

2.23A Where the GEM Listing Rules require a certain number of copies of a document to be sent or submitted to the Exchange, the Exchange may require the issuer to provide the Exchange with such lesser or greater number of such copies as the Exchange may reasonably determine.

...

6A.24 When a Compliance Adviser is consulted by a listed issuer in the circumstances set out in rule 6A.23 above it must discharge the following responsibilities with due care and skill:

...

- (5) in relation to an application by the listed issuer for a waiver from any of the requirements in Chapter ~~4A~~20, advise the listed issuer on its obligations and in particular the requirement to appoint an independent financial adviser; and

...

12.24 The following must be lodged with the Exchange, in the case of a new applicant, as soon as practicable after the hearing of the application by the GEM Listing Committee but on or before the date of issue of the listing document and, in the case of a listed issuer, on or before the date of issue of the listing document:—

...

- (2) ~~7 in the case of a new applicant,~~ 4 copies of the listing document:—
  - (a) one of which must be dated and signed by every person who is named therein as a director or proposed director of the issuer or by his agent authorised in writing and by the secretary or, in the case of a capitalisation issue, one of which has been dated and signed by the secretary; and
  - (b) one of which must be marked in the margin to indicate where compliance has been made with the relevant provisions of the GEM Listing Rules and, in the case only of a prospectus, to indicate where compliance has been made with the relevant provisions of the Companies Ordinance;
- (3) where any document referred to in (2)(a) above is signed by an agent, a certified copy of the authorisation for such signature;
- (4) ~~in the case of a new applicant, 7 copies~~ 1 copy of the formal notice, where applicable;
- (5) ~~7 in the case of a new applicant,~~ 4 copies of any application form (including any excess or preferential application form) to subscribe or purchase the securities for which listing is sought;

...

13.03 Subject to the provisions of the Code on Share Repurchases, ~~a~~An issuer may purchase shares on GEM or on another stock exchange recognised for this purpose by the Commission and the Exchange, ~~under the exemption from the general offer rule contained in Rule 2 of the Code on Share Repurchases.~~ All such purchases must be made in accordance with the provisions of rules 13.04 to 13.14. The Code on Share Repurchases must be complied with by an issuer and its directors and any breach thereof by an issuer will be a deemed breach of the issuer's undertaking to comply with its continuing obligations under the GEM Listing Rules and the Exchange may in its absolute discretion take such action to penalise any breach of this rule as it shall think appropriate. It is for the issuer to satisfy itself that a proposed purchase of shares does not contravene ~~falls within the exemption provided in Rule 2 of the Code on Share Repurchases.~~

...

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~~relevant 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 in electronic format on CD ROM ~~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~~relevant application form in electronic format are identical with the contents of the listing document and relevant application form in printed form; and
  - (ii) a confirmation that the listing document and ~~relative~~relevant 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) on CD ROM~~ 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 and relevant application form or subsequent amendment to the listing document and ~~the relative~~relevant application form.

...

17.44 An issuer shall ensure that notice of every general meeting is announced ~~on the same day as it is otherwise given to those entitled to receive the same~~ (see also rule 17.46).

...

17.46 (1) ...

- (2) In addition to any direction of the court, an issuer shall ensure that notice of every meeting of its shareholders or its creditors concerning the issuer (e.g. for winding up petitions, schemes of arrangement or capital reduction) is published by way of announcement in accordance with Chapter 16 ~~on the same day as it is given to those entitled to receive it. ...~~

...

17.47 (3) If the Chairman of the meeting and/or the directors individually or collectively hold proxies in respect of shares holding 5% or more of the total voting rights at a particular meeting, and if on a show of hands a meeting votes in the opposite manner to that instructed in those proxies, the Chairman and/or the directors and the Chairman holding proxies as aforesaid collectively shall demand a poll; provided that if it is apparent from the total proxies held that a vote taken on a poll will not reverse the vote taken on a show of hands, ~~(because the votes represented by those proxies exceed 50%, 75% or any other relevant percentage, as the~~

ease may be, of the total issued share entitled to vote on the resolution in question) then the directors and/or the Chairman shall not be required to demand a poll.

...

17.57 An issuer shall forward to the Exchange:—

- (1) at the same time as they are despatched to holders of the issuer's listed securities with registered addresses in Hong Kong, 25 copies of each of the English language version and the Chinese language version of the following documents in the following numbers:
  - (a) ~~all circulars to holders of the issuer's listed securities~~ [Repealed [insert date]]; and
  - (b) its annual report and accounts and, where applicable, its summary financial report, 1 copy; and
  - (c) its half-year report and, where applicable, its summary half-year report and quarterly report, 1 copy; and

~~at the same time as they are despatched to holders of the issuer's listed securities with registered addresses in Hong Kong;~~

- (2) ~~10 copies of documents relating to takeovers, mergers and offers, notices of meetings, forms of proxy, reports, announcements or other similar documents at the same time as they are issued~~ [Repealed [insert date]]; and
- (3) upon request by the Exchange, such number as may be requested of ~~10~~ certified copies of all resolutions of the issuer including resolutions concerning any of the matters set out in rules 17.39 to 17.41, other than resolutions concerning any other routine business at an annual general meeting, within 15 days after they are passed.

