
AMENDMENTS TO THE GEM LISTING RULES

Chapter 1

GENERAL

INTERPRETATION

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1.01 Throughout these Rules, the following terms, except where the context otherwise requires, have the following meanings:

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~~“domestic shares”~~ ~~shares issued by a PRC issuer under PRC law, the par value of which is denominated in Renminbi, and which are subscribed for in Renminbi~~

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~~“foreign shares”~~ ~~shares issued by a PRC issuer under PRC law, the par value of which is denominated in Renminbi, and which are subscribed for in a currency other than Renminbi~~

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~~“H Shares”~~ ~~overseas listed foreign shares of a PRC issuer which are listed and traded on GEM~~

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~~“Mandatory Provisions”~~ ~~the Mandatory Provisions for Companies Listing Overseas set forth in Zheng Wei Fa (1994) No. 21 issued on 27 August 1994 by the State Council Securities Policy Committee and the State Commission for Restructuring the Economic System~~

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~~“overseas listed foreign shares”~~ ~~in respect of a PRC issuer means foreign shares which are listed outside the PRC~~

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~~“PRC stock exchange”~~ ~~the Shanghai Stock Exchange or the Shenzhen Stock Exchange or the Beijing Stock Exchange~~

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“Regulations”

~~the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies issued by the State Council of the PRC on 4 August 1994, as amended, supplemented or otherwise modified from time to time~~

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Chapter 6A

SPONSORS, COMPLIANCE ADVISERS, OVERALL COORDINATORS AND OTHER CAPITAL MARKET INTERMEDIARIES

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Compliance Adviser’s undertaking to the Exchange

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6A.23 During the Fixed Period, a listed issuer must consult with and, if necessary, seek advice from its Compliance Adviser on a timely basis in the following circumstances:

- (1) before the publication of any regulatory announcement, circular or financial report;
- (2) where a transaction, which might be a notifiable or connected transaction, is contemplated including share issues and share repurchases;
- (3) where the listed issuer proposes to use the proceeds of the initial public offering in a manner different from that detailed in the listing document or where the business activities, developments or results of the listed issuer deviate from any forecast, estimate, or other information in the listing document; and
- (4) where the Exchange makes an inquiry of the listed issuer under rule 17.11.

Note: The listed issuer must ensure that the Compliance Adviser has access at all times to its directors, authorised representatives and other officers and should procure that such persons provide promptly to the Compliance Adviser such information and assistance as the Compliance Adviser may need or may reasonably request in connection with the performance of the Compliance Adviser’s duties as set out in this chapter. The listed issuer must also ensure that there are adequate and efficient means of communications between itself, its directors, authorised representatives and other officers and the Compliance Adviser and should keep the Compliance Adviser fully informed of all communications and dealings between it and the Exchange.

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:

- (1) ensure the listed issuer is properly guided and advised as to compliance with

the GEM Listing Rules and all other applicable laws, rules, codes and guidelines;

Note: The Compliance Adviser must inform the listed issuer on a timely basis of any amendment or supplement to the GEM Listing Rules and any new or amended laws and regulations in Hong Kong applicable to such issuer.

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Chapter 11

EQUITY SECURITIES

QUALIFICATIONS FOR LISTING

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General conditions applicable to all issuers

- 11.05 The issuer must be duly incorporated or otherwise established under the laws of the place where it is incorporated or otherwise established and must be in conformity with those laws, including all such laws relevant to the allotment and issue of securities, and with its memorandum and articles of association or equivalent documents. The issuer must demonstrate how the domestic laws, rules and regulations to which it is subject and its constitutional documents, in combination, provide the shareholder protection standards set out in Appendix 3. ~~In addition PRC issuers must also comply with Part C of Appendix 11.~~

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Chapter 12

EQUITY SECURITIES

APPLICATION PROCEDURES AND REQUIREMENTS

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Documentary requirements – New Listing Applications

At the time of application for listing

- 12.22 The following documents, as applicable, must be lodged with the Exchange for review together with the application for listing form in respect of a new applicant:—

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- (2) a confirmation from the new applicant's legal advisers that the new applicant's articles of association (i) conform with the relevant parts of Appendix 3 and (for overseas issuers) the related guidance materials, ~~and (where applicable) Appendix 41,~~ and (ii) on the whole, are not inconsistent with the GEM Listing Rules and the laws of the place where the new applicant is incorporated or otherwise established;

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At least 4 clear business days before the expected hearing date

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12.23BB Where the new applicant's application for listing on the Exchange is required to be filed with the China Securities Regulatory Commission in the PRC, a copy of the notification issued by the China Securities Regulatory Commission on the new applicant's completion of the PRC filing procedures.

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Chapter 17

EQUITY SECURITIES

CONTINUING OBLIGATIONS

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Pre-emptive rights

17.39 Except in the circumstances mentioned in rule 17.41, the directors of an issuer ~~(other than a PRC issuer, to which the provisions of rule 25.23 apply)~~ shall obtain the consent of shareholders in general meeting prior to allotting, issuing or granting:—

- (1) shares;
- (2) securities convertible into shares; or
- (3) options, warrants or similar rights to subscribe for any shares or such convertible securities.

Note: Importance is attached to the principle that a shareholder should be able to protect his proportion of the total equity by having the opportunity to subscribe for any new issue of equity securities. Accordingly, unless shareholders otherwise permit, all issues of equity securities by the issuer must be offered to the existing shareholders (and, where appropriate, to holders of other equity securities of the issuer entitled to be offered them) pro rata to their existing holdings, and only to the extent that the securities offered are not taken up by such persons may they be allotted or issued to other persons or otherwise than pro rata to their existing holdings. This principle may be waived

by the shareholders themselves on a general basis, but only within the limits of rules 17.41 and 17.42.

