經 Qualtrics 提交

公司/機構意見

問題1

您是否同意在完成 SPAC 併購交易前,僅限專業投資者認購和買賣 SPAC 證券(見《諮詢文件》 第 149 段)?

분

請說明理由。

Yes. Prior to the De-SPAC Transaction, the SPAC is a cash company with uncertain prospects and trading liquidity, leading to high dealing risks which are not suitable for retail investors.

問題 2

您是否同意《諮詢文件》第 151 至 159 段的建議,確保 SPAC 證券不會向香港公眾(不包括專業投資者)營銷,亦不會由香港公眾(不包括專業投資者)買賣?

是

請說明理由。

- (i) Para 151. As there are individual professional investors and to encourage trading, the board lot size should be lower, could consider a lower range say HK\$100,000 HK\$200,000.
- (ii) Para 153. Exchange Participants already have client suitability assessment obligations hence there may not be a need to create a separate category of SPAC Exchange Participants. A separate approval process and class, may lead to higher operating expenses and may be disadvantages to smaller participants and creates an imbalance battlefield.

<u>問題</u>3a

您認為允許於首次上市之日至 SPAC 併購交易完成期間分開買賣 SPAC 股份及 SPAC 權證的安排是否合適?

是

請說明理由。

Yes. There is no advantage or benefit to allow for trading of SPAC unit for a short while before the separate trading of the SPAC shares and SPAC warrants.

問題 3b

如您對問題 3a 的答案是「否」,您可有其他建議?

如有, 請提供詳情。

問題 4a

方案 1(載於《諮詢文件》第 170 段)或方案 2(載於《諮詢文件》第 171 至 174 段)是否足以減低 SPAC 權證極端波動及損害市場秩序的風險?

方案 2

請說明理由。若提出其他方案,請提供進一步的技術細節。

As investors are PI, they should be aware of the volatility and risks involved. Option 1 also discourages trading as compared to Option 2 and reduce attractiveness of SPAC as a product.

問題 4b

您可有任何其他可減低《諮詢文件》中所述有關交易安排風險的建議?

沒有

請在下方空格提供您的建議。

問題5

您是否同意, SPAC 在首次發售時, SPAC 股份及 SPAC 權證均分別必須分發予總共至少 75 名 專業投資者(任何一類均可),當中須有至少 30 名機構專業投資者?

是

請說明理由。

Agree with the proposal of a minimum of 75 Pls. However, the required number of Institutional Professional Investors may be too high; 15 to 25 should be a more feasible number to achieve. For reference, traditional IPO requires at least 300 shareholders, of which placing tranche requires at least 100 placees which are normally Pls.

問題 6

您是否同意 SPAC 於首次發售時須將至少 75%的 SPAC 股份及至少 75%的 SPAC 權證分發予機 構專業投資者?

否

請說明理由。

This will lead to a high concentration and affects liquidity, and may adversely impact the appetite of Institutional Professional Investors for the securities. Too many restrictions will negatively affect the feasibility of listing, and hence the attractiveness of SPAC as a product. The restrictions to PIs only and minimum spread of shareholders should be sufficient to address the regulators' concerns. If a mandatory percentage is to be set, 25% to 30% is more reasonable.

問題7

您是否同意 SPAC 上市時由公眾持有的證券中由持股量最高的三名公眾股東實益擁有的不應多於 50%?

是

請說明理由。

Yes, to avoid over concentration.

問題8

您是否同意,在上市時及其後持續地,至少要有 SPAC 已發行股份總數的 25%及至少要有 SPAC 已發行權證的 25%是由公眾持有?

是

請說明理由。

Yes subject to below. Unless the proposal allows allocation to connected persons, all the SPAC units will be sold at listing to PIs, which should all be public, rendering this requirement redundant at listing. Accordingly, the requirement can be changed to just govern the ongoing basis.

