

Frequently asked questions on amendments to articles of association

Release Date	Main Board Rules	GEM Rules	Series No.	FAQ No.	Query	Response
8/11/2019	Rules 13.51(1), 19A.53, Paragraph (a) of Section 1 of Appendix 13D	Rules 17.50(1), 25.40, Paragraph (a) of Section 1 of Appendix 11C	NA	070-2019	<p>According to the circulars issued by the State Council of the PRC and the China Securities Regulatory Commission on 22 and 25 October 2019, the notice period for general meetings of PRC issuers (and other related matters) shall be governed by the Company Law of the PRC, but not the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies issued by the State Council (the Regulations). This will shorten the notice period for general meetings from 45 days to 20 days for annual general meetings and 15 days for special general meetings. The circular also advised PRC issuers to amend their articles of association accordingly.</p> <p>Under Appendix 13D to the Main Board Rules / Appendix 11C to the GEM Rules, a PRC issuer's articles of association must include the Mandatory Provisions issued by PRC regulatory authorities. A PRC issuer asks whether its articles of association, as amended, would continue to comply with the requirement of Appendix 13D / Appendix 11C.</p>	<p>Yes. Under Main Board Rule 19A.53 / GEM Rule 25.40 a PRC issuer shall observe and comply with the Company Law, the Regulations and the PRC issuer's articles of association. The PRC issuer would be in compliance with the Rules.</p> <p>The issuer is also reminded that under Main Board Rule 13.51(1) / GEM Rule 17.50(1) it must, at the same time as it dispatches a circular to shareholders on the proposed amendments, submit to the Exchange a confirmation from its legal adviser that the amendments to the articles of association conform to the Listing Rule requirements and the PRC laws and regulation.</p>