17.40 Notwithstanding rule 17.41(2), the directors of the issuer (~~other than a PRC issuer, to which the provisions of rule 25.23 apply~~) shall obtain the consent of the shareholders in general meeting prior to allotting any voting shares if such allotment would effectively alter the control of the issuer.

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Changes

17.50 An issuer must publish an announcement as soon as practicable in regard to:—

- (1) any proposed alteration to the issuer's memorandum or articles of association or equivalent documents ~~and, in the case of a PRC issuer, any proposed request by the PRC issuer or a PRC competent authority to waive or otherwise modify any provision of the Regulations.~~

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Note: Changes to the relevant parts of the articles of association or equivalent documents must conform with the requirements of Appendix 3 to the GEM Listing Rules ~~and, in the case of an overseas issuer which is incorporated or otherwise established in a jurisdiction in respect of which additional requirements are set out in Appendix 11 (for these purposes, the PRC), such changes must conform with Appendix 11.~~

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Chapter 19

EQUITY SECURITIES

NOTIFIABLE TRANSACTIONS

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Notification, publication and shareholders' approval requirements

19.33 The table below summarises the notification, publication and shareholders' approval requirements which will generally apply to each category of notifiable transaction. However, listed issuers should refer to the relevant rules for the specific requirements.

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Notes: 1 No shareholder approval is necessary if the consideration shares are issued under a general mandate. However, if the shares are not issued under a general mandate, the listed issuer is required, pursuant to rule ~~17.41(2)~~17.39, to obtain shareholders' approval in general meeting prior

to the issue of the consideration shares.

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Chapter 24

EQUITY SECURITIES

OVERSEAS ISSUERS

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Chapter 14 – Listing Documents

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24.09 The following modifications and additional requirements apply:—

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- (2) the listing document must contain a summary of all provisions of the constitutive documents of the overseas issuer in so far as they may affect shareholders' rights and protections and directors' powers (using, and covering at the least, the same subject headings as required under the attachment to Part A of Appendix 1);

~~*Note: An overseas issuer can refer to Section 2 of Appendix 11 Part C (The People's Republic of China) for guidance on the subject headings that should be used to provide this summary.*~~

...

- (5) for an introduction in the circumstances in rule 10.18(3), the following modifications, exceptions and additional requirements apply:—

- (a) the following may be published on the Exchange's website and the issuer's own website rather than set out in the listing document:

- (i) (without in any way limiting the scope of the summary required by rule 24.09(2)) a comparison between the provisions of the listed Hong Kong issuer's existing articles of association and the proposed content of the constitutive documents of the overseas issuer;

Notes:

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2. ~~*[Repealed 1 August 2023] An overseas issuer can refer to Section 2 of Appendix 11 Part C (The People's Republic of China) for guidance on the format that should be used to provide this comparison.*~~

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Chapter 25

EQUITY SECURITIES

ISSUERS INCORPORATED IN THE PEOPLE'S REPUBLIC OF CHINA

Preliminary

25.01 [Repealed 1 August 2023]

- (1) ~~Overseas issuers incorporated in the common law jurisdictions of Bermuda and Cayman Islands may list on GEM provided that certain additional requirements set out or referred to in Chapter 24 are fulfilled. The legal system in the PRC is not based on a common law system. Furthermore, existing PRC law imposes various restrictions affecting the use of foreign exchange in the PRC and its remittance out of the PRC. Under current PRC law, only PRC citizens and legal persons are permitted to own the domestic shares (內資股) of a PRC issuer (which pay dividends in Renminbi), and only foreign investors and investors from the regions of Hong Kong, Macau and Taiwan are permitted to own the overseas listed foreign shares (境外上市外資股) of a PRC issuer (which pay dividends in a foreign currency). As a result, although under PRC law such domestic shares and foreign shares are all shares of a PRC issuer, the two kinds of shares in effect operate in separate markets subject to different investor demands.~~
- (2) ~~To deal with the different markets in which a PRC issuer's shares may be traded as well as with the non-common law basis of the PRC legal system, certain additional requirements, modifications and exceptions to the GEM Listing Rules are necessary in order for a PRC issuer to obtain and to maintain a listing of its securities on GEM.~~
- (3) ~~The purpose of this Chapter is to clarify that the GEM Listing Rules apply as much to PRC issuers as they do to Hong Kong and other overseas issuers, subject to the additional requirements, modifications and exceptions set out or referred to in this Chapter. Among such requirements are that (a) PRC issuers are expected to present their annual accounts in accordance with HKFRS, IFRS or CASBE; (b) the articles of association of PRC issuers must contain provisions which will reflect the different nature of domestic shares and overseas listed foreign shares (including H shares) and the different rights of their respective holders; and (c) disputes involving holders of H shares and arising from a PRC issuer's articles of association, or from any rights or obligations conferred or imposed by the Company Law and any other relevant laws and regulations concerning the affairs of the PRC issuer, are to be settled by arbitration in either Hong Kong or the PRC at the election of the claimant.~~
- (4) ~~However, if changes in PRC law or market practices materially alter the validity or accuracy of any of the foregoing statements, then the Exchange may impose additional requirements or make listing of the equity securities of a PRC issuer subject to special conditions as the Exchange considers~~

appropriate. Whether or not any such changes in PRC law or market practices occur, the Exchange retains its general power to impose additional requirements and make special conditions under rule 2.07.

25.01A The GEM Listing Rules apply as much to PRC issuers as they do to Hong Kong issuers. This Chapter sets out the additional requirements, modifications or exemptions which apply to PRC issuers listed or to be listed on GEM. Rules 24.01 to 24.28 (inclusive) do not apply in the case of such PRC issuers.

