

**Submitted via Qualtrics**

**Company/Organisation view**

**Question 1**

**Do you agree that the subscription and trading of SPAC securities prior to a De-SPAC Transaction should be limited to Professional Investors only (see paragraph 149 of the Consultation Paper)?**

No

**Please give reasons for your views.**

The market should be made available to all types of investors. The safety measures considered herein are already sufficient to protect all types of investors (including non-professional investors). The risks involved in the investment should be determined by the investors themselves having considered all available information. This limitation of investors to only professional investors is the same concept that was adopted for GEM listings and then subsequently amended in line with Main Board listings.

**Question 2**

**Do you agree with the measures proposed in paragraphs 151 to 159 of the Consultation Paper to ensure SPAC's securities are not marketed to and traded by the public in Hong Kong (excluding Professional Investors)?**

**Please give reasons for your views.**

**Question 3a**

**Do you consider it appropriate for SPAC Shares and SPAC Warrants to be permitted to trade separately from the date of initial listing to a De-SPAC Transaction?**

Yes

**Please give reasons for your views.**

We have no objection for the SPAC Shares and SPAC warrants to be traded separately.

**Question 3b**

**As your answer to question 3a is "No", do you have any alternative suggestions?**

**Please set out any alternative suggestions below.**

**Question 4a**

**Would either Option 1 (as set out in paragraph 170 of the Consultation Paper) or Option 2 as set out in paragraph 171 to 174 of the Consultation Paper) be adequate to mitigate the risks of extraordinary volatility in SPAC Warrants and a disorderly market?**

Option 2

**Please give reasons for your views. Please provide further technical details if you suggest a different option.**

**Question 4b**

**Do you have any other suggestions to address the risks regarding trading arrangements we set out in the Consultation Paper?**

No

**Please give any suggestions below:**

**Question 5**

**Do you agree that, at its initial offering, a SPAC must distribute each of SPAC Shares and SPAC Warrants to a minimum of 75 Professional Investors in total (of either type) of which 30 must be Institutional Professional Investors?**

No

**Please give reasons for your views.**

As mentioned above, we believe that the SPAC should allow for all types of investors to participate in the SPAC. On this basis, we suggest adopting the same distribution of holder requirements already applicable to the listing of Main Board companies.

**Question 6**

**Do you agree that, at its initial offering, a SPAC must distribute at least 75% of each SPAC Shares and SPAC Warrants to Institutional Professional Investors?**

No

**Please give reasons for your views.**

As mentioned above, we believe that the SPAC should allow for all types of investors to participate in the SPAC. On this basis, we suggest adopting the same distribution of holder requirements already applicable to the listing of Main Board companies.

**Question 7**

**Do you agree that not more than 50% of the securities in public hands at the time of a SPAC's listing should be beneficially owned by the three largest public shareholders?**

Yes

**Please give reasons for your views.**

We suggest the current requirements on distribution of holders for Main Board listings should also be applied for SPAC listings.

**Question 8**

**Do you agree that at least 25% of the SPAC's total number of issued shares and at least 25% of the SPAC's total number of issued warrants must be held by the public at listing and on an ongoing basis?**

Yes

**Please give reasons for your views.**

Yes. The same rules applicable to other listed companies (unless an exemption is given) should be also applicable to SPAC.

**Question 9a**

**Do you agree that the shareholder distribution proposals set out in paragraphs 181 and 182 of the Consultation Paper will provide sufficient liquidity to ensure an open market in the securities of a SPAC prior to completion of a De-SPAC Transaction?**

No

**Please give reasons for your views.**

As mentioned above, we believe that there should not be any limitation to simply professional investors and as such should simply adopt the current requirements on the spread of shareholders already applicable to main board listed companies

**Question 9b**

**Are there other measures that the Exchange should use to help ensure an open and liquid market in SPAC securities?**

Yes

**Please set out any suggestions for other measures below.**

The same measures applicable to Main Board companies should also be applied for SPAC.

