

Chapter 6

GENERAL

SPONSORS

Introduction

6.01 A new applicant seeking a listing of equity securities on GEM must appoint a Sponsor pursuant to a contract for a fixed term period covering at least the remainder of the financial year during which the listing occurs and the 2 financial years thereafter. Subject to rule 6.02, the requirement to have a Sponsor ends on expiry of this period, although it is recommended that the issuer retains the services of a Sponsor thereafter.

Notes: 1 The contract between the new applicant and its Sponsor must be for a fixed term equal, at least, to the minimum period referred to in this rule. It may not be terminated by the Sponsor during this period, save in exceptional circumstances.

2 For the avoidance of doubt, where the holding company of a new applicant seeking only a listing of debt securities on GEM has equity securities already listed on GEM, or seeks to list its equity securities on GEM at the same time as the new applicant's debt securities, the new applicant is not required to appoint a Sponsor. However:—

(a) in circumstances where the holding company of the new applicant is required to appoint or has appointed a Sponsor under rule 6.01 or 6.02, that Sponsor (or another party admitted to the Exchange's list of Sponsors, specifically appointed for the purpose) must advise the new applicant in connection with the issue and listing of the debt securities. In addition, where the new applicant proposes to issue a listing document of the type referred to in rule 6.58(1) during the term of appointment of the holding company's Sponsor as referred to in rule 6.01 or any period fixed for the purposes of rule 6.02, the Sponsor (or the other party so appointed) must comply with the requirements of rules 6.56 (matters in connection with the application) and 6.57 (declaration to the Exchange) in relation to such issue; or

(b) in circumstances where the holding company of the new applicant is not required to appoint or has not appointed a Sponsor under rule 6.01 or 6.02, the new applicant must, in any event, appoint a financial adviser to advise the new applicant. (see rules 27.04 and 30.08)

6.02 After the expiry of the fixed term period referred to in rule 6.01, and in a situation where a listed issuer has not otherwise retained the services of a Sponsor, a listed issuer must appoint a Sponsor to act as its adviser (and, to carry out all or any of the responsibilities set out in rules 6.39 to 6.43 and rules 6.50 to 6.58) in any circumstances, for such period and in such manner as the Exchange may, in its discretion, direct.

6.03 The Sponsor's role is of particular importance to the successful operation of GEM, since it is the expectation of the Exchange that each issuer should, with the guidance and assistance of the Sponsor, comply with and discharge its responsibilities under the GEM Listing Rules without having to rely unduly on the advice of the Exchange. In this regard, the Sponsor is expected to advise the issuer on those responsibilities in a competent, professional and impartial manner, so providing reassurance to investors.

Note: Sponsors should be mindful of the fact that applicants for listing, may, at the outset of preparing for the listing, not be familiar with the responsibilities and obligations associated with raising capital from the public or being a company listed on GEM. An integral part of the Sponsor's role is to ensure that the directors of the issuer are fully apprised of those responsibilities and obligations.

6.04 To be eligible to act as the Sponsor of a new applicant or a listed issuer, the party in question must have been approved by the Exchange for such purposes and admitted to a list of Sponsors maintained and published by the Exchange from time to time. In circumstances where a prospective Sponsor cannot satisfy the requirements of rule 6.14 (relating to the experience of the Sponsor) but satisfies all other requirements set out in rules 6.12 to 6.19, the Exchange reserves the right to admit that party to the list, subject to its acting only in the capacity of a co-Sponsor. This limitation on capacity shall be indicated on the Exchange's list of Sponsors. For the avoidance of doubt, a new applicant or listed issuer must, for the duration of the minimum period referred to in rule 6.01 or any period fixed for the purposes of rule 6.02, appoint a Sponsor to which no such limitation in capacity applies.

Note: Unless the context otherwise requires, references to a Sponsor in the GEM Listing Rules shall be construed as applying equally to any co-Sponsor.

6.05 Although the Exchange reserves the right to review a Sponsor's continuing eligibility at any time, it will ordinarily review the same on an annual basis, on or around the anniversary of the Sponsor's admission to the list of Sponsors.

6.06 As a minimum, any prospective Sponsor is expected to comply with the provisions of rules 6.12 to 6.19 before the Exchange will consider admitting it to the list of Sponsors. However, the Exchange reserves the right to waive any criteria or impose any other criteria, either generally or specifically, and has a discretion to refuse admission to the list of Sponsors even in circumstances where the applicant is capable of complying with the provisions of rules 6.12 to 6.19 and other criteria imposed.

6.07 In assessing a prospective Sponsor's suitability to act in that capacity, the Exchange will have regard to the following principles:—

- (1) the overriding consideration will be to preserve the reputation and integrity of GEM;
- (2) the Exchange must be satisfied that a prospective Sponsor is capable of upholding high professional standards; and
- (3) the Exchange must be satisfied that a prospective Sponsor has sufficient resources and the experience, expertise and competence to discharge the responsibilities of a Sponsor under the GEM Listing Rules.

Application procedure

6.08 Application to become a Sponsor must be submitted to the GEM Listing Division on the prescribed form set out in Appendix 7A and must be accompanied by all documents required to be submitted with that form and a non-refundable application fee in the amount specified in Appendix 9. Prospective Sponsors should note that they are required to undertake to the Exchange to accept the responsibilities of a Sponsor as outlined in the GEM Listing Rules, to discharge those responsibilities to the satisfaction of the Exchange and to comply with the GEM Listing Rules from time to time applicable to Sponsors.

6.09 The decision to approve or reject an application will be made by the GEM Listing Committee. Prospective Sponsors may be asked to attend for interview and/or provide further information during the assessment of their application by the Exchange.

Notes: 1 *In respect of each applicant, the Exchange anticipates that the application process is likely to take a minimum period of 15 clear business days from the date of application and may take longer.*

2 *The reasons for the rejection of a prospective Sponsor will be given in writing and may be appealed to the Listing Appeals Committee in accordance with Chapter 4.*

6.10 The Exchange reserves a discretion to admit a Sponsor to the list of Sponsors, subject to any conditions, restrictions or other requirements imposed by the Exchange at the time of admission or at any time thereafter and whether of a general nature or specific to any issuer for which the Sponsor acts or proposes to act.

Warning

6.11 Admission of any applicant to the list of Sponsors shall be indicative only of the fact that the Exchange is satisfied, based solely on the information provided by the applicant, that the applicant has, as at the date of admission, satisfied the eligibility criteria set out in this Chapter. Such admission is not a guarantee of the quality or performance of the Sponsor or any issuer for which the Sponsor acts.