~~25.02 [Repealed 1 August 2023] In circumstances where the PRC issuer is or is to be listed on another stock exchange as well as on GEM, the provisions of the GEM Listing Rules, unless otherwise stated, apply in their entirety, save for any additional requirements, modifications and exceptions set out in this Chapter (or elsewhere in the GEM Listing Rules).~~

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~~25.03 [Repealed 1 August 2023] The Exchange will consider an application by a PRC issuer for listing on GEM under this Chapter only if:—~~

- ~~(1) it is duly incorporated in the PRC as a joint stock limited company (股份有限公司);~~
- ~~(2) the Exchange is satisfied that there are adequate communication and cooperation arrangements in place between the Exchange and the relevant securities regulatory authorities in the PRC;~~
- ~~(3) in the case of a PRC issuer having equity securities listed or to be listed on another stock exchange, the Exchange is satisfied that there is adequate communication arrangement in place between the Exchange and such other stock exchange authority; and~~
- ~~(4) the Exchange is satisfied that applicable PRC law and the articles of association of the PRC issuer provide a sufficient level of shareholder protection to holders of H shares.~~

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Chapter 11 – Qualifications for Listing

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25.07A Rule 11.23 is amended by adding the following provision to sub-paragraph (9):

Where a PRC issuer has shares apart from the H shares for which listing is sought, the total securities of the issuer held by the public (on all regulated market(s) including the Exchange) at the time of listing must be at least 25% of the issuer's total number of issued shares. However, the issuer's H shares (for which listing is sought) must represent at least 15% of its total number of issued shares, having an expected market capitalisation at the time of listing of not less than HK\$45,000,000.

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~~25.12 Rules 11.02, and 11.30(1) and 17.28 do not only apply to domestic shares or foreign shares other than H shares of a PRC issuer.~~

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- 25.14 ~~[Repealed 1 August 2023] In addition to the requirement of rule 25.10, the Exchange may from time to time determine that certain persons or entities should be treated as connected persons of a PRC issuer for the purposes of the connected transaction provisions of Chapter 20.~~

Chapter 12 – Application Procedures and Requirements

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- 25.17A ~~[Repealed 1 August 2023] A certified copy of the document issued by the China Securities Regulatory Commission or other PRC competent authority expressly approving the PRC issuer's listing on the Exchange must be lodged with the Exchange by a new applicant at least 4 clear business days before the proposed hearing date.~~

Chapter 13 – Restrictions on Purchase, Disposal and Subscription

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- 25.19 (1) ~~[Repealed 1 August 2023] References to “ordinary resolution” in rules 13.07 to 13.09 shall mean, for a PRC issuer, the special resolutions of shareholders in general meetings and of holders of domestic shares and foreign shares (and, if applicable, H shares) at separate meetings of such holders conducted in accordance with such issuer's articles of association for approving share repurchases.~~
- (2) For a PRC issuer, rule 13.08(7) is restated in its entirety as follows:—
- “a statement as to the consequences of any purchases which shall arise under either or both of the Takeovers Code and/or any similar applicable law of which the directors are aware, if any.”
- (3) For a PRC issuer, the reference to “10% per cent of the ~~number of existing issued shares capital~~ of the PRC issuer” in rule 13.09(1) ~~is amended to shall~~ mean “10% per cent of the total ~~amount~~ number of existing-issued H shares of the PRC issuer”.

Chapter 14 – Listing Documents

- 25.20 The following modifications and additional requirements apply to the contents of listing documents:

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- (2) the listing document must contain a summary of all provisions of the constitutional documents of the PRC issuer in so far as they may affect shareholders' rights and protection and directors' powers (using, and covering at the least, the same subject headings as ~~is required by under the attachment to Part A of Appendix 1. Section 2 in Part C of Appendix 11 in respect of PRC issuers~~);

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Chapters 17 and 18 – Continuing Obligations and Financial Information

General

- 25.21 ~~[Repealed 1 August 2023] Whilst Chapters 17 and 18 apply equally to PRC issuers, the Exchange may be prepared to agree to such modifications as it considers appropriate in a particular case.~~
- 25.22 ~~[Repealed 1 August 2023] Conversely, the Exchange may impose further additional requirements in a particular case (see, for example, rule 25.14). The additional requirements currently imposed by the Exchange in respect of PRC issuers are set out in Part C of Appendix 11. The Exchange may add to, waive or not require compliance with, the requirements of Chapters 17 and 18, on a case by case basis in its discretion.~~

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Pre-emptive rights

- 25.23 ~~For a PRC issuer, the references to shareholder(s) that is/are resident outside Hong Kong in rule 17.41(1) and note 2 to rule 17.41(1) shall mean shareholder(s) that is/are resident outside the PRC and Hong Kong. The requirements of rules 17.39 to 17.41 are replaced in their entirety by the following provision:—~~

~~“17.39 Except in the circumstances mentioned in rule 17.41, the directors of the PRC issuer shall obtain the approval by a special resolution of shareholders in general meeting and the approvals by special resolutions of holders of domestic shares and overseas listed foreign shares (and, if applicable, H shares) (each being otherwise entitled to vote at general meetings) at separate class meetings conducted in accordance with the PRC issuer’s articles of association, prior to authorising, allotting, issuing or granting:—~~

~~(1) shares;~~

~~(2) securities convertible into shares; and~~

~~(3) options, warrants or similar rights to subscribe for any shares or such convertible securities.~~

~~*Note: Importance is attached to the principle that a shareholder should be able to protect his proportion of the total equity by having the opportunity to subscribe for any new issue of equity securities. Accordingly, unless shareholders otherwise permit, all issues of equity securities by the PRC issuer must be offered to the existing shareholders (and, where appropriate, to holders of other equity securities of the PRC issuer entitled to be offered them) pro-rata to their existing holdings, and only to the extent that the securities offered are not taken up by such persons may they be allotted or issued to other persons or otherwise than pro-rata to their existing holdings. This principle may be waived by the shareholders themselves on a general basis, but only within the limits of rule 17.41.*~~

