

# Chapter 1

## GENERAL

### INTERPRETATION

1.01 Throughout this book, the following terms, save where the context otherwise requires, have the following meanings:

**“corporate communication”**

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

- (a) the directors' report and its annual accounts together with a copy of the auditors' report thereon;
- (b) the half-year report;
- (c) the quarterly report;
- (d) a notice of meeting;
- (e) a listing document; and
- (f) a circular.

# Chapter 2

## GENERAL

### INTRODUCTION

#### Communication with the Exchange

2.23 Where the GEM Listing Rules require documents to be sent or submitted to the Exchange, they must be sent or delivered to the GEM Listing Division in accordance with rule 2.21, unless otherwise stated in the GEM Listing Rules.

*Note: Rule 17.57 requires that, in addition to the above, copies of circulars, annual reports and accounts and half-year and quarterly reports must be delivered to the trading floor of the Exchange.*

# Chapter 14

## EQUITY SECURITIES

### LISTING DOCUMENTS

#### Language and format

14.25 Every listing document must either be in the English language and contain be accompanied by a Chinese translation or be in the Chinese language and contain be accompanied by an English translation except that, in the case of a new applicant, the English language version of the listing document may be distributed separately from its Chinese translation or the Chinese language version of the listing document may be distributed separately from its English translation (as the case may be) provided that both are available at each place where, and for so long as, the distribution of such documents takes place.

# Chapter 16

## EQUITY SECURITIES

### PUBLICATION REQUIREMENTS

#### Methods of publication and dissemination

16.04 Without in anyway limiting the publication, notice or dissemination requirements relevant to an issuer under applicable laws or the issuer's own constitutional documents, the following documents shall be subject to the following minimum publication requirements under these GEM Listing Rules:—

- (1) ~~A~~ a all announcements including notices required under the GEM Listing Rules, must be submitted for publication on the GEM website in accordance with rules 16.17 and 16.18; ~~and~~
- (2) ~~A~~ a all listing documents, annual reports and accounts, half-year and quarterly reports, and all circulars to shareholders required under the GEM Listing Rules, must be ~~published in printed form and must be~~ submitted for publication on the GEM website in accordance with rules 16.17 and 16.18; ~~and~~
- (3) all other documents which, in the case of a listed issuer, are corporate communications required under the GEM Listing Rules and, in the case of a new applicant, are required to be published under the GEM Listing Rules in connection with its application for listing must be submitted for publication on the GEM website in accordance with rules 16.17 and 16.18.

16.04A(1) Subject to the provisions set out in this rule 16.04A, any requirement in the GEM Listing Rules for a listed issuer to send, mail, dispatch, issue, publish or otherwise make available any corporate communication may, to the extent permitted under all applicable laws and regulations and the listed issuer's own constitutional documents, be satisfied by the listed issuer sending or otherwise making available the corporate communication to the relevant holders of its securities using electronic means and any requirement in the GEM Listing Rules that a corporate communication of a listed issuer must be in printed form may be satisfied by the corporate communication being in electronic format. Notwithstanding the foregoing, all listed issuers availing themselves of the provisions of this rule 16.04A must, irrespective of their place of incorporation, comply with a standard which is no less onerous than that imposed from time to time in this regard under Hong Kong law for listed issuers incorporated in Hong Kong.

- (2) The corporate communication may be sent or otherwise made available by the listed issuer to a holder of its securities using electronic means only where the listed issuer has previously received from that holder an express, positive confirmation in writing that the holder wishes to receive or otherwise have made available to the holder the corporate communication by the means and in the manner proposed by the listed issuer.

(3) A listed issuer which, availing itself of this rule 16.04A, sends or otherwise makes available a corporate communication to holders of its securities using electronic means must afford holders the right at any time by reasonable notice in writing served on the listed issuer to change their choice as to whether they wish to receive corporate communications in printed form or using electronic means. The listed issuer must set out in each such corporate communication the steps for notifying the listed issuer of any such change together with a statement expressly informing holders that:

(a) holders may at any time choose to receive corporate communications either in printed form or using electronic means; and

(b) holders who have chosen to receive the corporate communication using electronic means and who for any reason have difficulty in receiving or gaining access to the corporate communication will promptly upon request be sent the corporate communication in printed form free of charge.