Eligibility criteria

6.12 A prospective Sponsor must be a limited liability company incorporated under the Companies Ordinance or registered under Part XI of the Companies Ordinance.

6.13 A prospective Sponsor must be registered, pursuant to the Securities Ordinance, as an investment adviser or a securities dealer or must have been declared by the Commission to be an exempt dealer.

6.14 A prospective Sponsor must have sponsored initial public offering transactions and have other relevant corporate finance experience.

Notes: 1 *For these purposes, a prospective Sponsor must demonstrate that it has:—*

(a) *acted as lead sponsor on at least 2 completed initial public offering transactions over the 5-year period prior to the application date or, failing which, it has acted as a co-sponsor on at least 3 completed initial public offering transactions over the same period; and*

(b) *other relevant corporate finance experience.*

2 *For the purpose of this rule “corporate finance experience” includes experience derived from providing advice on matters such as notifiable transactions, connected transactions (or their equivalent under the rules of other stock exchanges), mergers and acquisitions, takeovers subject to the Takeover Code (or its equivalent in other jurisdictions) and/or other appropriate and significant transactions or equity-fund raising exercises.*

3 *The Exchange reserves the discretion to waive or relax the requirement set out in Note 1(a) above, in exceptional circumstances, where the prospective Sponsor can demonstrate to the satisfaction of the Exchange that it has proven experience in sponsoring initial public offering transactions and recognised expertise in this regard, as gained over a period in excess of 5 years prior to the application date.*

4 *The Exchange reserves the further discretion to waive or relax the requirements set out in this rule, where:—*

- (a) *the prospective Sponsor, whilst not itself having the experience required under this rule, is a member of a group within which there exists entities that do have the requisite experience (as assessed by reference to Notes 1 to 3 above) and provided always that there is a sufficiently close nexus between the prospective Sponsor and those entities, based upon which the prospective Sponsor can be expected to benefit; or*
- (b) *in exceptional circumstances, the prospective Sponsor is newly-formed and, in all respects other than this rule, complies with the criteria set out in rules 6.12 to 6.19.*

For the purposes of sub-paragraph (a) of this Note, the prospective Sponsor must provide details of the relevant experience of the named entities within the group, of the nexus between the prospective Sponsor and those entities and of how the relevant experience of those entities is expected to be shared with or imparted to the prospective Sponsor, to the satisfaction of the Exchange.

5 *For the purposes of this rule, it is not an absolute requirement that the initial public offering transactions in question should have involved entities listed on the Main Board or on GEM and, accordingly, similar experience derived from initial public offering transactions on other stock exchanges may, on a case by case basis, be regarded as satisfactory by the Exchange.*

6.15 A prospective Sponsor must:—

- (1) have a paid up share capital and/or non-distributable reserves of not less than HK\$10,000,000; and a net tangible asset value after minority interests of not less than HK\$10,000,000 represented by unencumbered assets; or
- (2) produce an unconditional and irrevocable guarantee from a company within the same group as the Sponsor or an authorised institution (as defined under the Banking Ordinance) that is, and in a form that is, acceptable to the Exchange in respect of the Sponsor's liabilities up to an aggregate amount of not less than HK\$10,000,000.

Notes: 1 *For the purposes of sub-paragraph (1) of this rule:—*

- (a) *the amount of the paid up share capital and/or non-distributable reserves and the net tangible asset value after minority interests must be evidenced, subject to the matters referred to in (b) below, by the balance sheet contained in the latest audited accounts of the prospective Sponsor and, in circumstances where such audited accounts are in respect of a period that ended more than 6 months prior to the date of application, then such matters must also be evidenced by the audited or unaudited balance sheet of the prospective Sponsor as at a date not more than 6 months prior to the date of application. Any unaudited balance sheet produced for this purpose must be signed by 2 directors of the prospective Sponsor;*
- (b) *in circumstances where no audited accounts have been prepared in respect of a prospective Sponsor which is newly-formed, the matters referred to in (a) above must be evidenced by the unaudited balance sheet of the prospective Sponsor, as at a date not more than 6 months prior to the date of application, signed by 2 directors of the prospective Sponsor; and*

(c) *the prospective Sponsor must confirm in its application form whether or not there has been any material adverse change in the prospective Sponsor's financial position since the date of the latest balance sheet (whether audited or unaudited) provided in accordance with (a) or (b) above.*

2 *For the purposes of sub-paragraph (2) of this rule, the latest audited accounts and any subsequent published financial statements of the prospective guarantor (other than in respect of a prospective guarantor that is an authorised institution (as defined under the Banking Ordinance)) and/or any other information required by the Exchange must be submitted to the Exchange, which must be satisfied as to the financial standing of the prospective guarantor. In addition, the prospective form of guarantee must be submitted, which guarantee must be for the duration of the period over which the Sponsor is admitted to the Exchange's list of Sponsors.*

6.16 A prospective Sponsor must have a minimum of 2 executive directors engaged in a full time capacity in the prospective Sponsor's corporate finance business in Hong Kong. Each of those executive directors must be registered, pursuant to the Securities Ordinance, as an investment adviser or a securities dealer (save in circumstances where the Sponsor is an exempt dealer for the purposes of rule 6.13). The prospective Sponsor must demonstrate that each of those executive directors has the requisite experience and expertise to advise new applicants and listed issuers. (For the purposes of the GEM Listing Rules, such individuals are referred to as "principal supervisors").