問題 9a

您是否同意,《諮詢文件》第 181 及 182 段所載的股東分布建議將提供足夠流通量,以確保 SPAC 證券於 SPAC 併購交易完成前有公開市場?

否

No, since the minimum 75% requirement as set out in para 181 negatively impacts establishment of an open and liquid market.

問題 9b

您可有任何其他聯交所應採納以確保達到 SPAC 證券的公開及流通市場的措施?

沒有

如有,請提供詳情。

問題 10

您是否同意,基於限制營銷對象,SPAC 可毋須遵守《諮詢文件》第 184 段有關公眾興趣、可轉讓性 (專業投資者之間的轉讓除外)及分配予公眾的規定?

是

請說明理由。

Yes as retail investors will not be participating.

問題 11

您是否同意 SPAC 發行 SPAC 股份的發行價須為 10 港元或以上?

분

請說明理由。

Yes as this is a product for PIs only, the proposal per share is reasonable.

問題 12

您是否同意規定 SPAC 預期首次發售時籌集到的資金至少為 10 億港元?

是

請說明理由。

Yes as this is in line with overseas practice and the expectation that the De-SPAC Targets are quality business which valuation will not be low

問題 13

您是否同意應用有關權證的現行規定及《諮詢文件》第 202 段所載的建議改動?

是

請說明理由。

Agree as they should not receive preferential treatment over warrants for non-SPAC listed companies

問題 14

您是否同意,發起人權證及 SPAC 權證應在 SPAC 併購交易完成後才可行使?

是

請說明理由。

Yes as the SPAC Warrants are sweetener for a successful De-SPAC Transaction.

問題 15a

您是否同意 SPAC 不得以低於公平值的價格發行發起人權證?

否

請說明理由。

No as this will decentivise would be SPAC Promoter(s).

問題 15b

您是否同意 SPAC 不得發行條款較 SPAC 權證更有利的發起人權證?

否

請說明理由。

問題 16

您是否同意每名 SPAC 發起人須令聯交所滿意其個性、經驗及誠信以及信納其具備足夠的才幹勝任其職務?

분

請說明理由。

Yes as the sustainability of the SPAC hinges on the experience of the SPAC Promoter(s).

問題 17a

您是否同意聯交所應刊發指引,列出 SPAC 應就每名 SPAC 發起人的個性、經驗及誠信向聯交所提供(並在其就首次發售刊發的上市文件中披露)的資料,包括《諮詢文件》方格 1 所示的資料?

是

請說明理由。

Yes as it is essential for potential investors to understand the abilities of the SPAC Promoter(s) to access likelihood of profitable De-SPAC Transaction.

問題 17b

就每名 SPAC 發起人的個性、經驗及誠信而言,可有其他資料應提供或毋須提供哪些資料?

沒有

如有,請提供詳情。

問題 18

您是否同意聯交所在決定 SPAC 發起人的合適性時,應將《諮詢文件》第 216 段所述標準視作有利因素?

否

請說明理由。

No as the position itself is not representative of the success of the fund or business being managed. The success of the fund or business may be a collective effort of a management team and not the person. The qualifications of the SPAC Promoter(s) should be considered as a whole. As investors are PIs, they should be able to judge the ability and integrity of the SPAC Promoter(s) and base their investment decisions accordingly.

問題 19a

您是否同意須有至少一名 SPAC 發起人持有證監會發出的第 6 類 (就機構融資提供意見) 及 / 或 第 9 類 (提供資產管理) 牌照?

是

Yes, at least one SPAC Promoter to be a Type 6 or Type 9 licensed corporation could ensure the Promoter has certain level of capital market experience and integrity.

問題 19b

您是否同意持有證監會牌照的 SPAC 發起人須持有發起人股份的至少 10%?

분

請說明理由。

問題 20a

您是否同意在 SPAC 發起人的情況或其資格及/或適合性有任何重大改變時,該重大變動須經由股東於股東大會透過特別決議批准(SPAC 發起人及其各自的緊密聯繫人不得投票表決)?

