

**Submitted via Qualtrics**

**JINGTIAN & GONGCHENG LLP**

**Company/Organisation view**

**Law Firm**

**Question 1.1(a)**

**Do you agree with our proposal to exclude securities that do not contribute to an open market in trading in Hong Kong from the calculation of the public float by requiring the public float percentage of securities new to listing be calculated normally by reference to the total number of securities of that class only (as set out in paragraph 44 of the Consultation Paper)?**

Yes

**Please give reasons for your views and any alternative suggestions.**

Agree. However, it is recommended to clarify whether this proposed new calculation of public float / revised public float requirements would apply to company already listed.

**Question 1.1(b)**

**Do you agree with our proposal to exclude securities that do not contribute to an open market in trading in Hong Kong from the calculation of the public float by in the case of a PRC issuer with no other listed shares, requiring the numerator of its public float percentage to be calculated by reference to its H shares only, such that any shares it has in issue that are in the class to which H shares belong would only be included in the denominator (as set out in paragraph 45 of the Consultation Paper)?**

Yes

**Please give reasons for your views and any alternative suggestions.**

Agree. However, it is recommended to clarify whether this proposed new calculation of public float / revised public float requirements would apply to company already listed.

**Question 1.1(c)**

**Do you agree with our proposal to exclude securities that do not contribute to an open market in trading in Hong Kong from the calculation of the public float by in the case of a PRC issuer with other listed shares (e.g. A shares listed on a PRC stock exchange), requiring the numerator of its public float percentage to be calculated by reference to its H shares only, such that any other listed shares it has in issue would only be included in the denominator (as set out in paragraph 45 of the Consultation Paper)?**

Yes

**Please give reasons for your views and any alternative suggestions.**

Agree. However, it is recommended to clarify whether this proposed new calculation of public float / revised public float requirements would apply to company already listed.

**Question 1.1(d)**

**Do you agree with our proposal to exclude securities that do not contribute to an open market in trading in Hong Kong from the calculation of the public float by in the case of an issuer with other share class(es) listed overseas, requiring the numerator of its public float percentage at listing to be calculated by reference to only the shares of the class for which listing is sought in Hong Kong, such that any shares of other classes it has in issue would only be included in the denominator (as set out in paragraph 46 of the Consultation Paper)?**

Yes

**Please give reasons for your views and any alternative suggestions.**

Agree. However, it is recommended to clarify whether this proposed new calculation of public float / revised public float requirements would apply to company already listed.

**Question 1.2**

**Do you agree with our proposal to modify the requirement of MB Rule 8.09(1) (GEM Rule 11.23(2)(a)) to clarify that the minimum market value in public hands requirement applies to the securities for which listing is sought (as set out in paragraph 47 of the Consultation Paper)?**

Yes

**Please give reasons for your views and any alternative suggestions.**

**Question 2.1**

**Do you agree that we should exclude from the definition of “the public” any person whose acquisition of securities has been financed by the issuer and any person who is accustomed to take instructions from the issuer (as set out in paragraph 64 of the Consultation Paper)?**

Yes

**Please give reasons for your views and any alternative suggestions.**

Agree, this “extension” is in line with the spirit of current Rule 8.24.

**Question 2.2**

**Do you agree with our proposal to regard shares held by an independent trustee which are granted to independent scheme participants and unvested as shares held in public hands (as set out in paragraph 65 of the Consultation Paper)?**

Yes

**Please give reasons for your views and any alternative suggestions.**

Agree, as these shares are not controlled by the issuer nor its connected person. However, the proposed revision to Rule 8.24 should state clearly whether any connected persons could hold any shares as grantees of the scheme participants (or any threshold like not more than 30% of the total unvested shares of the scheme) for the shares held by the independent trustee to be counted as “public”. In addition, the rules should clarify that whether an independent trustee holds shares of more than 10% of the issuer, i.e. a substantial shareholder under Rule 1.01, on behalf of a number of independent grantees would be regarded as “public”.

