

Chapter 1

GENERAL

INTERPRETATION

For the avoidance of doubt, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited apply only to matters related to those securities and issuers with securities listed on the stock market operated by the Exchange other than the Growth Enterprise Market (“GEM”). This stock market is defined as the “Main Board” in the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). All matters related to GEM and securities and issuers with securities listed on GEM are governed by the GEM Listing Rules.

1.01 Throughout this book, the following terms, save where the context otherwise requires, have the following meanings:

<u>“accounts”</u>	<u>has the same meaning as “financial statements” and vice-versa</u>
“approved share registrar”	a share registrar who is a member of an association of persons approved under section 12 of the Securities and Futures (Stock Market Listing) Rules
“Articles”	the Articles of Association of the Exchange
“asset-backed securities”	debt securities backed by financial assets which, at the time of the relevant issues, are evidenced by agreements and intended to produce funds to be applied towards interest payments due on the securities and repayment of principal on maturity, except those debt securities which are directly secured, in whole or in part, on real property or other tangible assets
“associate”	(a) in relation to any director, chief executive or substantial shareholder (being an individual) means:— (i) his spouse; and (ii) <u>any child or step-child, natural or adopted, under the age of 18 years of such individual the director, chief executive or substantial shareholder or of his spouse (together with (a)(i) above, the “family interests”);</u> (iii) the trustees, acting in their capacity as such trustees, of any trust of which he or any of his family interests is a beneficiary or, in the

case of a discretionary trust, is (to his knowledge) a discretionary object and any company ("trustee-controlled company") in the equity capital of which the trustees, acting in their capacity as such trustees, are directly or indirectly interested so as to exercise or control the exercise of 30% (or such other amount as may from time to time be specified in the Takeovers Code as being the level for triggering a mandatory general offer) or more of the voting power at general meetings, or to control the composition of a majority of the board of directors and any other company which is its subsidiary (together, the "trustee interests");

(iv) a holding company of a trustee-controlled company or a subsidiary of any such holding company; and

(#iv) any company in the equity capital of which he, ~~and/or~~ his family interests, any of the trustees referred to in (a)(iii) above, acting in their capacity as such trustees, and/or any trustee interests taken together are directly or indirectly interested so as to exercise or control the exercise of 30.5% per cent. (or such other lower amount as may from time to time be specified in the Takeovers Code as being the level for triggering a mandatory general offer) or more of the voting power at general meetings, or to control the composition of a majority of the board of directors and any other company which is its subsidiary or holding company or a fellow subsidiary of any such holding company; and

(b) in relation to ~~a substantial shareholder (being a company)~~ means:-

(i) any other company which is its subsidiary or holding company or is a fellow subsidiary of any such holding company or one in the equity capital of which it and/or such other company or companies taken together are directly or indirectly

interested so as to exercise or control the exercise of ~~305% per cent.~~ (or such ~~other lower~~ amount as may from time to time be specified in the Takeovers Code as being the level for triggering a mandatory general offer) or more of the voting power at general meetings, or to control the composition of a majority of the board of directors;

- (ii) the trustees, acting in their capacity as such trustees, of any trust of which the company is a beneficiary or, in the case of a discretionary trust, is (to the company's knowledge) a discretionary object and any company ("trustee-controlled company") in the equity capital of which the trustees, acting in their capacity as such trustees, are directly or indirectly interested so as to exercise or control the exercise of 30% (or such other amount as may from time to time be specified in the Takeovers Code as being the level for triggering a mandatory general offer) or more of the voting power at general meetings, or to control the composition of a majority of the board of directors and any other company which is its subsidiary (together, the "trustee interests");
- (iii) a holding company of a trustee-controlled company or a subsidiary of any such holding company; and
- (iv) any other company in the equity capital of which the company, such other companies referred to in (b)(i) above, any of the trustees referred to in (b)(ii) above, acting in their capacity as such trustees, and/or any trustee interests taken together are directly or indirectly interested so as to exercise or control the exercise of 30% (or such other amount as may from time to time be specified in the Takeovers Code as being the level for triggering a mandatory general offer) or more of the voting power at general meetings, or to control the

composition of a majority of the board of directors and any other company which is its subsidiary or holding company or a fellow subsidiary of any such holding company

