

Chapter 16

EQUITY SECURITIES

PUBLICATION REQUIREMENTS

Role of the Exchange

- 16.01 Subject to rule 12.15, no listing document may be issued until the Exchange has confirmed to the issuer that it has no further comments thereon.
- 16.02 The Exchange reserves the right to oblige listed issuers to issue supplementary particulars and/or clarification announcements in circumstances where the Exchange is of the view that an issuer has failed to comply, in full, with the requirements of the GEM Listing Rules.
- 16.03 Any publication by an issuer pursuant to the GEM Listing Rules must be made in both the English and Chinese languages unless otherwise stated.

Methods of publication and dissemination

- 16.04 Without in anyway limiting the publication, notice or dissemination requirements relevant to an issuer under applicable laws or the issuer's own constitutional documents, the following documents shall be subject to the following minimum publication requirements under these GEM Listing Rules:—
- (1) all announcements including notices required under the GEM Listing Rules, must be submitted for publication on the GEM website in accordance with rules 16.17 and 16.18;
 - (2) all listing documents, annual reports and accounts (and, where applicable, summary financial reports), half-year and quarterly reports, and all circulars to shareholders required under the GEM Listing Rules, must be submitted for publication on the GEM website in accordance with rules 16.17 and 16.18; and
 - (3) all other documents which, in the case of a listed issuer, are corporate communications required under the GEM Listing Rules and, in the case of a new applicant, are required to be published under the GEM Listing Rules in connection with its application for listing must be submitted for publication on the GEM website in accordance with rules 16.17 and 16.18.
- 16.04A(1) Subject to the provisions set out in this rule 16.04A, any requirement in the GEM Listing Rules for a listed issuer to send, mail, dispatch, issue, publish or otherwise make available any corporate communication may, to the extent permitted under all applicable laws and regulations and the listed issuer's own constitutional documents, be satisfied by the listed issuer sending or otherwise making available the corporate communication to the relevant holders of its securities using electronic means and any requirement in the GEM Listing Rules that a corporate communication of a listed issuer must be in printed form may be satisfied by the corporate communication being in electronic format. Notwithstanding the foregoing, all listed issuers availing themselves of the provisions of this rule 16.04A must, irrespective of their place of incorporation, comply with a standard which is no less onerous than that imposed from time to time in this regard under Hong Kong law for listed issuers incorporated in Hong Kong.
- (2) The corporate communication may be sent or otherwise made available by the listed issuer to a holder of its securities using electronic means only where the listed issuer has previously received from that holder an express, positive confirmation in writing that the holder wishes to receive or otherwise have made available to the holder the corporate communication by the means and in the manner proposed by the listed issuer.

- (3) A listed issuer which, availing itself of this rule 16.04A, sends or otherwise makes available a corporate communication to holders of its securities using electronic means must afford holders the right at any time by reasonable notice in writing served on the listed issuer to change their choice as to whether they wish to receive corporate communications in printed form or using electronic means. The listed issuer must set out in each such corporate communication the steps for notifying the listed issuer of any such change together with a statement expressly informing holders that:
- (a) holders may at any time choose to receive corporate communications either in printed form or using electronic means; and
 - (b) holders who have chosen to receive the corporate communication using electronic means and who for any reason have difficulty in receiving or gaining access to the corporate communication will promptly upon request be sent the corporate communication in printed form free of charge.
- (4) All corporate communications which a listed issuer has, availing itself of this rule 16.04A, made available to holders of its securities by publication on its website must be made in accordance with the publication requirements contained in rule 16.19, which requirements shall apply to such corporate communications.

Note: It is the sole responsibility of the listed issuer to ensure that any proposed arrangement is permitted under, and that the listed issuer will at all times comply with, all applicable laws and regulations and the listed issuer's own constitutional documents (including, in the case of a listed issuer incorporated outside Hong Kong, a standard which is no less onerous than that imposed from time to time under Hong Kong law for listed issuers incorporated in Hong Kong as referred to in (1) above).