**Question 3.1**

**Do you agree that we should replace the current minimum initial public float thresholds with tiered initial public float thresholds according to the expected market value of the class of securities for which listing is sought on the Exchange at the time of listing?**

Yes

**Please give reasons for your views and any alternative suggestions.**

Agree. This proposed revision allows more clarity in the minimum public float requirement upon listing and more certainty when determining the size of offer.

**Question 3.2**

**Do you agree with the proposed tiered initial public float thresholds (as set out in Table 5 of the Consultation Paper)?**

Yes

**Please give reasons for your views and any alternative suggestions.**

Agree. This proposed revision allows more clarity in the minimum public float requirement upon listing and more certainty when determining the size of offer.

**Question 3.3(a)**

**Do you agree that the proposed tiered initial public float thresholds should be applied to any class of equity securities new to listing on the Exchange, except for the initial listing of A+H issuers (and other prescribed types of issuers)?**

Yes

**Please give reasons for your views and any alternative suggestions.**

**Question 3.3(b)**

**Do you agree that the proposed tiered initial public float thresholds should be applied to any class of equity securities new to listing on the Exchange, except for a bonus issue of a new class of securities (as set out in paragraph 79 of the Consultation Paper)?**

Yes

**Please give reasons for your views and any alternative suggestions.**

**Question 3.4**

**Do you agree that all issuers disclose, in their listing documents, the initial public float threshold that is applicable to the class of securities they seek to list on the Exchange?**

Yes

**Please give reasons for your views and any alternative suggestions.**

Agree, this may be a piece of information relevant to potential investors in assessing the liquidity or volatility of the shares after IPO.

### **Question 3.5**

**Do you agree that the same tiered initial public float thresholds (as set out in Table 5 of the Consultation Paper) should be applied to GEM issuers?**

**Please give reasons for your views and any alternative suggestions.**

No views.

### **Question 4.1(a)**

**If our proposed initial public float thresholds (see proposals in Section I.B.1 and Section I.D.1 of Chapter 1 of the Consultation Paper) are supported by the market, we seek views on the appropriate ongoing public float requirements for issuers, subject to the initial public float tiers proposed (see Table 5 in Section I.B.1 of Chapter 1 of the Consultation Paper). Please give reasons for your views and any alternative suggestions.**

Agree. It is consistent with the min public float requirement at the time of IPO and in line with the disclosure in the prospectus, which is the most straightforward approach easy to be understood by shareholders and investors and would avoid creating complex compliance / regulatory issues.

### **Question 4.1(b)**

**If our proposed initial public float thresholds (see proposals in Section I.B.1 and Section I.D.1 of Chapter 1 of the Consultation Paper) are supported by the market, we seek views on the appropriate ongoing public float requirements for: A+H issuers and other prescribed types of**

**issuers (see Section I.D.1 of Chapter 1 of the Consultation Paper).  
Please give reasons for your views and any alternative suggestions.**

Agree. It is consistent with the min public float requirement at the time of IPO and in line with the disclosure in the prospectus, which is the most straight-forward approach easy to be understood by shareholders and investors and would avoid creating complex compliance / regulatory issues.

#### **Question 4.2**

**Should issuers be allowed the flexibility to maintain a lower public float level, after listing, than that required at listing, in view of the issues we have described in the Consultation Paper (see paragraphs 102 to 109 of the Consultation Paper)?**

Yes

**Please give reasons for your views.**

We support this initiative. Generally speaking, regardless the market sentiment which is subject to change from time to time, we are of the view that issuers should be able to enjoy certain flexibility to (i) explain the reasons for the fall of public float after IPO to the satisfaction of their shareholders as a whole; (ii) take necessary rectifications in a reasonable manner without having to suspend the trading upon approval by shareholders or independent shareholders (as the case may be); and (iii) NOT to restore the initial public float if the listed issuers are able to justify sufficient level of public float with shareholders' approval. We may be able to provide further views on this after knowing the details of the "flexibility" proposed by the HKEX.