**Question 10**

**Do you agree that, due to the imposition of restricted marketing, a SPAC should not have to meet the requirements set out in paragraph 184 of the Consultation Paper regarding public interest, transferability (save for transferability between Professional Investors) and allocation to the public?**

No

**Please give reasons for your views.**

As mentioned above, we disagree with the proposal that investment in SPAC should only be available for professional investors and thus are of the opinion that SPAC should not only be allowed for all types of investors to participate and it should require SPAC to meet all the requirements of sufficient public interest.

**Question 11**

**Do you agree that SPACs should be required to issue their SPAC Shares at an issue price of HK\$10 or above?**

Yes

**Please give reasons for your views.**

**Question 12**

**Do you agree that the funds expected to be raised by a SPAC from its initial offering must be at least HK\$1 billion?**

No

**Please give reasons for your views.**

Currently in the US, the initial amount raised at SPAC varies. Recent SPACs have raised from US\$30 million and upwards. By setting the initial amount raised to HK\$1 billion (approximately US\$130 million), this will limit the type of SPAC deals that can be achieved in Hong Kong. If other markets are able to offer a more flexible structures to complete a SPAC then eventually creating a SPAC in Hong Kong will not be as competitive as other markets. If the current minimum market capitalization for other companies listing on the main board of the Stock Exchange is HK\$500 million, why not simply maintain the minimum amount raised to be in line with the HK\$500 million market capitalization requirement.

We agree with the thinking that if there is any shortfall this amount can be raised subsequently through the PIPE investment.

**Question 13**

**Do you agree with the application of existing requirements relating to warrants with the proposed modifications set out in paragraph 202 of the Consultation Paper?**

Yes

**Please give reasons for your views.**

**Question 14**

**Do you agree that Promoter Warrants and SPAC Warrants should be exercisable only after the completion of a De-SPAC Transaction?**

Yes

**Please give reasons for your views.**

**Question 15a**

**Do you agree that a SPAC must not issue Promoter Warrants at less than fair value?**

Yes

**Please give reasons for your views.**

**Question 15b**

**Do you agree that a SPAC must not issue Promoter Warrants that contain more favourable terms than that of SPAC Warrants?**

Yes

**Please give reasons for your views.**

**Question 16**

**Do you agree that the Exchange must be satisfied as to the character, experience and integrity of a SPAC Promoter and that each SPAC Promoter should be capable of**

**meeting a standard of competence commensurate with their position?**

Yes

**Please give reasons for your views.**

The criteria required to be met for a SPAC promotor should follow the similar requirements governing parties acting as Sponsors and/or involved in type 9 asset management regulated activities.

**Question 17a**

**Do you agree that the Exchange should publish guidance setting out the information that a SPAC should provide to the Exchange on each of its SPAC Promoter's character, experience and integrity (and disclose this information in the Listing Document it publishes for its initial offering), including the information set out in Box 1 of the Consultation Paper?**

Yes

**Please give reasons for your views.**

Yes, the Exchange should publish guidance on what is required. However, we do not believe that all the information submitted to the Exchange is required to be disclosed in the Listing Document and only sufficient and relevant information similar to that is required on management to be included in offering documents should be included.

**Question 17b**

**Is there additional information that should be provided or information that should not be required regarding each SPAC Promoter's character, experience and integrity?**

No

**Please provide the details of any such information below.**

**Question 18**

**Do you agree that the Exchange, for the purpose of determining the suitability of a SPAC Promoter, should view favourably those that meet the criteria set out in paragraph 216 of the Consultation Paper?**

No

**Please give reasons for your views.**

No. The suitability should not be based simply on the managed assets or the fact they hold senior positions. This clearly is prejudicial to other parties that do not meet these requirements.

Further, the fact that they do manage a certain level of assets does not support or confirm that they are able to meet suitability requirements or vice versa. This proposal clearly highlights the unreasonable thinking that the larger you are the more favourable treatment you should get. Standards required to become a SPAC promotor should be applicable to everyone and everyone should have equal opportunities.

