previous publication copy~~proof~~ is required.

...

Prescribed Timing for Publishing the OC Announcements

- 16A. (a) Save as provided in sub-paragraph (b) below or otherwise as requested by the Exchange from time to time, a new applicant must submit an OC Announcement through HKEx-ESS for publication on the Exchange's website on the same date as it publishes its PHIP~~files the listing application and publishes the Application Proof.~~
- (b) Where a new applicant elects to publish an Application Proof on the Exchange's website:
 - (i) it must submit an OC Announcement through HKEx-ESS for publication on the Exchange's website on the same date as it files the listing application and publishes the Public AP in accordance with rule 16.01A of the GEM Listing Rules; and
 - (ii) if a new applicant must appoints any other overall coordinator(s) no later than 2 weeks following the publication of the OC Announcement in sub-paragraph (i), it must its submission (or re-filing, as the case may be) of the listing application and publish an OC Announcement informing the investing public of the name of the newly appointed overall coordinator(s) as soon as

each appointment is made and in any event no later than the first business day after the date of the appointment.

~~(c) In the case of the termination of~~ Where the engagement of an overall coordinator, ~~where the appointment of the outgoing overall coordinator was previously disclosed in an OC Announcement~~ is terminated after the submission (or re-filing, as the case may be) of the listing application, the new applicant shall publish an announcement on the termination (which shall include the name(s) of all remaining overall coordinator(s), if any) as soon as practicable.

Confidential Filings

17. ~~[Repealed [date]]For a new applicant which has been listed on a Recognised Stock Exchange, the Exchange will consider a request for confidential filing of Application Proof on the basis of the issuer’s individual circumstances and the merits of the case. A new applicant allowed to make a confidential filing (i) is not subject to the publication requirements for its Application Proof unless it is requested to comply with them by the Exchange; and (ii) is not required to publish an OC Announcement at the prescribed timing set out in paragraph 16A above. Instead, such new applicant shall publish an OC Announcement on the same date as it publishes its PHIP. All other requirements under the GEM Listing Rules apply unless a waiver is granted.~~
18. ~~[Repealed [date]]The Exchange may waive or modify the publication requirements for an Application Proof and an OC Announcement in a spin-off from an overseas listed parent upon application by a new applicant. A new applicant is encouraged to consult the Exchange if it envisages any difficulties in complying with the publication requirements at least 2 months before the filing of its Application Proof and OC Announcement.~~

No pre-vetting of Public APsApplication Proofs, OC Announcements or PHIPs

19. ~~Public APs~~Application Proofs, OC Announcements, PHIPs and statements issued under rule 12.10(2)(c) do not require pre-vetting or clearance from the Exchange before their publication on the Exchange’s website.

Status Marks and Information on the Exchange’s Website

20. The Exchange will publish the following status marks and information on the Exchange’s website to indicate the status of each published listing application:

Status Mark	Status of Listing Application	Information on the Exchange’s website
“Active”	Any valid listing application and includes an application of which the review of a decision to return or reject the application is pending	<ul style="list-style-type: none"> <li data-bbox="928 1785 1390 1957">The contents of the latest submitted <u>Application Proof</u> <u>Public AP</u> (if published), <u>OC Announcement</u> and any <u>submitted</u> <u>PHIPs</u> and

Status Mark	Status of Listing Application	Information on the Exchange's website
		statements under rule 12.10(2)(c)-submitted thereafter
<p>"Inactive" comprising:</p> <ul style="list-style-type: none"> • "Lapsed" • "Withdrawn" • "Rejected" 	<p>Any lapsed application</p> <p>Any withdrawn application</p> <p>Any rejected application</p>	<ul style="list-style-type: none"> • The name of the new applicant • A record of the date; and description of the documents previously published <p>Notes:</p> <p>1. <u>If a new applicant has not previously published any Public AP, OC Announcement or PHIP, the above information will not be published</u></p> <p>2. <u>The contents of all previously published documents will no longer be accessible but there will be a record of these documents</u></p>
"Listed"	Any application of which the applicant is subsequently listed on the Exchange	<ul style="list-style-type: none"> • The contents of the latest submitted Application Proof <u>Application</u> <u>Public AP (if published)</u>, <u>OC Announcement</u> and any <u>submitted PHIPs</u> and statements under rule 12.10(2)(c)-submitted thereafter <p>Note: The contents of all previously published documents which have been categorised as "Inactive" will no longer be accessible, but there will be a record of these documents</p>
"Returned"	Any Returned Application	<ul style="list-style-type: none"> • The name of the new applicant • <u>The names and roles of the Sponsor or listing agent, and other professional parties involved in the proposed listing as specified in the guidance published on the Exchange's website as amended from time to time</u>

Status Mark	Status of Listing Application	Information on the Exchange's website
		<ul style="list-style-type: none"> • The date of the Return Decision <u>Returned Date</u> <p>Notes:</p> <ol style="list-style-type: none"> 1. <u>All information above will be published even if a Public AP was not previously published on the Exchange's website</u> 2. All other information previously categorised as "Active" will be removed

...

APPENDIX III: JURISDICTIONAL COMPARISON OF WVR REQUIREMENTS

Requirement	US Ney York Stock Exchange	US NASDAQ (Global Select Market)	UK ESCC category (after listing reform) ¹	PRC				Singapore Mainboard	Hong Kong Main Board
				SSE and SZSE Main Board	STAR Market	ChiNext Board	Beijing Stock Exchange		
Financial Eligibility²									
Specified financial threshold for WVR issuers?	No	No	No	Yes		No	No	Yes	
Financial eligibility	For Domestic Companies – issuer has to meet one of the following two tests: (i) <u>Earnings Test</u> ³ • Aggregate profit for last three fiscal years ≥US\$10 million ⁴ (HK\$78 million), with	Issuers must satisfy one of the four tests: (i) <u>Earnings Test</u> ¹³ • Aggregate profit ¹⁴ for last three fiscal years	Market capitalisation ≥ £30 million (HK\$314.1 million)	Issuers must satisfy one of the two tests: • Estimated market capitalisation ≥ RMB20 billion (HK\$22.2	Issuers must satisfy one of the two tests: • Estimated market capitalisation ≥ RMB10 billion	Issuers must satisfy one of the following admission criteria ²⁰ : (i) <u>Market capitalisation/ net profit / return on equity (ROE)</u>	Issuers must satisfy one of admission criteria ²¹ : • Minimum consolidated pre-tax profit ≥ S\$30 million	Issuers must satisfy one of the two tests: • Market cap ≥ HK\$40 billion; or • HK\$10 billion with revenue of a least HK\$1 billion for the	

¹ New UK Listing Rules (**UKLR**) became effective from 29 July 2024 and applicable for issuers or applicants in the “Equity shares (commercial companies)” (**ESCC**) category of the Main Market of the London Stock Exchange. The listing reform was implemented following public consultation and the publication of [PS24/6: Primary Markets Effectiveness Review: Feedback to CP23/31 and final UK Listing Rules \(PS24/6\)](#).