...

17.60 An issuer shall:-

...

- (2) forward to each participant, ~~other than a broker participant~~, regardless of whether the participant is a member of the issuer...

*Notes: 1 For the purpose of this rule, the following terms have the following meanings: -*

~~“broker participant”~~ *— a participant admitted to participate in CCASS as a broker participant;*

...

- 2 *HKSCC will provide listed issuers with up to date lists of participants* ~~other than broker participants.~~

...

18.03 Notes: ...

- 5 *The listed issuer must send* ~~25 copies~~ 1 copy *of each of the English language version and the Chinese language version of the directors' report, annual accounts and, where applicable, the summary financial report to the Exchange at the same time as they are sent to holders of the listed issuer's listed securities with registered addresses in Hong Kong (see rule 17.57).*

18.54 *Note:* ~~The issuer must send 25 copies~~ 1 copy of each of the English language version and the Chinese language version of the relevant half-year report and, where applicable, summary half-year report to the Exchange at the same time as it is sent to the holders of its listed securities with registered addresses in Hong Kong (see rule 17.57).

18.67 *Note:* ~~The issuer must send 25 copies~~ 1 copy of the relevant quarterly report to the Exchange at the same time as it is sent to the holders of its listed securities with registered addresses in Hong Kong (see rule 17.57).

...

19.35 For a share transaction, the announcement must contain the information set out in rules 19.58 and 19.59. For a discloseable transaction, major transaction, very substantial disposal, very substantial acquisition or reverse takeover, the announcement must contain at least the information set out in rules 19.58 and 19.60. In all cases, listed issuers must also include any additional information requested by the Exchange. ~~Pursuant to rule 17.57(2), the listed issuer must forward to the Exchange 10 copies of the announcement, as cleared by the Exchange, at the same time as it is issued.~~

...

19.79 If a listed issuer makes or receives a takeover offer, the listed issuer must submit drafts of all documents to be issued in connection with the takeover or merger to the Exchange for review before they are issued. ~~10 e~~Copies of the following final documents issued must be supplied to the Exchange at the time of issue in the following numbers:

(a) in the case of a document which is in the nature of a financial report, 1 copy; and

(b) in any other case, such number as the Exchange may from time to time request.

...

20.34 A continuing connected transaction on normal commercial terms where each or all of the percentage ratios (other than the profits ratio) is/are:

(1) ~~each of the percentage ratios (other than the profits ratio) is~~ on an annual basis less than 2.5%; or

(2) ~~each of the percentage ratios (other than the profits ratio) is~~ on an annual basis equal to or more than 2.5% but less than 25% and the annual consideration is less than HK\$10,000,000

is only subject to the reporting and announcement requirements set out in rules 20.45 to 20.47 and the requirements set out in rules 20.35(1) and 20.35(2). It ~~and~~ is exempt from the independent shareholders' approval requirements of this Chapter.

...

20.47 (2) *Notes:* ~~1 Pursuant to rule 17.57, the listed issuer must forward to the Exchange 10 copies of such announcement as cleared by the Exchange at the same time as it is issued.~~

~~2~~ Where the connected transaction is also a share transaction, major transaction, very substantial disposal, very substantial acquisition or reverse takeover, rule 19.37 (requirement for short suspension of dealings) also applies.

...

28.14 On or before the date of issue of the listing document, the following documents must be supplied to

the Exchange:—

...

- (2)
  - (a) ~~7 copies of the listing document, one of which must be dated and signed by every person who is named therein as a director or proposed director of the issuer and any guarantor or by his agent authorised in writing;~~
  - (b) ~~7 copies of the formal notice, where applicable;~~
  - (c) ~~7 copies of any application form (including any excess or preferential application form) to subscribe or purchase the debt securities for which listing is sought; and~~
  - (d) ~~where any document referred to in (a) above is signed by an agent, a certified copy of the authorisation for such signature~~[Repealed [insert date]];
- (3) ...; and
- (4) ...; and
- (5) ~~25 copies of each of the English language version and the Chinese language version of the listing document and related application form (including any excess application form)~~[Repealed [insert date]].

...

29.21A 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 relativerelevant application form (if any) 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 (if any)) 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 in electronic format on CD ROM 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 (if any) are made available~~ include(s):
  - (i) a confirmation that the contents of the listing document and relativerelevant application form (if any) in electronic format are identical with the contents of the listing document and relevant application form (if any) in printed form; and
  - (ii) a confirmation that the listing document and relativerelevant application form (if any) 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~~) on CD ROM 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 and relevant application form or subsequent amendment to the listing document and ~~the~~ relativerelevant application form (if any).

...

30.28 The following documents must be supplied to the Exchange after notification of listing approval:—

...