#### **Question 4.3**

**Should the existing regulatory approach of suspending trading of issuers with public float below a prescribed level (see paragraph 92(c) of the Consultation Paper) be maintained, in view of the issues we have described in the Consultation Paper (see paragraphs 110 to 111 of the Consultation Paper)?**

**Please give reasons for your views.**

Please refer to our response set out in paragraph 4.2 above. It is further submitted that, the minimum public float requirement should be viewed at two separate stages, one being at the time of listing, and the other being post-IPO. In the case of the former, it is sensible for the Stock Exchange to impose

a concept of minimum public float tiered to the classes of securities and their respective market value and/or offering size so that an applicant would have a clear understanding of its eligibility and qualification to apply for a listing. In the case of the latter however, most listed issuers as well as all the potential listed issuers seeking a listing have an expectation for stability of trading on the Hong Kong Stock Exchange and do not wish to have their shares suspended solely as a result of a fall of “minimum public float” especially due to reasons that are by nature short-term. In the case of an issuer with dual-listing, regardless A+H or listing overseas, such suspension requirements under the current regime have in practice over the years given rise to many unnecessary administrative burden and costs and more importantly might have caused negative impact to the interest of shareholders as a whole. It is in this regard highlighted that, in the case of listed issuers, the requirements on public float should be made less stringent and more flexible, allowing shareholders or public shareholders to consider and approve, and providing better support to those listed issuers who are genuinely able and willing to maintain their public float at a reasonable level.

#### **Question 4.4**

**Do you agree that ongoing public float requirements should be applied to shares only (as set out in paragraph 118 of the Consultation Paper)?**

Yes

**Please give reasons for your views and any alternative suggestions.**

#### **Question 4.5**

**Do you agree that an OTC market should be established in Hong Kong (as set out in paragraph 119 of the Consultation Paper)?**

**Please give reasons for your views and any alternative suggestions.**

No views

#### **Question 4.6(a)**

**What are your views on the potential benefits and risks of establishing an OTC market? Please give reasons for your views.**

No views

**Question 4.6(b)**

**What are your views on functions that an OTC market should serve?  
Please give reasons for your views.**

No views

**Question 4.6(c)**

**What are your views on whether such OTC market should be open to  
retail investors? Please give reasons for your views.**

No views

**Question 5.1**

**Do you agree with our proposal to mandate disclosure of actual public  
float in listed issuers' annual reports?**

Yes

**Please give reasons for your views and any alternative suggestions.**

**Question 5.2**

**Do you agree with the details proposed to be disclosed (as set out in  
paragraph 126 of the Consultation Paper), including that only persons  
connected at the issuer level would be required to be identified on an  
individually named basis in the disclosure of shareholding composition  
(as set out in paragraph 126(b)(i)(1) and (2) of the Consultation Paper)?**

Yes

**Please give reasons for your views and any alternative suggestions.**

**Question 5.3**

**Do you agree that issuers should be required to disclose the relevant  
information based on information that is publicly available to the issuer**



**and within the knowledge of its directors (as set out in paragraph 127 of the Consultation Paper)?**

Yes

**Please give reasons for your views and any alternative suggestions.**

Agree. The directors may not in a position to understand all the shareholders' background (in particular in SOEs) in order to confirm which one of them is public or not, and therefore it is reasonable for the rules to define the scope of info that is expected to be used by the directors for this purpose.