(4) All corporate communications which a listed issuer has, availing itself of this rule 16.04A, made available to holders of its securities by publication on its website must be made in accordance with the publication requirements contained in rule 16.19, which requirements shall apply to such corporate communications.

*Note: It is the sole responsibility of the listed issuer to ensure that any proposed arrangement is permitted under, and that the listed issuer will at all times comply with, all applicable laws and regulations and the listed issuer's own constitutional documents (including, in the case of a listed issuer incorporated outside Hong Kong, a standard which is no less onerous than that imposed from time to time under Hong Kong law for listed issuers incorporated in Hong Kong as referred to in (1) above).*

16.04B(1) Any requirement in the GEM Listing Rules for a listed issuer to send, mail, dispatch, issue, publish or otherwise make available any corporate communication in both English and Chinese may, where the listed issuer has made adequate arrangements to ascertain whether or not a holder of its securities wishes to receive the English language version only or the Chinese language version only and to the extent permitted under applicable laws and regulations and the listed issuer's own constitutional documents, be satisfied by the listed issuer sending the English language version only or the Chinese language version only (in accordance with the holder's stated wish) to the holder concerned. Any arrangement by the listed issuer to ascertain a holder's wish must afford the holder the choice of receiving the English language version only, the Chinese language version only or both the English language version and the Chinese language version.

(2) A listed issuer which, availing itself of this Rule 16.04B, sends the English language version only or the Chinese language version only of a corporate communication to holders of its securities must afford holders the right at any time by reasonable notice in writing served on the listed issuer to change their choice as to whether they wish to receive the English language version only, the Chinese language version only or both the English language version and the Chinese language version. The listed issuer must set out in each such corporate communication the steps for notifying the listed issuer of any such change together with a statement expressly informing holders that they may at any time choose to receive the English language version only, the Chinese language version only or both the English language version and the Chinese language version notwithstanding any wish to the contrary previously conveyed to the listed issuer.

Note: By way of an example and without prejudice to the generality of the above, the Exchange will normally regard as adequate an arrangement along the following lines:

- (1) A letter, together with a pre-paid reply form (the "First Letter") in both English and Chinese, is sent by the listed issuer to holders of its securities to enable them to select either an English language version or a Chinese language version or both versions of the corporate communication. The First Letter clearly explains the consequential arrangement (see (3) below) if no reply is received from such holders by a certain date (the "Deadline").
- (2) The listed issuer sends the selected language version of the corporate communication to those holders who have made a selection.
- (3) If no reply is received on or before the Deadline, the following arrangements apply, where applicable :—
  - (a) the English language version of the corporate communication is sent to: (i) all overseas holders; and (ii) all Hong Kong holders other than natural persons with a Chinese name; and
  - (b) the Chinese language version of the corporate communication is sent to all Hong Kong holders who are natural persons with a Chinese name.

Whether a holder is a Hong Kong or an overseas person will be determined by his or its address as appearing in the listed issuer's register of securities holders.

- (4) When the corporate communication is sent out according to the arrangements set out in (3) above, a letter, together with a pre-paid request form (the "Second Letter") in both English and Chinese, is attached to or printed at some prominent place in the sent out versions of the corporate communication stating that the corporate communication prepared in the other language will be available upon request.
- (5) Both the English language version and the Chinese language version of the corporate communication is made available on the listed issuer's website in an accessible format and a copy in electronic format of the corporate communication in both languages is submitted to the Exchange in accordance with the publication requirements of Chapter 16.
- (6) The listed issuer provides a dial-up hotline service or other equivalent public communication channel acceptable to the Exchange to enable holders to make enquiry of the listed issuer's proposed arrangements.
- (7) The First Letter and the Second Letter mention that the corporate communication will be available in both languages on the listed issuer's website and a dial-up hotline service or other equivalent public communication channel will be provided as mentioned in (5) and (6) respectively.
- (8) The listed issuer makes a public announcement stating the proposed arrangements at the same time as the First Letter is dispatched to holders.

