

Chapter 32

DEBT SECURITIES

OVERSEAS ISSUERS

Preliminary

- 32.01 Chapter 30 applies to debt issues to professional investors only by overseas issuers. The GEM Listing Rules apply to other debt issues by overseas issuers as they do to Hong Kong issuers, subject to the additional requirements, modifications or exceptions set out or referred to in this Chapter.
- 32.02 Overseas issuers are encouraged to contact the Exchange if they envisage any difficulties in complying fully with the relevant requirements.

Qualifications for listing

- 32.03 The following requirements (in addition to those specified in Chapter 27 or 30 as appropriate) apply to an overseas issuer:—
- (1) the Exchange reserves the right, in its absolute discretion, to refuse a listing of debt securities of an overseas issuer if it believes that it is not in the public interest to list them; and
 - (2)
 - (a) in the case of registered securities (other than those transferable by endorsement and delivery), provision must be made for a register of holders to be maintained in Hong Kong, or such other place as the Exchange may agree, and for transfers to be registered locally. The Exchange may, however, consider an alternative proposal for registering transfers for Hong Kong holders in exceptional circumstances; and
 - (b) in the case of bearer securities, provision must be made for the payment of interest and repayment of principal in Hong Kong, or such other place as the Exchange may agree.

Listing documents

- 32.04 The Exchange may be prepared to permit the omission of information otherwise required to be included in any listing document where it considers it appropriate. In considering requests for any such omissions, the Exchange will have regard to:—
- (1) whether the overseas issuer has a listing on a regulated, regularly operating, open stock market recognised for this purpose by the Exchange and conducts its business and makes disclosure according to the accepted standards in Hong Kong; and
 - (2) the nature and extent of the regulatory standards and controls to which the overseas issuer is subject in its country of incorporation or other establishment. Overseas issuers who want to omit any of the prescribed information should therefore consult the Exchange at the earliest possible opportunity.
- 32.05 The following modifications apply:—
- (1) some of the items of information specified in Part C of Appendix 1 may be inappropriate. In such a case, the item should be appropriately adapted so that equivalent information is given;

- (2) if the overseas issuer does not have a board of directors the statement of responsibility required under paragraph 2 of Part C of Appendix 1 must be made by all the members of the overseas issuer's equivalent governing body and the listing document should be modified appropriately;
- (3) the documents to be published on the Exchange's website and the issuer's own website will be the documents corresponding to those mentioned in paragraph 53 of Part C of Appendix 1. Where any of such documents are not in the English or Chinese language, a certified English or Chinese translation thereof must be published on the Exchange's website and the issuer's own website. In particular cases, the Exchange may require additional documents to be published on the Exchange's website and the issuer's own website; and
- (4) overseas issuers which are subject to public reporting and filing obligations in their country of incorporation or other establishment (or listing, if different) may be permitted to incorporate in listing documents relevant documents so published. Such documents must be accompanied, as necessary, by a certified English translation and a certified Chinese translation. The Exchange should be consulted in any such case.

Continuing obligations

32.06 The Exchange may be prepared to agree modifications to the continuing obligations of the overseas issuer as it considers appropriate in a particular case. In particular, in the case of an overseas issuer which has a listing on another regulated, regularly operating, open stock market recognised by the Exchange, the Exchange may accept equivalent continuing obligations imposed by that other stock market. Conversely, the Exchange may impose additional requirements in a particular case.

General

- 32.07 All documents furnished by an overseas issuer to the Exchange, including accounts, which are in a language other than English or Chinese must be accompanied by a certified English or Chinese translation. If the Exchange so requires, an additional translation must be prepared in Hong Kong at the overseas issuer's expense by such person or persons as the Exchange shall specify.
- 32.08 Information to be supplied by overseas issuers in a listing document or accounts notwithstanding any obligation in the GEM Listing Rules, the Statutory Rules or any obligation imposed by the laws of Hong Kong shall not be less than that required to be supplied by the overseas issuer in its place of incorporation or other establishment.