是

請說明理由。

Yes as the investors invest based on their perceived ability and integrity of the SPAC Promoter(s).

問題 20b

您是否同意如果未在 SPAC 發起人出現重大變更後一個月內獲所需股東批准,則 SPAC 的證券須停牌而且 SPAC 必須退還其首次發售所籌得的資金予其股東,並按照《諮詢文件》第 435 和 436 段規定的程序清盤及退市??

是

請說明理由。

問題 21

您是否同意 SPAC 董事會的大多數董事必須是(持牌或非持牌)SPAC 發起人的人員(定義見《證券及期貨條例》),代表提名他們的 SPAC 發起人行事?

是

Yes as the SPAC Promoter(s) should drive the direction of the SPAC.

問題 22

您是否同意 SPAC 在首次發售中所籌集的資金總額須 100%全部存入位於香港的封閉式信託賬戶?

否

請說明理由。

No. Part of the proceeds should be allowed to fund the SPAC's operations. If not, the investment required from the SPAC Promoter(s) may decentivise them as the downside increased.

問題 23

您是否同意該信託賬戶必須由符合《單位信託及互惠基金守則》第四章的資格和義務規定的受託 人/保管人運作?

請說明理由。

問題 24

您是否同意 SPAC 在首次發售中所籌集的資金總額必須以現金或現金等價物(例如銀行存款或由政府發行的短期證券,其最低信用評級為(a) 由標普作出的 A-1 評級; (b) 由穆迪投資者服務作出的 P-1 評級; (c) 由惠譽評級作出的 F1 評級; 或(d)由聯交所認可的信貸評級機構作出的同等信用評級)的形式持有?

是

請說明理由。

Yes to safeguard investors' interest.

問題 25

您是否同意以信託方式持有的 SPAC 首次發售資金總額(包括該等資金應計的利息收入),除《諮詢文件》第 231 段所述情況外,一概不得用作其他用途?

是

Yes to safeguard investors' interest.

問題 26

您是否同意應該只有 SPAC 發起人才可於上市之時及之後實益持有發起人股份及發起人權證?

是

請說明理由。

Yes, although can consider exemption if these securities are being paid to the sponsor(s) and underwriter(s) as fees of the De-SPAC Transaction.

問題 27

您是否同意對發起人股份及發起人權證的上市及轉讓施加《諮詢文件》第 241 至 242 段所述的限制?

是

請說明理由。

Yes as the SPAC Promoter(s) should hold its/their interests in the SPAC until expiration of moratorium.

問題 28

您是否同意我們所建議,禁止 SPAC 發起人(包括其董事及僱員)、SPAC 董事和 SPAC 僱員 以及其各自的緊密聯繫人在 SPAC 併購交易完成前買賣 SPAC 的證券?

분

請說明理由。

Generally agree, but limitation to employees of the SPAC Promoter maybe too board. Need to clearly define the prohibition period as well.

問題 29

您是否同意聯交所將現行有關短暫停牌及停牌的政策套用於 SPAC (見《諮詢文件》第 249 至 251 段) ?

是

請說明理由。

Yes in order to protect other investors.

您是否同意聯交所應對 SPAC 併購交易應用《諮詢文件》第 259 至 281 段所載的新上市規定?

是

請說明理由。

Yes or else SPAC provides a route for circumvention of RTO rules.

問題 31

您是否同意「投資公司」(定義見《上市規則》第二十一章)不能作為合資格 SPAC 併購目標?

是

請說明理由。

Yes as SPAC should be used for the acquisition of controlling stake of a business for development and growth and not to be run as investment in minority interests looking for capital appreciation.

問題 32

您是否同意 SPAC 併購目標的公平市值應達 SPAC 自首次發售籌集得的所有資金(進行任何股份 贖回前)的至少 80%?