16.04C All listing documents published by a new applicant must be in printed form. However, a new applicant may, to the extent permitted under applicable laws and regulations and the new applicant's own constitutional documents, make additional copies available to the public in electronic format on CD ROM (together with the relative application form in electronic format on the same CD ROM) (the "CD ROM Method"). Where the new applicant has its own website, it must also make additional copies available to the public in electronic format through publication of the listing document (together with the relative application form) on its website in accordance with the publication requirements of rule 16.19 (the "Website Method").

Where the new applicant has made additional copies available using either or both of the CD ROM Method and the Website Method, the new applicant must ensure that:

- (a) the CD ROM and/or (as the case may be) the page on the new applicant's own website where additional copies of the listing document and relative application form are made available include(s):
  - (i) a confirmation that the contents of the listing document and relative application form in electronic format are identical with the contents of the listing document and application form in printed form; and
  - (ii) a confirmation that the listing document and relative application form are also available in printed form and addresses of the locations where they are available; and
- (b) any supplemental listing documents or subsequent amendments to the listing document are also made available in both printed form and electronic format (using the same method(s), that is, the CD ROM Method and/or the Website Method, as was/were used when the main or first listing document was published) and the new applicant must also comply with the requirements of (a) above with all references to "listing document" and "application form" being construed as references to the supplemental listing document or subsequent amendment to the listing document and the relative application form.

### **Publication on the GEM website**

16.17 After the GEM Listing Division has confirmed that it has no further comments on any draft announcement, notice or other document, the issuer must submit the cleared version to the Exchange, for publication on the GEM website, together with a written confirmation from or on behalf of the issuer that such version is the cleared version. The cleared version must be submitted in sufficient time so as to enable it to be published on the GEM website in accordance with any time limit prescribed by the GEM Listing Rules. For any announcement, notice or other document required by the GEM Listing Rules to be published on the GEM website but which is not required to be cleared by the Exchange, the issuer must submit the final version of the document, together with a written confirmation from or on behalf of the issuer that the document is required to be published by the issuer.

*Notes: 1 The cleared version of any announcement or notice must be received by the Exchange before 7.30 p.m. on any business day, if it is to be published on the GEM website not later than 9.30 a.m. on the following business day. Issuers must accordingly bear in mind the time required before that, to comment on and clear the form of any announcement or notice in sufficient time to submit the cleared version to the Exchange by 7.30 p.m.*

*2 All corporate communications required of a listed issuer under the GEM Listing Rules must be received by the Exchange before 7.30 p.m. on the day they are sent by the listed issuer to holders of any of its listed securities (or, where such day is not a business day, before 7.30 p.m. on the business day immediately preceding such day).*

3 *All documents required to be published under the GEM Listing Rules by a new applicant in connection with its application for listing must be received by the Exchange before 7.30 p.m. on the day they are published by the new applicant (or, where such day is not a business day, before 7.30 p.m. on the business day immediately preceding such day).*

16.19 The issuer shall publish on its own website (if any) the cleared version (if clearance by the Exchange is required) or the final version (if clearance by the Exchange is not required) of any announcement, notice or other document submitted by the issuer for publication on the GEM website, provided always that publication on its own website may not be effected prior to publication on the GEM website. The issuer must ensure that any document so published remains available on its website on a continuous basis for at least 5 years from the date of first publication.

# Chapter 17

## EQUITY SECURITIES

### CONTINUING OBLIGATIONS

#### Announcements, circulars and other documents

*Forwarding of documents, circulars, etc.*

17.57 An issuer shall forward to the Exchange:—

- (1) ~~100~~ 25 copies of each of the English language version and the Chinese language version of:
  - (a) all circulars to holders of the issuer's listed securities; and
  - (b) its annual report and accounts; and
  - (c) its half-year and quarterly reports.

at the same time as they are despatched to holders of the issuer's listed securities with registered addresses in Hong Kong;

*Note: ~~Of these, 10 copies must be delivered to the GEM Listing Division at the address set out in rule 2.21 and the balance must be delivered to the trading floor of the Exchange at 1st Floor, Towers One and Two, Exchange Square, Central, Hong Kong.~~*

- (2) 10 copies of documents relating to takeovers, mergers and offers, notices of meetings, forms of proxy, reports, announcements or other similar documents at the same time as they are issued; and
- (3) 10 certified copies of all resolutions of the issuer including resolutions concerning any of the matters set out in rules 17.39 to 17.41, other than resolutions concerning any other routine business at an annual general meeting, within 15 days after they are passed.