**Question 19a**

**Do you agree that at least one SPAC Promoter must be a firm that holds a Type 6 (advising on corporate finance) and/or a Type 9 (asset management) license issued by the SFC?**

Yes

**Please give reasons for your views.**

The skillsets of a party that advises on corporate finance and that of someone in asset management are completely different. Given that the de-SPAC will still need to deal with all the due diligence and vetting by the Exchange, it would seem that the minimum would be the requirement of a sponsor and not just parties that are engaged in asset management.

**Question 19b**

**Do you agree that the SFC licensed SPAC Promoter must hold at least 10% of the Promoter Shares?**

Yes

**Please give reasons for your views.**

**Question 20a**

**Do you agree that, in the event of a material change in the SPAC Promoter or the suitability and/or eligibility of a SPAC Promoter, such a material change must be approved by a special resolution of shareholders at a general meeting (on which the SPAC Promoters and their respective close associates must abstain from voting)?**

Yes

**Please give reasons for your views.**

Yes however, the Exchange should qualify what is considered as a material change in the SPAC Promotor.

**Question 20b**

**Should the trading of a SPAC's securities be suspended and the SPAC return the funds it raised from its initial offering to its shareholders, liquidate and de-list (in accordance with the process set out in paragraphs 435 and 436 of the Consultation Paper) if it fails to obtain the requisite shareholder approval within one month of the material change?**

Yes

**Please give reasons for your views.**

**Question 21**

**Do you agree that the majority of directors on the board of a SPAC must be officers (as defined under the SFO) of the SPAC Promoters (both licensed and non-licensed) representing the respective SPAC Promoters who nominate them?**

Yes

**Please give reasons for your views.**

**Question 22**

**Do you agree that 100% of the gross proceeds of a SPAC's initial offering must be held in a ring-fenced trust account located in Hong Kong?**

Yes

**Please give reasons for your views.**

**Question 23**

**Do you agree that the trust account must be operated by a trustee/custodian whose qualifications and obligations should be consistent with the requirements set out in Chapter 4 of the Code on Unit Trusts and Mutual Funds?**

Yes

**Please give reasons for your views.**

**Question 24**

**Do you agree that the gross proceeds of the SPAC's initial offering must be held in the form of cash or cash equivalents such as bank deposits or short-term securities issued by governments with a minimum credit rating of (a) A-1 by S&P; (b) P-1 by Moody's**

**Investors Service; (c) F1 by Fitch Ratings; or (d) an equivalent rating by a credit rating agency acceptable to the Exchange?**

Yes

**Please give reasons for your views.**

**Question 25**

**Do you agree that the gross proceeds of the SPAC's initial offering held in trust (including interest accrued on those funds) must not be released other than in the circumstances described in paragraph 231 of the Consultation Paper?**

Yes

**Please give reasons for your views.**

**Question 26**

**Do you agree that only the SPAC Promoter should be able to beneficially hold Promoter Shares and Promoter Warrants at listing and thereafter?**

Yes

**Please give reasons for your views.**

**Question 27**

**Do you agree with the restrictions on the listing and transfer of Promoter Shares and Promoter Warrants set out in paragraphs 241 to 242 of the Consultation Paper?**

Yes

**Please give reasons for your views.**

**Question 28**

**Do you agree with our proposal to prohibit a SPAC Promoter (including its directors and employees), SPAC directors and SPAC employees, and their respective close associates, from dealing in the SPAC's securities prior to the completion of a De-SPAC Transaction?**

Yes

**Please give reasons for your views.**

**Question 29**

**Do you agree that the Exchange should apply its existing trading halt and suspension policy to SPACs (see paragraphs 249 to 251 of the Consultation Paper)?**

Yes

**Please give reasons for your views.**

**Question 30**

**Do you agree that the Exchange should apply new listing requirements to a De-SPAC Transaction as set out in paragraphs 259 to 281 of the Consultation Paper?**

Yes

**Please give reasons for your views.**

**Question 31**

**Do you agree that investment companies (as defined by Chapter 21 of the Listing Rules) should not be eligible De-SPAC Targets?**

Yes

**Please give reasons for your views.**

**Question 32**

**Do you agree that the fair market value of a De-SPAC Target should represent at least 80% of all the funds raised by the SPAC from its initial offering (prior to any redemptions)?**