Notes: 1 *The Exchange is seeking to ensure that every principal supervisor has advised, in a substantive capacity, on initial public offering transactions on the Main Board and/or on GEM and has other relevant corporate finance experience derived in respect of companies listed on the Main Board and/or on GEM. In this regard, a prospective Sponsor must submit, together with its application, declarations in the prescribed form set out at Appendix 7B signed by each person which it proposes will be one of its principal supervisors, providing certain background details and demonstrating that each has:—*

(a) *played a substantial role on at least 2 completed initial public offering transactions on the Main Board and/or on GEM over the 5-year period prior to the date of declaration, by virtue of his employment with an entity that has sponsored companies listing on the Main Board and/or on GEM; and*

(b) *other relevant corporate finance experience derived in respect of companies listed on the Main Board and/or on GEM over the 5-year period prior to the date of declaration.*

2 *For the purposes of this rule, "corporate finance experience" has the same meaning as set out in Note 2 to rule 6.14.*

3 *The Exchange reserves a discretion to waive or relax the requirements set out in this rule in exceptional circumstances where:—*

(a) *the proposed principal supervisor, whilst not having played a substantial role on 2 completed initial public offering transactions over the 5 year period in question, can nevertheless demonstrate that he has proven experience of public offering transactions on the Main Board and/or on GEM and recognised expertise in this regard, as gained over a period in excess of 5 years prior to the date of declaration; and/or*

(b) *some part of the proposed principal supervisor's corporate finance experience for the purposes of Note 1(b) above has been derived overseas by virtue of advising companies listed on other stock exchanges, provided always that a substantial part of the proposed principal supervisor's experience has been derived in respect of companies listed on the Main Board and/or on GEM.*

4 *It is not necessary that the proposed principal supervisors should have been working for the prospective Sponsor throughout all or any of the period to which their experience relates.*

5 *A prospective Sponsor is entitled to submit declarations from more than 2 proposed principal supervisors.*

6.17 In addition to the principal supervisors, a prospective Sponsor must have a minimum of 2 other members of staff, engaged in a full time capacity in the prospective Sponsor's corporate finance business in Hong Kong. Each of those staff members must be registered, pursuant to the Securities Ordinance, as an investment adviser or an investment representative or a securities dealer or a securities dealer's representative (save in circumstances where the Sponsor is an exempt dealer for the purposes of rule 6.13). The prospective Sponsor must demonstrate that each of those staff members has the requisite experience and expertise to advise new applicants and listed issuers. (For the purposes of the GEM Listing Rules, such individuals are referred to as "assistant supervisors").

Notes: 1 *The Exchange is seeking to ensure that every assistant supervisor has relevant corporate finance experience derived in respect of companies listed on the Main Board and/or on GEM. In this regard, a prospective Sponsor must submit, together with its application, declarations in the prescribed form set out at Appendix 7C signed by each person which it proposes will be one of its assistant supervisors, providing certain background details and demonstrating that each has relevant corporate finance experience derived in respect of companies listed on the Main Board and/or on GEM over the 3 year period prior to the date of declaration.*

2 *For the purposes of this rule, "corporate finance experience" has the same meaning as set out in Note 2 to rule 6.14.*

3 *The Exchange reserves a discretion to waive or relax the requirements set out in this rule in exceptional circumstances where some part of the proposed assistant supervisor's corporate finance experience has been derived overseas by virtue of advising companies listed on other stock exchanges, provided always that a substantial part of the proposed assistant supervisor's experience has been derived in respect of companies listed on the Main Board and/or on GEM.*

4 *It is not necessary that the proposed assistant supervisors should have been working for the prospective Sponsor throughout all or any of the period to which their experience relates.*

5 *A prospective Sponsor is entitled to submit declarations from more than 2 proposed assistant supervisors.*

6.18 A prospective Sponsor must have appropriate internal controls or procedures in place to ensure that all staff are adequately supervised and managed in connection with the roles they respectively perform for the Sponsor and that no staff who actively participate in the business of providing corporate finance advice act beyond their proper authority. Such internal procedures should be in writing and should be kept up-to-date and made available to the Exchange on request.

Other matters relevant to eligibility

6.19 In the application form to become a Sponsor, the applicant must provide details of:—

- (1) any public censure, public statement involving criticism, private reprimand or any other disciplinary action made or taken by either the Exchange, the Commission or any other regulatory authority, in Hong Kong or elsewhere, within the 5 years prior to the application date, in respect of:—
 - (a) the prospective Sponsor; and /or
 - (b) any director or member of staff of the prospective Sponsor who actively participates in the business of providing general corporate finance advice, investment advice and/or securities dealing and who remains a director or member of staff as at the date of application; and
- (2) having regard to rule 6.07, such other information as ought reasonably to be brought to the attention of the Exchange in the context of its considering the application of the prospective Sponsor.

Notes: 1 For the purposes of this rule, “general corporate finance advice” includes advice in respect of the matters set out in Note 2 to rule 6.14.

2 For the purposes of this rule, if the prospective Sponsor or any director or member of staff whom it is proposed will be engaged in providing advice to new applicants or listed issuers has been publicly censured within the 5 years prior to the prospective Sponsor’s application, it is unlikely that the prospective Sponsor will be regarded as suitable for admission to the Exchange’s list of Sponsors.

3 The prospective Sponsor must provide details of any such disciplinary action taken against any member of the group of which it forms part where this may be relevant. For example, the Exchange would consider such information relevant in circumstances where the prospective Sponsor has provided details of the experience of other members of the group for the purposes of rule 6.14.

General continuing obligations

6.20 The Sponsor must comply (and undertakes pursuant to its application to become a Sponsor (Appendix 7A), once it has been admitted to the list of Sponsors, to comply) with the GEM Listing Rules applicable to Sponsors. Without prejudice to the generality of the foregoing, the Sponsor must, subject to rule 6.21, use all reasonable endeavours to ensure that it continues to satisfy all of the eligibility criteria set out in rules 6.12 to 6.19, any other criteria imposed under rule 6.06 and any conditions imposed under rule 6.10 or 6.30.

6.21 With regard to the Sponsor’s on-going net tangible asset value after minority interests referred to in rule 6.15(1), the Sponsor:—

- (1) must not, in the event such value falls below HK\$10,000,000, take on new sponsorship roles for any new applicant or listed issuer (or continue, as Sponsor, to advise any new applicant), until such time as its net tangible asset value after minority interests has been restored to an amount of no less than HK\$10,000,000 (or until it can produce an unconditional and irrevocable guarantee from a company within the same group as the Sponsor or an authorised institution (as defined under the Banking Ordinance) that is, and in a form that is, acceptable to the

Exchange in respect of the Sponsor's liabilities up to an aggregate amount of not less than HK\$10,000,000), provided always that nothing in this rule shall limit or restrict the Sponsor's on-going obligations and responsibilities with regard to listed issuers for which it already acts as at the time such value falls below HK\$10,000,000; and

- (2) must use all reasonable endeavours to ensure such value does not fall below HK\$5,000,000, and provided that if, for any reason, it does, the Sponsor must take immediate steps to rectify the position and will be expected to have restored its net tangible asset value after minority interests to no less than HK\$5,000,000 within 30 days of the date on which it breaches this rule.

Notes: 1 It is recognised that the Sponsor will incur liabilities during the conduct of its corporate finance business and accordingly, the Exchange will allow a Sponsor's net tangible asset value after minority interests to fall below HK\$10,000,000, subject to its retaining, at all times, a minimum value of HK\$5,000,000.