² The currency conversions are as follows: 1 USD = 7.8 HKD; 1 GBP = 10.47 HKD; 1 RMB = 1.11 HKD; and 1 SGD = 6.06 HKD. All values were taken as of 31 December 2025.

³ Section 102.01C(I) of NYSE Listed Company Manual.

⁴ Can be lowered to two years if a company is an Emerging Growth Company under the JOBS Act and has: (i) only filed two years of financial statements and (ii) if the pre-tax earnings is at least US\$10 million (HK\$78 million) in aggregate for the last two fiscal years together with a minimum of US\$2 million (HK\$15.6 million) in each year.

¹³ NASDAQ Rules 5315(e) and 5315(f)(3)(B).

¹⁴ References to profit in this column means profit before tax (income from continuing operations before income taxes).

²⁰ BSE Listing Rule 2.1.3.

²¹ SGX Mainboard Rule 210(2).

Requirement	US Ney York Stock Exchange	US NASDAQ (Global Select Market)	UK ESCC category (after listing reform) ¹	PRC				Singapore Mainboard	Hong Kong Main Board
				SSE and SZSE Main Board	STAR Market	ChiNext Board	Beijing Stock Exchange		
	positive profit each year ⁵ ; <ul style="list-style-type: none"> Profit for each of the last two fiscal years \geqUS\$2 million (HK\$15.6 million); and (ii) <u>Global Market Capitalisation Test</u>⁶ \geqUS\$200 million (HK\$1.56 billion) in global market capitalisation⁷ For Non-US Companies (Foreign Private Issuers) – issuer may follow domestic standards above or any one of the alternative tests below:	<ul style="list-style-type: none"> \geqUS\$11 million (HK\$85.8 million), with positive profit each year; Profit for each of the last two fiscal years \geqUS\$2.2 million (HK\$17.16 million); and (ii) <u>Capitalisation with Cash Flow Test</u>¹⁵ Aggregate cash flows for 		<ul style="list-style-type: none"> billion), and positive net profit for the last year; or Estimated market capitalisation \geq RMB10 billion (HK\$11.1 billion), positive net profit and revenue \geq RMB1 billion (HK\$1.11 billion) for the last year¹⁸ 	<ul style="list-style-type: none"> (HK\$11.1 billion); or Estimated market capitalisation \geq RMB5 billion (HK\$5.56 billion), and revenue \geq RMB500 million (HK\$555 million) for the last year¹⁹ 	<ul style="list-style-type: none"> Market cap \geq RMB200 million (HK\$222 million); Net profit \geq RMB15 million (HK\$16.7 million) for each of the last two years; or net profit \geq RMB25 million (HK\$27.8 million) for the last year; and Weighted average ROE \geq 8% (i) <u>Market capitalisation /</u> 	<ul style="list-style-type: none"> (HK\$182 million) for the latest financial year with operating track record \geq 3 years; or Market capitalisation \geq S\$150 million²² (HK\$909 million) with positive profit for the last year; or 	most recent audited financial year ²³ <i>Note: An issuer with a WVR structure applying for a secondary listing must also have track record of good regulatory compliance of at least 2 full financial years on a Qualifying Exchange²⁴</i>	

⁵ If there is a loss in the third year, a minimum of aggregate profit of US\$12 million (HK\$93.6 million) is required, with at least US\$5 million (HK\$39 million) in the most recent fiscal year, and US\$2 million (HK\$15.6 million) in the next most recent fiscal year.

⁶ Section 102.01C(II) of NYSE Listed Company Manual.

⁷ Existing public companies must meet the minimum global market capitalisation for a minimum of 90 consecutive trading days prior to receipt of clearance to make application to list.

¹⁵ NASDAQ Rules 5315(e) and 5315(f)(3)(B).

¹⁸ SSE Main Board Listing Rule 3.1.6 and SZSE Main Board Listing Rule 3.1.6.

¹⁹ SSE STAR Market Listing Rule 2.1.4 and SZSE ChiNext Board Listing Rule 2.1.4.

²² Market capitalisation is calculated based on the issue price and post-invitation issued share capital.

²³ MB Rule 8A.06.

²⁴ MB Rule 19C.04. Qualifying Exchange means The New York Stock Exchange LLC, Nasdaq Stock Market or the Main Market of the London Stock Exchange plc (and belonging to the UK Financial Conduct Authority's "Premium Listing" segment).

Requirement	US New York Stock Exchange	US NASDAQ (Global Select Market)	UK ESCC category (after listing reform) ¹	PRC				Singapore Mainboard	Hong Kong Main Board
				SSE and SZSE Main Board	STAR Market	ChiNext Board	Beijing Stock Exchange		
	(i) <u>Earnings Test</u> ⁸ : <ul style="list-style-type: none"> Aggregate adjusted pre-tax earnings for last three fiscal years \geqUS\$100 million⁹ (HK\$780 million); and Each of the two most recent fiscal years adjusted pre-tax earnings \geqUS\$25 million (HK\$195 million) (ii) <u>Valuation/revenue with cash flow test</u> ¹⁰ : <ul style="list-style-type: none"> Aggregate adjusted cash flow for last three fiscal years \geqUS\$100 million (HK\$780 million); Each of the two most recent fiscal years adjusted cash flow \geqUS\$25 million (HK\$195 million); \geqUS\$500 million (HK\$3.9 billion) in 	<ul style="list-style-type: none"> last three fiscal years \geqUS\$27.5 million (HK\$214.5 million), with positive cash flow for each year; Average market capitalisation \geqUS\$550 million (HK\$4.29 billion) over last 12 months; Revenue for last fiscal year \geqUS\$110 million (HK\$858 million) 				<ul style="list-style-type: none"> <u>revenue / operating cash flows</u> Market capitalisation \geq RMB400 million (HK\$444 million); Average revenue \geq RMB100 million (HK\$111 million) for the last two years, and revenue growth rate \geq 30% for the last year; and Positive net operating cash flows for the last year (ii) <u>Market capitalisation / revenue / research and development (R&D) expenditures</u>	<ul style="list-style-type: none"> Market capitalisation \geq S\$300 million (HK\$1.82 billion), with operating revenue (actual or pro forma) for last year 		

⁸ Section 103.01B(I) of NYSE Listed Company Manual.

