

**Amendments to GEM Listing Rules (effective 1 February 2011)**  
**(Additions Underlined and Deletions Struck Through)**

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**Chapter 16**

**EQUITY SECURITIES**

**PUBLICATION REQUIREMENTS**

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**Methods of publication and dissemination**

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16.04C ~~All listing~~Listing documents published by a new applicant must ~~be include copies available~~ in printed form. ~~However, a~~A new applicant may, to the extent permitted ~~under applicable by laws and regulations and the applicant's~~its own constitutional documents, make additional copies available to the public ~~in electronic format~~ on CD ROM (together with the relevant application form in electronic ~~format~~form on the same CD ROM).

Where the new applicant has made additional copies available in electronic ~~format~~form on CD ROM, the new applicant must ensure that:

- (a) the CD ROM includes:
  - (i) a confirmation that the contents of the listing document and relevant application form in electronic ~~format~~form and in printed form are identical ~~with the contents of the listing document and relevant application form in printed form~~; and
  - (ii) a confirmation that the listing document and relevant application form are also available in printed form and the 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~~ on CD ROM 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 and relevant application form or subsequent amendment to the listing document and relevant application form.

## **Publication of electronic form prospectus and printed application form**

- 16.04D(1) Where an issuer intends to rely on section 9A of the Companies Ordinance (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Cap.32L) (“Class Exemption Notice”) and issue a printed application form for its equity securities with an electronic form prospectus displayed on certain websites (“Mixed Media Offer”), it must satisfy all the conditions in the Class Exemption Notice. Where the issuer publishes any announcement under the Class Exemption Notice, the announcement must be published in accordance with rules 16.17 and 16.18. There is no need to clear the announcement with the Exchange.
- (2) Where the issuer intends to offer equity securities to the public relying on the Class Exemption Notice, the information required by rule 16.09(3) shall be replaced by the following information:
- (a) that the issuer intends to rely on the Class Exemption Notice and issue a printed application form for its equity securities without it being accompanied by a printed form prospectus relating to the offer;
  - (b) that throughout the offer period, prospective investors may access and download the electronic form prospectus relating to the offer from either the issuer’s website or the GEM website;
  - (c) the address of each of the issuer’s website and the GEM website, the place on the website where the electronic form prospectus may be accessed and how that prospectus may be accessed;
  - (d) that throughout the offer period, copies of the printed form prospectus will be available for collection at specified locations, free of charge, upon request by any member of the public;
  - (e) the particulars of the specified locations; and

*Note: “Specified locations” means:*

- (1) In the case of a listed issuer, the depository counter of HKSCC, the designated branches of the receiving banks specified in the prospectus, if any, and the place of business of the issuer’s approved share registrar in Hong Kong.
- (2) In the case of a new applicant, the depository counter of HKSCC, the designated branches of the

receiving banks specified in the prospectus, if any, and the principal place of business of the sponsors acting in respect of the application for listing of the equity securities.

- (f) that throughout the offer period, at least 3 copies of the printed form prospectus will be available for inspection at every location where the printed application forms are distributed.

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### **Formal notice on issue**

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16.09 A formal notice required for publication on the GEM website in accordance with rules 16.07 or 16.08 must state at least the following:-

- (1) ...
- (3) the address(es) at which copies of the listing document, if any, are available to the public;

Note: Where the issuer intends to rely on the Class Exemption Notice to make a Mixed Media Offer referred to in rule 16.04D, rule 16.04D(2) replaces this sub-rule.

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

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16.18 (3)(a) Electronic copies of announcements or notices must not be submitted to the Exchange between 9:00 a.m. and 12:30 p.m. or between 2:00 p.m. and 4:15 p.m. on a normal business day, or between 9:00 a.m. and 12:30 p.m. on the eves of Christmas, New Year and the Lunar New Year when there is no afternoon session, for publication on the GEM website, other than:

- (i) ...;
- (iv) ...;~~and~~
- (v) ...~~upon;~~ and
- (vi) announcements relating to suspension and resumption of a Mixed Media Offer applicable to public offers of equity securities and debt securities (see rules 16.04D and 29.21B).

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## Chapter 29

### DEBT SECURITIES

#### (OTHER THAN SELECTIVELY MARKETED SECURITIES)

#### LISTING DOCUMENTS

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#### Publication

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29.19 In every other case, a formal notice stating the following information must be published on the GEM website in accordance with Chapter 16 not less than 2 clear business days before dealings commence:-

- (1) ...
- (4) the address(es) at which copies of the listing document (if any) are available to the public;

*Note: Where the issuer intends to rely on the Class Exemption Notice to make a Mixed Media Offer referred to in rule 29.21B(1), rule 29.21B(2) replaces this sub-rule.*

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29.21A ~~All listing~~Listing documents published by a new applicant must ~~be include copies available~~ in printed form. ~~However, a A~~ new applicant may, to the extent permitted ~~under applicable by laws and regulations and the applicant's its~~ own constitutional documents, make additional copies available to the public ~~in electronic format~~ on CD ROM (together with the relevant application form (if any) in electronic ~~format form~~ on the same CD ROM).

Where the new applicant has made additional copies available in electronic ~~format form~~ on CD ROM, the new applicant must ensure that:

- (a) the CD ROM includes:
  - (i) a confirmation that the contents of the listing document and relevant application form (if any) in electronic ~~format form~~ and in printed form are identical ~~with the contents of the listing document and relevant application form (if any) in printed form~~; and

- (ii) a confirmation that the listing document and relevant application form (if any) are also available in printed form and the 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~~ on CD ROM 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 and relevant application form or subsequent amendment to the listing document and relevant application form (if any).

**Publication of electronic form prospectus and printed application form**

- 29.21B (1) Where an issuer intends to rely on section 9A of the Companies Ordinance (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Cap.32L) (“Class Exemption Notice”) and issue a printed application form for its debt securities with an electronic form prospectus displayed on certain websites (“Mixed Media Offer”), it must satisfy all the conditions in the Class Exemption Notice. Where the issuer publishes any announcement under the Class Exemption Notice, the announcement must be published in accordance with rules 16.17 and 16.18. There is no need to clear the announcement with the Exchange.
- (2) Where the issuer intends to offer debt securities to the public relying on the Class Exemption Notice, the information required by rule 29.19(4) shall be replaced by the following information:
- (a) that the issuer intends to rely on the Class Exemption Notice and issue a printed application form for its debt securities without it being accompanied by a printed form prospectus relating to the offer;
  - (b) that throughout the offer period, prospective investors may access and download the electronic form prospectus relating to the offer from either the issuer’s website or the GEM website;
  - (c) the address of each of the issuer’s website and the GEM website, the place on the website where the electronic form prospectus may be accessed and how that prospectus may be accessed;

(d) that throughout the offer period, copies of the printed form prospectus will be available for collection at specified locations, free of charge, upon request by any member of the public;

(e) the particulars of the specified locations; and

*Note: “Specified locations” means the depository counter of HKSCC, the designated branches of the placing banks specified in the prospectus and the principal place of business of the coordinator for the offer specified in the prospectus.*

(f) that throughout the offer period, at least 3 copies of the printed form prospectus will be available for inspection at every location where the printed application forms are distributed.

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## **Appendix 17**

### **Headline Categories**

#### **Schedule 1**

##### **Headline Categories for Announcements and Notices**

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##### **New Listings (Listed Issuers/New Applicants)**

Allotment Results

Formal Notice

Listing of Securities by way of Introduction

Striking Price on Offer for Subscription or for Sale by Tender

Supplemental Information regarding IPO

Transfer of listing from GEM to Main Board

Mixed Media Offer

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