是

請說明理由。

Yes to ensure that the target represents a meaningful size as compared to the SPAC for investors' protection

問題 33

聯交所應否規定 SPAC 所籌集款項(SPAC 首次發售所得款項加 PIPE 投資減股份贖回的資金)中必須有一部分用於 SPAC 併購交易?

應該

請說明理由。

Yes, as the main purpose for the fundraising by a SPAC is for acquiring suitable targets.

問題 34

您認為應否規定 SPAC 集資所得款項淨額(首次發售所得款項加 PIPE 投資減股份贖回的資金)中須動用至少 80%作為進行 SPAC 併購交易的資金?

應該

請說明理由。

Agree, 80% is reasonable.

問題 35

您是否同意聯交所應要求 SPAC 向外來獨立的 PIPE 投資者取得資金,以完成 SPAC 併購交易?

否

請說明理由。

The De-SPAC Transaction requires the approval of a majority of the shareholders of the SPAC and only those that vote against can redeem their shares. All shareholders of the SPAC are Pls. As they cannot redeem their investment if they vote for the transaction, the incumbent investors should be satisfied that the valuation of the Successor Company is fair and reasonable when voting for the transaction, hence safeguarding against over valuation. The requirement of the PIPE is equivalent to the requirement of fundraising of an IPO. Accordingly, the De-SPAC Target has to go through the same processes as an IPO, from submitting application to conducting an offering, erasing any advantage of SPAC versus IPO. The mandated fundraising will also dilute the interest of the SPAC Promoter(s) and initial investors, making promoting/investing in SPAC as a product less attractive for them. A PIPE should be a decision of the SPAC and De-SPAC Target in the case of funding requirement and meeting shareholder spread requirement and should not be mandatory.

問題 36

您是否同意聯交所應規定外來獨立的 PIPE 投資須構成繼承公司預期市值的至少 25% (若預期繼承公司上市時的市值超過 15 億港元,則較低的比率 (15%至 25%)亦可接受)?

請說明理由。

問題 37

您是否同意 SPAC 併購交易中至少一名獨立 PIPE 投資者須為管理資產總值至少達 10 億港元的 資產管理公司(或基金規模至少達 10 億港元的基金),而該公司或基金作出的投資須使其於繼承公司上市之日實益擁有繼承公司至少 5%的已發行股份?

請說明理由。

問題 38

您是否同意採用有關獨立財務顧問的規定去釐定外來 PIPE 投資者的獨立性?

請說明理由。

問題 39

您是否較支持聯交所對由轉換發起人股份或行使 SPAC 發出的權證造成的最大可能攤薄施加上限?

否

請說明理由。

No as SPAC investors are PIs and would factor potential dilution into their investment decision. If the terms proposed by the SPAC Promoter(s) are considered too dilutive, the investors may not invest and the SPAC cannot raise sufficient funds and/or the required spread of shareholders to be listed.

問題 40

您是否同意《諮詢文件》第 311 段建議的反攤薄機制?

請說明理由; 若有其他可予考慮的攤薄上限機制建議, 請一併提出。

問題 41

您是否同意若符合第 312 段所述的條件, 則聯交所應接納 SPAC 提出發行額外發起人股份的請求?

您是否同意授予 SPAC 發起人的任何反攤薄權均不應使其持有的股份多於其於 SPAC 首次發售時持有的發起人股份數目?

是

請說明理由。

Yes as it is market practice that anti-dilution right only protects the maintaining of the same level of shareholding.

問題 43

您是否同意《諮詢文件》第 320 段的建議, SPAC 併購交易須於股東大會上經由 SPAC 股東批准 作實?

是

請說明理由。

Yes as it should be the investors to decide on the merit of the transaction.

問題 44

您是否同意《諮詢文件》第 321 段的建議,若股東於 SPAC 併購交易有重大利益,股東及其緊密聯繫人須於相關股東大會中就有關批准 SPAC 併購交易的相關決議案放棄投票權?