⁹ Can be lowered to two years if a company is an Emerging Growth Company under the JOBS Act and has: (i) only filed two years of financial statements and (ii) if the pre-tax earnings is at least US\$10 million (HK\$78 million) in aggregate for the last two fiscal years together with a minimum of US\$2 million (HK\$15.6 million) in each year.

¹⁰ Section 103.01B(II)(a) of NYSE Listed Company Manual.

Requirement	US New York Stock Exchange	US NASDAQ (Global Select Market)	UK ESCC category (after listing reform) ¹	PRC				Singapore Mainboard	Hong Kong Main Board
				SSE and SZSE Main Board	STAR Market	ChiNext Board	Beijing Stock Exchange		
	global market capitalisation; and <ul style="list-style-type: none"> • ≥US\$100 million (HK\$780 million) in revenue for most recent 12-month period (iii) <u>Pure valuation / revenue test</u> ¹¹ : <ul style="list-style-type: none"> • ≥US\$750 million (HK\$5.85 billion) in global market capitalisation; and • ≥US\$75 million (HK\$585 million) in revenue during most recent fiscal year (iv) <u>Affiliated company test</u> ¹² : <ul style="list-style-type: none"> • ≥US\$500 million (HK\$3.9 billion) in global market capitalisation; and 	(iii) <u>Capitalisation with Revenue Test</u> ¹⁶ <ul style="list-style-type: none"> • Average market capitalisation ≥US\$850 million (HK\$6.63 billion) over prior 12 months; and • Revenue for last fiscal year ≥US\$90 million (HK\$702 million) (iv) <u>Assets with Equity Test</u> ¹⁷ <ul style="list-style-type: none"> • Market capitalisation ≥US\$160 million 					<ul style="list-style-type: none"> • Market capitalisation ≥ RMB800 million (HK\$888 million); • Revenue ≥ RMB200 million for the last year (HK\$222 million); and • Total R&D expenditures representing ≥ 8% of total revenue for the last two years (iii) <u>Market capitalisation / R&D expenditures</u> <ul style="list-style-type: none"> • Market capitalisation ≥ RMB1.5 billion (HK\$1.67 billion); and 		

¹¹ Section 103.01B(II)(b) of NYSE Listed Company Manual.

¹² Company's parent or affiliated company is a listed company in good standing, and the company's parent or affiliated company retains control of the entity or is under common control with the entity. Section 103.01B(III) of NYSE Listed Company Manual.

¹⁶ NASDAQ Rules 5315(e) and 5315(f)(3)(C).

¹⁷ NASDAQ Rules 5315(e) and 5315(f)(3)(D).

Requirement	US Ney York Stock Exchange	US NASDAQ (Global Select Market)	UK ESCC category (after listing reform) ¹	PRC				Singapore Mainboard	Hong Kong Main Board
				SSE and SZSE Main Board	STAR Market	ChiNext Board	Beijing Stock Exchange		
	<ul style="list-style-type: none"> ≥12 months of operating history 	(HK\$1.248 billion); <ul style="list-style-type: none"> Total assets ≥US\$80 million (HK\$ 624 million) for last fiscal year; and Stockholder's equity ≥US\$55 million (HK\$429 million) for last fiscal year 					<ul style="list-style-type: none"> Total R&D expenditures ≥ RMB50 million (HK\$55.5 million) for the last two years 		

Requirement	US Ney York Stock Exchange	US NASDAQ (Global Select Market)	UK ESCC category (after listing reform) ¹	PRC				Singapore Mainboard	Hong Kong Main Board
				SSE and SZSE Main Board	STAR Market	ChiNext Board	Beijing Stock Exchange		
Suitability / Non-financial eligibility requirements									
Innovativeness	N/A	N/A	N/A	N/A	N/A ²⁵	N/A ²⁶	N/A ²⁷	N/A ²⁸	<ul style="list-style-type: none"> Must demonstrate it is an innovative company²⁹ <p><i>Note: Applicable to <u>all</u> WVR applicants (including a Grandfathered Greater China Issuer (GCCII) or a Non-Greater China Issuer (NGCI)).</i></p>
High business growth of issuers	N/A	N/A	N/A	N/A				Business and track record of the issuer as a factor to be considered in	<ul style="list-style-type: none"> Must demonstrate a track record of high business growth³⁰ and its high growth

²⁵ Although there is no specific innovativeness requirement imposed on WVR issuers applying to list on STAR Market, all applicants (irrespective of WVR issuers) have to be engaged in certain hard-tech industries and strategic emerging industries, including new generation information technology, advanced equipment, new materials and energy, energy conservation, environment protection, and biomedicine.

²⁶ Although there is no specific innovativeness requirement imposed on WVR issuers applying to list on ChiNext, the market targets issuers that are growth-oriented innovation and entrepreneurship enterprises. Companies with deep integration of traditional industries with new technologies, new industries, new business forms and new models may also qualify.

²⁷ Although there is no specific innovativeness requirement imposed on WVR issuers applying to list on BSE, the stock exchange targets innovation-oriented small and medium-sized enterprises.

²⁸ The SGX's WVR listing regime does not target innovative companies only. The SGX will undertake a holistic assessment of the suitability for listing of an issuer with a WVR structure, including an issuer's business model, operating track record, the role and contribution of holders of MV shares, participation by sophisticated investors and other features of the company or business that requires a DCS structure participation by sophisticated investors and other features of the company or business that requires a DCS structure. In its [consultation conclusion](#) paper on DCS structure, the SGX mentioned that they intended to formalise a guidance on the suitability factors, but there has been no such publication yet.

²⁹ An applicant would be expected to possess more than one of the following features: (a) its success is demonstrated to be attributable to the application to, its core business, of (i) new technologies; (ii) innovations; and/or (iii) a novel business model distinguishing it from existing players; (b) research and development is a significant contributor of its expected value and constitutes major activity and expense; (c) its success is demonstrated to be attributable to unique features or intellectual properties; and/or it has an outsized market capitalisation /intangible asset value relative to its tangible asset value. See paragraph 4 of Chapter 2.2 of [HKEX Guide for New Listing Applicants](#) for more details.

³⁰ The high growth can be objectively measured by operational metrics such as business operations, users, customers, unit sales, revenue, profits and/or market value (as appropriate).

