

Chapter 9

GENERAL

SUSPENSION AND RESUMPTION OF DEALINGS, CANCELLATION AND WITHDRAWAL OF LISTING

Resumption

9.11 In the case of a suspension pending an announcement of any matter which is or may be of a price sensitive nature, the issuer shall use its reasonable endeavours to issue the announcement before commencement of the next half-day trading session on GEM (or before ~~9:30 a.m.~~ the time that is 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the next business day in the case of an announcement of a notifiable transaction (see rule 19.33) or a connected transaction (see rule 20.35)). In circumstances where it is not possible, for whatever reason, to issue the announcement within this time scale, the issuer shall, if requested to do so by the Exchange:—

- (1) issue a “holding” announcement on the GEM website, before commencement of the next half-day trading session on GEM; and
- (2) request a resumption of dealings in its securities with effect from commencement of the next half-day trading session on GEM.

Notes: 1 Any holding announcement required for the purpose of this rule, should be in substantially the following form:—

“This announcement is made at the request of The Stock Exchange of Hong Kong Limited. The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

The directors of [] are aware that there remains outstanding information relating to the Company which is or may be of a price sensitive nature and which it is not practicable to publish at this time.

An announcement concerning this information will be made in due course, at the soonest practicable opportunity.

As required pursuant to the GEM Listing Rules, the Company has requested the resumption of dealings in its securities with effect from [].

In the meantime, investors are advised to exercise caution when dealing in the securities of the Company.

Made by order of the Board of [], the directors of which collectively and individually accept responsibility for the accuracy of this announcement.”

- 2 *A holding announcement of the type referred to in Note 1 above must be published in accordance with the requirements of Chapter 16.*

Chapter 13

EQUITY SECURITIES

RESTRICTIONS ON PURCHASE, DISPOSAL AND SUBSCRIPTION

Restrictions and notification requirements on issuers purchasing their own shares on a stock exchange

Reporting requirements

13.13 An issuer shall:—

- (1) report to the Exchange not later than ~~9:30 a.m.~~ 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the business day following any day on which the issuer makes a purchase of shares (whether on GEM or otherwise), the total number of shares purchased by the issuer the previous day, the purchase price per share or the highest and lowest prices paid for such purchases, where relevant, and shall confirm that those purchases which were made on GEM were made in accordance with the GEM Listing Rules and that there have been no material changes to the particulars contained in the Explanatory Statement. In respect of purchases made on another stock exchange, the issuer's report must confirm that those purchases were made in accordance with the domestic rules applying to purchases on that other stock exchange. Such reports shall be made in the form set out in Appendix 8 and must be submitted to the Exchange in both hard copy and electronic format in the manner determined by the Exchange from time to time. In the event that no shares are purchased on any particular day then no return need be made to the Exchange. The issuer should make arrangements with its brokers to ensure that they provide to the issuer in a timely fashion the necessary information to enable the issuer to make the report to the Exchange; and
- (2) include in its annual report and accounts a monthly breakdown of purchases of shares made during the financial year under review showing the number of shares purchased each month (whether on GEM or otherwise) and the purchase price per share or the highest and lowest price paid for all such purchases, where relevant, and the aggregate price paid by the issuer for such purchases. The directors' report shall contain reference to the purchases made during the year and the directors' reasons for making such purchases.

Chapter 16

EQUITY SECURITIES

PUBLICATION REQUIREMENTS

Results of offers, rights issues and placings

16.13 In the case of an offer for subscription, offer for sale or open offer, an announcement of the results of the offer, the basis of allotment of the securities (including the extent to which securities have been allotted to the underwriters (if any) and their associates) and, where relevant, the basis of any acceptance of excess applications must be published on the GEM website as soon as possible, but in any event not later than ~~9:30 a.m.~~ 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the business day following the date on which the allotment letters or other relevant documents of title are posted.

Notes: 1 The announcement should include information regarding the spread of applications and basis of allocation.

2 For the purposes of rules 16.13 and 16.15, "associate" shall have the same meaning as set out in the definition of associate in rule 1.01, save that it shall be construed as applying to underwriters.

3 In case of a new class of securities to be listed, the announcement should include the minimum prescribed percentage applicable to that class of securities pursuant to rule 11.23 if such information has not been previously disclosed.

16.14 In the case of an offer for subscription or an offer for sale by tender, an announcement of the striking price must be published on the GEM website as soon as possible, but in any event not later than ~~9:30 a.m.~~ 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the business day following the date on which the allotment letters or other relevant documents of title are posted.

16.15 In the case of a rights issue, an announcement of the results of the issue (including the extent to which securities have been allotted to the underwriters (if any) and their associates) and of the basis of any acceptance of excess applications must be published on the GEM website as soon as possible, but in any event not later than ~~9:30 a.m.~~ 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the business day following the date on which the allotment letters or other relevant documents of title are posted.