- 16.04B(1) Any requirement in the GEM Listing Rules for a listed issuer to send, mail, dispatch, issue, publish or otherwise make available any corporate communication in both English and Chinese may, where the listed issuer has made adequate arrangements to ascertain whether or not a holder of its securities wishes to receive the English language version only or the Chinese language version only and to the extent permitted under applicable laws and regulations and the listed issuer's own constitutional documents, be satisfied by the listed issuer sending the English language version only or the Chinese language version only (in accordance with the holder's stated wish) to the holder concerned. Any arrangement by the listed issuer to ascertain a holder's wish must afford the holder the choice of receiving the English language version only, the Chinese language version only or both the English language version and the Chinese language version.
- (2) A listed issuer which, availing itself of this Rule 16.04B, sends the English language version only or the Chinese language version only of a corporate communication to holders of its securities must afford holders the right at any time by reasonable notice in writing served on the listed issuer to change their choice as to whether they wish to receive the English language version only, the Chinese language version only or both the English language version and the Chinese language version. The listed issuer must set out in each such corporate communication the steps for notifying the listed issuer of any such change together with a statement expressly informing holders that they may at any time choose to receive the English language version only, the Chinese language version only or both the English language version and the Chinese language version notwithstanding any wish to the contrary previously conveyed to the listed issuer.

Note: By way of an example and without prejudice to the generality of the above, the Exchange will normally regard as adequate an arrangement along the following lines:

- (1) A letter, together with a pre-paid reply form (the "First Letter") in both English and Chinese, is sent by the listed issuer to holders of its securities to enable them to select either an English language version or a Chinese language version or both versions of the corporate communication. The First Letter clearly explains the consequential arrangement (see (3) below) if no reply is received from such holders by a certain date (the "Deadline").*
- (2) The listed issuer sends the selected language version of the corporate communication to those holders who have made a selection.*
- (3) If no reply is received on or before the Deadline, the following arrangements apply, where applicable :—*
 - (a) the English language version of the corporate communication is sent to: (i) all overseas holders; and (ii) all Hong Kong holders other than natural persons with a Chinese name; and*
 - (b) the Chinese language version of the corporate communication is sent to all Hong Kong holders who are natural persons with a Chinese name.*

Whether a holder is a Hong Kong or an overseas person will be determined by his or its address as appearing in the listed issuer's register of securities holders.

- (4) When the corporate communication is sent out according to the arrangements set out in (3) above, a letter, together with a pre-paid request form (the "Second Letter") in both English and Chinese, is attached to or printed at some prominent place in the sent out versions of the corporate communication stating that the corporate communication prepared in the other language will be available upon request.*
- (5) Both the English language version and the Chinese language version of the corporate communication is made available on the listed issuer's website in an accessible format and a copy in electronic format of the corporate communication in both languages is submitted to the Exchange in accordance with the publication requirements of Chapter 16.*
- (6) The listed issuer provides a dial-up hotline service or other equivalent public communication channel acceptable to the Exchange to enable holders to make enquiry of the listed issuer's proposed arrangements.*
- (7) The First Letter and the Second Letter mention that the corporate communication will be available in both languages on the listed issuer's website and a dial-up hotline service or other equivalent public communication channel will be provided as mentioned in (5) and (6) respectively.*
- (8) The listed issuer makes a public announcement stating the proposed arrangements at the same time as the First Letter is dispatched to holders.*

16.04C All listing documents published by a new applicant must be in printed form. However, a new applicant may, to the extent permitted under applicable laws and regulations and the new applicant's own constitutional documents, make additional copies available to the public in electronic format on CD ROM (together with the relative application form in electronic format on the same CD ROM) (the "CD ROM Method"). Where the new applicant has its own website, it must also make additional copies available to the public in electronic format through publication of the listing document (together with the relative application form) on its website in accordance with the publication requirements of rule 16.19 (the "Website Method").

Where the new applicant has made additional copies available using either or both of the CD ROM Method and the Website Method, the new applicant must ensure that:

- (a) the CD ROM and/or (as the case may be) the page on the new applicant's own website where additional copies of the listing document and relative application form are made available include(s):
 - (i) a confirmation that the contents of the listing document and relative application form in electronic format are identical with the contents of the listing document and application form in printed form; and
 - (ii) a confirmation that the listing document and relative application form are also available in printed form and addresses of the locations where they are available; and
- (b) any supplemental listing documents or subsequent amendments to the listing document are also made available in both printed form and electronic format (using the same method(s), that is, the CD ROM Method and/or the Website Method, as was/were used when the main or first listing document was published) and the new applicant must also comply with the requirements of (a) above with all references to "listing document" and "application form" being construed as references to the supplemental listing document or subsequent amendment to the listing document and the relative application form.