- 2 This rule is designed to ensure, among other things, that should any Sponsor take the decision to phase out its business of acting as a Sponsor, it must, for the duration of the outstanding period over which it is obliged to act as the Sponsor of any issuer and in the absence of guarantee arrangements acceptable to the Exchange, have a minimum net tangible asset value after minority interests of HK\$5,000,000.*

6.22 The Sponsor must inform the Exchange immediately if the Sponsor becomes aware that:—

- (1) it no longer continues to satisfy the eligibility criteria set out in rules 6.12 to 6.19 (as varied by the provisions of rule 6.21 concerning the Sponsor's on-going net tangible asset value after minority interests), any other criteria imposed under rule 6.06 and any conditions imposed under rule 6.10 or 6.30; or
- (2) any information provided by it to the Exchange in connection with its application to be admitted to the list of Sponsors or in connection with any subsequent review, as referred to in rule 6.29, has changed adversely in any material respect or become misleading in any material respect.

Notes: 1 The Sponsor must, pursuant to this rule, inform the Exchange immediately if, among other things:—

- (a) it ceases to have the prescribed minimum number of principal supervisors and assistant supervisors; or*
- (b) any of its principal supervisors or assistant supervisors ceases to be engaged in the Sponsor's corporate finance business or is convicted of any indictable offence; or*
- (c) its net tangible asset value after minority interests falls below the amounts specified in rule 6.21(1) (assuming that it has not previously put in place guarantee arrangements acceptable to the Exchange); or*
- (d) there is any material adverse change in the financial standing of the Sponsor's guarantor (if any); or*
- (e) it becomes aware that any of the persons to which rule 6.19(1) relates has been the subject of any disciplinary action of the sort referred to in rule 6.19(1) including disciplinary action taken by any professional body.*

- 2 *The Sponsor must advise the Exchange of the action it proposes to take to remedy the situation and must comply with any grace period prescribed by the Exchange for remedying the same.*

- 6.23 In respect of any Sponsor the liabilities of which have not been guaranteed in accordance with rule 6.15(2), the Exchange reserves the right, where applicable, to disclose that its net tangible asset value after minority interests has fallen below HK\$10,000,000 and, if applicable, below HK\$5,000,000 (in either case, if no guarantee arrangement acceptable to the Exchange is put in place).
- 6.24 If the Sponsor becomes aware that it no longer continues to satisfy the eligibility criteria set out in rules 6.12 to 6.19 or any other criteria imposed under rule 6.06 or any conditions imposed under rule 6.10 or 6.30, it may not take on new sponsorship roles for any new applicant or listed issuer, (or continue, as Sponsor, to advise any new applicant), provided always that nothing in this rule shall immediately limit or restrict the Sponsor's on-going obligations and responsibilities with regard to listed issuers for which it already acts as at the time of breach.

Note: In these circumstances, the Sponsor must promptly inform the Exchange, which may decide upon the extent of the Sponsor's on-going involvement on a case by case basis.

- 6.25 The Sponsor must designate 2 of its executive directors to act, at all times, as the principal channel of communication with the Exchange concerning matters relevant to the Sponsor. Those individuals must supply the Exchange with details in writing of how they can be contacted, including office, mobile and home telephone numbers, facsimile number and electronic mail address.
- 6.26 The Sponsor must continue to engage a sufficient number of staff to ensure that it can, at all times, properly discharge its responsibilities as a Sponsor (taking into account the number of issuers for which it acts and its other commitments).
- 6.27 The Sponsor must provide to the Exchange such information in such form and within such time limits as the Exchange may require, whether in respect of the Sponsor, any issuer for which the Sponsor acts or any other matter relating to GEM.

Continuing eligibility

- 6.28 If, at any time after the Sponsor has been admitted to the Exchange's list of Sponsors, the Exchange:—
- (1) considers that the Sponsor no longer continues to satisfy the eligibility criteria set out in rules 6.12 to 6.19 (as varied by the provisions of rule 6.21 concerning the Sponsor's on-going net tangible asset value after minority interests), any other criteria imposed under rule 6.06 and any conditions imposed under rule 6.10 or 6.30; or
 - (2) has reasonable grounds to suspect that the Sponsor has failed to disclose fairly and accurately any information that ought reasonably to have been disclosed, whether pursuant to rule 6.19 or 6.22 or otherwise; or
 - (3) considers that the Sponsor has breached or failed to discharge its responsibilities or obligations under the GEM Listing Rules or is no longer competent to act properly as a Sponsor; or
 - (4) considers that the integrity or reputation of the Main Board or GEM may be or may have been impaired as a result of the conduct or judgement of the Sponsor,

it may, subject to rule 6.31, remove the Sponsor from the list of Sponsors, thereby rendering it ineligible to act for new applicants or listed issuers and/or take any other disciplinary action against the Sponsor.

6.29 Without prejudice to rule 6.28, the Exchange will review each Sponsor's continued inclusion on the list of Sponsors on an annual basis. However, the Exchange reserves the right to conduct the review at any time prior to the anniversary of the date on which the Sponsor was admitted to the list of Sponsors or of the date on which the Sponsor was last reviewed by the Exchange. The review will be carried out in the following manner:—

- (1) If a Sponsor wishes to continue to be included on the list of Sponsors or is otherwise obliged under its existing commitments to any listed issuer to continue to act as a Sponsor, it must submit a review form for continuing eligibility, in the prescribed form set out in Appendix 7D, together with all documents required to be submitted with that form and a non-refundable review fee in the amount specified in Appendix 9.

Notes: 1 The form, documents and fee should be submitted to the GEM Listing Division no later than:—

- (a) 1 month prior to the anniversary of the date on which the Sponsor was admitted to the list of Sponsors;*
- (b) 1 month prior to the anniversary of the date on which the Sponsor was last reviewed; or*
- (c) any period specified by the Exchange for such purpose,*

as applicable.