Yes

**Please give reasons for your views.**

**Question 33**

**Should the Exchange impose a requirement on the amount of funds raised by a SPAC**

**(funds raised from the SPAC's initial offering plus PIPE investments, less redemptions) that the SPAC must use for the purposes of a De-SPAC Transaction?**

Yes

**Please give reasons for your views.**

**Question 34**

**Should a SPAC be required to use at least 80% of the net proceeds it raises (i.e. funds raised from the SPAC's initial offering plus PIPE investments, less redemptions) to fund a De-SPAC Transaction?**

Yes

**Please give reasons for your views.**

**Question 35**

**Do you agree that the Exchange should mandate that a SPAC obtain funds from outside independent PIPE investors for the purpose of completing a De-SPAC Transaction?**

No

**Please give reasons for your views.**

The success of a de-SPAC should not be dependent on whether additional monies are required to be raised at the time of the de-SPAC. There is no reason to vary from other market practice.

**Question 36**

**Do you agree that the Exchange should mandate that this outside independent PIPE investment must constitute at least 25% of the expected market capitalisation of the Successor Company with a lower percentage of between 15% and 25% being acceptable if the Successor Company is expected to have a market capitalisation at listing of over HK\$1.5 billion?**

**Please give reasons for your views.**

**Question 37**

**Do you agree that at least one independent PIPE investor in a De-SPAC Transaction must be an asset management firm with assets under management of at least HK\$1 billion or a**

**fund of a fund size of at least HK\$1 billion and that its investment must result in it beneficially owning at least 5% of the issued shares of the Successor Company as at the date of the Successor Company's listing?**

**Please give reasons for your views.**

**Question 38**

**Do you agree with the application of IFA requirements to determine the independence of outside PIPE investors?**

**Please give reasons for your views.**

**Question 39**

**Do you prefer that the Exchange impose a cap on the maximum dilution possible from the conversion of Promoter Shares or exercise of warrants issued by a SPAC?**

No

**Please give reasons for your views.**

The potential dilution from issuing Promoter Shares or the exercise of warrants will need to be disclosed in the offering document and investors will have the opportunity to accept or reject it. This should be left to acceptance by the SPAC investors to decide whether the proposed dilution is acceptable.

**Question 40**

**Do you agree with the anti-dilution mechanisms proposed in paragraph 311 of the Consultation Paper?**

**Please give reasons for your views.**

**Question 41**

**Do you agree that the Exchange should be willing to accept requests from a SPAC to issue additional Promoter Shares if the conditions set out in paragraph 312 of the Consultation Paper are met?**

Please give reasons for your views.

**Question 42**

**Do you agree that any anti-dilution rights granted to a SPAC Promoter should not result in them holding more than the number of Promoter Shares that they held at the time of the SPAC's initial offering?**

Yes

Please give reasons for your views.

**Question 43**

**Do you agree that a De-SPAC Transaction must be made conditional on approval by the SPAC's shareholders at a general meeting as set out in paragraph 320 of the Consultation Paper?**

Yes

Please give reasons for your views.

**Question 44**

**Do you agree that a shareholder and its close associates must abstain from voting at the relevant general meeting on the relevant resolution(s) to approve a De-SPAC Transaction if such a shareholder has a material interest in the transaction as set out in paragraph 321 of the Consultation Paper?**

Yes

Please give reasons for your views.

**Question 45**

**Do you agree that the terms of any outside investment obtained for the purpose of completing a De-SPAC Transaction must be included in the relevant resolution(s) that are the subject of the shareholders vote at the general meeting?**

Yes

**Please give reasons for your views.**

Yes, however as mentioned above, we do not believe that the completion of the de-SPAC should be dependent on having additional funds being raised by way of PIPE.