분

請說明理由。

Yes as they have a conflict of interest.

問題 45

您是否同意任何就完成 SPAC 併購交易而獲得外來投資的條款均須載於股東大會上有待股東投票表決的相關決議案中?

분

請說明理由。

Yes as in this case outside investment is part and partial of the transaction and also since the

investors shareholding will be diluted.

問題 46

您是否同意《諮詢文件》第 327 至 334 段的建議,若 SPAC 併購交易涉及的目標公司與 SPAC、SPAC 發起人、SPAC 受託人/託管人、SPAC 董事或任何上述人士的聯繫人有關連, 聯交所該應用《上市規則》項下有關關連交易的規定(包括第 334 段的額外規定)?

是

請說明理由。

Yes to safeguard the interest of the independent investors.

問題 47

您是否同意 SPAC 股東只能贖回其投票反對第 352 段所述其中一項事宜的 SPAC 股份?

是

請說明理由。

Yes in order to ensure the fairness of the terms of the De-SPAC Transaction and uphold quality of SPACs.

問題 48

您是否同意在《諮詢文件》第 352 段所述的三個情況下, SPAC 應須向持有其股份的股東提供選擇贖回其所持有的全部或部分股份的機會(以全額補償 SPAC 首次發售時有關股份發行價另加應計利息)?

분

請說明理由。

Yes as the ability and integrity of the SPAC Promoter(s) was integral to their investment.

問題 49

您是否同意應禁止 SPAC 對 SPAC 股東(單獨或連同其緊密聯繫人)可贖回的股份數目設限?

분

請說明理由。

Yes as only shareholders voting against a De-SPAC Transaction can redeem, there is no reason to disallow full redemption.

您是否同意《諮詢文件》第 355 至 362 段所述的建議贖回程序?

是

請說明理由。

Yes as the steps and timeframe are reasonable.

問題 51

您是否同意 SPAC 應須就有關 SPAC 併購交易的上市文件中所載的前瞻性陳述遵守現有的規定 (見《諮詢文件》第 371 及 372 段) ?

분

請說明理由。

Yes so as to ensure no misleading information is given to investors

問題 52

您是否同意繼承公司須確保其股份由至少 100 名股東 (而非一般規定的 300 名股東) 持有,以確保其股份由足夠數目的人士持有?

否

請說明理由。

No as listed companies open to initial trading by the public should have 300 shareholders. However, a transitional waiver can be considered, for example a minimum of 100 shareholders immediately after the De-SPAC Transaction and minimum of 300 within 6 or 12 months after the De-SPAC Transaction.

問題 53

您是否同意繼承公司須符合以下現有規定: (a)任何時候其已發行股份總數至少有 25%是由公眾持有;及(b)於繼承公司上市之日,由首三名最大的公眾股東實益擁有的繼承公司由公眾人士持有的證券不得多於 50%?

분

請說明理由。

Yes so as to ensure liquidity and no concentration of shares.

《諮詢文件》第 380 及 382 段所述的股東分布建議是否足以確保繼承公司的證券有公開市場?抑或還有一些聯交所可以採取以確保有公開市場的其他措施?

분

請說明理由。

Please see responses to questions 52 and 53.

問題 55

您是否同意對 SPAC 發起人於 SPAC 併購交易完成後出售其於繼承公司的持股設置限制?

분

請說明理由。

Yes as their reward should only be given after the success of the De-SPAC Transaction is ascertained.

問題 56a

您是否同意聯交所應對 SPAC 發起人出售其於繼承公司的持股施加禁售期,由完成 SPAC 併購交易日期起計為期 12 個月?

是

請說明理由。

Yes as this is in-line with overseas practice.

問題 56b

您是否同意發起人權證完成 SPAC 併購交易日期起計 12 個月內不得被行使?

是

請說明理由。

Yes as this is in-line with overseas practise.

問題 57

您是否同意對繼承公司控股股東於 SPAC 併購交易完成後出售所持股份設置限制?