- 2 Sponsors should note that the form requires them to confirm whether or not they continue to meet the eligibility criteria set out in rules 6.12 to 6.19 and any other criteria imposed under rule 6.06 and any conditions imposed under rule 6.10 or 6.30.*
- 3 If the Sponsor does not continue to meet the eligibility criteria set out in rules 6.12 to 6.19 (as varied by the provisions of rule 6.21 concerning the Sponsor's on-going net tangible asset value after minority interests) or any other criteria imposed under rule 6.06 or any conditions imposed under 6.10 or 6.30, full details, including the reasons therefor, must be provided to the Exchange.*
- 4 In this regard, if the net tangible asset value after minority interests of the Sponsor has fallen below HK\$10,000,000 and in circumstances where no guarantee has been provided (as referred to in rule 6.15(2)), the Exchange must be specifically advised of this matter, notwithstanding that, by virtue of rule 6.21, such value may fall to a minimum of HK\$5,000,000.*
- 5 Sponsors should note that, save as regards the requirement concerning its on-going net tangible asset value after minority interests (see rule 6.21), the Exchange will review the Sponsor each year as if it were a prospective Sponsor seeking admission to the list of Sponsors. Accordingly, the experience criteria, for each of the Sponsors and the requisite minimum number of principal supervisors and assistant supervisors, must continue to be satisfied on an on-going basis.*

6 Among the documents required to be submitted by the Sponsor together with the form are:—

- (a) its latest audited accounts and, in circumstances where the Sponsor's last financial year end was more than 6 months before the date of submission, the audited or unaudited balance sheet of the Sponsor as at a date not more than 6 months prior to the date of submission (signed, in the case of the unaudited balance sheet, by 2 directors of the Sponsor);
- (b) in the case of a Sponsor the liabilities of which have been guaranteed (as referred to in rule 6.15(2)), the latest audited accounts and any subsequent published financial statements of the guarantor (other than in respect of a guarantor that is an authorised institution (as defined under the Banking Ordinance)), together with confirmation that the form of guarantee, as approved by the Exchange, remains in full force and effect;
- (c) review forms in the form set out in Appendix 7E and 7F, respectively, from each of the Sponsor's continuing principal supervisors and assistant supervisors; and
- (d) completed declarations in the form set out in Appendix 7B and/or 7C in respect of any proposed additional principal supervisors and/or assistant supervisors as the case may be.

7 Any failure by a Sponsor to submit the form may result in the Exchange removing the Sponsor from the list of Sponsors and/or taking any other disciplinary action against the Sponsor.

- (2) The review of a Sponsor's continued inclusion on the list of Sponsors will be considered by the GEM Listing Committee. Sponsors may be asked to attend for interviews and/or provide further information for the purposes of the review.

Note: The Exchange reserves the right to change the date for which the review of any Sponsor has been scheduled.

- (3) The GEM Listing Committee, in forming its view, may take into consideration the information provided in the continuing review form and the documents submitted with that form and, having regard to rule 6.07, any other matters considered by it to be relevant.

6.30 The Exchange reserves a discretion to continue to include a Sponsor on the list of Sponsors, subject to any conditions, restrictions or other requirements imposed by the Exchange at any time and whether of a general nature or specific to any issuer for which the Sponsor acts or proposes to act.

6.31 If, at any time, the Exchange exercises its power to remove a Sponsor from the list of Sponsors, the Exchange shall give written notice to the Sponsor informing it of the intention to remove the Sponsor, stating the reasons therefor and advising the Sponsor of its rights to appeal to the Listing Appeals Committee in accordance with Chapter 4.

Obligations on the principal supervisors and assistant supervisors

6.32 Each principal supervisor and assistant supervisor of the Sponsor is under an obligation to inform the Exchange of any material adverse change to the particulars provided by him in the form set out in Appendix 7B or 7C as appropriate (as updated pursuant to the forms set out in Appendix 7E or 7F, as appropriate) immediately after he becomes aware of such change.

6.33 Principal supervisors and assistant supervisors are required to comply with the provisions of rules 6.49 and 6.50.

Interests of the Sponsor

6.34 No Sponsor may act for any new applicant or continue to act for any listed issuer in circumstances where any actual or potential conflict of interest impedes or is likely to impede its ability to provide competent advice to the new applicant or listed issuer in a professional and impartial manner.

Notes: 1 For the purposes of this rule:

The Sponsor may not (nor may any member of the group of which the Sponsor forms part) be involved in accounting matters relevant to the issuer or be the legal advisers to the issuer. The Exchange may, however, in certain circumstances permit the corporate finance and audit operations of an accounting firm to be involved as a co-sponsor (but not sole sponsor) and the reporting accountant respectively in the same listing application. The normal responsibilities of sponsors and co-sponsors in relation to new listing applications are not affected by the granting of such permission. Any permission granted by the Exchange would be subject to the following conditions and any other conditions which the Exchange may impose as appropriate:—

- (i) the corporate finance operation of the accounting firm does not act as an under-writer;*
- (ii) the corporate finance operation of the accounting firm does not take part in marketing or promotion of the listing applicant or its securities; and*
- (iii) the Exchange is satisfied that there is adequate segregation of roles between the corporate finance and audit operations of the accounting firm.*

Such permission is to be granted by the Exchange on a case-by-case basis.

- (a) The Sponsor shall not be prohibited from acting for an issuer on account of any lending, in the ordinary course of business, by the Sponsor (or any member of the group of which the Sponsor forms part) to the issuer or its group.*
- (b) The Sponsor may own securities in the issuer, hold options or other rights to subscribe such securities and enter into any success fee or other arrangements with the issuer provided that details of the same are disclosed in accordance with rules 6.35 and 6.36.*

- 2 The Exchange reserves a right to decide that any Sponsor is not eligible to act in any particular case (see rule 3.07). One circumstance in which this right might be exercised would be where the Exchange believes that an actual or potential conflict for the Sponsor impedes or is likely to impede its ability to provide advice in accordance with this rule.*

6.35 In relation to:

- (1) the initial application for listing by a new applicant, the Sponsor must; or
- (2) any application for listing by a listed issuer involving the proposed issue of a listing document of the type referred to in rule 6.58 within the minimum period referred to in rule 6.01 or any period fixed for the purposes of rule 6.02, the Sponsor (or any party admitted to the Exchange's list of Sponsors that is appointed pursuant to rule 6.60 to advise the issuer) must,

complete and submit to the Exchange, at the time of submitting the application for listing (passing a copy to the new applicant or listed issuer) a declaration in the prescribed form set out in Appendix 7H, giving details of all interests it, its directors and employees and its associates have in relation to the issuer and that listing or transaction.

Notes: 1 For these purposes, the Sponsor must provide details of all information which ought reasonably to be disclosed concerning the interests which it, its directors and employees and its associates have in relation to the new applicant or listed issuer and the successful outcome of the listing or transaction in question, having taken all reasonable steps to ascertain such interests of its directors and employees and its associates.