Notes (1) *This definition is modified in the context of ease of connected transactions by virtue of rules 14A.11 and 14A.12 falling within 14.23(1)(a) and 14.23(1)(b) by the provisions of rules 14.03(3) and 14.03(4), respectively.*

(2) *In the case of a PRC issuer, its promoters, directors, supervisors, chief executive and substantial shareholders, the definition is amended to have the same meaning as in rule 19A.04.*

“authorised representative”	a person appointed as an authorised representative by a listed issuer under rule 3.05
“bank”	a bank licensed under the Banking Ordinance or a bank incorporated or otherwise established outside Hong Kong which is, in the opinion of the Commissioner of Banking, adequately supervised by an appropriate recognised banking supervisory authority in the place where it is incorporated or otherwise established
“bearer securities”	securities transferable to bearer
“Board”	the Directors of the Exchange elected or appointed in accordance with the Articles and, where the context so permits, any committee or sub-committee thereof
“business day”	any day on which the Exchange is open for the business of dealing in securities
“CCASS”	means the Central Clearing and Settlement System established and operated by HKSCC
“CIS Disclosure Document”	the same meaning as in Chapter 20
“CIS Operator”	the entity which operates or manages the CIS

“CIS” or “Collective Investment Scheme”	the same meaning as in Part I of Schedule 1 to the Securities and Futures Ordinance and includes unit trusts, mutual funds, investment companies and any form of collective investment arrangement
“chief executive”	a person who either alone or together with one or more other persons is or will be responsible under the immediate authority of the board of directors for the conduct of the business of a listed issuer
“Code on Share Repurchases”	the Code on Share Repurchases approved by the Commission as amended from time to time
“Commission”	the Securities and Futures Commission established under section 3 of the Securities and Futures Commission Ordinance and continuing in existence under section 3 of the Securities and Futures Ordinance
“company”	a body corporate wherever incorporated or otherwise established
“Company Law”	the same meaning as in rule 19A.04
“connected person”	<p>(a) in relation to a company other than a PRC issuer, and other than any subsidiaries of a PRC issuer, means a director, chief executive or substantial shareholder of such company or any of its subsidiaries or an associate of any of them; and</p> <p>(b) in relation to a PRC issuer means a promoter, director, supervisor, chief executive or substantial shareholder of the PRC issuer or any of its subsidiaries or an associate of any of them</p> <p><i>Note: This definition is extended modified in the case of Chapter 14A, rules 14.23 to 14.32 only by the provisions of rules 14A.11(3)(2) and 14A.12.</i></p>
“controlling shareholder”	any person who is or group of persons who are together entitled to exercise or control the exercise of 30%5 per cent (or such lower other amount as may from time to time be specified in the Takeovers Code as being the level for triggering a mandatory general offer) or more of the voting power at general meetings of the issuer or who is or are in a position to control the composition of a majority of the board of directors of the issuer; or in the case of a PRC