~~17.40 Notwithstanding rule 17.41, the directors of the PRC issuer shall obtain the approval by special resolution of its shareholders in general meeting, prior to allotting any voting shares if such allotment would effectively alter the control of the PRC issuer.~~

~~17.41 No such approval as is referred to in rule 17.39 shall be required in the case of authorising, allotting or issuing shares if, but only to the extent that,~~

~~(1) — it is made under a bonus or capitalisation issue to the shareholders of the PRC issuer, which excludes for that purpose any shareholder that is resident in a place outside the PRC and Hong Kong, provided that the directors of the PRC issuer consider such exclusion to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place and, where appropriate, to holders of other equity securities of the PRC issuer entitled to the issue, pro rata (apart from fractional entitlements) to their existing holdings; or~~

~~Notes: (1) — The PRC issuer must make enquiries regarding the legal restrictions under the laws of the relevant place and the requirements of the relevant regulatory body or stock exchange and may only exclude such overseas shareholders on the basis that, having made such enquiries, it would be necessary or expedient to do so.~~

~~(2) — If any shareholders that are resident outside the PRC and Hong Kong are excluded from an offer of securities pursuant to rule 17.41(1), the PRC issuer shall include an explanation for the exclusion in the relevant circular or document containing the offer of securities. PRC issuers shall ensure that the circular or offer document is delivered to such shareholders for their information subject to compliance with the relevant local laws, regulations and requirements.~~

~~(2) — the shareholders of the PRC issuer have by special resolution of its shareholders in general meeting given approval, either unconditionally or subject to such terms and conditions as may be specified in the resolution, for the PRC issuer to authorise, allot or issue, either separately or concurrently once every twelve months, not more than twenty per cent of each of the existing issued domestic shares and overseas listed foreign shares of the PRC issuer; or~~

~~(3) — such shares are part of the PRC issuer's plan at the time of its establishment to issue domestic shares and overseas listed foreign shares and which plan is implemented within fifteen months from the date of approval by China Securities Regulatory Commission or such other competent state council securities regulatory authority.~~

~~Notes: 1 — Other than where independent shareholders' approval has been obtained, an issue of securities to a connected person pursuant to a general mandate given under rule 17.41(2) is only permitted in the circumstances set out in rule 20.90.~~

~~2 — Notwithstanding any issue of securities pursuant to a general mandate given under rule 17.41, the PRC issuer must at all times comply with the prescribed minimum percentage requirements concerning shares held by the public, as set out in rule 11.23."~~

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Despatch of circular and listing document

25.34A ~~[Repealed 1 August 2023] The timing for despatching a circular under rules 17.46(2), 19.41(b), 19.51, 20.44(1) and 23.06 is modified to require a PRC issuer to despatch the circular on or before the deadline for giving notice of the general meeting under the Company Law.~~

25.34B ~~[Repealed 1 August 2023] The timing for despatching a listing document under rule 19.57 is modified to require a PRC issuer to despatch the listing document on or before the deadline for giving notice of the general meeting under the Company Law.~~

Chapter 19 – Notifiable Transactions

25.34C Rule 19.07(4) is amended by adding the following provisions:

~~In respect of~~ Where the shares of a PRC issuer (other than H shares) ~~whose domestic shares~~ are listed on a PRC stock exchange, the market capitalisation of its PRC listed ~~domestic~~ shares is to be determined based on the average closing price of those shares for the 5 business days immediately preceding the transaction.

Where a PRC issuer has issued unlisted ~~domestic~~ shares, the market capitalisation of its unlisted ~~domestic~~ shares is calculated by reference to the average closing price of its H shares for the 5 business days preceding the transaction.

...

Listing on a PRC stock exchange

25.35 ~~[Repealed 1 August 2023] A PRC issuer shall not apply for the listing of any of its foreign shares on a PRC stock exchange unless the Exchange is satisfied that the relative rights of the holders of overseas listed foreign shares are adequately protected.~~

Constitutional documents

25.36 ~~[Repealed 1 August 2023] A PRC issuer shall not at any time permit or cause any amendment to be made to its articles of association which would cause the same to cease to comply with the provisions of Appendix 3 or Section 1 of Part C of Appendix 11 of the GEM Listing Rules.~~

Other requirements applicable to PRC issuers

25.37 ~~[Repealed 1 August 2023] A PRC issuer shall publish on the Exchange's website and the issuer's own website the following:—~~

~~(a) [Repealed 4 October 2021]~~

~~(b) a report showing the state of the issued share capital of the PRC issuer;~~

~~(c) the PRC issuer's latest audited financial statements and the directors', auditors' and supervisors' reports thereon;~~

~~(d) special resolutions of the PRC issuer;~~

~~(e) reports showing the number and nominal value of securities repurchased by the PRC issuer since the end of the last financial year, the aggregate amount paid for such securities and the maximum and minimum prices paid in respect of each class of securities repurchased (with a breakdown between domestic shares and foreign shares (and, if applicable, H shares)); and~~

~~(f) — a copy of the latest annual return filed with the Administration for Industry and Commerce or other relevant PRC authority.~~

~~(g) — [Repealed 4 October 2021]~~

25.37A ~~[Repealed 1 August 2023] A PRC issuer shall make available copies of the following at a place in Hong Kong:~~

~~(a) — a complete duplicate register of shareholders (for inspection by the public and shareholders free of charge, and for copying by shareholders at reasonable charges); and~~

~~(b) — the minutes of meetings of shareholders (for inspection by shareholders free of charge, and for copying by shareholders at reasonable charges).~~

...