是

請說明理由。

Yes so as to be the same as an IPO, and the controlling shareholder(s), presumably also the controlling shareholders of the De-SPAC Target, have a chance to decide to "cash in" at the time of the De-SPAC Transaction

問題 58

您是否同意有關限制應跟從現時《上市規則》有關股份新上市後控股股東出售股份的規定(見《諮詢文件》第 394 段) ?

是

請說明理由。

Yes as this is the same requirements under an IPO.

問題 59

您是否同意在 SPAC 併購交易完成之前,《收購守則》應適用於 SPAC?

분

請說明理由。

Yes as the independent investors should be provided a chance to exit if the control of the listed entity changed.

問題 60

您是否同意,倘若 SPAC 併購交易完成後將會導致 SPAC 併購目標的擁有人取得繼承公司 30% 或以上的投票權,則在符合《諮詢文件》第 411 至 415 段所述例外情況及條件下,收購執行人員一般應豁免適用《收購守則》規則 26.1?

是

請說明理由。

Yes as the De-SPAC Transaction is subject to acceptance by a majority of the SPAC investors already, and if offer is required it will nullify the proposal that accepting shareholders cannot redeem their shares

問題 61

您是否同意聯交所應限定 SPAC 在 24 個月內刊發 SPAC 併購公告並在 36 個月內完成 SPAC 併

購交易(見《諮詢文件》第423段)?

是

請說明理由。

Yes as this should provide sufficient time for the SPAC Promoter(s) to identify targets and complete the transaction.

問題 62

您是否同意如果 SPAC 未能符合 SPAC 併購公告期限或 SPAC 併購交易期限, 聯交所應將其停牌(見《諮詢文件》第 424 及 425 段)?

분

請說明理由。

Yes as the SPAC would have lost its purpose and shareholders will be redeeming their interest.

問題 63

您是否同意只要 SPAC 延長 SPAC 併購公告期限或 SPAC 併購交易期限的決定已在股東大會上 經股東批准(SPAC 發起人及其各自的緊密聯繫人不得投票表決),則 SPAC 可向聯交所提出延期要求(見《諮詢文件》第 426 段和 427 段)?

是

請說明理由。

Yes as the shareholders should have a role to play in this aspect

問題 64

您是否同意,如果 SPAC 未能(a)在上述的適用期限(包括已獲延長的期限)內公布/完成 SPAC 併購交易(見《諮詢文件》第 423 至 428 段);或(b)在 SPAC 發起人出現重大變更後一個月內就該變更獲得所需的股東批准(見《諮詢文件》第 218 和 219 段),則 SPAC 的證券須停牌而且 SPAC 必須在停牌的一個月內按比例將在首次發售中籌集之款項的 100%另加應計利息全數退還給股東(不包括發起人股份持有人)?

是

請說明理由。

Yes as the timeframe is reasonable.

您是否同意(a) 向股東退還有關資金後, SPAC 必須清盤; 及(b)聯交所應在 SPAC 清盤完成後自動取消其上市資格?

분

請說明理由。

Yes as funds should be returned to investors as soon as practicable.

問題 66

您是否同意由於 SPAC 的性質,其應獲豁免遵守《諮詢文件》第 437 段所述的規定?

是

請說明理由。

Yes as the SPAC will not have any existing business and operations.

問題 67

您是否同意我們所建議,有關 SPAC 或代表其所作的上市申請不得於首次公開發售保薦人獲正式委任日期起計未足一個月(而非原本規定的兩個月)前呈交?

是

請說明理由。

Yes as the timeframe is sufficient for due diligence before submission of listing application.

問題 68

您是否同意基於 SPAC 在相關期間內應並無經營業務,因此應豁免其在 SPAC 併購交易前遵守任何《上市規則》的披露規定,或為其修改任何規定?

否

請說明理由。

No as although SPAC has no business, it should still have to at least report on its corporate governance.