*Notes: 1 Wherever practicable, the issuer should provide the Exchange and shareholders with such reasonable number of additional copies of these documents as the Exchange and shareholders may request.*

*2 The copies referred to in Note 1 above may be in photocopied form, provided always that such copies are all complete and legible.*

*Circulars to holders of securities*

17.59 All circulars sent to holders of the issuer's securities must be in the English language and contain be accompanied by a Chinese translation or be in the Chinese language and contain be accompanied by an English translation. ~~If, in the former case the issuer had made adequate arrangements to ascertain whether or not a holder of its listed securities a Chinese translation, it need only send the Chinese translation, to those holders of its listed securities who have requested a Chinese translation.~~ In respect of overseas members, it shall be sufficient for the issuer to mail an English language version of the circular if it contains a prominent statement in both English and Chinese to the effect that a Chinese translation language version of the circular is available from the issuer, on request.

17.60 An issuer shall:—

- (1) as soon as practicable following a request to HKSCC, and at the expense of the issuer, send to any non registered holder (by means permitted by the GEM Listing Rules) copies of any corporate communications; and
- (2) forward to each participant, other than a broker participant, regardless of whether the participant is a member of the issuer, one copy of each of the corporate communications of the issuer that relate to the relevant Eligible Security, at the same time as they are despatched to the holders of those securities with registered addresses in Hong Kong. Whenever practicable, an issuer should provide a participant with such reasonable number of additional copies of these documents as the participant requests in advance and undertakes to forward to its bona fide clients who have beneficial interests in those Eligible Security.

Notes: 1 For the purpose of this rule, the following terms have the following meanings:—

*“broker participant”* a participant admitted to participate in CCASS as a broker participant;

~~*“corporate communications”*~~ ~~documents issued by the issuer for the information or action of its holders including but not limited to:—~~

~~(a) the directors’ report and its annual accounts together with a copy of the auditors’ report thereon;~~

~~(b) the half-year and quarterly reports;~~

~~(c) notices of meetings;~~

~~(d) listing documents; and~~

~~(e) and circulars or other documents required by the GEM Listing Rules to be sent to holders of the issuer’s listed securities;~~

*“non registered holder”* such a person or company whose listed securities are held in CCASS, directly or through a participant, and who has notified the issuer from time to time, through HKSCC, that such person or company wishes to receive corporate communications; and

*“participant”* a person or company admitted for the time being by HKSCC as a participant of CCASS.

2 HKSCC will provide listed issuers with up to date lists of participants other than broker participants.

# Chapter 18

## EQUITY SECURITIES

### FINANCIAL INFORMATION

#### Annual reports

##### *Distribution*

18.03 The listed issuer shall send to:—

- (1) every member of the listed issuer; and
- (2) every other holder of its listed securities,

a copy of the directors' report and its annual accounts and, where the listed issuer prepares group accounts, the group accounts, together with a copy of the auditors' report thereon, not less than 21 days before the date of the listed issuer's annual general meeting and not more than 3 months after the date upon which the financial period ended.

Nothing in this rule shall require the listed issuer to send any of the documents referred to therein to:—

- (a) a person of whose address the listed issuer is unaware; or
- (b) more than one of the joint holders of any of its listed securities.

Notes: 1 *“Group accounts,” for the purposes of a Hong Kong listed issuer, has the meaning ascribed to it under section 124(1) of the Companies Ordinance.*

2 *The directors' report, auditors' report and annual accounts (including group accounts) must be in the English language and must be accompanied by a Chinese translation or be in the Chinese language accompanied by an English translation. ~~If, in the former case, the listed issuer has made adequate arrangements to ascertain whether or not a holder of its listed securities requires a Chinese translation, it need only send the Chinese translation to those holders of its listed securities who have requested a Chinese translation.~~ In respect of overseas members, it shall be sufficient for the listed issuer to mail an English language version of its directors' report, auditors' report and annual accounts if such documents contain a prominent statement in both English and Chinese to the effect that a Chinese translation is available from the listed issuer, on request.*