25.39 ~~[Repealed 1 August 2023] A PRC issuer shall ensure that all its listing documents include the statements stipulated below and shall instruct and cause each of its share registrars not to register the subscription, purchase or transfer of any of its shares in the name of any particular holder unless and until such holder delivers to such share registrar a signed form in respect of such shares bearing statements to the following effect:—~~

~~(1) — The acquirer of shares agrees with the PRC issuer and each shareholder of the PRC issuer, and the PRC issuer agrees with each shareholder, to observe and comply with the Company Law, the Regulations and the articles of association of the PRC issuer.~~

~~(2) — The acquirer of shares agrees with the PRC issuer, each shareholder, director, supervisor, manager and officer of the PRC issuer and the PRC issuer acting for itself and for each director, supervisor, manager and officer agrees with each shareholder to refer all differences and claims arising from the articles of association or any rights or obligations conferred or imposed by the Company Law or other relevant laws and administrative regulations concerning the affairs of the PRC issuer to arbitration in accordance with the articles of association, and any reference to arbitration shall be deemed to authorise the arbitration tribunal to conduct hearing in open session and to publish its award. Such arbitration shall be final and conclusive.~~

~~(3) — The acquirer of shares agrees with the PRC issuer and each shareholder of the PRC issuer that shares in the PRC issuer are freely transferable by the holder thereof.~~

~~(4) — The acquirer authorises the PRC issuer to enter into a contract on his behalf with each director and officer whereby such directors and officers undertake to observe and comply with their obligations to shareholders stipulated in the articles of association.~~

~~All documents of title for equity securities (including certificates for H shares) of the PRC issuer listed on GEM and listing documents relating thereto should include the statements above, modified as appropriate, to refer to the relevant equity securities, and the PRC issuer shall instruct its registrar for the relevant equity securities to act accordingly.~~

25.40 ~~[Repealed 1 August 2023] A PRC issuer shall observe and comply with the Company Law, the Regulations and the PRC issuer's articles of association.~~

25.41 ~~[Repealed 1 August 2023] A PRC issuer shall enter into a contract in writing with every director and officer containing at least the following provisions:—~~

- ~~(1) an undertaking by the director or officer to the PRC issuer to observe and comply with the Company Law, the Regulations, the articles of association, the Takeovers Code and the Share Buy-backs Code and an agreement that the PRC issuer shall have the remedies provided in the articles of association and that neither the contract nor his office is capable of assignment;~~
- ~~(2) an undertaking by the director or officer to the PRC issuer acting as agent for each shareholder to observe and comply with his obligations to shareholders stipulated in the articles of association; and~~
- ~~(3) an arbitration clause as follows:—
 - ~~(a) Whenever any disputes or claims arise from this contract, the company's articles of association or any rights or obligations conferred or imposed by the Company Law or other relevant laws and administrative regulations concerning the affairs of the company between (i) the company and its directors or officers; and (ii) a holder of overseas listed foreign shares and a director or officer of the company, the parties concerned shall resolve such disputes and claims through arbitration.~~
 - ~~(b) Where a dispute or claim described above is referred to arbitration, the entire dispute or claim shall be resolved through arbitration; all persons who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, if they are shareholders, directors, supervisors, manager or other officers of the company or the company, shall submit to arbitration.~~
 - ~~(c) Disputes over who is a shareholder and over the share register do not have to be resolved through arbitration.~~
 - ~~(d) The party seeking arbitration may elect to have the dispute or claim arbitrated either by the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or by the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. Once the party seeking arbitration submits a dispute or claim to arbitration, the other party must submit to the arbitral body selected by the party seeking the arbitration.~~
 - ~~(e) If the party seeking arbitration elects to arbitrate the dispute or claim at the Hong Kong International Arbitration Centre, then either party may apply to have such arbitration conducted in Shenzhen according to the securities arbitration rules of the Hong Kong International Arbitration Centre.~~
 - ~~(f) The laws of the People's Republic of China shall govern the arbitration of disputes or claims described in clauses (a), (b) and (c) above, unless otherwise provided by law or administrative regulations.~~
 - ~~(g) The award of the arbitral body is final and shall be binding on the parties thereto.~~~~

~~(h) — This agreement to arbitrate is made by the director or officer with the company on its own behalf and on behalf of each shareholder.~~

~~(i) — Any reference to arbitration shall be deemed to authorise the arbitral tribunal to conduct hearings in open session and to publish its award.~~

25.42 ~~[Repealed 1 August 2023] A PRC issuer shall enter into a contract in writing with every supervisor containing at least the following provisions: —~~

~~(a) — an undertaking by the supervisor to the PRC issuer to observe and comply with the Company Law, the Regulations and the articles of association and an agreement that the PRC issuer shall have the remedies provided in the articles of association and that neither the contract nor his office is capable of assignment;~~

~~(b) — an undertaking by the supervisor to the PRC issuer acting as agent for each shareholder to observe and comply with his obligations to shareholders stipulated in the articles of association; and~~

~~(c) — the arbitration clause set forth in rule 25.41(3), subject to necessary modifications.~~

25.43 ~~[Repealed 1 August 2023] All notices or other documents required under Chapter 17 to be sent by the PRC issuer to the Exchange or to holders of the PRC issuer's securities listed on GEM shall be in English with a Chinese translation or in Chinese with an English translation.~~

General

25.44 ~~[Repealed 1 August 2023] References in Chapter 19 to an issuer's "accounts" shall mean, in the case of a PRC issuer, the latest published audited accounts or consolidated accounts of such PRC issuer which have been prepared in accordance with Hong Kong Financial Reporting Standards, International Financial Reporting Standards or China Accounting Standards for Business Enterprises as provided for in rule 18.04.~~

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Appendix 1

CONTENTS OF LISTING DOCUMENTS

Part A

Equity Securities

In the case where listing is sought for equity securities of an issuer no part of whose share capital is already listed

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Additional information on PRC issuers

(Paragraphs 57 to 68 apply to ~~the~~ PRC issuers only)

57. Where a public or private issue or placing of securities of the PRC issuer other than H shares is being made simultaneously with the issue of H shares in Hong Kong or is proposed to be made as part of such PRC issuer's share issue plan which was approved at the inaugural meeting or any shareholders' meeting of the PRC issuer:—

...