Requirement	US Ney York Stock Exchange	US NASDAQ (Global Select Market)	UK ESCC category (after listing reform) ¹	PRC				Singapore Mainboard	Hong Kong Main Board
				SSE and SZSE Main Board	STAR Market	ChiNext Board	Beijing Stock Exchange		
								suitability assessment	trajectory is expected to continue <i>Note: Applicable to WVR applicants <u>other than</u> GCCIs and NGCIs.</i>
Role and Contribution of WVR beneficiary	N/A	N/A	N/A	<ul style="list-style-type: none"> • Must be a director or his/her controlled entity before and after listing³¹ • Must have a material contribution to the issuer's development or performance growth³² 	N/A		<ul style="list-style-type: none"> • Must be appointed as a director³³ • Role and contribution of WVR beneficiary as a factor to be considered in suitability assessment 	<ul style="list-style-type: none"> • Must be a director at time of listing • Must have an active executive role within the business • Must have been materially responsible for the growth of the business³⁴ <i>Note: Applicable to WVR applicants <u>other than</u> GCCIs and NGCIs.</i>	
External validation	N/A	N/A	N/A	N/A				<ul style="list-style-type: none"> • Participation by sophisticated 	<ul style="list-style-type: none"> • Meaningful third-party investment from ≥1

³¹ SSE Main Board Listing Rule 4.6.3, SZSE Main Board Listing Rule 4.6.3, SSE STAR Market Listing Rule 4.5.3 and SZSE ChiNext Board Listing Rule 4.4.3.

³² SSE Main Board Listing Rule 4.6.3, SZSE Main Board Listing Rule 4.6.3, SSE STAR Market Listing Rule 4.5.3 and SZSE ChiNext Board Listing Rule 4.4.3.

³³ In the case of a permitted holder group, a responsible director must be appointed for the permitted holder group. "Permitted holder group" means a group of persons or an entity permitted to hold multiple voting shares in accordance with SGX Mainboard Rule 210(10), and includes a holder of multiple voting shares.

³⁴ By way of his skills, knowledge and/or strategic direction in circumstances where the value of the company is largely attributable or attached to intangible human capital.

Requirement	US Ney York Stock Exchange	US NASDAQ (Global Select Market)	UK ESCC category (after listing reform) ¹	PRC				Singapore Mainboard	Hong Kong Main Board
				SSE and SZSE Main Board	STAR Market	ChiNext Board	Beijing Stock Exchange		
								investors as a factor to be considered in suitability assessment	sophisticated investor ³⁵ ; <ul style="list-style-type: none"> Such investors must retain aggregate 50% of their investment at listing for ≥6 months post-IPO³⁶ <i>Note: Applicable to WVR applicants <u>other than</u> GCCIs and NGCIs.</i>
Key Safeguards									
Ownership of WVR shares	N/A	N/A	WVR beneficiary ³⁷ must be, at the time of listing application, the issuer's: <ul style="list-style-type: none"> Director Individual shareholder or employee 	<ul style="list-style-type: none"> WVR beneficiary must be a director or his/her controlled entity before and after listing WVR beneficiaries must beneficially own collectively ≥10% of an issuer's total issued voting shares³⁹ 	N/A	<ul style="list-style-type: none"> WVR beneficiary must be a director 	<ul style="list-style-type: none"> WVR beneficiary must be a director at listing⁴⁰ Following the director's death, the WVR attached to his shares will cease⁴¹ 		

³⁵ The Exchange considers an investor to be sophisticated with reference to factors such as net assets or assets under management, relevant investment experience, and the investor's knowledge and expertise in the relevant field.

³⁶ For Non-GGCI issuers seeking dual/secondary listing, "External Validation" refers to ensuring that there has been no substantial change in the WVR structure since listing on the relevant Qualifying Exchange. For other issuers that have primary listing, they should consult the Exchange at an early stage if it has difficulties complying with the requirements under "External Validation".

³⁷ UKLR 5.4.5R(1). Before listing reform, a WVR beneficiary must be a director, or following the director's death, a beneficiary of his / her estate.

³⁹ SSE Main Board Listing Rule 4.6.3, SZSE Main Board Listing Rule 4.6.3, SSE STAR Market Listing Rule 4.5.3 and SZSE ChiNext Board Listing Rule 4.4.3.

⁴⁰ MB Rule 8A.11.

⁴¹ MB Rule 8A.17.

Requirement	US Ney York Stock Exchange	US NASDAQ (Global Select Market)	UK ESCC category (after listing reform) ¹	PRC				Singapore Mainboard	Hong Kong Main Board
				SSE and SZSE Main Board	STAR Market	ChiNext Board	Beijing Stock Exchange		
			<ul style="list-style-type: none"> • Pre-IPO institutional / corporate investor (e.g. private equity funds) • Sovereign controlling shareholder³⁸ 					<ul style="list-style-type: none"> • WVR beneficiaries must beneficially own collectively ≥10% economic interest of an issuer at listing⁴² <p><i>Note: Applicable to WVR applicants other than GCCIs and NGCIs.</i></p>	
Sunset period	N/A	N/A	<ul style="list-style-type: none"> • WVR shares held by institutional/corporate investors are subject to a 10-year sunset period from initial listing⁴³ 	N/A				N/A	N/A
Voting power	N/A	N/A	<ul style="list-style-type: none"> • No cap on voting power for WVR shareholder⁴⁴ 	<ul style="list-style-type: none"> • ≤10:1 for WVR shareholder⁴⁵ • Non-WVR shareholders must hold ≥10% voting right⁴⁶ 	<ul style="list-style-type: none"> • No specified cap on voting power 	<ul style="list-style-type: none"> • ≤10:1 for WVR holder⁴⁸ 	<ul style="list-style-type: none"> • ≤10:1 for WVR shareholder⁵⁰ 		

³⁸ A State which exercises or controls 30% or more of the votes able to be cast on all or substantially all matters at general meetings of the company.

⁴² MB Rule 8A.12.

⁴³ No maximum sunset period is imposed on WVR shares held by individuals. See UKLR 5.4.5R(2). Before the listing reform, WVR shares held by a WVR beneficiary (which must be a director) are subject to a five-year sunset period.

⁴⁴ Before the listing reform, the voting power is capped at 20 times.

⁴⁵ SSE Main Board Listing Rule 4.6.4, SZSE Main Board Listing Rule 4.6.4, SSE STAR Market Listing Rule 4.5.4 and SZSE ChiNext Board Listing Rule 4.4.4.

⁴⁶ SSE Main Board Listing Rule 4.6.7, SZSE Main Board Listing Rule 4.6.6, SSE STAR Market Listing Rule 4.5.7 and SZSE ChiNext Board Listing Rule 4.4.6.

⁴⁸ SGX Mainboard Rule 210(10)(d).

⁵⁰ MB Rule 8A.10.