3 *Section 122 of the Companies Ordinance requires the annual accounts of a Hong Kong listed issuer which are laid before the listed issuer at its annual general meeting to be made up to a date falling not more than 6 months before the date of the meeting. An overseas issuer (including for such purposes, a PRC issuer) must make up its annual accounts to a date not more than 6 months before the date of its annual general meeting.*

4 *The Exchange may at its discretion suspend dealings in or cancel the listing of the securities of the listed issuer if it falls into arrears in the issue of its directors' report and accounts. If the listed issuer has significant interests outside Hong Kong it may*

apply for an extension of the 6 month period. However, the attention of a Hong Kong listed issuer is drawn to section 122 (1B) of the Companies Ordinance which requires any extension of the time limit to be approved by the High Court.

- 5 The listed issuer must send ~~100~~ 25 copies of each of the English language version and the Chinese language version of the directors' report and annual accounts to the Exchange at the same time as they are sent to holders of the listed issuer's listed securities with registered addresses in Hong Kong (see rule 17.57).

### **Half-year reports**

#### *Obligation to prepare and publish*

- 18.54 As soon as reasonably practicable after publishing any half-year report, the listed issuer shall send a copy of the same to the persons specified in rule 18.03.

*Note: The issuer must send ~~100~~ 25 copies of each of the English language version and the Chinese language version of the relevant half-year report to the Exchange at the same time as it is sent to the holders of its listed securities with registered addresses in Hong Kong (see rule 17.57).*

### **Quarterly reports**

#### *Obligation to prepare and publish*

- 18.67 As soon as reasonably practicable after publishing any quarterly report, the listed issuer shall send a copy of the same to the persons specified in rule 18.03.

*Note: The issuer must send ~~100~~ 25 copies of the relevant quarterly report to the Exchange at the same time as it is sent to the holders of its listed securities with registered addresses in Hong Kong (see rule 17.57).*

# Chapter 28

## DEBT SECURITIES

### (OTHER THAN SELECTIVELY MARKETED SECURITIES)

#### APPLICATION PROCEDURES AND REQUIREMENTS

##### Documentary requirements

*After notification of listing approval but before the date of issue of the listing document*

28.14 On or before the date of issue of the listing document, the following documents must be supplied to the Exchange:—

- (1) in the case of a new applicant or a listed issuer proposing to issue a listing document of the type referred to in rule 6.58(1) within the minimum period referred to in rule 6.01 or any period fixed for the purposes of rule 6.02 during which the issuer or the issuer's holding company is required to appoint a Sponsor, the signed declaration in the form set out in Appendix 7J as referred to in rule 6.57;
- (2)
  - (a) 7 copies of the listing document, one of which must be dated and signed by every person who is named therein as a director or proposed director of the issuer and any guarantor or by his agent authorised in writing;
  - (b) 7 copies of the formal notice, where applicable;
  - (c) 7 copies of any application form (including any excess or preferential application form) to subscribe or purchase the debt securities for which listing is sought; and
  - (d) where any document referred to in (a) above is signed by an agent, a certified copy of the authorisation for such signature;
- (3) a certified copy of every letter, report, financial statement, statement of adjustments, valuation, contract, resolution or other document any part of which is extracted or referred to in the listing document;
- (4) a certified copy of the written consent by any expert to the issue of the listing document with the inclusion therein of the following in the form and context in which they are included:—
  - (a) a statement purporting to be a copy of or extract from or summary of or reference to a report or valuation or other statement by such expert; and
  - (b) any recommendation by such expert in relation to acceptance or rejection of an offer or proposal; and
- (5) ~~100~~ 25 copies of each of the English language version and the Chinese language version of the listing document and related application form (including any excess application form). ~~Three clear business days after delivery of the copies of the listing document, the issuer may have returned to it any copies which have not been distributed by the Exchange.~~

*Note: Of the 100 copies referred to in sub-paragraph (5) of this rule, 7 copies must be delivered to the GEM Listing Division at the address set out in rule 2.21 and the balance must be delivered to the trading floor of the Exchange at 1st Floor, Towers One and Two, Exchange Square, Central, Hong Kong.*

# Chapter 29

## DEBT SECURITIES

### (OTHER THAN SELECTIVELY MARKETED SECURITIES)

#### LISTING DOCUMENTS

##### Preliminary

29.02 Issuers are reminded (see rule 28.05) that the final proof of the listing document must be lodged with the Exchange at least 4 clear business days before the provisional hearing date. No material amendment to the final proof of the listing document will be allowed without the consent of the Exchange.