(2) a statement of whether or not such issue plan has been approved by the China Securities Regulatory Commission or such other competent state council securities regulatory authority (or if no such approval is required, whether the PRC issuer has completed the filing of its issue plan with the China Securities Regulatory Commission where applicable) and the timetable for the share issues under such plan, and if such plan has not been approved or the requisite filing procedures have not been completed, when such approval or completion of the filing procedures is expected (as the case may be);

...

(4) a description of the effect on the PRC issuer's statement of business objectives and financial condition (including profit forecast, if any) if such issue or placing of securities is not completed in the manner described in the listing document or if the approval or the completion of filing of the share issue plan referred to in (2) above is not approved does not take place by the expected date;

...

(7) information concerning each legal person or individual expected to hold ~~domestic shares or foreign shares~~ other than H shares constituting 10 per cent or more of the issued share capital of the PRC issuer upon the completion of such issue or placing of ~~domestic shares or foreign shares~~ other than H shares, and the number of ~~domestic shares or foreign shares~~ other than H shares to be held by each such legal person or individual.

...

59. Particulars of the quorum and voting requirements for general meetings of shareholders ~~and for separate meetings of holders of domestic shares and foreign shares (and, if applicable, H shares).~~

...

62. [Repealed 1 August 2023] A statement of whether or not the PRC issuer has applied or intends to apply for the status of a sino-foreign investment joint stock limited company (中外合資股份有限公司) and whether or not the issuer is or expects to be subject to the PRC Sino-Foreign Joint Venture Law (中外合資經營企業法).

...

65. [Repealed 1 August 2023] In an appropriately prominent place and manner in the

listing document, the statements by the acquirer of shares required to be in a PRC issuer's listing document pursuant to rule 25.39.

66. ~~[Repealed 1 August 2023] A general statement on the front page of the listing document to the following effect:~~

~~"The Company is incorporated, and its businesses are located, in the mainland of the People's Republic of China ("Mainland"). Potential investors in the Company should be aware of the differences in the legal, economic and financial systems between the Mainland and Hong Kong, the Special Administrative Region of the People's Republic of China ("HKSAR") and that there are different risk factors relating to investment in Mainland-incorporated businesses. Potential investors should also be aware that the regulatory framework in the Mainland is different from the regulatory framework in HKSAR and should take into consideration the different market nature of the shares of the Company. Such differences and risk factors are set out in the sections headed '.....' on pages....."~~

67. ~~[Repealed 1 August 2023] The risk factors section shall include, among other things, a brief description of:~~

- ~~(a) the PRC laws and regulations relevant to the business of the PRC issuer;~~
- ~~(b) the political structure and economic environment of the PRC;~~
- ~~(c) foreign exchange controls in the PRC and the exchange rate risk of the Renminbi;~~
- ~~(d) the different regulatory framework for PRC issuers listing outside the mainland of the PRC;~~
- ~~(e) specific risk factors related to the business of the PRC issuer and/or its products; and~~
- ~~(f) the law(s) governing the resolution of disputes arising from the PRC issuer's articles of association and the transfer of the PRC issuer's shares.~~

68. ~~[Repealed 1 August 2023] A description of applicable company law matters including material differences between the requirements of the PRC and of Hong Kong. Such description should include the following:~~

- ~~(a) the quorum and voting requirements for general meetings of shareholders and for separate meetings of holders of domestic shares and foreign shares (and, if applicable, H shares);~~
- ~~(b) the PRC issuer's ability, by way of a special resolution in a general meeting, to issue, allot or grant up to 20 per cent of its existing share capital in domestic shares and/or foreign shares (and, if applicable, H shares) once every 12 months, without a separate vote by holders of foreign shares;~~
- ~~(c) the PRC issuer's ability to issue domestic shares and foreign shares (and, if applicable, H shares) pursuant to a share issue plan adopted at the inaugural meeting of the PRC issuer without a separate vote by holders of foreign shares;~~
- ~~(d) any right of action a shareholder may have against directors of the PRC~~

issuer;

~~(e) the special features of arbitration; and~~

~~(f) the standard of shareholder protection, which is different from that generally available in Hong Kong.~~

...

Attachment to Part A of Appendix 1

1. A summary of the constitutive documents required by rule 24.09(2) or 25.20(2) must be set out under the following headings and where any item is not applicable the words "not applicable" should be inserted under the relevant heading:—

(1) directors

(a) power to allot and issue shares

(i) summary

(ii) differences

(b) power to dispose of the issuer's or any of its subsidiaries' assets

(i) summary

(ii) differences

(c) compensation or payments for loss of office

(i) summary

(ii) differences

(d) loans to directors

(i) summary

(ii) differences

(e) giving of financial assistance to purchase the issuer's or any of its subsidiaries' shares

(i) summary

(ii) differences

(f) disclosure of interests in contracts with the issuer or any of its subsidiaries

