

# Amendments to GEM Listing Rules

## Chapter 13

### EQUITY SECURITIES

#### RESTRICTIONS ON PURCHASE, DISPOSAL AND SUBSCRIPTION

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

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13.07 An issuer may only purchase shares on GEM, either directly or indirectly, if:—

(1) ...

(2) ...

(3) ~~its~~the shareholders of the issuer have given a specific approval or a general mandate to ~~its~~the directors of the issuer to make ~~thesuch~~ purchase(s), by way of an ordinary resolution which complies with ~~the provisions of~~ rule 13.09 and which has been passed at a general meeting of the issuer duly convened and held ~~and the issuer has delivered a copy of such resolution, together with the necessary supporting documentation, to the Exchange in accordance with rule 13.10;~~

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13.10 The issuer ~~must~~shall report the outcome of the general meeting called to consider the proposed purchases to the Exchange immediately following ~~thesuch~~ meeting ~~taking place. In the event that such resolution is duly passed, the issuer shall furnish a copy of such resolution signed by the Chairman of the meeting to the Exchange within 15 days after the resolution is passed, together with a certified copy of the Explanatory Statement.~~

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**Chapter 17**  
**EQUITY SECURITIES**  
**CONTINUING OBLIGATIONS**

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**Forwarding of documents, circulars, etc.**

17.57 An issuer ~~must, shall forward to the Exchange:—~~

~~(1) at the same time as they are despatched to holders of the issuer's listed securities with registered addresses in Hong Kong, copies of each of the English language version and the Chinese language version of the following documents in the following numbers:~~

~~(a) [Repealed 1 September 2008]~~

~~(b) its annual report and accounts and, where applicable, its summary financial report, 1 copy; and~~

~~(c) the half year report and, where applicable, its summary half year report and quarterly report, 1 copy; and~~

~~(2) [Repealed 1 September 2008]~~

~~(3) upon request by the Exchange, provide the requested such number as may be requested of certified copies of all resolutions of the issuer including resolutions concerning any of the matters set out in rules 17.39 to 17.41, except 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.*~~

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**Chapter 18**  
**EQUITY SECURITIES**  
**FINANCIAL INFORMATION**

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**Annual reports**

*Distribution*

18.03 The listed issuer ~~must~~<sup>shall</sup> send to:—

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*Notes:* 1 ...

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- 5 ~~*[Repealed 1 January 2011]The listed issuer must send 1 copy of each of the English language version and the Chinese language version of the directors' report, annual accounts and, where applicable, the summary financial report 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).*~~

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**Half-year reports**

*Obligation to prepare and publish*

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18.54 As soon as reasonably practicable after publishing any half-year report and, where applicable, summary half-year report, the listed issuer ~~must~~<sup>shall</sup> send a copy of ~~it~~<sup>the same</sup> to the persons specified in rule 18.03.

*Note:* ~~*[Repealed 1 January 2011]The issuer must send 1 copy of each of the English language version and the Chinese language version of the relevant half-year report and, where applicable, summary 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).*~~

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## Quarterly reports

*Obligation to prepare and publish*

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

*Note: [Repealed 1 January 2011]The issuer must send 1 copy 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).*

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## Chapter 19

### EQUITY SECURITIES

#### NOTIFIABLE TRANSACTIONS

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#### Takeovers and mergers

*Takeovers Code*

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- 19.79 ~~[Repealed 1 January 2011]If a listed issuer makes or receives a takeover offer, the listed issuer must submit copies of the following final documents issued in connection with the takeover or merger to the Exchange at the time of issue in the following numbers:~~

- ~~(a) in the case of a document which is in the nature of a financial report, 1 copy; and~~
- ~~(b) in any other case, such number as the Exchange may from time to time request.~~

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