Requirement	US Ney York Stock Exchange	US NASDAQ (Global Select Market)	UK ESCC category (after listing reform) ¹	PRC				Singapore Mainboard	Hong Kong Main Board
				SSE and SZSE Main Board	STAR Market	ChiNext Board	Beijing Stock Exchange		
							<ul style="list-style-type: none"> Non-WVR shareholders must hold $\geq 10\%$ voting right⁴⁷ 	<ul style="list-style-type: none"> Non-WVR shareholders must hold $\geq 10\%$ voting right⁴⁹ 	<ul style="list-style-type: none"> Non-WVR shareholders must hold $\geq 10\%$ voting right⁵¹ <p><i>Note: Applicable to WVR applicants <u>other than</u> GCCIs and NGCIs.</i></p>
Restriction to share class based WVR structures	N/A	N/A	N/A	<ul style="list-style-type: none"> All WVR shares must carry the same voting power⁵² 		N/A	<ul style="list-style-type: none"> Only allow one class of shares attached with WVR⁵³ 	<ul style="list-style-type: none"> Normally expects only one class of shares attached with WVR⁵⁴ <p><i>Note: Applicable to WVR applicants <u>other than</u> GCCIs and NGCIs.</i></p>	

⁴⁷ BSE Listing Rule 4.4.9.

⁴⁹ SGX Mainboard Rule 210(10)(h).

⁵¹ MB Rule 8A.09.

⁵² SSE Main Board Listing Rule 4.6.4, SZSE Main Board Listing Rule 4.6.4, SSE STAR Market Listing Rule 4.5.4 and SZSE ChiNext Board Listing Rule 4.4.4.

⁵³ See paragraph 1.4 of the [SGX's Responses to Comments on Consultation Paper Proposed Listing Framework for Dual Class Share Structures dated 26 June 2018](#). It states that an issuer with a dual-class share structure will only be allowed to introduce a single class of multiple voting shares under the framework.

⁵⁴ MB Rule 8A.07. The Exchange normally expects that only one class of shares will carry WVR, and will consider applications by issuers of more than one class of WVR shares on a case by case basis if the issuer provides sufficient justification based on its circumstances for having more than one class of WVR shares and its WVR structure is not an extreme case of non-conformance with governance norms. See paragraph 240 of the [Consultation Conclusions on A Listing Regime for Companies from Emerging and Innovative Sectors](#) published by the Exchange in April 2018.

Requirement	US Ney York Stock Exchange	US NASDAQ (Global Select Market)	UK ESCC category (after listing reform) ¹	PRC				Singapore Mainboard	Hong Kong Main Board
				SSE and SZSE Main Board	STAR Market	ChiNext Board	Beijing Stock Exchange		
Voting restrictions	N/A	N/A	WVR shares cannot be voted upon ⁵⁵ : <ul style="list-style-type: none"> • Dilutive issuance of shares⁵⁶ • Delisting⁵⁷ • Transfer between listing categories⁵⁸ 	One WVR share limited to one vote upon ⁵⁹ : <ul style="list-style-type: none"> • Changes to constitutional documents • Variation of voting power of WVR shares • Appointment or removal of independent directors auditors or members of audit committee • Company separation, spin-off, merger, winding-up or dissolution • (For Beijing Stock Exchange only) Delisting of issuer • (For Beijing Stock Exchange only) Other requirements under constitutional documents and any relevant laws and regulations⁶⁰ Resolutions requiring approval by two-third of the voting power held by shareholders attending a general meeting ⁶¹ : <ul style="list-style-type: none"> • Amending constitutional documents; • Change of the voting power of WVR shares; 				One WVR share limited to one vote (Enhanced Voting Process) ⁶³ upon: <ul style="list-style-type: none"> • Changes to constitutional documents • Variation of rights attached to any class of shares • Appointment and removal of independent 	One WVR share limited to one vote upon ⁶⁴ : <ul style="list-style-type: none"> • Changes to constitutional documents Variation of rights attached to any class of shares Appointment or removal of an INED or auditors <ul style="list-style-type: none"> • Voluntary winding-up <i>Note: Applicable to WVR applicants other than GCCIs and NGCIs.</i>

⁵⁵ UKLR 5.4.5R(4); UKLR6.2.27R(1). This means that these matters will be reserved to the holders of the issuer's listed shares. It is FCA's view that controlling shareholders holding enhanced voting rights will not be required to abstain from voting and should be able to cast votes (but on 1:1 basis) on these matters (see paragraph 4.16, page 50 of PS24/6).

⁵⁶ Transactions under UKLR 9.

⁵⁷ UKLR 21.2.

⁵⁸ UKLR 21.5.7

⁵⁹ SSE Main Board Listing Rule 4.6.10, SZSE Main Board Listing Rule 4.6.9, SSE STAR Market Listing Rule 4.5.10 and SZSE ChiNext Board Listing Rule 4.4.9.

⁶⁰ BSE Listing Rule 4.4.5.

⁶¹ SSE Main Board Listing Rule 4.6.11, SZSE Main Board Listing Rule 4.6.10; BSE Listing Rule 4.4.6, SSE STAR Market Listing Rule 4.5.11 and SZSE ChiNext Board Listing Rule 4.4.9.

⁶³ SGX Mainboard Rule 730B. "Enhanced voting process" means a voting process in a general meeting of the issuer where votes are cast on the basis that one multiple voting share is limited to one vote.

⁶⁴ MB Rule 8A.24.

Requirement	US Ney York Stock Exchange	US NASDAQ (Global Select Market)	UK ESCC category (after listing reform) ¹	PRC				Singapore Mainboard	Hong Kong Main Board
				SSE and SZSE Main Board	STAR Market	ChiNext Board	Beijing Stock Exchange		
				<ul style="list-style-type: none"> • Addition or reduction of registered capital • Company separation, spin-off, merger, winding-up or dissolution • Acquisitions, disposal or financial assistance of a size more than 30% of the total assets⁶² • Share incentive scheme; and • Any matters requiring approval by special resolutions required under laws, regulations and articles 				directors and auditors <ul style="list-style-type: none"> • Reverse takeover • Winding up • Delisting of issuer 	
Cessation of WVR attached to WVR shares	<ul style="list-style-type: none"> • N/A 	N/A	N/A	<ul style="list-style-type: none"> • WVR shareholder is no longer a director or no longer materially contribute to the growth of the issuer, or deemed to be incapacitated for performing his or her duties as a director • WVR shareholder has resigned or is deceased • WVR shareholders lost control over an entity holding WVR shares • WVR shareholders has transferred WVR shares to, or delegate voting rights attached to WVR shares to persons (except for their controlled entities) 	<ul style="list-style-type: none"> • WVR shareholder ceases employment, or becomes incapacitated for performing duties, or is deceased • Transfer of WVR shares due to judicial decisions, divorce, and inheritance • Transfer of WVR shares by way of agreement • Expiration of a prescribed sunset 	Unless otherwise specifically approved by shareholders through the Enhanced Voting Process ⁶⁷ : <ul style="list-style-type: none"> • Multiple voting shares sold or transferred to any person, or to a person who is not in the permitted holder group (where 	<ul style="list-style-type: none"> • The WVR beneficiary is deceased; no longer a member of the issuer's board of directors; deemed by the Exchange to be incapacitated for the purpose of performing his or her duties as a director; or deemed by the Exchange to no longer meet the 		

⁶² For the most recent audit financial year.