	issuer, the meaning ascribed to that phrase by rule 19A. 46 14
“convertible debt securities”	debt securities convertible into or exchangeable for equity securities or other property, and debt securities with non-detachable options, warrants or similar rights to subscribe or purchase equity securities or other property attached
“convertible equity securities”	equity securities convertible into or exchangeable for shares and shares with non-detachable options, warrants or similar rights to subscribe or purchase shares attached
“corporate communication”	any document issued or to be issued by an issuer for the information or action of holders of any of its securities, including but not limited to:— <ul style="list-style-type: none"> (a) the directors’ report, its annual accounts together with a copy of the auditors’ report and, where applicable, its summary financial report; (b) the interim report <u>and, where applicable, its summary interim report;</u> (c) a notice of meeting; (d) a listing document;and (e) a circular; <u>and</u> <u>(f) a proxy form-</u>
“debt issuance programmes”	issues of debt securities where only part of the maximum principal amount or aggregate number of securities under the issue is issued initially and a further tranche or tranches may be issued subsequently
“debt securities”	debenture or loan stock, debentures, bonds, notes and other securities or instruments acknowledging, evidencing or creating indebtedness, whether secured or unsecured and options, warrants or similar rights to subscribe or purchase any of the foregoing and convertible debt securities
“director”	includes any person who occupies the position of a director, by whatever name called
“domestic shares”	the same meaning as in rule 19A.04

“Eligible Security”	means an issue of securities which is from time to time accepted as eligible by HKSCC for deposit, clearance and settlement in CCASS, in accordance with the General Rules of CCASS, and where the context so requires shall include any particular security or securities of such an issue
“equity securities”	shares (including preference shares), convertible equity securities and options, warrants or similar rights to subscribe or purchase shares or convertible equity securities, but excluding interests in a Collective Investment Scheme
“Executive Director - Listing”	the person occupying the position of Head of the Listing Division from time to time by whatever name such position is called
“Exchange”	The Stock Exchange of Hong Kong Limited
“Exchange Listing Rules”	the rules governing the listing of securities made by the Exchange from time to time, the appendices thereto, any listing agreement or other contractual arrangement entered into with any party pursuant thereto, and rulings of the Exchange made in pursuance thereof
“Exchange Participant”	a person: (a) who, in accordance with the Rules of the Exchange, may trade on or through the Exchange; and (b) whose name is entered in a list, register or roll kept by the Exchange as a person who may trade on or through the Exchange
“Exchange’s website”	the official website of Hong Kong Exchanges and Clearing Limited
“expert”	includes engineer, valuer, accountant and any other person whose profession gives authority to a statement made by him
“family interests”	the same meaning as in (a)(ii) of the definition of “associate”
<u>“financial statements”</u>	<u>has the same meaning as “accounts” and vice-versa</u>
<u>“financial year”</u>	<u>the period in respect of which any profit and loss account of a company laid or to be laid before it in general meeting is made up, whether that period is a year or not</u>

“foreign shares”	the same meaning as in rule 19A.04
“formal notice”	a formal notice required to be published under rules 12.02, 12.03 or 25.16
“group”	the issuer or guarantor and its subsidiaries, if any
“H Shares”	the same meaning as in rule 19A.04
“HKEC”	Hong Kong Exchanges and Clearing Limited
“HKSCC”	means the Hong Kong Securities Clearing Company Limited including, where the context so requires, its agents, nominees, representatives, officers and employees
“holding company”	the same meaning as attributed to it in section 2 of the Companies Ordinance, <u>but interpreting the term “subsidiary” in accordance with the definition of “subsidiary” under this rule 1.01</u>
<u>“Hong Kong Financial Reporting Standards” or “HKFRS”</u>	<u>financial reporting standards approved by the Council of the Hong Kong Society of Accountants (“HKSA”), and includes all Statements of Standard Accounting Practice (“SSAP”) and interpretations of HKFRS approved by the HKSA from time to time</u>
“Hong Kong issuer”	an issuer incorporated or otherwise established in Hong Kong
“Hong Kong register”	the same meaning as in rule 19A.04
<u>“International Financial Reporting Standards” or “IFRS”</u>	<u>financial reporting standards and interpretations approved by the International Accounting Standards Board (“IASB”), and includes all International Accounting Standards (“IAS”) and interpretations issued under the former International Accounting Standards Committee (“IASC”) from time to time</u>
“issue”	includes circulate, distribute and publish
“issuer”	any company or other legal person any of whose equity or debt securities are the subject of an application for listing or some of whose equity or debt securities are already listed
“listed issuer”	in the case of equity securities means any company or other legal person some of whose equity securities are already listed, and in the case of debt securities means a company or other legal person some of whose equity or debt securities are already listed