29.02A Any document required under the GEM Listing Rules to be published by a new applicant or guarantor in connection with the application for listing, including but not limited to any announcement (including notice) and any listing document, must be published in accordance with the publication requirements contained in Chapter 16, unless otherwise stated.

##### Language and format

29.15 Every listing document must be in the English language and ~~contain~~ be accompanied by a Chinese translation or be in the Chinese language and ~~contain~~ be accompanied by an English translation except that, in the case of a new applicant, the English language version of the listing document may be distributed separately from its Chinese translation or the Chinese language version of the listing document may be distributed separately from its English translation (as the case may be) provided that both are available at each place where, and for so long as, the distribution of such documents takes place.

##### Publication

29.21 The issuer must make sufficient copies of the listing document available to the public, free of charge, at the address(es) referred to in rule 29.19(4) to satisfy public demand for a reasonable period (in the case of an offer for subscription or offer for sale, not being less than the offer period and, in every other case, not being less than 14 days) from the date on which the formal notice is published. In all cases where the listing document is published in the newspapers, it must be accompanied by a statement that copies of the listing document are available to the public at a stated address(es) for a similar period.

29.21A All listing documents published by a new applicant must be in printed form. However, a new applicant may, to the extent permitted under applicable laws and regulations and the new applicant's own constitutional documents, make additional copies available to the public in electronic format on CD ROM (together with the relative application form (if any) in electronic format on the same CD ROM) (the "CD ROM Method"). Where the new applicant has its own website, it must also make additional copies available to the public in electronic format through publication of the listing document (together with the relative application form (if any)) on its website in accordance with the publication requirements of rule 16.19 (the "Website Method").

Where the new applicant has made additional copies available using either or both of the CD ROM Method and the Website Method, the new applicant must ensure that:

- (a) the CD ROM and/or (as the case may be) the page on the new applicant's own website where additional copies of the listing document and relative application form (if any) are made available include(s):
  - (i) a confirmation that the contents of the listing document and relative application form (if any) in electronic format are identical with the contents of the listing document and application form (if any) in printed form; and
  - (ii) a confirmation that the listing document and relative application form (if any) are also available in printed form and addresses of the locations where they are available; and
- (b) any supplemental listing documents or subsequent amendments to the listing document are also made available in both printed form and electronic format (using the same method(s), that is, the CD ROM Method and/or the Website Method, as was/were used when the main or first listing document was published) and the new applicant must also comply with the requirements of (a) above with all references to "listing document" and "application form" being construed as references to the supplemental listing document or subsequent amendment to the listing document and the relative application form (if any).

# Chapter 30

## DEBT SECURITIES

### SELECTIVELY MARKETED SECURITIES

#### Preliminary

30.05 Issuers are encouraged to contact the Exchange to seek informal and confidential guidance as to the eligibility of a proposed issue for listing at the earliest possible opportunity.

30.05A Any document required under the GEM Listing Rules to be published by a new applicant or guarantor in connection with the application for listing, including but not limited to any announcement (including notice) and any listing document, must be published in accordance with the publication requirements contained in Chapter 16, unless otherwise stated.