### **Question 6.1**

**Do you agree that the Exchange should require a minimum free float in public hands at the time of listing for all new applicants (as set out in paragraph 139 of the Consultation Paper)?**

Yes

**Please give reasons for your views.**

Agree with this initiatives, but recommend to postpone this revision for future consideration. Given the weak market sentiment in the past few years, imposition of any new requirement would create additional uncertainty to the success of an IPO which would hinder the potential applicant to come listing on HKEX. In addition, the imposition of minimum free float requirement would be an additional hurdle for H share listing applicant as all its existing H shareholders (even if they are public) are subject to 12-month lock up under the PRC Laws and therefore none of the existing shareholders could be counted as free float.

### **Question 6.2**

**Do you agree with our proposed initial free float thresholds (as set out in paragraph 140 of the Consultation Paper)?**

**Please give reasons for your views and any alternative suggestions.**

n/a

### **Question 6.3**

**Do you agree with our proposed modification of the initial free float thresholds to PRC issuers (as set out in paragraphs 142 to 143 of the Consultation Paper)?**

**Please give reasons for your views and any alternative suggestions.**

n/a

**Question 6.4**

**Do you agree with our proposal to apply the proposed initial free float requirement to shares only (as set out in paragraph 144 of the Consultation Paper)?**

**Please give reasons for your views and any alternative suggestions.**

n/a

**Question 6.5**

**Do you agree that shares considered to be in public hands that are held by an independent trustee under a share scheme should not be counted towards the proposed initial free float requirement (as set out in paragraph 145 of the Consultation Paper)?**

**Please give reasons for your views and any alternative suggestions.**

n/a

**Question 6.6**

**Do you agree that existing free float related requirements for Biotech Companies and Specialist Technology Companies should be replaced with the proposed initial free float requirement so that the same requirement applies to all issuers (as set out in paragraph 146 of the Consultation Paper)?**

**Please give reasons for your views and any alternative suggestions.**

n/a

**Question 7.1**

**Do you agree with our proposed revised minimum thresholds on shares to be listed on the Exchange for A+H issuers and other prescribed types of issuers (as set out in paragraph 162 of the Consultation Paper)?**

Yes

**Please give reasons for your views and any alternative suggestions.**

**Question 7.2**

**Do you agree that the minimum initial public float thresholds for A+H issuers and other prescribed types of issuers should be the same as the minimum thresholds on shares to be listed on the Exchange (as set out in paragraph 164 of the Consultation Paper)?**

Yes

**Please give reasons for your views and any alternative suggestions.**

**Question 7.3**

**Do you agree with our proposal to remove the minimum market value requirement for the class sought to be listed by issuers with other share class(es) listed overseas and H shares of PRC issuers (as set out in paragraph 166 of the Consultation Paper)?**

Yes

**Please give reasons for your views and any alternative suggestions.**

**Question 8**

**In respect of the lock-up requirement on IPO securities placed to cornerstone investors, would you prefer to:**

allow a staggered release of the six-month lock-up (as set out in Option B in paragraph 205 of the Consultation Paper)

**Please give reasons for your views and any alternative suggestions.**

We support Option B as it provides more flexibility to cornerstone investors which may help attracting investors to invest in our IPO. Full disclosure of such lock-up arrangement in the prospectus would help mitigating the impact on share price after IPO. An alternative to Option B is that the regulators may wish to consider changing the lock-up period from six months to three months, or 120 days, so that the rules are easier to understand and disclose, while ensuring that no prejudicial treatment is given to other shareholders.

**Question 9.1**

**Do you agree that at least 50% of the total number of shares initially offered in an IPO should be allocated to investors in the bookbuilding placing tranche (as set out in paragraphs 227 and 228 of the Consultation Paper)?**

Yes

**Please give reasons for your views and any alternative suggestions.**

Agree. This proposed requirement is in line with the majority of the current IPOs.

**Question 9.2**

**Do you agree that the proposed requirement should not be applied to the initial listing of Specialist Technology Companies (as set out in paragraphs 229 of the Consultation Paper)?**

Yes

**Please give reasons for your views.**

**Question 10.1**

**Do you agree with the proposed removal of the guideline on minimum spread of placees, being not less than three holders for each HK\$1 million of the placing, with a minimum of 100 holders in an IPO placing tranche (as set out in paragraph 230 of the Consultation Paper)?**

Yes

**Please give reasons for your views.**

Agree. It duplicates with Rule 8.08(2).