“listing”	the grant of a listing of and permission to deal in securities on the Exchange and “listed” shall be construed accordingly
“Listing Agreement”	an agreement between an issuer and the Exchange setting out the continuing obligations which the issuer undertakes to comply with as a condition of listing
“Listing Appeals Committee”	the listing appeals sub-committee of the Board
“Listing Committee”	the listing sub-committee of the Board
“Listing Division”	the Listing Division of the Exchange
“listing document”	a prospectus, a circular and any equivalent document (including a scheme of arrangement and introduction document) issued or proposed to be issued in connection with an application for listing
<u>“market capitalisation”</u>	<u>the market value of the entire size of an issuer, which shall include all classes of securities of the issuer, irrespective of whether any of such class(es) of securities are unlisted, or listed on other regulated market(s)</u>
“mutual fund”	any corporation which is or holds itself out as being engaged primarily, or proposes to engage primarily, in the business of investing, reinvesting or trading in securities or any other property whatsoever, and which is offering for sale or has outstanding any redeemable shares of which it is the issuer
“new applicant”	in the case of equity securities means an applicant for listing none of whose equity securities are already listed and in the case of debt securities means an applicant for listing none of whose equity or debt securities are already listed
“notifiable transaction”	one of the transactions specified in rule 14.06 2
“overseas issuer”	an issuer incorporated or otherwise established outside Hong Kong
“overseas listed foreign shares”	the same meaning as in rule 19A.04
“PRC”	the same meaning as in rule 19A.04
“PRC issuer”	the same meaning as in rule 19A.04
“PRC law”	the same meaning as in rule 19A.04

“PRC stock exchange”	the same meaning as in rule 19A.04
“professional accountant”	a person registered as a professional accountant under the Professional Accountants Ordinance
“promoter”	the same meaning as in rule 19A.04
“prospectus”	the same meaning as in section 2(1) of the Companies Ordinance
“the public”	the meaning ascribed to that phrase by rule 8.24 and “in public hands” shall be construed accordingly
“published in the newspapers”	published as a paid advertisement in English in at least one English language newspaper and in Chinese in at least one Chinese language newspaper, being in each case a newspaper published daily and circulating generally in Hong Kong and specified in the list of newspapers issued and published in the Gazette for the purposes of section 71A of the Companies Ordinance by the Secretary for Administrative Services and Information and “publish in the newspapers” shall be construed accordingly
“published on the Exchange’s website”	published as an announcement in English and Chinese on the Exchange’s website and “publish on the Exchange’s website” and “publication on the Exchange’s website” shall be construed accordingly
“Regulations”	the same meaning as in rule 19A.04
“reporting accountant”	the professional accountant who is responsible for the preparation of the accountants’ report included in a listing document or circular in accordance with Chapter 4 2
“Securities and Futures Ordinance”	the Securities and Futures Ordinance (Cap. 571) as amended from time to time
“selectively marketed securities”	debt securities marketed to or placed with any number of registered dealers or financial institutions either with a view to their reselling such securities as principals off-market, nearly all of which, because of their nature, will normally be purchased and traded by a limited number of investors who are particularly knowledgeable in investment matters or placing such securities with a limited number of such investors and “selective marketing” shall be construed accordingly

