
AMENDMENTS TO THE MAIN BOARD LISTING RULES

Chapter 2A

GENERAL

COMPOSITION, POWERS, FUNCTIONS AND PROCEDURES OF THE LISTING COMMITTEE, THE LISTING APPEALS COMMITTEE AND THE LISTING DIVISION

Functions and Powers of the Listing Appeals Committee

- 2A.36 The Listing Appeals Committee shall be the review body in respect of any decision of the Listing Committee on any of the following matters:—
- (5) that the listing of a listed issuer be cancelled; or
 - (6) any decision pursuant to rule 2A.09(2), (3), (5), (7), (8) or (9); ~~or~~
 - (7) ~~[Repealed[●]] that trading in the shares of an issuer be restored pursuant to Rule 6.07 of the Listing Rules.~~

Chapter 2B

GENERAL

REVIEW PROCEDURE

Review cases to be considered by the Listing Appeals Committee

- 2B.07 The Listing Appeals Committee shall be the review hearing body in respect of any decision of the Listing Committee or the Listing (Review) Committee on any of the following matters:—
- ...
- (5) Cancellation of a listing
 - (a) ...

- (b) Where the Listing Committee considers it necessary decides to cancel the listing of a listed issuer for the protection of investors or the maintenance of an orderly market pursuant to rule 6.01, or in any of the circumstances set out in rule 6.01(2), (3) or (4) or rule 6.01A(1), the listed issuer shall have the right to have that decision referred to the Listing (Review) Committee again for review.
- (c) Where the Listing (Review) Committee endorses, modifies or varies the earlier decision of the Listing Committee, the listed issuer shall have a right to further and final review of that decision by the Listing Appeals Committee, whose decision shall be conclusive and binding on the listed issuer.
- (d) For the avoidance of doubt, any decision to cancel a listing within sub-paragraph (b) above is subject to the procedures set out in this Chapter, notwithstanding that the reasons for the cancellation include or amount to a breach of the Exchange Listing Rules by the listed issuer.

Note: See Practice Note 17 for Delisting Procedures.

(6) ~~[Repealed[●]]~~ Resumption of Trading

- ~~(a) Where the Listing Committee rejects a request by a listed issuer for the suspension, or continued suspension, from trading of its securities or where in appropriate circumstances the Listing Committee intends to direct a resumption following a suspension, the Listing Committee will, if requested, give its reasons in writing and the issuer shall have the right to have that ruling referred to the Listing (Review) Committee for review.~~
- ~~(b) If the Listing (Review) Committee endorses, modifies or varies the ruling of the Listing Committee, it will, if requested, give its reasons in writing and the issuer shall have the right to have that ruling reviewed by the Listing Appeals Committee.~~
- ~~(c) The decision of the Listing Appeals Committee shall be conclusive and binding on the issuer. If requested, the Listing Appeals Committee will give its reasons in writing for the decision on review.~~

Time for application

- 2B.08 (1) Subject to (3) below, Aa Review Request for reviewing any decision of the Listing Division, the Listing Committee or the Listing (Review) Committee (as the case may be) under rules 2B.05(1), 2B.06 and 2B.07 must be served on the Secretary within 7 business days of receipt of either the relevant decision, or if the relevant party requests a written decision under rule 2B.13(1), that written decision.
- (2) A Review Request for reviewing a Return Decision or a Listing Committee's decision to endorse a Return Decision must include the grounds for the review together with reasons and be served on the Secretary within 5 business days of receipt of the written decision under rule 2B.13(2).
- (3) A Review Request made under rule 2B.06 for reviewing a decision of the Listing Division to direct the resumption of trading or, if such decision has been referred to the Listing Committee for review, the Listing Committee's decision on such review, must include the grounds for the review together with reasons and be served on the Secretary within 5 business days of receipt of the written decision under rule 2B.13(3).

Request for written reasons

- 2B.13 (1) Except for a review relating to a Return Decision or a decision to direct the resumption of trading, on receipt of a decision by the Listing Division, the Listing Committee, the Listing (Review) Committee or the Listing Appeals Committee (as the case may be) a relevant party has 3 business days to request written reasons for the decision. The Listing Division, the Listing Committee, the Listing (Review) Committee or the Listing Appeals Committee (as the case may be) will provide written reasons within 14 business days of receipt of the request.
- (2) The Listing Division, the Listing Committee or the Listing (Review) Committee (as the case may be) will provide written reasons for its Return Decision or decision to endorse a Return Decision.
- (3) The Listing Division, the Listing Committee or the Listing (Review) Committee (as the case may be) will provide written reasons for its decision to direct the resumption of trading under rule 6.07 or decision to endorse such a decision.

Chapter 6

GENERAL

TRADING HALT, SUSPENSION, CANCELLATION AND WITHDRAWAL OF LISTING

6.01 Listing is always granted subject to the condition that where the Exchange considers it necessary for the protection of the investor or the maintenance of an orderly market, it may at any time direct a trading halt or suspend dealings in any securities or cancel the listing of any securities in such circumstances and subject to such conditions as it thinks fit, whether requested by the issuer or not. The Exchange may also do so where:—

- (1) ~~[Repealed[●]]an issuer fails, in a manner which the Exchange considers material, to comply with the Listing Rules; or~~
- (2) the Exchange considers there are insufficient securities in the hands of the public (see rule 8.08(1)); or
- (3) the Exchange considers that the issuer does not have a sufficient level of operations or sufficient assets to warrant the continued listing of the issuer's securities (see rule 13.24); or
- (4) the Exchange considers that the issuer or its business is no longer suitable for listing.