(2) on or before the date of issue of the listing document (or such other date as the Exchange may agree):—

(a) (i) ~~7 copies of the listing document, one of which must be dated and signed by a duly authorised officer of the issuer and the guarantor, in the case of a guaranteed issue, or by 2 members of an issuer's governing body in the case of an overseas issuer or by their agents authorised in writing;~~

(ii) ~~where any document referred to in (a) above is signed by an agent, a certified copy of the authorisation for such signature~~[Repealed *[insert date]*];

...

(c) ...; and

(d) ~~25 copies of each of the English language version and the Chinese language version (if any) of the listing document to be supplied to the Exchange~~[Repealed *[insert date]*]; and

...

30.33 (3) 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 in electronic format on CD ROM ~~(the "CD ROM Method"). Where the new applicant has its own website, it must also make available copies available in electronic format through publication of the listing document 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 in electronic format on CD ROM ~~using either or both of the CD ROM Method and the Website Method~~, the new applicant must ensure that:

(i) 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 is made available~~ include(s):

(aa) a confirmation that the contents of the listing document in electronic format are identical with the contents of the listing document in printed form; and

(bb) a confirmation that the listing document is also available in printed form and addresses of the locations where it is available; and

(ii) 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)~~ on CD ROM and the new applicant must also comply with the requirements of (i) above with all references to "listing document" being construed as references to the supplemental listing document or subsequent amendment to the listing document.

...

31.21 The issuer shall forward to the Exchange:—

(1) ~~25 copies~~1 copy of each of the English language version and the Chinese language version

of:—

- (a) ~~all circulars to holders of its listed debt securities at the same time as they are issued~~[Repealed [insert date]];
- (b) the annual report and accounts and, where applicable, the summary financial report at the same time as they are despatched to the holders of its listed debt securities with registered addresses in Hong Kong; and
- (c) any half-year or quarterly report prepared by the issuer as soon as possible after it has been approved by the board of directors of the issuer;

...

- (2) ~~7 copies~~1 copy of notices of meetings; ~~forms of proxy, and~~ notices by advertisement to holders of its bearer debt securities; ~~reports, announcements or other similar documents~~ at the same time as they are issued; and
- (3) upon request by the Exchange, such number as may be requested of ~~7~~ certified copies of all resolutions of the holders of listed debt securities, within 15 days after they are passed.

...

31.38 Notes:...

- 4 ~~The issuer must send 25 copies~~1 copy of each of the English language version and the Chinese language version of the directors' report and annual accounts and, where applicable, the summary financial report to the Exchange at the same time as they are sent to the holders of the issuer's listed debt securities with registered addresses in Hong Kong (see rule 31.21).

...

**Appendix 6**  
**Director's and Supervisor's Forms**  
**Form A**  
**Director's Declaration, Undertaking and Acknowledgement**

**Notes:**

- (1) *Every person required to lodge this Form with the Stock Exchange of Hong Kong Limited (the "Exchange") must complete Part 1 and Part 2 herein. Part 3(A) needs to be completed only if the issuer is a new applicant ~~or is obliged to or otherwise continues to retain a Sponsor~~. Part 3(B) must be completed whenever this Form is required.*

...

**Part 3**

- (A) *If the issuer is a new applicant ~~or is obliged to or otherwise continues to retain a Sponsor~~, the following Sponsor's certification must be completed: —*

...

**Appendix 6**  
**Director's and Supervisor's Forms**  
**Form B**  
**Director's Declaration, Undertaking and Acknowledgement (PRC Issuer)**

**Notes:**

- (1) *Every person required to lodge this Form with The Stock Exchange of Hong Kong Limited (the "Exchange") must complete Part 1 and Part 2 herein. Part 3(A) needs to be completed only if the*

issuer is a new applicant ~~or is obliged to or otherwise continues to retain a Sponsor~~. Part 3(B) must be completed whenever this Form is required.

...

**Part 3**

(A) ~~If the issuer is a new applicant or is obliged to or otherwise continues to retain a Sponsor, the following sponsor’s certification must be completed: — ...~~

...

**Appendix 8**

**FORM OF SHARE BUYBACK REPORT TO  
THE STOCK EXCHANGE OF HONG KONG LIMITED (“THE EXCHANGE”)**

...

\* Either on ~~The Stock Exchange of Hong Kong Limited~~ (the “Exchange”), on another stock exchange (stating the name of the exchange), ~~by private arrangement or by general offer.~~

...

**B. Additional Information**

1. Number of such securities purchased on the Exchange in the year to date (since ordinary resolution) (b)1 .....

2. % of issued share capital at time ordinary resolution passed acquired on the Exchange since date of resolution  
.....  
( (b)1 x 100 ) ..... %  
issued share capital

...

~~Yours faithfully,~~

Signed: .....

~~Name:~~

~~Director, Secretary or other duly  
authorised officer  
for and on behalf of~~

~~Name of Issuer~~

Submitted by:

Name:

Title:

[Director, Secretary or other duly  
authorised officer for and on behalf of  
the Company]