**Question 46**

**Do you agree that the Exchange should apply its connected transaction Rules (including the additional requirements set out in paragraph 334) to De-SPAC Transactions involving targets connected to the SPAC; the SPAC Promoter; the SPAC's trustee/custodian; any of the SPAC directors; or an associate of any of these parties as set out in paragraphs 327 to 334 of the Consultation Paper?**

Yes

**Please give reasons for your views.**

**Question 47**

**Do you agree that SPAC shareholders should only be able to redeem SPAC Shares they vote against one of the matters set out in paragraph 352 of the Consultation Paper?**

Yes

**Please give reasons for your views.**

**Question 48**

**Do you agree a SPAC should be required to provide holders of its shares with the opportunity to elect to redeem all or part of the shares they hold (for full compensation of the price at which such shares were issued at the SPAC's initial offering plus accrued interest) in the three scenarios set out in paragraph 352 of the Consultation Paper?**

Yes

**Please give reasons for your views.**

We believe that the investor should have any option to redeem however, whether or not the investor is allowed to redeem all or part should be left for the SPAC management to propose.

**Question 49**

**Do you agree a SPAC should be prohibited from limiting the amount of shares a SPAC shareholder (alone or together with their close associates) may redeem?**

No

**Please give reasons for your views.**

We are of the opinion that as a minimum there should be an option to redeem but the redemption structure can be left for the management to decide when they set up the SPAC

**Question 50**

**Do you agree with the proposed redemption procedure described in paragraphs 355 to 362 of the Consultation Paper?**

Yes

**Please give reasons for your views.**

**Question 51**

**Do you agree that SPACs should be required to comply with existing requirements with regards to forward looking statements (see paragraphs 371 and 372 of the Consultation Paper) included in a Listing Document produced for a De-SPAC Transaction?**

Yes

**Please give reasons for your views.**

Yes. Given that a SPAC is basically no different to an IPO, the forward looking statements made should be subject to the same requirements.

**Question 52**

**Do you agree that a Successor Company must ensure that its shares are held by at least 100 shareholders (rather than the 300 shareholders normally required) to ensure an adequate spread of holders in its shares?**

No

**Please give reasons for your views.**

As per our comments above, we believe that investment in SPAC should not be limited to professional investors only and therefore accordingly should meet the 300 shareholders requirements.

**Question 53**

**Do you agree that the Successor Company must meet the current requirements that (a) at least 25% of its total number of issued shares are at all times held by the public and (b) not more than 50% of its securities in public hands are beneficially owned by the three largest public shareholders, as at the date of the Successor Company's listing?**

Yes

**Please give reasons for your views.**

**Question 54**

**Are the shareholder distribution proposals set out in paragraphs 380 and 382 of the Consultation Paper sufficient to ensure an open market in the securities of a Successor Company or are there other measures that the Exchange should use to help ensure an open market?**

No

**Please give reasons for your views.**

We fail to understand why for a SPAC having a spread of 100 shareholders would be considered as being able to ensure an open market given that a de-SPAC and an IPO effectively are achieving the same listing status.

**Question 55**

**Do you agree that SPAC Promoters should be subject to a restriction on the disposal of their holdings in the Successor Company after the completion of a De-SPAC Transaction?**

Yes

**Please give reasons for your views.**

Yes, we agree that the position of a SPAC promotor is very similar to that of a controlling shareholder and therefore they should be subject to similar restrictions on sale of share after completion of the de-SPAC.

**Question 56a**

**Do you agree that the Exchange should impose a lock-up on disposals, by the SPAC Promoter, of its holdings in the Successor Company during the period ending 12 months from the date of the completion of a De-SPAC Transaction?**

Yes

**Please give reasons for your views.**

Whilst we have no objection to a 12 month lock up but believe that this should be left to market to decide.

**Question 56b**

**Do you agree that Promoter Warrants should not be exercisable during the period ending**

**12 months from the date of the completion of a De-SPAC Transaction?**

Yes

**Please give reasons for your views.**

If the rules relating to a SPAC are too restrictive as compared to other jurisdictions, it will make it less attractive to potential SPAC and eventually decide to set up SPAC elsewhere.

**Question 57**

**Do you agree that the controlling shareholders of a Successor Company should be subject to a restriction on the disposal of their shareholdings in the Successor Company after the De-SPAC Transaction?**

Yes

**Please give reasons for your views.**

Yes. The shareholder of the de-SPAC target will likely become the controlling shareholder of the listed entity and therefore should be subject to similar current lock up periods imposed on other main board listed companies.