16.05 No announcement, notice or other document that is required to be cleared by the Exchange may be published, or submitted for publication on the GEM website in accordance with rules 16.17 and 16.18 until the Exchange has confirmed that it has no further comments thereon.

16.06 After any announcement or notice has been cleared for publication by the Exchange, and in all cases in relation to any other announcement or notice required to be published pursuant to the GEM Listing Rules, it shall, at the same time as being submitted for publication on the GEM website in accordance with rules 16.17 and 16.18, be sent in hard copy or electronic format, for information purposes, to all English language gazetted newspapers and all Chinese language gazetted newspapers.

Notes: 1 The Exchange reserves the right to require an issuer to publish any announcement, notice or other document in any other format and in any other manner prescribed by the Exchange, including by way of paid announcement in any gazetted newspapers.

2 Any issuer is at liberty to publish in the newspapers any announcement, notice or other document that has been cleared for publication by the Exchange.

Formal notice on issue

16.07 In the following cases, a formal notice stating the information set out in rule 16.09 must be published on the GEM website on the date of issue of the listing document:—

- (1) an offer for subscription or an offer for sale;

- (2) a placing by or on behalf of a new applicant where 20% or more of the amount placed is made available directly to the general public; or
- (3) a placing by or on behalf of a listed issuer of securities of a class new to listing where 20% or more of the amount placed is made available directly to the general public.

16.08 In the following cases, a formal notice stating the information set out in rule 16.09 must be published on the GEM website, not less than 2 clear business days before dealings commence:—

- (1) a placing by or on behalf of a new applicant which does not fall within rule 16.07(2);
- (2) a placing by or on behalf of a listed issuer of securities of a class new to listing which does not fall within rule 16.07(3);
- (3) an introduction by or on behalf of a new applicant of any class of securities;
- (4) an introduction by or on behalf of a listed issuer of securities of a class new to listing; or
- (5) an issue by a listed issuer of securities of a class new to listing which does not fall within any of rule 16.07 or sub-paragraphs (1) to (4) above.

16.09 A formal notice required for publication on the GEM website in accordance with rules 16.07 or 16.08 must state at least the following:—

- (1) the name and country of incorporation or other establishment of the issuer;
- (2) the amount and title of the securities for which listing is sought;
- (3) the address(es) at which copies of any listing document, if any, are available to the public;
- (4) the date of publication of the notice;
- (5) in the case of a placing, the names of the lead broker and, if applicable, any distributor(s);
- (6) a statement that application has been made to the Exchange for listing of and permission to deal in the securities;
- (7) a statement that the formal notice appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities;
- (8) in the cases set out in rule 16.07 a statement that applications will only be considered on the basis of the listing document;
- (9) the date upon which dealings in the securities are expected to commence; and
- (10) the name and address of the Sponsor (if applicable).

16.10 Model forms of formal notices for offers for subscription or sale, placings and introductions are set out in Appendix 10 for the guidance of issuers. Issuers are reminded that where a prospectus has been registered with the Registrar of Companies pursuant to the Companies Ordinance, every formal notice must comply with Section 38B of that Ordinance.

- 16.11 In all cases where the listing document is published in the newspapers, it must be accompanied by a statement that copies of the listing document are available to the public at a stated address or addresses for a reasonable period (being not less than the offer period) and sufficient copies of the listing document must be available at such address or addresses to meet public demand during the period.
- 16.12 In all cases where a formal notice is required by virtue of rules 16.07 or 16.08, the issuer must ensure that sufficient copies of the listing document, if any, are available to the public, free of charge, at the address(es) referred to in rule 16.09(3) to satisfy public demand, for a reasonable period (in the cases set out in rule 16.07, not being less than the offer period and, in every other case, not being less than 14 days) from the date on which the formal notice is published.

Results of offers, rights issues and placings

- 16.13 In the case of an offer for subscription, offer for sale or open offer, an announcement of the results of the offer, the basis of allotment of the securities (including the extent to which securities have been allotted to the underwriters (if any) and their associates) and, where relevant, the basis of any acceptance of excess applications must be published on the GEM website as soon as possible, but in any event not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the business day following the date on which the allotment letters or other relevant documents of title are posted.

Notes: 1 The announcement should include information regarding the spread of applications and basis of allocation.