⁶⁷ The relevant holder of the multiple voting share, the person to whom the multiple voting share is to be sold or transferred and such responsible director (as the case may be), and their respective associates, must abstain from voting on the resolution.

Requirement	US New York Stock Exchange	US NASDAQ (Global Select Market)	UK ESCC category (after listing reform) ¹	PRC				Singapore Mainboard	Hong Kong Main Board
				SSE and SZSE Main Board	STAR Market	ChiNext Board	Beijing Stock Exchange		
				<ul style="list-style-type: none"> Change of control over the company⁶⁵ 			<ul style="list-style-type: none"> period or occurrence of a specified event that would render a WVR structure invalid WVR shareholder no longer meets the qualifications and minimum shareholding requirements required when the WVR structure was implemented Change of de facto controller of an issuer Passing of a shareholders' resolution to 	<ul style="list-style-type: none"> applicable); or A responsible director ceases service as a director⁶⁸⁶⁹ 	<ul style="list-style-type: none"> requirements of a director⁷⁰ Upon transfer to another person of the beneficial ownership of, or economic interest in, those shares or the control over the voting rights attached to them (through voting proxies or otherwise)⁷¹ <p><i>Note: Applicable to WVR applicants other than GCCIs and NGCIs.</i></p>

⁶⁵ SSE Main Board Listing Rule 4.6.9, SZSE Main Board Listing Rule 4.6.8, SSE STAR Market Listing Rule 4.5.9 and SZSE ChiNext Board Listing Rule 4.4.8.

⁶⁸ Whether through death, incapacity, retirement, resignation or otherwise. In the case of a permitted holder group, other than where a new responsible director is appointed.

⁶⁹ SGX Main Board Rule 210(10)(f).

⁷⁰ MB Rule 8A. 17. The Exchange would deem a beneficiary of weighted voting rights to no longer meet the requirements of a director if, for the following reasons, the Exchange believed the person no longer has the character and integrity commensurate with the position: (a) the beneficiary is or has been convicted of an offence involving a finding that the beneficiary acted fraudulently or dishonestly; (b) a disqualification order is made by a court or tribunal of competent jurisdiction against the beneficiary; or (c) the beneficiary is found by the Exchange to have failed to comply with the requirement of MB Rule 8A.15, 8A.18 or 8A.24.

⁷¹ MB Rule 8A.18.

Requirement	US Ney York Stock Exchange	US NASDAQ (Global Select Market)	UK ESCC category (after listing reform) ¹	PRC				Singapore Mainboard	Hong Kong Main Board
				SSE and SZSE Main Board	STAR Market	ChiNext Board	Beijing Stock Exchange		
							cancel the WVR arrangement ⁶⁶		
Minimum stake for non-WVR shareholders to convene a general meeting / propose resolutions	N/A	N/A	N/A	<ul style="list-style-type: none"> • ≥10% total issued shares with voting rights to convene a general meeting • (For SSE Main Board, SZSE Main Board, ChiNext and Beijing Stock Exchange) ≥1% total issued shares with voting rights to propose resolutions at a general meeting⁷² 			≥10% voting right on one-vote-per-share basis ⁷³	≤10% issued share capital on one-vote-per-share basis ⁷⁴ <i>Note: Applicable to WVR applicants <u>other than</u> GCCIs and NGCIs.</i>	

⁶⁶ BSE Listing Rule 4.4.8.

⁷² SSE Main Board Listing Rule 4.6.7, SZSE Main Board Listing Rule 4.6.6, SSE STAR Market Listing Rule 4.5.7, SZSE ChiNext Board Listing Rule 4.4.6 and BSE Listing Rule 4.4.9.

⁷³ SGX Main Board Rule 210(10)(g).

⁷⁴ MB Rule 8A.23.

APPENDIX IV: PROFILE OF SAMPLE WVR ISSUERS LISTED IN THE US

Overview of Sample WVR Issuers

1. The Exchange has identified a sample cohort of companies (**Sample WVR Issuers**) listed in the US with a WVR structure that have not yet listed in Hong Kong (see paragraph 83 in Chapter 2 of this paper).¹ These Sample WVR Issuers comprise 57 Greater China Issuers and five Southeast Asian issuers, representing a combined market capitalisation of US\$193 billion (HK\$1.50 trillion).²

Methodology

2. We assessed whether each Sample WVR Issuer was financially eligible for a primary listing on the Exchange with a WVR structure based on: (i) its market capitalisation at the time of its US listing; and (ii) its financial performance over the three full financial years immediately prior to its US listing.
3. We also assessed whether each Sample WVR Issuer had a compliant WVR structure by reference to: (i) the number of share classes with weighted (or unequal) voting rights; (ii) whether all WVR beneficiaries were individuals; and (iii) the weighted voting ratio.

Analysis

Eligible issuers

4. Of the 62 Sample WVR Issuers, 12 Greater China Issuers and three Southeast Asian issuers, with a compliant form of WVR structure, would have met the financial eligibility requirements under Main Board Chapter 8A. These eligible Sample WVR Issuers had a combined market capitalisation of US\$91.9 billion (HK\$716 billion) as at the end of 2025, representing 47.6% of the entire sample cohort.

Ineligible issuers

5. Of the 47 ineligible Sample WVR Issuers:

¹ Source: Dealogic, Bloomberg and companies' announcements. These companies have been listed in the US since 30 April 2018. For illustrative purpose, we have only included in this sample cohort those companies that would have met the financial eligibility requirements under Chapter 8 (or Chapter 18A or 18C in the case of a Biotech Company or Specialist Technology Company) of the Main Board Listing Rules based on their market capitalisation at the time of US listing and their financial performance over the three full financial years immediately prior to US listing.

² Data as at the end of 2025. Seven Greater China Issuers and one Southeast Asian issuer had been delisted from the US exchanges as of that date and had been excluded from the market capitalisation calculation.