**Question 58**

**Do you agree that these restrictions should follow the current requirements of the Listing Rules on the disposal of shares by controlling shareholders following a new listing (see paragraph 394 of the Consultation Paper)?**

Yes

**Please give reasons for your views.**

**Question 59**

**Do you agree that the Takeovers Code should apply to a SPAC prior to the completion of a De-SPAC Transaction?**

Yes

**Please give reasons for your views.**

**Question 60**

**Do you agree that the Takeovers Executive should normally waive the application of Rule 26.1 of the Takeovers Code in relation to a De-SPAC Transaction, the completion of which would result in the owner of the De-SPAC Target obtaining 30% or more of the**

**voting rights in a Successor Company, subject to the exceptions and conditions set out in paragraphs 411 to 415 of the Consultation Paper?**

Yes

**Please give reasons for your views.**

Yes. If a SPAC would need to undergo a takeover as a result of the de-SPAC, it effectively defeats the setting up a SPAC and would be excessively time consuming and costly.

**Question 61**

**Do you agree that the Exchange should set a time limit of 24 months for the publication of a De-SPAC Announcement and 36 months for the completion of a De-SPAC Transaction (see paragraph 423 of the Consultation Paper)?**

Yes

**Please give reasons for your views.**

**Question 62**

**Do you agree that the Exchange should suspend a SPAC's listing if it fails to meet either the De-SPAC Announcement Deadline or the De-SPAC Transaction Deadline (see paragraphs 424 and 425 of the Consultation Paper)?**

Yes

**Please give reasons for your views.**

**Question 63**

**Do you agree that a SPAC should be able to make a request to the Exchange for an extension of either a De-SPAC Announcement Deadline or a De-SPAC Transaction Deadline if it has obtained the approval of its shareholders for the extension at a general meeting (on which the SPAC Promoters and their respective close associates must abstain from voting) (see paragraphs 426 and 427 of the Consultation Paper)?**

Yes

**Please give reasons for your views.**

**Question 64**

**Do you agree that, if a SPAC fails to (a) announce / complete a De-SPAC Transaction**

within the applicable deadlines (including any extensions granted to those deadlines) (see paragraphs 423 to 428 of the Consultation Paper); or (b) obtain the requisite shareholder approval for a material change in SPAC Promoters (see paragraphs 218 and 219 of the Consultation Paper) within one month of the material change, the Exchange will suspend the trading of a SPAC's shares and the SPAC must, within one month of such suspension return to its shareholders (excluding holders of the Promoter Shares) 100% of the funds it raised from its initial offering, on a pro rata basis, plus accrued interest?

Yes

Please give reasons for your views.

#### **Question 65**

Do you agree that (a) a SPAC must liquidate after returning its funds to its shareholders and (b) the Exchange should automatically cancel the listing of a SPAC upon completion of its liquidation?

Yes

Please give reasons for your views.

#### **Question 66**

Do you agree that SPACs, due to their nature, should be exempt from the requirements set out in paragraph 437 of the Consultation Paper?

Yes

Please give reasons for your views.

#### **Question 67**

Do you agree with our proposal to require that a listing application for or on behalf of a SPAC be submitted no earlier than one month (rather than two months ordinarily required) after the date of the IPO Sponsor's formal appointment?

Yes

Please give reasons for your views.

Yes, we believe that one month would be sufficient to conduct due diligence in preparation for inclusion in the listing document.

**Question 68**

**Should the Exchange exempt SPACs from any Listing Rule disclosure requirement prior to a De-SPAC Transaction, or modify those requirements for SPACs, on the basis that the SPAC does not have any business operations during that period?**

Yes

**Please give reasons for your views.**

Yes, given that the SPAC is effectively a cash company there would not be any other substantial information that would be required to be disclosed which has not already been disclosed in the listing document and additional disclosure requirements regarding CG or ESG would not shed any new light on the status of the SPAC but would simply incur additional unnecessary costs.