**Question 10.2**

**Do you consider that other safeguarding measures should be implemented to ensure an adequate spread of holders in the placing tranche, in light of the proposal (as set out in paragraph 230 of the Consultation Paper)?**

**Please give reasons for your views and any alternative suggestions.**

n/a

**Question 11.1**

**Do you agree with the proposal to require issuers to adopt either Mechanism A or Mechanism B with respect to a minimum allocation of offer shares to the public subscription tranche (as set out in paragraphs 248 to 250 of the Consultation Paper)?**

Yes

**Please give reasons for your views and any alternative suggestions.**

no views

**Question 11.2**

**Do you agree with the proposal to require Specialist Technology Companies to only adopt the existing initial allocation and clawback mechanism designed for them, i.e. Mechanism A (as set out in paragraph 251 of the Consultation Paper)?**

Yes

**Please give reasons for your views.**

no views

**Question 12.1**

**Do you agree that we should retain the Allocation Cap?**

**Please give reasons for your views.**

no views

**Question 12.2**

**Subject to the proposals on minimum allocation of offer shares to the public subscription tranche (as set out in paragraph 248 of the Consultation Paper) being adopted, do you agree with the proposed consequential amendments to the triggering conditions of the restrictions on Reallocation and PO Over-allocation (as set out in paragraph 262 of the Consultation Paper)?**

**Please give reasons for your views and any alternative suggestions.**

**Question 12.3**

**Subject to the proposals on minimum allocation of offer shares to the public subscription tranche (as set out in paragraph 248 of the Consultation Paper) being adopted, do you agree with the proposed consequential amendments to lower the proposed Maximum Allocation Cap Percentage Threshold from 30% to 15% (as set out in paragraph 263 of the Consultation Paper)?**

**Please give reasons for your views and any alternative suggestions.**

**Question 13.1**

**Do you agree that the Existing Pricing Flexibility Mechanism should be amended to include upward pricing flexibility?**

**Please give reasons for your views and any alternative suggestions.**

in the case of a upward pricing, the execution may not be as smooth as reduction (e.g. how the extra subscription money be collected in such short period of time) and if the execution is not properly handled, such upward may lead to undue delay or even failure of an IPO.

In addition, in order to reduce complication, may HKEX consider to allow a boarder price range to replace the Pricing Flexibility Mechanism including the existing price reduction and the proposed upward pricing adjustment? By doing so, potential investors will also be benefited from better clarity in pricing.

**Question 13.2**

**Do you agree with our proposals to adopt an offer price adjustment limit of 10% in both directions (as set out in paragraph 281 of the Consultation Paper)?**

**Please give reasons for your views and any alternative suggestions.**

**Question 13.3**

**In respect of the initial offer price range, would you prefer adjustment to be made:**

**Please give reasons for your views and any alternative suggestions.**

**Question 13.4**

**Do you agree with our Proposed Opt-in Arrangement (as set out in paragraphs 283 to 284 of the Consultation Paper)?**

**Please give reasons for your views and any alternative suggestions.**

**Question 13.5**

**Do you agree with our proposal to extend the current disclosure requirements (as set out in paragraph 285 of the Consultation Paper)?**

**Please give reasons for your views and any alternative suggestions.**

**Question 14**

**Do you agree with our proposals to make consequential and housekeeping amendments to the Placing Guidelines (as set out in paragraphs 302 and 303 of the Consultation Paper and Appendices I and II to the Consultation Paper)?**

Yes

**Please give reasons for your views and any alternative suggestions.**

**Question 15**

**Do you agree with our proposal to disapply the proposed initial public float requirement in the case of a bonus issue of a new class of securities involving options, warrants or similar rights to subscribe for or purchase shares (as set out in paragraph 306 of the Consultation Paper)?**