- (a) 28 Greater China Issuers and one Southeast Asian issuer had a non-compliant WVR structure; and
- (b) the remaining 17 Greater China Issuers and one Southeast Asian issuer, despite having a compliant WVR structure, could not meet the current financial eligibility requirements under Main Board Chapter 8A.

Form of WVR structure

- 6. For those 29 ineligible Sample WVR Issuers that had a non-compliant WVR structure (see paragraph 5(a) above):
 - (a) one Sample WVR Issuer had more than one share class with weighted (or unequal) voting rights; and
 - (b) two Sample WVR Issuers had corporate WVR beneficiaries.

A breakdown of the weighted voting ratios of the remaining 26 Sample WVR Issuers is set out in Table 4 below.

Table 4: Breakdown of weighted voting ratios

Weighted voting ratio	Number of Sample WVR Issuers <i>(Note 1)</i>
>10:1 to ≤20:1	17
>20:1 to ≤30:1	6
>30:1	3 <i>(Note 2)</i>

Note 1: This table sets out the weighted voting ratios of Sample WVR Issuers with a non-compliant WVR structure, excluding those with more than one share class of weighted (or unequal) voting rights or having corporate WVR beneficiaries.

Note 2: These three issuers had weighted voting ratios of 40:1, 45:1, and 100:1, respectively.

Financial eligibility

- 7. For those 18 ineligible Sample WVR Issuers that could not meet the financial eligibility requirements under Main Board Chapter 8A (see paragraph 5(b) above), an analysis on their market capitalisation and revenue (for the most recent audited financial year), at the time of US listing, is set out in Table 5 below.

Table 5: Analysis on market capitalisation and revenue

Market capitalisation at the time of US listing	Revenue for the most recent audited financial year immediately prior to US listing		
	<HK\$600 million	≥HK\$600 million <HK\$1 billion	≥HK\$1 billion
<HK\$6 billion	1	1	3
≥HK\$6 billion <HK\$10 billion	1	-	5
≥HK\$10 billion <HK\$20 billion	1	3	-
≥HK\$20 billion <HK\$40 billion	2	1	-

Note 1: Each number in the table represents the number of Sample WVR Issuers falling within the specified range of market capitalisation and revenue. Only Sample WVR Issuers with a compliant WVR structure that do not meet the current WVR Financial Eligibility Test are included.

Note 2: Cells shaded in yellow represent the range of market capitalisation and revenue that meets the proposed WVR Financial Eligibility Test as set out in Section 1 of Chapter 2 of this paper.

APPENDIX V: MITIGATION OF KEY RISKS OF WVR STRUCTURES

Table 6: Summary of mitigation of key risks of WVR structures

Regulatory intention	Current safeguards	Proposed changes	Exchange's views
Misalignment of interests risk			
To ensure the value of the shares owned by WVR beneficiaries is sufficiently large, by dollar value, to align their interests with those of minority shareholders	Highest market capitalisation thresholds globally ¹	Lower financial eligibility thresholds (see Section I of Chapter 2)	Our proposal, combined with the 10% minimum economic interest requirement, ² would continue to represent a large enough stake to justify the superior voting rights given to WVR beneficiaries. Under our proposed thresholds, an issuer's WVR beneficiaries would have at least HK\$600 million ³ worth of economic interest at the time of listing. This is still 20% larger than HK\$500 million, being the minimum market capitalisation requirement for listing on the Main Board without a WVR structure. ⁴
	An issuer's WVR beneficiaries must have a minimum economic interest of 10% at listing ⁵	(No change) ⁶	
To mitigate expropriation and entrenchment risks by limiting the degree of disparities in voting rights	10:1 WVR Ratio Cap ⁷	Permit a WVR Ratio Cap of up to 20:1 for issuers with a market	With a weighted voting ratio of 20:1, WVR beneficiaries with a 10% minimum economic interest in an issuer would have an aggregate voting power of 69.0%. This compares to an aggregate voting power of 52.6% with a weighted voting ratio

¹ MB Rule 8A.06. An applicant seeking a listing with a WVR structure must have an expected market capitalisation of at least HK\$40 billion at listing; or an expected market capitalisation of at least HK\$10 billion at listing and revenue of at least HK\$1 billion for the most recent financial year.

² An issuer's WVR beneficiaries must have a minimum economic interest of 10% at the time of listing.

³ Derived by multiplying the proposed market capitalisation threshold of HK\$6 billion under WVR Test B by 10% of economic interest that must be held by WVR beneficiaries.

⁴ MB Rule 8.09(2).

⁵ MB Rule 8A.12.

⁶ We propose to reduce the market capitalisation threshold for accepting a lower minimum economic interest at listing to align with the corresponding reduction in the market capitalisation threshold for listing with a WVR structure. See Section I of Chapter 2 of this paper.

⁷ MB Rule 8A.10.

Regulatory intention	Current safeguards	Proposed changes	Exchange's views
		capitalisation of over HK\$40 billion at listing (see Section II of Chapter 2)	of 10:1. In both cases, non-WVR shareholders would be able to retain an aggregate voting power of at least 30% in the issuer.

Proliferation risk

To limit WVR structures to a relatively small number of issuers, and only those innovative ones having received substantial investment from sophisticated investor(s)	Highest financial eligibility thresholds globally	Lower financial eligibility thresholds (see Section I of Chapter 2)	With respect to the WVR Financial Eligibility Test, our proposed market capitalisation thresholds are still higher than those required for a non-WVR issuer seeking to list under the ordinary Main Board Chapter 8 route. With respect to the Innovative Company Requirements, our proposed refinements are largely a reflection of current vetting practice as well as a continuation of our intention to enable listing of companies from emerging and new economy sectors. They help ensure that our WVR regime will not open a floodgate to issuers not targeted by the regime as contemplated in the 2018 Listing Reforms. On this basis, we believe that our refinements should not result in WVR structures becoming commonplace in Hong Kong.
	Innovative Company Requirements⁸	Refined Innovative Company Requirements (see Section III of Chapter 2)	
	High track record performance and external validation from investors	(No change)	

 To be amended under our proposals

 To be retained under our proposals

⁸ Paragraph 4 of Chapter 2.2 of the Guide for New Listing Applicants (last updated on 4 August 2025). An applicant seeking a listing with a WVR structure is expected to possess more than one of four characteristics of “innovativeness” as set out in the Exchange’s guidance.

APPENDIX VI: CURRENT AND PROPOSED WVR SUITABILITY CRITERIA

The table below shows a comparison of key current and proposed suitability criteria under the Innovative Company Requirements and the “success of the company” and “external validation” requirements.