“sponsor”	the person appointed as a sponsor by a new applicant under rule 3.01
“State”	includes any agency, authority, central bank, department, government, legislature, minister, ministry, official or public or statutory person of, or of the government of, a state or any regional or local authority thereof
“State corporation”	any company or other legal person which is directly or indirectly controlled or more than 50% per cent. of whose issued equity share capital (or equivalent) is beneficially owned by, and/or by any one or more agencies of, a State or all of whose liabilities are guaranteed by a State or which is specified as such from time to time by the Exchange
“Statutory Rules”	the Securities and Futures (Stock Market Listing) Rules as amended from time to time, the text of which is set out in Appendix 12
“subsidiary”	<p><u>includes:</u></p> <p><u>(a) the same meaning as attributed to it in section 2 of the Companies Ordinance;</u></p> <p><u>(b) any entity which is accounted for and consolidated in the audited consolidated accounts of another entity as a subsidiary pursuant to applicable Hong Kong Financial Reporting Standards or International Financial Reporting Standards; and</u></p> <p><u>(c) any entity which will, as a result of acquisition of its equity interest by another entity, be accounted for and consolidated in the next audited consolidated accounts of such other entity as a subsidiary pursuant to applicable Hong Kong Financial Reporting Standards or International Financial Reporting Standards</u></p>
“substantial shareholder”	<p>in relation to a company means a person who is entitled to exercise, or control the exercise of, 10% ten per cent. or more of the voting power at any general meeting of the company</p> <p><i>Note: This definition is modified in the case of <u>Chapter 14A connected transactions falling within 14.23(1)(b)</u> by the provisions of rule <u>14A.13(1)(b)(i)03(4)</u>.</i></p>

“summary financial report”	a summary financial report of a company, which complies with section 141CF(1) of the Companies Ordinance
“Supranational”	any institution or organisation at a world or regional level which is specified as such from time to time by the Exchange
“supervisor”	the same meaning as in rule 19A.04
“Takeovers Code”	the Code on Takeovers and Mergers approved by the Commission as amended from time to time
“tap issues”	issues of debt securities where the subscription thereof may continue or further tranches thereof may be issued after listing has been granted
“temporary documents of title”	allotment letters, letters of allocation, split receipts, letters of acceptance, letters of rights, renounceable share certificates and any other temporary documents of title
“unit trust”	any arrangement made for the purpose, or having the effect, of providing facilities for the participation by persons, as beneficiaries under a trust, in profits or income arising from the acquisition, holding, management or disposal of securities or any other property whatsoever

- 1.02 In these Exchange Listing Rules, references to a document being certified shall mean certified to be a true copy or extract (as the case may be) by a director, the secretary or other authorised officer of the issuer (or by a member of its governing body in the case of an overseas issuer) or by a member of the issuer’s auditors or solicitors or by a notary and references to a translation being certified shall mean certified to be a correct translation by a professional translator.
- 1.03 Where the context so permits or requires, words importing the singular number include the plural and vice versa and words importing the masculine gender include the feminine and neuter genders and vice versa.
- 1.04 Where definitions in these Exchange Listing Rules are wider than or the obligations and requirements imposed by these Exchange Listing Rules are more onerous than the provisions of any ordinance, regulation or other statutory provision from time to time in force in Hong Kong, the provisions of these Exchange Listing Rules shall prevail provided that where any provision of these Exchange Listing Rules is in conflict with the provisions of any such ordinance, regulation or other statutory provision, the provisions of such ordinance, regulation or other statutory provision shall prevail.
- 1.05 Where, for the purposes of these Exchange Listing Rules, it is necessary to determine whether an issuer’s primary listing is or is to be on the Exchange or another stock exchange, such determination shall be made by the Exchange.

- 1.06 These Exchange Listing Rules shall be interpreted, administered and enforced by the Exchange. The decisions of the Exchange shall be conclusive and binding on an issuer. The Exchange may issue practice notes and guidance notes, from time to time, to assist issuers and guarantors, in the case of a guaranteed issue, or their advisers in interpreting and complying with these Exchange Listing Rules.
- 1.07 These Exchange Listing Rules have been issued in the English language with a separate Chinese language translation. If there is any conflict in the Exchange Listing Rules between the meaning of Chinese words or terms in the Chinese language version and English words in the English language version, the meaning of the English words shall prevail.