Yes

**Please give reasons for your views and any alternative suggestions.**

**Question 16**

**Do you agree with our proposal to add new provisions under Appendices D1A and D1B to the Main Board Listing Rules to require disclosure of the minimum prescribed percentage of public float in listing documents (as set out in paragraph 311 of the Consultation Paper)?**

Yes

**Please give reasons for your views and any alternative suggestions.**

**Question 17**



**Do you agree with our proposal to waive the initial free float requirement for overseas issuers that have, or are seeking, a secondary listing on the Exchange (as set out in paragraph 315 of the Consultation Paper)?**

Yes

**Please give reasons for your views and any alternative suggestions.**

### **Question 18**

**Do you agree with our proposal to repeal the requirement that PRC issuers list H-shares that have an expected market value, at the time of listing, of HK\$50 million (as set out in paragraph 319 of the Consultation Paper)?**

Yes

**Please give reasons for your views and any alternative suggestions.**

### **Question 19**

**Subject to the proposals on minimum allocation of offer shares to the public subscription tranche (as set out in paragraph 248 of the Consultation Paper) being adopted, do you agree with the proposed consequential amendment to enable GEM listing applicants to choose either Mechanism A or Mechanism B (as set out in paragraph 325 of the Consultation Paper)?**

**Please give reasons for your views and any alternative suggestions.**

No views

### **Question 20.1**

**Do you agree with our proposals on the determination of market capitalisation for new applicants that have other classes of shares apart from the class for which listing is sought or are PRC issuers (as set out in paragraph 333 of the Consultation Paper)?**

**Please give reasons for your views and any alternative suggestions.**

Under the proposed calculation, the expected market capitalization would likely be increased by the A share price premium which would result in higher initial listing fees. It would only be fair, or able to help developing the HK IPO market, if the same calculation also applies to Rules 8.05(2), 8.05(3), 18A.03(2), 18C.10, etc. HKEX may also clarify whether the calculation of consideration ratio under Rule 14.07 would be revised in the same way.

**Question 20.2**

**Do you agree with our proposal to introduce an equivalent GEM Listing Rule provision on the basis for determining the market value of other class(es) of shares for a new applicant (as set out in paragraph 335 of the Consultation Paper)?**

Yes

**Please give reasons for your views and any alternative suggestions.**

**Question 21**

**Do you agree with our proposal to amend the Listing Rules (MB Rule 12.02 (GEM Rule 16.07)) to require issuers to publish a formal notice on the date of issue of a listing document for offers or placings where any amount placed is made available directly to the general public (as set out in paragraph 339 of the Consultation Paper)?**

Yes

**Please give reasons for your views and any alternative suggestions.**

**Question 22.1**

**Do you agree with our proposal to amend Chapter 18B of the Main Board Listing Rules so that the open market requirements of MB Rule 8.08 do not apply to Successor Company's warrants (as set out in paragraph 349(a) of the Consultation Paper)?**

**Please give reasons for your views and any alternative suggestions.**

**Question 22.2**

**Do you agree with our proposal to amend Chapter 18B of the Main Board Listing Rules so that the minimum market value requirement of MB Rule 8.09(4) does not apply to SPAC Warrants and Successor Company's warrants (as set out in paragraph 349(b) of the Consultation Paper)?**

**Please give reasons for your views and any alternative suggestions.**

**Question 23**

**Do you agree with our proposal to amend MB Rule 18C.08 so that the 50% minimum requirement is to be determined by reference to the total number of shares initially offered in the IPO (as set out in paragraph 352 of the Consultation Paper)?**

Yes

**Please give reasons for your views and any alternative suggestions.**

**Overall Comments**

**Please provide your overall comments (if any) regarding the Consultation Paper which have not been covered in the questions above.**