2 For the purposes of rules 16.13 and 16.15, "associate" shall have the same meaning as set out in the definition of associate in rule 1.01, save that it shall be construed as applying to underwriters.

3 In case of a new class of securities to be listed, the announcement should include the minimum prescribed percentage applicable to that class of securities pursuant to rule 11.23 if such information has not been previously disclosed.

- 16.14 In the case of an offer for subscription or an offer for sale by tender, an announcement of the striking price must be published on the GEM website as soon as possible, but in any event not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the business day following the date on which the allotment letters or other relevant documents of title are posted.

- 16.15 In the case of a rights issue, an announcement of the results of the issue (including the extent to which securities have been allotted to the underwriters (if any) and their associates) and of the basis of any acceptance of excess applications must be published on the GEM website as soon as possible, but in any event not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the business day following the date on which the allotment letters or other relevant documents of title are posted.

- 16.16 In the case of a placing (including an initial public offering with a placing tranche), an announcement of the results of the placing containing the details specified in rule 10.12(4) must be published on the GEM website prior to commencement of dealings in the securities so placed.

Notes: 1 In the case of a placing of securities by a listed issuer effected pursuant to any general mandate granted to the directors of the issuer in accordance with rule 17.41(2), the further information required to be announced is set out in rule 17.30.

2 In case of a new class of securities to be listed, the announcement should include the minimum prescribed percentage applicable to that class of securities pursuant to rule 11.23 if such information has not been previously disclosed.

Publication on the GEM website

16.17 After the GEM Listing Division has confirmed that it has no further comments on any draft announcement, notice or other document, the issuer must submit the cleared version to the Exchange, for publication on the GEM website, together with a written confirmation from or on behalf of the issuer that such version is the cleared version. The cleared version must be submitted in sufficient time so as to enable it to be published on the GEM website in accordance with any time limit prescribed by the GEM Listing Rules. For any announcement, notice or other document required by the GEM Listing Rules to be published on the GEM website but which is not required to be cleared by the Exchange, the issuer must submit the final version of the document, together with a written confirmation from or on behalf of the issuer that the document is required to be published by the issuer.

Notes: 1 The cleared version of any announcement or notice must be received by the Exchange before 7.30 p.m. on any business day, if it is to be published on the GEM website not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the following business day. Issuers must accordingly bear in mind the time required before that, to comment on and clear the form of any announcement or notice in sufficient time to submit the cleared version to the Exchange by 7.30 p.m.

2 All corporate communications required of a listed issuer under the GEM Listing Rules must be received by the Exchange before 7.30 p.m. on the day they are sent by the listed issuer to holders of any of its listed securities (or, where such day is not a business day, before 7.30 p.m. on the business day immediately preceding such day).

3 All documents required to be published under the GEM Listing Rules by a new applicant in connection with its application for listing must be received by the Exchange before 7.30 p.m. on the day they are published by the new applicant (or, where such day is not a business day, before 7.30 p.m. on the business day immediately preceding such day).

16.18 The cleared version of any announcement, notice or other document, as referred to in rule 16.17 must be provided (by electronic means or on diskette or on CD ROM) to the Exchange (at the address specified pursuant to rule 2.21) in a virus-free electronic format according to the procedures specified by the Exchange from time to time or in such other manner as may be determined and promulgated by the Exchange from time to time.

Note: The Exchange will rely on the written confirmation from or on behalf of the issuer, as referred to in rule 16.17 and, as such, accepts no responsibility for any defects in the content or format of any announcement, notice or other document submitted for publication on the GEM website and accepts no responsibility for any delay or failure in publication arising out of any such defect.

16.19 The issuer shall publish on its own website (if any) the cleared version (if clearance by the Exchange is required) or the final version (if clearance by the Exchange is not required) of any announcement, notice or other document submitted by the issuer for publication on the GEM website, provided always that publication on its own website may not be effected prior to publication on the GEM website. The issuer must ensure that any document so published remains available on its website on a continuous basis for at least 5 years from the date of first publication.

Miscellaneous

16.20 All issuers shall retain hard copies of each announcement, notice or document issued by it pursuant to the GEM Listing Rules for a minimum period of 7 years from the date of such announcement.

16.21 Any announcement, notice or other document published on the GEM website will remain on the "Latest Company Announcements" page for a minimum period of 7 days from the date of publication.