6.01A (1) Without prejudice to its power under rule 6.01, the Exchange may cancel the listing of any securities that have been suspended from trading for a continuous period of 18 months.

(2) The following transitional provisions apply to listed issuers whose securities have been suspended from trading immediately before the effective date of rule 6.01A(1) (the "Effective Date"):

- (a) For a suspended listed issuer which has been placed in a delisting stage under Practice Note 17 before the Effective Date, Practice Note 17 continues to apply.

- (b) For other issuers which are not subject to a decision to commence the procedures to cancel a listing and a notice period for delisting immediately before the Effective Date, if trading in an issuer's securities has been continuously suspended:
 - (i) for less than 12 months as at the Effective Date, the 18 month period referred to in rule 6.01A(1) commences immediately from the Effective Date; or
 - (ii) for 12 months or more as at the Effective Date, the 18 month period referred to in rule 6.01A(1) commences 6 months before the Effective Date.
- (c) For issuers which are subject to a decision to commence the procedures to cancel a listing and a notice period for delisting immediately before the Effective Date, such decision and notice period continue to have effect on the relevant issuer. This is notwithstanding that the actual cancellation of listing has not taken place as at the Effective Date.

6.07 The Exchange shall have the power to direct the resumption of trading of halted or suspended securities. In particular the Exchange may:

- (1) require an issuer to publish an announcement, in such terms and within such period as the Exchange shall in its discretion direct, notifying the resumption of trading in the issuer's halted or suspended securities, following the publication of which the Exchange may direct resumption of trading; and/or
- (2) direct a resumption of trading following the Exchange's publication of an announcement notifying the resumption of trading in the halted or suspended securities.

Note: The Exchange may set out the issuer's submission for continued suspension in the Exchange's announcement referred to in (2) above.

6.08 The Exchange's power under rule 6.07 shall be subject to the review process set out in rule 2B.06. ~~not be exercised without first giving the issuer the opportunity of being heard in accordance with rule 2B.07(6).~~ At any hearing concerning a direction under rule 6.07, the An issuer opposing the resumption of trading in its securities has the burden of satisfying the Exchange that a continued trading halt or suspension would be appropriate.

Note:

(1) ...

(2) ...

(3) See Practice Note 11.

6.10 There may be cases where a listing is cancelled without a suspension intervening. Where the Exchange considers that any circumstances set out in rule 6.01 arise, an issuer or its business is no longer suitable for listing it will may:

(1) publish an announcement naming the issuer and specifying the period within which the issuer must have remedied those matters which have given rise to such circumstances rendered it unsuitable for listing. Where appropriate the Exchange will suspend dealings in the issuer's securities. If the issuer fails to remedy those matters within the specified period, the Exchange will cancel the listing. The Exchange may treat Any proposals to remedy those matters will be treated as if they were an application for listing from a new applicant for all purposes, in which case, the issuer must comply with the requirements for new listing applications as set out in the Listing Rules and the issuer will be required (inter alia) to issue a listing document which contains all of the specific items of information set out in Part A of Appendix 1 and pay the initial listing fee; or

(2) cancel the listing of the issuers' securities following the Exchange's publication of an announcement notifying the cancellation of the listing.

6.10A For the purpose of rule 6.01A(1), the Exchange may cancel the listing of an issuer's securities following the Exchange's publication of an announcement notifying the cancellation of the listing.

Chapter 13

EQUITY SECURITIES

CONTINUING OBLIGATIONS

Sufficient operations

- 13.24 An issuer shall carry out, directly or indirectly, a sufficient level of operations or have tangible assets of sufficient value and/or intangible assets for which a sufficient potential value can be demonstrated to the Exchange to warrant the continued listing of the issuer's securities.

Note: Characteristics of issuers which are unable to comply with rule 13.24 include:

- (i) financial difficulties to an extent which seriously impairs an issuer's ability to continue its business or which has led to the suspension of some or all of its operations; and/or
- (ii) issuers which have net liabilities as at their balance sheet date i.e. issuers whose liabilities exceed their assets.

- 13.24A An issuer must, after trading in its listed securities has been suspended, publish periodic quarterly announcements of its developments.

Chapter 14

EQUITY SECURITIES

NOTIFIABLE TRANSACTIONS

Requirements for all transactions

Trading halt and suspension of dealings

- 14.37 (1) ~~[Repealed[●]]Where an issuer has signed an agreement in respect of a share transaction, major transaction, very substantial disposal, very substantial acquisition or reverse takeover and the required announcement has not been published on a business day, it must apply for a trading halt or a trading suspension pending the announcement.~~

- (2) ~~[Repealed[●]]Without prejudice to rule 14.37(1), an issuer that has signed an agreement in respect of a notifiable transaction which it reasonably believes would require disclosure under the Inside Information Provisions must immediately apply for a trading halt or a trading suspension pending announcement of the agreement.~~
- (3) ...
- (4) ...
- (5) In the case of a reverse takeover, suspension of dealings in the issuer's securities must continue until the issuer has announced sufficient information. Whether the amount of information disclosed in the announcement is sufficient or not is determined on a case-by-case basis.

Practice Note 17

to the Rules Governing the Listing of Securities (the "Exchange Listing Rules")

Issued pursuant to rule 1.06 of the Exchange Listing Rules

SUFFICIENCY OF OPERATIONS AND DELISTING PROCEDURES

(This practice note applies only to suspended listed issuer subject to this note immediately before the effective date of rule 6.01A(1))