2 Without limiting the general nature of Note 1, the Sponsor would be expected to disclose full and accurate details of:—

(a) the interests which it or its associates have or may, as a result of the listing or transaction, have in the securities of the issuer or any other company in the issuer's group (including options or rights to subscribe for such securities);

(b) the interests which any director or employee involved in providing advice to the issuer has or may, as a result of the listing or transaction, have in the securities of the issuer or any company in the issuer's group (including options or rights to subscribe such securities but, for the avoidance of doubt, excluding interests in securities that may be subscribed by any such director or employee pursuant to an offer by way of public subscription made by the issuer); and

(c) any material benefit expected to accrue to the Sponsor or its associates as a result of the successful outcome of the listing or transaction, including, by way of example, the repayment of material outstanding indebtedness and payment of any underwriting commissions or success fees.

3 For the purposes of Note 2 above, "associate" shall have the same meaning as set out in rule 1.01, save that it shall be construed as applying to the Sponsor.

6.36 The listing document in respect of any new applicant and all other listing documents and circulars relating to transactions on which the Sponsor subsequently provides advice to the issuer (excluding any Explanatory Statement issued pursuant to rule 13.08) must disclose full and accurate details of the interests as advised by the Sponsor and, if applicable, the interests as advised pursuant to rule 6.35 by the Sponsor appointed pursuant to rule 6.60. In addition, each listed issuer's annual report and accounts, half-year report and quarterly reports must include full and accurate details of such interests, as updated and notified by the Sponsor to the issuer at the time of preparing such reports.

Notes: 1 Each of the documents referred to in this rule is required to set out the interests of the Sponsor (and its directors, employees and associates) under a specific heading and both the heading and information must be given suitable prominence within the document.

2 The Sponsor must take responsibility for the accuracy of the information relating to the interests of the Sponsor (and its directors, employees and associates), as set out in each of the documents referred to in this rule.

6.37 In circumstances of any doubt as to the prospective impact of an actual or potential conflict of interest or as to the interests that are required to be disclosed, the Sponsor must consult with the Exchange at the earliest practicable opportunity.

Responsibilities of the Sponsor

6.38 Set out in rules 6.39 to 6.58 are the specific responsibilities that a Sponsor is required to perform in relation to advice given by it to issuers. Rules 6.39 to 6.43 deal with matters relevant to all issuers (including new applicants) for which it acts, rules 6.44 to 6.49 with new applicants for which it acts and rules 6.50 to 6.58 with listed issuers for which it acts. Failure to carry out these responsibilities may result in the Exchange taking one or more of the steps referred on in rules 6.67 and 6.68.

Responsibilities concerning each issuer for which the Sponsor acts

6.39 Where an issuer consults its Sponsor for guidance or advice in relation to the GEM Listing Rules, the Sponsor:—

- (1) has a responsibility to ensure that the issuer is properly guided and advised; and
- (2) must discharge that responsibility with due care and skill.

6.40 The Sponsor should accompany the issuer to any meetings with the Exchange that the issuer is asked to attend, unless otherwise requested by the Exchange.

6.41 The Sponsor must certify that it has read the answers which each director of the issuer is required to provide in response to the questions in Part 1 of the relevant form of Declaration, Undertaking and Acknowledgement set out in Appendix 6 and that at the date of certification it is not aware of any information that would lead a reasonable person to inquire further concerning the truthfulness, completeness or accuracy of any of the answers given. The certification shall be in the form provided in Part 3 of such form as set out in Appendix 6.

6.42 In respect of each issuer, the Sponsor must retain its internal records for a minimum period of 6 years after the date on which such records have, from time to time, been taken, including those relating to all due diligence conducted on the issuer in preparation for its application for listing on GEM and those relating to any book-building or placing exercise; and such records must, subject to applicable laws, be made available to the Exchange on request.

6.43 The Sponsor must not reveal any privileged information about or relating to an issuer to anyone not authorised until the information has been the subject of a listing document, circular or formal announcement, particularly where such information may affect market activity in or the price of the issuer's securities.

Note: The Sponsor must take all reasonable steps to ensure that its staff maintain the confidentiality of such privileged information and to prevent any misuse of the information.

Responsibilities concerning each new applicant for which the Sponsor acts

6.44 In relation to an application for listing by a new applicant, the Sponsor is responsible for dealing with the Exchange on all matters raised by the Exchange.

6.45 The Sponsor must be closely involved in the preparation of the listing document and must ensure that it has been verified to a standard that enables the Sponsor to submit to the Exchange the declaration referred to in rule 6.47.

Note: The proof of the listing document submitted to the Exchange together with the listing application form must have been verified in all material respects prior to submission.

- 6.46 The Sponsor has a duty to ensure so far as practicable that there is no unauthorised publication or leakage of publicity material or price sensitive information about a new applicant prior to the meeting of the GEM Listing Committee to consider the application. Failure in this regard may result in postponement of such application for a minimum of 1 month or the rejection of listing of those securities, regardless of how such an event occurred.
- 6.47 The Sponsor, together with the new applicant, must complete the application for listing in the form set out in Appendix 5A. In addition, the Sponsor must, prior to issue of the listing document, submit to the Exchange the Sponsor's declaration in the form set out in Appendix 7G confirming that:—
- (1) all the documents required by the GEM Listing Rules to be submitted to the Exchange prior to the issue of the listing document have been so submitted;
 - (2) the Sponsor has satisfied itself, to the best of its knowledge and belief, having made due and careful enquiries, that:—
 - (a) the new applicant is suitable for listing on GEM;
 - (b) the new applicant is in compliance with all of the qualifications for listing set out in the GEM Listing Rules;
 - (c) the listing document is in compliance with the GEM Listing Rules and that:—
 - (i) the information contained in the listing document is accurate and complete in all material respects and not misleading;
 - (ii) there are no other matters the omission of which would make any statement in the listing document misleading;
 - (iii) all opinions of the directors of the new applicant expressed in the listing document have been arrived at after due and careful consideration on their part and are founded on bases and assumptions that are fair and reasonable; and
 - (iv) the directors of the new applicant have made sufficient enquiries so as to enable them to give the confirmations set out in the "responsibility statement" contained in the listing document;
 - (d) there are no matters other than those disclosed in the listing document or otherwise in writing to the Exchange which should have been taken into account by the Exchange in considering the application for listing of the relevant securities; and
 - (3) the directors of the new applicant have had explained to them the nature of their responsibilities under the GEM Listing Rules and other applicable laws and provisions relating to securities and the Sponsor has satisfied itself to the best of its knowledge and belief, having made due and careful enquiries that:—
 - (a) the directors have the requisite expertise and experience;
 - (b) they appreciate the nature of those responsibilities and can be expected to honour their obligations under the GEM Listing Rules and other applicable laws and provisions relating to securities;
 - (c) they can be expected to prepare and publish all information necessary for an informed market to take place in the new applicant's securities; and

- (d) they can be expected, generally, to honour their obligations, both in relation to shareholders and to the new applicant's creditors.