		Current criteria		Proposed criteria		
				Route A (technologies)		Route B (business model)
		<i>Specialist Companies</i>	<i>Companies adopting new technologies, innovations and/or new business model</i>	<i>Specialist Companies, Qualified Biotech Applicants, or Qualified Specialist Technology Applicants</i>	<i>Other companies adopting new technologies</i>	<i>Companies adopting new business model</i>
Innovative Company Requirements						
Applicability	Specialist Company: presumed to meet the Innovative Company Requirements	The company’s success is attributable to the application to its core business of (i) new technologies; (ii) innovations and/or (iii) new business model; and	Specialist Company, Qualified Biotech Applicant, or Qualified Specialist Technology Applicant: presumed to meet the Innovative Company Requirements	The company adopts technologies that are either novel, in themselves, or essential to the novelty of its core business	The company’s success is attributable to the application, to its core business, of a new business model that may not necessarily be enabled by technology	
Novelty		Able to differentiate itself from existing players; and “First mover” in the industry if its peers are employing similar technology/ business model	<i>Notes:</i> (a) A Qualified Biotech Applicant must: (i) operate in the biotech industry, were/ have been primarily engaged in the R&D of developing, and have commercialised, a Core Product; (ii) have continued such R&D during the 12 months prior to listing; and (iii) have ownership of IP rights relating to the Core Product. (b) A Qualified Specialist Technology Applicant must: (i) be primarily engaged in the R&D of, and have commercialised, Specialist	The company is the only one, or one of the first few in its industry, to adopt the new technologies	The company is the only one, or one of the first few in its industry, to adopt the new business model	
R&D		R&D is a significant contributor of its expected		R&D is a significant contributor of its expected value and	(Nil)	

	Current criteria		Proposed criteria		
			Route A (technologies)		Route B (business model)
	<i>Specialist Companies</i>	<i>Companies adopting new technologies, innovations and/or new business model</i>	<i>Specialist Companies, Qualified Biotech Applicants, or Qualified Specialist Technology Applicants</i>	<i>Other companies adopting new technologies</i>	<i>Companies adopting new business model</i>
		value and constitutes a major activity and expense	Technology Product(s) within an acceptable sector of a Specialist Technology Industry; and (ii) meet the R&D expenditure test of MB Rules 18C.04(2)(a) and (3).	constitutes a major activity and expense	
IP		The company's success is attributable to its unique features or IP		The company's success is attributable to its IP	(Nil)
Outsized Market Cap		Have an outsized market cap/ intangible asset value relative to its tangible asset value		Have an outsized market cap/ intangible asset value relative to its tangible asset value	(Nil)
CAGR Growth		(Nil)		(Nil)	Have a CAGR of revenue (or other operational metrics) of at least 30% over the track record period
Industry Position		(Nil)		(Nil)	Hold a relatively prominent position in its industry
Success of the company					
Business growth	Have a track record of high business growth, as can be objectively measured by operational metrics		Have a track record of high business growth, as can be objectively measured by operational metrics		

Current criteria		Proposed criteria			
		Route A (technologies)		Route B (business model)	
Specialist Companies	<i>Companies adopting new technologies, innovations and/or new business model</i>	Specialist Companies, Qualified Biotech Applicants, or Qualified Specialist Technology Applicants	Other companies adopting new technologies	Companies adopting new business model	
External validation					
Third-party investment	A Specialist Company that meets the requirements of the applicable Specialist Chapter – presumed to meet this requirement	Have received meaningful third-party investment from at least one sophisticated investor	Specialist Company: presumed to meet this requirement Qualified Biotech Applicant, or Qualified Specialist Technology Applicant: have received meaningful third-party investment from at least one sophisticated investor	Have received meaningful third-party investment from at least one sophisticated investor ¹	Have received meaningful third-party investment ² from at least one sophisticated investor ¹
Lock-up	Ch.18C: satisfy the lock-up requirement of MB Rule 18C.14(2); or Ch.18A: six-month lock-up on 50% of sophisticated investor's investment	Six-month lock-up on 50% of sophisticated investor's investment	Ch.18C: satisfy the lock-up requirement of MB Rule 18C.14(2); or Ch.18A, Qualified Biotech Applicant, or Qualified Specialist Technology Applicant: six-month lock-up on 50% of sophisticated investor's investment	Six-month lock-up on 50% of sophisticated investor's investment	Six-month lock-up on 50% of sophisticated investor's investment

Note 1: Guidance is provided on the meaning of a “sophisticated investor” by reference to existing guidance for SPACs and Specialist Technology Companies.

Note 2: Guidance is provided on what constitutes “meaningful third-party investment” by reference to a 10% aggregate investment threshold (determined based on the applicant’s issued share capital at the time of listing).

 An applicant is expected to possess more than one (i.e. at least two) of these Innovative Characteristics.

Requirements in blue: Modified/ new criteria under our proposal

APPENDIX VII: 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**” or consumer.

This privacy notice (“**Notice**”) applies to the Personal Data we collect and further process from Data Subjects who respond to our public consultation papers and white 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;
- Opinion data such as your response to the consultation paper; and
- 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; and
- 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 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 of identity, clarification of comments, 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"> Opinion data as part of the consultation process to understand the market/public response to the proposal(s) set out in the consultation; Identity and contact data to verify and clarify responses; Identity data where consent has been provided for external publication;
Public Interest	<ul style="list-style-type: none"> We may also process your personal data on the basis that it is necessary for the performance by HKEX of a task in the public interest.
Consent	<u>Separate consent</u> <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; and 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 white papers – and these include:

- Affiliates of Hong Kong Exchanges and Clearing Limited;
- 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; and
- 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 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; and
- 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); and
- 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; and• 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 Data Subject 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:

Group Data Protection Officer
GDPO Office
Hong Kong Exchanges and Clearing Limited
8/F., Two Exchange Square 8 Connaught Place
Central
Hong Kong
DataPrivacy@hkex.com.hk

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
hkex.eurep@eversheds-sutherland.com

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.

Last updated: 30 Sept 2025

Annex

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

- The Stock Exchange of Hong Kong Limited
 - The Stock Exchange Of Hong Kong Limited Singapore Branch
- Hong Kong Futures Exchange Limited
 - Hong Kong Futures Exchange Limited Singapore Branch
- 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
- Qianhai Mercantile Exchange Co. Ltd.
- HKEX (U.S.) LLC
- Integrated Fund Platform Limited
- HKEX (Middle East) Limited
- Core Climate Global Limited
- Sustainable and Green Exchange Limited

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