(i) summary

(ii) differences

(g) remuneration

(i) summary

(ii) differences

(h) retirement, appointment, removal

- (i) summary
 - (ii) differences
- (i) borrowing powers
 - (i) summary
 - (ii) differences
- (2) alterations to constitutional documents
 - (i) summary
 - (ii) differences
- (3) variation of rights of existing shares or classes of shares
 - (i) summary
 - (ii) differences
- (4) special resolutions - majority required
 - (i) summary
 - (ii) differences
- (5) voting rights (generally and on a poll)
 - (i) summary
 - (ii) differences
- (6) requirements for annual general meetings
 - (i) summary
 - (ii) differences
- (7) accounts and audit
 - (i) summary
 - (ii) differences
- (8) notice of meetings and business to be conducted thereat
 - (i) summary
 - (ii) differences
- (9) transfer of shares
 - (i) summary
 - (ii) differences
- (10) power of the issuer to purchase its own shares
 - (i) summary
 - (ii) differences
- (11) power of any subsidiary of the issuer to own shares in its parent
 - (i) summary

(ii) differences

(12) dividends and other methods of distribution

(i) summary

(ii) differences

(13) proxies

(i) summary

(ii) differences

(14) calls on shares and forfeiture of shares

(i) summary

(ii) differences

(15) inspection of register of members

(i) summary

(ii) differences

(16) quorum for meetings and separate class meetings

(i) summary

(ii) differences

(17) rights of the minorities in relation to fraud or oppression thereof

(i) summary

(ii) differences

(18) procedures on liquidation

(i) summary

(ii) differences

(19) any other provisions material to the issuer or the shareholders thereof.

Appendix 1

CONTENTS OF LISTING DOCUMENTS

Part B

Equity Securities

In the case where listing is sought for equity securities of an issuer some part of whose share capital is already listed

...

Additional information on PRC issuers

(Paragraphs 44 and 47 apply to PRC issuers only)

44. Where a public or private issue or placing of securities of the PRC issuer other than H shares is being made simultaneously with the issue of H shares in Hong Kong or is proposed to be made prior to the end of 3 months after the issue of the listing document in Hong Kong:—

...

- (5) information concerning each legal person or individual expected to hold ~~domestic shares or foreign shares~~ other than H shares constituting 10 per cent or more of the issued share capital of the PRC issuer upon the completion of such issue or placing of ~~domestic shares or foreign shares~~ other than H shares, and the number of ~~domestic shares or foreign shares~~ other than H shares to be held by each such legal person or individual.

...

47. ~~[Repealed 1 August 2023] In an appropriately prominent place and manner in the listing document, the statements by the acquirer of shares required to be in a PRC issuer's listing document pursuant to rule 25.39.~~

...

APPENDIX 11

ADDITIONAL REQUIREMENTS IN RESPECT OF CERTAIN JURISDICTIONS

Part C

THE PEOPLE'S REPUBLIC OF CHINA

THIS APPENDIX HAS BEEN REPEALED

[Repealed 1 August 2023]

~~Section 1. — Additional required provisions for articles of association~~

~~Section 2. — Modifications and additional requirements~~

~~Section 1~~

~~ADDITIONAL REQUIREMENTS FOR THE ARTICLES OF ASSOCIATION OF ISSUERS INCORPORATED IN THE PEOPLE'S REPUBLIC OF CHINA~~

~~(see rule 25.36)~~

~~In addition to the provisions of Appendix 3, the articles of association of issuers incorporated in the People's Republic of China must include: —~~

- ~~(a) — the Mandatory Provisions for Companies Listing Overseas set forth in Zheng Wei Fa (1994) No. 21 issued on 27 August 1994 by the State Council Securities Policy Committee and the State Commission for Restructuring the Economic System (the "Mandatory Provisions");~~
- ~~(b) — in addition to article 36 of the Mandatory Provisions, a provision to the effect that the part of the register of holders of overseas listed foreign shares relating to holders of shares listed on the Exchange shall be maintained in Hong Kong;~~
- ~~(c) — in addition to article 140 of the Mandatory Provisions, a provision to the effect that for its overseas listed foreign shares listed on the Exchange, the issuer shall appoint as receiving agents a company which is registered as a trust company under the Trustee Ordinance of Hong Kong;~~
- ~~(d) — in addition to article 104 of the Mandatory Provisions, provisions that set out the voting procedures of the supervisory committee and must include provisions to the following effect: —~~
 - ~~(i) — the election or removal of the chairman of the supervisory committee shall be decided by two-thirds or more of the supervisors; and~~
 - ~~(ii) — decisions of the supervisory committee shall be made by the affirmative vote of two-thirds or more of the supervisors;~~
- ~~(e) — in addition to article 148 of the Mandatory Provisions, provisions that set out the procedures for the change, removal and resignation of auditors and must include provisions to the following effect: —~~

~~(i) — Where a resolution at a general meeting of shareholders is passed to appoint as auditor a person other than an incumbent auditor, to fill a casual vacancy in the office of auditor, to reappoint as auditor a retiring auditor who was appointed by the board of directors to fill a casual vacancy, or to remove an auditor before the expiration of his term of office, the following provisions shall apply: —~~

~~(A) — A copy of the proposal shall be sent before notice of meeting is given to the shareholders to the person proposed to be appointed or the auditor proposing to leave his post or the auditor who has left his post (leaving includes leaving by removal, resignation and retirement).~~

~~(B) — If the auditor leaving his post makes representations in writing and requests their notification to the shareholders, the issuer shall (unless the representations are received too late): —~~

~~(x) — in any notice of the resolution given to shareholders, state the fact of the representations having been made; and~~

~~(y) — send a copy of the representations to every shareholder entitled to notice of general meetings.~~

~~(C) — If the auditor's representations are not sent under [article corresponding to (B) above] the auditor may (in addition to his right to be heard) require that the representations be read out at the meeting.~~

~~(D) — An auditor who is leaving his post shall be entitled to attend: —~~

~~(x) — the general meeting at which his term of office would otherwise have expired;~~