Note: For the purposes of this rule and rule 6.52, "applicable laws and provisions relating to securities" include the Securities Ordinance, the Companies Ordinance, the Protection of Investors Ordinance, the Stock Exchanges Unification Ordinance, the SDI Ordinance, the Securities (Insider Dealing) Ordinance, the Takeover Code and the Code on Share Repurchases.

- 6.48 The Sponsor shall submit such other completed forms or documents in connection with the application for listing by a new applicant as are required pursuant to the GEM Listing Rules, including, before dealings in the new applicant's shares commence, the declaration of compliance in the form set out in Appendix 7I (as referred to in rule 12.26).
- 6.49 At least one of the principal supervisors and one of the assistant supervisors must be actively involved in the work undertaken by the Sponsor in connection with any proposed application for listing by a new applicant. The Sponsor's declaration referred to in rule 6.47 must, save in exceptional circumstances, be signed on behalf of the Sponsor by the principal supervisor and assistant supervisor who have been most actively involved in the work undertaken by the Sponsor and will be treated by the Exchange as an acknowledgement of their personal active involvement in the matter.

Responsibilities concerning each listed issuer for which the Sponsor acts

- 6.50 The Sponsor shall ensure that a principal supervisor and an assistant supervisor remain actively involved in the provision of on-going advice and guidance sought by a listed issuer for which that Sponsor acts.
- 6.51 The Sponsor shall act as the principal channel of communication with the Exchange on behalf of the listed issuer and must, so far as practicable, deal with all matters arising in relation to the listed issuer which are raised by the Exchange. In relation to each listed issuer for which the Sponsor acts, the Sponsor shall supply to the Exchange details of the principal supervisor and assistant supervisor referred to in rule 6.50 and of how they can be contacted, including office, mobile and home telephone numbers, facsimile number and electronic mail address.
- 6.52 The Sponsor shall take all reasonable steps to brief all new appointees to the board of directors of the issuer (and, in the case of a PRC issuer, all new supervisors) as to the nature of their responsibilities under the GEM Listing Rules and other applicable laws and provisions relating to securities (see the Note to rule 6.47) and the general nature of their obligations both in relation to shareholders and to the issuer's creditors.
- 6.53 The Sponsor shall take all reasonable steps to inform and remind the directors (and, in the case of a PRC issuer, the supervisors) of the issuer, on a timely basis and at suitable opportunities, as to the nature of the responsibilities and obligations referred to in rule 6.52.

Notes: 1 This might be achieved by means of presentations at board meetings of the issuer, in particular those called prior to considering any transaction to which the GEM Listing Rules will apply.

- 2 The directors (and, in the case of a PRC issuer, the supervisors), of the issuer must be informed on a timely basis of any amendment or supplement to the GEM Listing Rules and of any new or amended law, regulation or code in Hong Kong relevant to matters of corporate governance.*

3 *The Sponsor itself should brief the directors (and, in the case of a PRC issuer, the supervisors) of the issuer or take reasonable steps to ensure that such briefings are given by other appropriate professional advisers of the issuer.*

- 6.54 The Sponsor shall review, regularly with the issuer, the issuer's operating performance and financial condition against the issuer's statement of business objectives and against any profit forecast, estimate or projection included in the issuer's listing document or otherwise made public by, or on behalf of, the issuer in order to assist the issuer in determining whether any announcement is necessary under rule 17.10.
- 6.55 The Sponsor shall, prior to publication, review with the issuer all announcements, listing documents and circulars required to be issued under the GEM Listing Rules and the annual report and accounts, half-year report and quarterly reports of the issuer with a view to ensuring that the directors of the issuer understand the importance of disclosing all material information to shareholders and the market.
- 6.56 In relation to an application for listing by a listed issuer involving the proposed issue of a listing document of the type referred to in rule 6.58 within the minimum period referred to in rule 6.01 or any period fixed for the purposes of rule 6.02, the Sponsor:—
- (1) shall be responsible for dealing with the Exchange on all matters raised by the Exchange;
 - (2) must be closely involved in the preparation of the listing document and must ensure that it has been verified to a standard that enables the Sponsor to submit to the Exchange the declaration referred to in rule 6.57;
 - (3) must assist the issuer in preparing and submitting the application form for listing, together with such other completed forms or documents as are required pursuant to the GEM Listing Rules to be submitted in connection therewith; and
 - (4) must ensure that at least one of the principal supervisors and one of the assistant supervisors are actively involved in the work undertaken by the Sponsor in connection with the application.

Note: The Sponsor (or another party admitted to the Exchange's list of Sponsors, specifically appointed for the purpose) of a new applicant seeking to list equity securities and debt securities on GEM at the same time must, in relation to the proposed issue of any prospectus applicable to the debt securities, perform the matters referred to in this rule and rule 6.57.

- 6.57 The Sponsor must, prior to the issue of a listing document of the type referred to in rule 6.58 within the minimum period referred to in rule 6.01 or any period fixed for the purposes of rule 6.02, submit to the Exchange a declaration in the form set out in Appendix 7J confirming that:—
- (1) all the documents required by the GEM Listing Rules to be submitted to the Exchange prior to issue of the listing document have been so submitted; and
 - (2) the Sponsor has satisfied itself, to the best of its knowledge and belief, having made due and careful enquiries that the listing document is in compliance with the GEM Listing Rules and that:—
 - (a) the information contained in the listing document is accurate and complete in all material respects and not misleading;
 - (b) there are no other matters the omission of which would make any statement in the listing document misleading;

- (c) all opinions of the directors of the issuer expressed in the listing document have been arrived at after due and careful consideration on their part and are founded on bases and assumptions that are fair and reasonable; and
- (d) the directors of the issuer have made sufficient enquiries so as to enable them to give the confirmations set out in the “responsibility statement” contained in the listing document.