#### Application procedures and requirements

##### *Preliminary*

30.28 The following documents must be supplied to the Exchange after notification of listing approval:—

- (1) in the case of a new applicant or a listed issuer proposing to issue a listing document of the type referred to in rule 6.58(1) within the minimum period referred to in rule 6.01 or any period fixed for the purposes of rule 6.02 during which the issuer or the issuer's holding company is required to appoint a Sponsor, the signed declaration in the form set out in Appendix 7J as referred to in rule 6.57;
- (2) on or before the date of issue of the listing document (or such other date as the Exchange may agree):—
  - (a)
    - (i) 7 copies of the listing document, one of which must be dated and signed by a duly authorised officer of the issuer and the guarantor, in the case of a guaranteed issue, or by 2 members of an issuer's governing body in the case of an overseas issuer or by their agents authorised in writing;
    - (ii) where any document referred to in (a) above is signed by an agent, a certified copy of the authorisation for such signature;
  - (b) a certified copy of every letter, report, financial statement, statement of adjustments, valuation, contract, resolution or other document any part of which is extracted or referred to in the listing document;
  - (c) a certified copy of the written consent by any expert to the issue of the listing document with the inclusion therein of a statement purporting to be a copy of or extract from or summary of or reference to a report or valuation or other statement by such expert in the form and context in which they are included;
  - (d) 100 25 copies of each of the English language version and the Chinese language version (if any) of the listing document to be supplied to the trading floor of the Exchange; and

- (3) in the case of a listing document which constitutes a prospectus under the Companies Ordinance, the following documents (lodged with the Exchange by no later than 11:00 a.m. on the intended date of authorisation of the prospectus):—
- (a) an application for authorisation for registration of the prospectus pursuant to section 38D(3) or section 342C(3) of the Companies Ordinance (as the case may be);
  - (b) 2 printed copies of the prospectus, duly signed in accordance with section 38D(3) or section 342C(3) of the Companies Ordinance (as the case may be) and having endorsed thereon or annexed thereto the documents stipulated by the relevant section;
  - (c) in respect of a Chinese translation of the prospectus, a certificate issued by the translator certifying that the Chinese translation of the English version of the prospectus is true and accurate or in respect of an English translation of the prospectus, a certificate issued by the translator certifying that the English translation of the Chinese version of the prospectus is true and accurate; and in either case, a certificate issued by a competent officer of the Sponsor certifying that the translator is competent to have given the certificate as to translations in respect of the prospectus documents; and
  - (d) the powers of attorney or other authority pursuant to which the prospectus is signed, together with one certified copy of each such power or authority.
- (4) on or before the date that permission to deal becomes effective:—
- (a) the completed company information sheet in the prescribed form set out in Appendix 5F, submitted in the electronic format specified by the Exchange from time to time, for publication on the GEM website, together with a hard copy duly signed by or on behalf of each of the directors of the issuer; and
- Note: This requirement does not relate to the guarantor, in the case of a guaranteed issue, unless the guarantor is itself a listed issuer.*
- (b) a copy of the relevant page(s) of any newspaper circulating in Hong Kong in which any formal notice was published (if any).

### **Listing documents**

- 30.33 (1) A listing document must be in the English language and ~~contain~~ **be accompanied by** a Chinese translation or be in the Chinese language and ~~contain~~ **be accompanied by** an English translation except that, in the case of a new applicant, the English language version of the listing document may be distributed separately from its Chinese translation or the Chinese language version of the listing document may be distributed separately from its English translation (as the case may be) provided that both are available at each place where, and for so long as, the distribution of such documents takes place;
- (2) All documents furnished by an issuer to the Exchange, including accounts, which are in a language other than English or Chinese must be accompanied by a certified English or Chinese translation. If the Exchange so requires, an additional translation must be prepared in Hong Kong at the issuer's expense by such person or persons as the Exchange shall specify; ~~and~~

(3) All listing documents published by a new applicant must be in printed form. However, a new applicant may, to the extent permitted under applicable laws and regulations and the new applicant's own constitutional documents, make additional copies available in electronic format on CD ROM (the "CD ROM Method"). Where the new applicant has its own website, it must also make available copies available in electronic format through publication of the listing document on its website in accordance with the publication requirements of rule 16.19 (the "Website Method").

Where the new applicant has made additional copies available using either or both of the CD ROM Method and the Website Method, the new applicant must ensure that:

- (i) the CD ROM and/or (as the case may be) the page on the new applicant's own website where additional copies of the listing document is made available include(s):
  - (aa) a confirmation that the contents of the listing document in electronic format are identical with the contents of the listing document in printed form; and
  - (bb) a confirmation that the listing document is also available in printed form and addresses of the locations where it is available; and
- (ii) any supplemental listing documents or subsequent amendments to the listing document are also made available in both printed form and electronic format (using the same method(s), that is, the CD ROM Method and/or the Website Method, as was/were used when the main or first listing document was published) and the new applicant must also comply with the requirements of (i) above with all references to "listing document" being construed as references to the supplemental listing document or subsequent amendment to the listing document.