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.~~ 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session 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).*

Chapter 17

EQUITY SECURITIES

CONTINUING OBLIGATIONS

General matters relevant to the issuer's securities

Announcement of issues of securities

17.30 Before ~~9.30 a.m.~~ the time that is 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the next business day following the date on which the directors agree to issue any securities for cash under the authority of a general mandate granted to them by the shareholders in accordance with rule 17.41(2), an issuer shall announce the following information:—

- (1) the name of the issuer;
- (2) the number, class and aggregate nominal value of the securities agreed to be issued;
- (3) the proposed use of the proceeds;
- (4) the issue price of each security and the basis for determining the same;
- (5) the net price to the issuer of each security;
- (6) the reasons for making the issue;
- (7) the names of the allottees, if fewer than 6 in number and, in the case of 6 or more allottees details of such allottees in accordance with rule 10.12(4);
- (8) the market price of the securities concerned on a named date, being the date on which the terms of the allotment were fixed;
- (9) the conditions to which the issue is subject or a negative statement if applicable; and
- (10) any other material information with regard to the issue (including any restrictions on the ability of the issuer to issue further securities or any restrictions on the ability of the allottees to dispose of shares issued to them or any restrictions on the ability of existing shareholders to dispose of their securities arising in connection with the allotment).

Purchase of securities

17.35 An issuer shall submit to the Exchange for publication a completed share buy-back report, in the form set out in Appendix 8, as soon as practicable after any purchase, sale, drawing or redemption by the issuer, or any member of the group, of its listed securities (whether on the Exchange or otherwise) and the Exchange may disseminate such information to such persons and in such manner as the Exchange thinks fit.

- Notes: 1 *Purchases by the issuer of its own securities (whether on the Exchange or otherwise) must be notified to the Exchange by 9.30 a.m. not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the business day following dealing. The information given should include the number of securities purchased and the purchase price per security or the highest and lowest prices paid, where relevant. In this regard, reference is made to the provisions of rule 13.13.*
- 2 *Issuers may only purchase their own securities on the Exchange in accordance with the provisions of Chapter 13 of the GEM Listing Rules (amended in the case of a PRC issuer by the provisions of Chapter 25).*

Chapter 19

EQUITY SECURITIES

TRANSACTIONS

Requirements for all transactions

Notification and announcement

19.33 As soon as the terms of a share transaction, discloseable transaction, major transaction, very substantial acquisition or reverse takeover have been agreed, the listed issuer must in each case:—

- (1) inform the Exchange; and

Note: Under rule 17.10, a listed issuer's notification obligations in respect of information expected to be price-sensitive arise as soon as that information is the subject of a decision.

- (2) send to the Exchange a draft announcement. Once the announcement has been amended to take account of the Exchange's comments, the listed issuer must submit the announcement to the Exchange to be published on the GEM website before 9:30 a.m. the time that is 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the next business day. See also rule 19.35. Pursuant to rule 17.57, the listed issuer must forward 10 copies, as cleared by the Exchange, at the same time as it is issued.

Chapter 20

EQUITY SECURITIES

CONNECTED TRANSACTIONS

Announcement requirements

20.35 Listed issuers proposing to enter into a transaction which is subject to announcement requirements or a continuing connected transaction must:—

- (1) inform the Exchange at an early stage;

Note: Under rule 17.10, a listed issuer's notification obligations in respect of information expected to be price-sensitive arise as soon as that information is the subject of a decision.

- (2) deliver to the Exchange a draft announcement. Once the announcement has been amended to take account of the Exchange's comments, the listed issuer must submit the announcement to the Exchange to be published on the GEM website before 9:30 a.m. the time that is 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the next business day; and

Notes: 1 Pursuant to rule 17.57, the listed issuer must forward to the Exchange 10 copies of such announcement as cleared by the Exchange at the same time as it is issued.

2 Where the connected transaction is also a share transaction, major transaction, very substantial acquisition, or a reverse takeover, rule 19.35 (requirement for short suspension of dealings) also applies where the required announcement has not been published before trading begins on the next business day,

- (3) comply with rule 20.34 (the reporting requirements).

Chapter 29

DEBT SECURITIES

(OTHER THAN SELECTIVELY MARKETED SECURITIES)

LISTING DOCUMENTS

Publication

29.22 In the case of an offer for subscription or an offer for sale, an announcement of the results of the offer, the basis of allotment of the debt securities (including the extent to which securities have been taken up by the underwriters (if any) and their associates) and the amount actually issued if not underwritten must be published on the GEM website, in accordance with the requirements of Chapter 16, as soon as possible but, in any event, not later than ~~9:30 a.m.~~ 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the business day following the date on which the allotment letters or other documents of title are posted.

Note: For the purposes of this rule, "associate" shall have the same meaning as set out in the definition of associate in rule 1.01, save that it shall be construed as applying to underwriters.

29.23 In the case of an offer for subscription or an offer for sale by tender, an announcement of the striking price must be published on the GEM website, in accordance with the requirements of Chapter 16, as soon as possible but, in any event, not later than ~~9:30 a.m.~~ 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the business day following the date on which the allotment letters or other documents of title are posted.

Appendix 2

DOCUMENTS OF TITLE

Part A

Temporary Documents of Title

Equity securities

5. Letters of regret should preferably be issued simultaneously with, but in any event not later than three business days after, the issue of letters of allotment or letters of rights. In the event of it being impossible to issue letters of regret at the same time as the allotment letters or letters of rights, a notice to that effect must be published in accordance with Chapter 16 not later than ~~9.30 a.m.~~ 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the business day following the date on which the allotment letters or letters of rights are posted.