~~(y) — any general meeting at which it is proposed to fill the vacancy caused by his removal; and~~

~~(z) — any general meeting convened on his resignation;~~

~~and to receive all notices of, and other communications relating to, any such meeting, and to be heard at any such meeting which he attends on any part of the business of the meeting which concerns him as former auditor of the issuer.~~

~~(ii) — An auditor may resign his office by depositing at the issuer's seat a notice in writing to that effect and containing: —~~

~~(A) — a statement to the effect that there are no circumstances connected with his resignation which he considers should be brought to the notice of the shareholders or creditors of the issuer; or~~

~~(B) — a statement of any such circumstances.~~

~~Any such notice shall terminate his office on the date on which it is deposited or on such later date as may be specified therein.~~

~~(iii) — Where a notice is deposited under [article corresponding to 1(e)(ii)], the~~

~~issuer shall within 14 days send a copy of the notice to the competent authority. If the notice contained a statement under [article corresponding to 1(e)(ii)(B)], a copy of the notice shall also be sent to every person entitled to obtain a copy of the issuer's financial statements.~~

~~(iv) Where the auditor's notice of resignation contains a statement under [article corresponding to 1(e)(ii)(B)], he may require the board of directors to convene an extraordinary general meeting of shareholders for the purpose of receiving an explanation of the circumstances connected with his resignation; and~~

~~(f) a provision to the following effect:—~~

~~In addition to holders of other classes of shares, holders of domestic shares and overseas listed foreign shares are deemed to be different classes of shareholders; provided however that the special procedures for approval by separate class shareholders shall not apply to the following circumstances:—~~

~~(i) where the issuer issues, upon approval by a special resolution of its shareholders in a general meeting, either separately or concurrently once every twelve months, not more than twenty per cent. of each of the existing issued domestic shares and overseas listed foreign shares of the issuer; or~~

~~(ii) where the issuer's plan to issue domestic shares and overseas listed foreign shares on establishment is implemented within fifteen months from the date of approval by the China Securities Regulatory Commission or such other competent state council securities regulatory authority.”~~

Section 2

MODIFICATIONS AND ADDITIONAL REQUIREMENTS

(see rule 25.20)

1. ~~A summary of the constitutive documents required by rule 25.20(2) must be set out under the following headings and where any item is not applicable the words “not applicable” should be inserted under the relevant heading:—~~

~~(1) directors~~

~~(a) power to allot and issue shares~~

~~(i) summary~~

~~(ii) differences~~

~~(b) power to dispose of the PRC issuer’s or any of its subsidiaries’ assets~~

~~(i) summary~~

~~(ii) differences~~

~~(c) compensation or payments for loss of office~~

~~(i) summary~~

~~(ii) differences~~

~~(d) loans to directors~~

~~(i) summary~~

~~(ii) differences~~

~~(e) giving of financial assistance to purchase the PRC issuer’s or any of its subsidiaries’ shares~~

~~(i) summary~~

~~(ii) differences~~

~~(f) disclosure of interests in contracts with the PRC issuer or any of its subsidiaries~~

~~(i) summary~~

~~(ii) differences~~

~~(g) remuneration~~

~~(i) summary~~

~~(ii) differences~~

~~(h) retirement, appointment, removal~~

~~(i) summary~~

~~(ii) differences~~

- (i) — borrowing powers
 - (i) — summary
 - (ii) — differences
- (2) — alterations to constitutional documents
 - (i) — summary
 - (ii) — differences
- (3) — variation of rights of existing shares or classes of shares
 - (i) — summary
 - (ii) — differences
- (4) — special resolutions — majority required
 - (i) — summary
 - (ii) — differences
- (5) — voting rights (generally and on a poll)
 - (i) — summary
 - (ii) — differences
- (6) — requirements for annual general meetings
 - (i) — summary
 - (ii) — differences
- (7) — accounts and audit
 - (i) — summary
 - (ii) — differences
- (8) — notice of meetings and business to be conducted thereat
 - (i) — summary
 - (ii) — differences
- (9) — transfer of shares
 - (i) — summary
 - (ii) — differences
- (10) — power of the PRC issuer to purchase its own shares
 - (i) — summary
 - (ii) — differences
- (11) — power of any subsidiary of the PRC issuer to own shares in its parent
 - (i) — summary
 - (ii) — differences
- (12) — dividends and other methods of distribution

- ~~(i) — summary~~
- ~~(ii) — differences~~

~~(13) — proxies~~

- ~~(i) — summary~~
- ~~(ii) — differences~~

~~(14) — calls on shares and forfeiture of shares~~

- ~~(i) — summary~~
- ~~(ii) — differences~~

~~(15) — inspection of register of members~~

- ~~(i) — summary~~
- ~~(ii) — differences~~

~~(16) — quorum for meetings and separate class meetings~~

- ~~(i) — summary~~
- ~~(ii) — differences~~

~~(17) — rights of the minorities in relation to fraud or oppression thereof~~

- ~~(i) — summary~~
- ~~(ii) — differences~~

~~(18) — procedures on liquidation~~

- ~~(i) — summary~~
- ~~(ii) — differences~~

~~(19) — any other provisions material to the PRC issuer or the shareholders thereof.~~

- ~~2. — The Exchange will require the formal application for listing to be accompanied by a copy of a letter to the PRC issuer from the PRC issuer's Hong Kong legal advisers confirming that they have reviewed the summaries of the relevant PRC law and the constitutive documents and that in their opinion, on the basis of the legal advice received from qualified PRC lawyers, the listing document sets out the material differences between Hong Kong law and applicable PRC law. The letter should also confirm that the constitutive documents contain provisions complying with the provisions of the GEM Listing Rules.~~