# Chapter 31

## DEBT SECURITIES

### CONTINUING OBLIGATIONS

#### Preliminary

31.03 ~~Any announcement required to be made by an issuer or guarantor pursuant to the GEM Listing Rules must be made in accordance with the publication requirements contained in Chapter 16, unless otherwise stated. Unless otherwise stated, the publication requirements contained in Chapter 16 apply to all announcements (including notices) required of an issuer or guarantor under the GEM Listing Rules, all listing documents, annual reports and accounts, half-year and quarterly reports and circulars to holders of its listed securities required of an issuer under the GEM Listing Rules and all other documents which are corporate communications required of an issuer under the GEM Listing Rules.~~

31.03A An issuer of listed debt securities may avail itself of the provisions of rule 16.04A.

31.03B An issuer of listed debt securities may avail itself of the provisions of rule 16.04B.

#### Announcements, circulars and other documents

*Forwarding of documents, circulars, etc.*

31.21 The issuer shall forward to the Exchange:—

- (1) ~~100~~ 25 copies of each of the English language version and the Chinese language version of:—
  - (a) all circulars to holders of its listed debt securities at the same time as they are issued;
  - (b) the annual report and accounts at the same time as they are despatched to the holders of its listed debt securities with registered addresses in Hong Kong; and
  - (c) any half-year or quarterly report prepared by the issuer as soon as possible after it has been approved by the board of directors of the issuer;

*Note: Wherever practicable the issuer should provide the Exchange with such reasonable number of additional copies of these documents as the Exchange may request.*

- (2) 7 copies of notices of meetings, forms of proxy, notices by advertisement to holders of its bearer debt securities, reports, announcements or other similar documents at the same time as they are issued; and
- (3) 7 certified copies of all resolutions of the holders of listed debt securities, within 15 days after they are passed.

## Financial information

### *Distribution of annual report and accounts*

31.38 (1) If the issuer is incorporated or otherwise established in Hong Kong it shall send to:—

- (a) the trustee or fiscal agent in respect of its listed debt securities; and
- (b) every holder of its listed debt securities not being bearer debt securities),

a copy of its annual report including its annual accounts and, where the issuer prepares group accounts within the meaning of section 124(1) of the Companies Ordinance, the group accounts, not less than 21 days before the date of the issuer's annual general meeting.

(2) Nothing in rule 31.38(1) shall require the issuer to send any of the documents referred to therein to:—

- (a) a person of whose address the issuer is unaware; or
- (b) more than one of the joint holders of any of its listed debt securities.

*Notes: 1 The directors' report, auditors' report and annual accounts must be in the English language and must be accompanied by a Chinese translation or be in the Chinese language accompanied by an English translation.*

*2 Section 122 of the Companies Ordinance requires the annual accounts of a Hong Kong issuer which are laid before the issuer at its annual general meeting to be made up to a date falling not more than 6 months before the date of the meeting.*

*3 The Exchange may at its discretion suspend dealings in or cancel the listing of the debt securities of companies which fall into arrears in the issue of its directors' report and accounts. If the listed issuer has significant interests outside Hong Kong it may apply for an extension of the 6 month period. However, attention of a Hong Kong listed issuer is drawn to section 122(1B) of the Companies Ordinance which requires any extension of the time limit to be approved by the High Court.*

*4 The issuer must send ~~100~~ 25 copies of each of the English language version and the Chinese language version of the directors' report and annual accounts to the Exchange at the same time as they are sent to the holders of the issuer's listed debt securities with registered addresses in Hong Kong (see rule 31.21).*

## **Appendix 3**

### **ARTICLES OF ASSOCIATION**

#### **As regards Accounts**

5. That a **printed** copy of the directors' report, accompanied by the balance sheet (including every document required by law to be annexed thereto) and profit and loss account or income and expenditure account, shall, at least 21 days before the date of the general meeting, be delivered or sent by post to the registered address of every member.

*(Note 3)*