Note: Such declaration must, save in exceptional circumstances, be signed on behalf of the Sponsor by the principal supervisor and assistant supervisor who have been most actively involved in the work undertaken by the Sponsor and will be treated by the Exchange as an acknowledgement of their personal active involvement in the matter.

6.58 The following listing documents are relevant for the purposes of rules 6.56 and 6.57:—

- (1) any listing document which constitutes a prospectus for the purposes of the Companies Ordinance;
- (2) any listing document issued in relation to a rights issue or open offer (whether or not it constitutes a prospectus); or
- (3) any listing document issued in relation to a transaction or connected transaction (pursuant to Chapters 19 and 20 respectively).

Note: In respect of any listing document in relation to a connected transaction, the declaration by the Sponsor required pursuant to rule 6.57 will not be expected to give any form of confirmation on the opinions of the independent non-executive director(s) or the letter from the independent financial adviser.

Co-sponsorships and additional Sponsors

6.59 Where more than one Sponsor has been appointed by a new applicant, each has responsibility for ensuring that the obligations and responsibilities set out in rules 6.39 to 6.49 are fully discharged. The Exchange must be advised as to which of the Sponsors is, in the first instance, principally responsible for communicating on the new applicant’s behalf with the Exchange.

Notes: 1 Where more than one Sponsor has been appointed by a new applicant, all information submitted in support to the listing application lodged with the Exchange must be signed by all Sponsors concerned.

- 2 *Where more than one Sponsor has been appointed by a new applicant, it is necessary for only one Sponsor to be appointed for the duration of the minimum period referred to in rule 6.01, provided always that the one Sponsor so appointed has not been admitted to the Exchange’s list to act only in the capacity of a co-Sponsor (see rule 6.04).*

6.60 Where a listed issuer proposes to issue a listing document of the type referred to in rule 6.58 within the minimum period referred to in rule 6.01 or any period fixed for the purposes of rule 6.02, it is permissible for any party admitted to the Exchange’s list of Sponsors, other than the Sponsor appointed by the issuer for the purposes of rule 6.01 or 6.02, to act as the adviser to the issuer in relation to the transaction in question. In these circumstances, the newly-appointed adviser must assume responsibility for the particular matters referred to in rules 6.56 and 6.57.

Note: The term of appointment of any party engaged for these purposes as adviser to the listed issuer may not expire until the relevant securities of the listed issuer have been admitted to listing on GEM (or, if applicable, until the application for listing has been rejected by the Exchange).

Termination of the Sponsor's role and appointing a replacement Sponsor

- 6.61 During the minimum period referred to in rule 6.01 or any period fixed for the purposes of rule 6.02, a Sponsor appointed pursuant to those rules may only terminate its role as sponsor to the issuer in exceptional circumstances, where it is no longer able satisfactorily to perform the role, and only after first notifying the Exchange of the intended termination and the reasons therefor.
- 6.62 In the event that the contract between an issuer and its Sponsor is terminated by the issuer, for whatever reason, prior to the expiry of the minimum period referred to in rule 6.01 or any period fixed for the purposes of rule 6.02, the issuer and the Sponsor must immediately notify the Exchange of the termination and the reasons therefor.
- 6.63 In the circumstances set out in rule 6.61 or 6.62, a listed issuer must, as soon as practicable, publish an announcement, in accordance with the requirements of Chapter 16, stating the reasons for the termination, and make immediate arrangements to appoint a replacement Sponsor for at least the balance of the minimum period referred to in rule 6.01 or any period fixed for the purposes of rule 6.02 and must inform the Exchange and publish a further announcement immediately after the appointment has been made. The issuer must, in any event, appoint a replacement Sponsor within 3 months of the date on which the former Sponsor ceased to act.

Note: The replacement Sponsor must not have been admitted to the Exchange's list to act only in the capacity of a co-Sponsor (see rule 6.04).

- 6.64 Where there is a termination or addition of a Sponsor during the vetting process of any listing document to be issued by a new applicant or a listed issuer, the Exchange will normally require the issuer to submit a new listing application detailing a revised timetable and, in the case of the new applicant only, a further non-refundable initial listing fee in the amount specified in Appendix 9. Any initial listing fee paid will, in such circumstances, be forfeited.
- 6.65 If the Sponsor is removed from the list of Sponsors, the Sponsor must immediately inform each of the issuers for which it acts as Sponsor. The Exchange reserves the rights to publish an announcement concerning such removal.

Note: Pending removal, in circumstances where a Sponsor has been informed by the Exchange of its intention to remove the Sponsor from the list of Sponsors, the Sponsor shall, unless the Exchange requires otherwise, continue to advise the existing issuers for which it acts but must have cautioned such issuers as to the relevant circumstances.

Designation

- 6.66 A Sponsor will be able, but not required, to state on its business documentation that it is a "Sponsor registered with the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited" or a "GEM-registered Sponsor". No designations of principal supervisors or assistant supervisors will be allowed.

Sanctions against the Sponsor

- 6.67 If the Exchange considers that a Sponsor has breached or failed to discharge any of its responsibilities or obligations under the GEM Listing Rules, it may do one or more of the following:
- (1) issue a private reprimand;
 - (2) issue a public statement which involves criticism;
 - (3) issue a public censure;

- (4) remove the Sponsor from the list of Sponsors maintained by the Exchange whether or not for a stated period;
- (5) bar the Sponsor from representing a specified party in relation to a stipulated matter or matters coming before the GEM Listing Division or the GEM Listing Committee for a stated period;
- (6) report the Sponsor's conduct to the Commission or any other regulatory authority in Hong Kong or elsewhere;
- (7) request that the Commission considers withdrawing or revoking the Sponsor's registration under the Securities Ordinance;
- (8) require a breach to be rectified or other remedial action to be taken within a stipulated period;
- (9) take such other action as it considers appropriate in the circumstances; and/or
- (10) publish what action it has taken and the reasons for that action.

6.68 The sanctions referred to in rule 6.67 may also or instead be imposed by the Exchange on any of the directors or employees of the Sponsor.

Note: In exercising its powers of sanction, the Exchange will recognise the differing roles and levels of responsibility of the persons against whom sanctions may lie in pursuance of this rule.

6.69 Any decisions of the Exchange in relation to disciplinary action taken against a Sponsor pursuant to rule 6.67(2), (3), (4), (5), (8) or (9) or equivalent action taken against any director or employee of the Sponsor pursuant to rule 6.68 may be appealed to the Listing Appeals Committee in accordance with the provisions of Chapter 3.