**CHECKLIST**

**LISTING DOCUMENT FOR RIGHTS ISSUE / OPEN OFFER**

**(MAIN BOARD)**

|  |  |  |
| --- | --- | --- |
| **Name of Issuer** | **:** |  |
| **Case Number** | **:** |  |
| **Description of Transaction** | **:** |  |

**Information required in the Listing Document:-**

|  |  |  | **Page** |  | **Complied With? (Y/N/NA)** |  | **Comment (where applicable)** |
| --- | --- | --- | --- | --- | --- | --- | --- |
| **Part I – General** | |  |  |  |  |  |  |
| **Rule 2.14** | |  |  |  |  |  |  |
|  | |  |  |  |  |  |  |
| The listing document or circular issued by an issuer pursuant to the Exchange Listing Rules must disclose the name of each director as at the date of the relevant listing document or circular. | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |
| **Rule 2.17** | |  |  |  |  |  |  |
| The issuer must, to the extent that it is aware having made all reasonable enquiries, include in the listing document or circular: | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |
| (1) | a statement as at the date by reference to which disclosure of the shareholding is made in the listing document or circular as to whether and to what extent any shareholder who is required to abstain from voting under the Exchange Listing Rules controls or is entitled to exercise control over the voting right in respect of his shares in the issuer; |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |
| (2) | particulars of:   * + 1. any voting trust or other agreement or arrangement or understanding (other than an outright sale) entered into by or binding upon any such shareholder; and     2. any obligation or entitlement of any such shareholder as at the date by reference to which disclosure of the shareholding of any such shareholder is made in the listing document or circular,   whereby he has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his shares in the issuer to a third party, either generally or on a case-by-case basis; |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |

|  |  |  | | **Page** | |  | | **Complied With? (Y/N/NA)** | |  | | **Comment (where applicable)** | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| (3) | a detailed explanation of any discrepancy between any such shareholder’s beneficial shareholding interest in the issuer as disclosed in the listing document or circular and the number of shares in the issuer in respect of which he will control or will be entitled to exercise control over the voting right at the relevant meeting; and |  | |  | |  | |  | |  | |  | |
|  |  |  | |  | |  | |  | |  | |  | |
| (4) | steps undertaken by the shareholder (if any) to ensure shares being the subject of the discrepancy referred to in rule 2.17(3) are not voted. |  | |  | |  | |  | |  | |  | |
|  | |  | |  | |  | |  | |  | |  | |
| **Rule 11.08** | |  | |  | |  | |  | |  | |  | |
|  | |  | |  | |  | |  | |  | |  | |
| Special requirements for listing documents issued by mineral companies, overseas issuers, PRC issuers and investment companies are set out in Chapters 18, 19 ***(See rule 19.10 or 19.36)***, 19A ***(Refer to checklist CF005M)*** and 21 ***(Refer to checklist CF028M)***. | |  | |  | |  | |  | |  | |  | |
|  | |  | |  | |  | |  | |  | |  | |
| **Rule 11.20** | |  | |  | |  | |  | |  | |  | |
| All listing documents must contain on the front cover or inside front cover of the listing document a prominent and legible disclaimer statement as follows:—  “Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.” | |  | |  | |  | |  | |  | |  | |
|  |  |  | |  |  | |  | |  | |  | |
| **Rule 13.40** | |  | |  |  | |  | |  | |  | |
|  |  |  | |  |  | |  | |  | |  | |
| Parties that are required to abstain from voting in favour at the general meeting pursuant to rules 7.27A(1) and 7.27A(2) may vote against the resolution at the general meeting of the issuer provided that their intention to do so has been stated in the relevant listing document or circular to shareholders. Any such party may change his mind as to whether to abstain or vote against the resolution, in which case the issuer must, if it becomes aware of the change before the date of the general meeting, immediately despatch a circular to its shareholders or publish an announcement in accordance with rule 2.07C notifying its shareholders of the change and, if known, the reason for such change. Where the circular is despatched or the announcement is published less than 10 business days before the date originally scheduled for the general meeting, the meeting must be adjourned before considering the relevant resolution to a date that is at least 10 business days from the date of despatch or publication by the chairman or, if that is not permitted by the issuer’s constitutional documents, by resolution to that effect. | |  | |  |  | |  | |  | |  | |
|  | |  | |  |  | |  | |  | |  | |
| **Note 2 to Rule 13.36(2)** | |  | |  |  | |  | |  | |  | |
|  |  |  | |  |  | |  | |  | |  | |
| If any shareholders that are resident outside Hong Kong are excluded from an offer of securities pursuant to rule 13.36(2)(a), the issuer shall include an explanation for the exclusion in the relevant circular or document containing the offer of securities. 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.  *Note:  Where the issuer’s securities are eligible for southbound trading (for both buy and sell) through Stock Connect (or are eligible for sell only through Stock Connect), it must complete the filing requirements set out in the Announcement [2016] No. 21 “Filing Requirements for Hong Kong Listed Issuers Making Rights Issues to Mainland Shareholders through Mainland-Hong Kong Stock Connect” issued by The China Securities and Regulatory Commission, and offer securities under the rights issues / open offers to the southbound shareholders. See also FAQ series 29, No. 2 and 3 for further details.* | |  | |  |  | |  | |  | |  | |
| **Rule 13.51A** | |  | |  | |  | |  | |  | |  | |
| The circular and other document published by an issuer pursuant to the Exchange Listing Rules must set out its stock code in a prominent position on the cover page or, where there is no cover page, the first page of the circular and other document. | |  | |  | |  | |  | |  | |  | |
|  |  |  | |  | |  | |  | |  | |  | |
| **Part II – Chapter 7** | |  | |  |  | |  | |  | |  | |
|  |  |  | |  |  | |  | |  | |  | |
| **(a) For Rights Issue** | |  | |  |  | |  | |  | |  | |
| **Rule 7.19** | |  | |  |  | |  | |  | |  | |
| (1) | Rights issues need not be underwritten. Where rights issues are underwritten, normally the underwriters must satisfy the following requirements:   1. the underwriters are persons licensed or registered under the Securities and Futures Ordinance for Type 1 regulated activity and their ordinary course of business includes underwriting of securities, and they are not connected persons of the issuers concerned; or 2. the underwriters are the controlling or substantial shareholders of the issuers.   The listing document and circular must contain a statement confirming whether the underwriter(s) comply with rule 7.19(1)(a) or (b). |  | |  |  | |  | |  | |  | |
| (2) | If a rights issue is underwritten and the underwriter is entitled to terminate that underwriting upon the occurrence of any event of force majeure after dealings in the rights in nil-paid form have commenced, then the rights issue listing document must contain full disclosure of that fact. Such disclosure must:— |  | |  |  | |  | |  | |  | |
|  |  |  | |  |  | |  | |  | |  | |
|  | (a) appear on the front cover of the listing document and in a prominent position at the front of the document; |  | |  |  | |  | |  | |  | |
|  |  |  | |  |  | |  | |  | |  | |
|  | (b) include a summary of the force majeure clause(s) and explain when its provisions cease to be exercisable; |  | |  |  | |  | |  | |  | |
|  |  |  | |  |  | |  | |  | |  | |
|  | (c) state that there are consequential risks in dealing in such rights; and |  | |  |  | |  | |  | |  | |
|  |  |  | |  |  | |  | |  | |  | |
|  | (d) be in a form approved by the Exchange. |  | |  |  | |  | |  | |  | |
|  |  |  | |  |  | |  | |  | |  | |
| (3) | If a rights issue is not fully underwritten the listing document must contain full disclosure of that fact and a statement of the minimum amount, if any, which must be raised in order for the issue to proceed. Such disclosure must:— |  | |  |  | |  | |  | |  | |
|  |  |  | |  |  | |  | |  | |  | |
|  | (a) appear on the front cover of the listing document and in a prominent position at the front of the document; and |  | |  |  | |  | |  | |  | |
|  |  |  | |  |  | |  | |  | |  | |
|  | (b) be in a form approved by the Exchange.  In addition, the listing document must contain a statement of the intended application of the net proceeds of the issue according to the level of subscriptions and a statement in respect of each substantial shareholder as to whether or not that substantial shareholder has undertaken to take up his or its entitlement in full or in part and if so on what conditions, if any. |  | |  |  | |  | |  | |  | |
|  |  |  | |  |  | |  | |  | |  | |
| (4) | If a rights issue is not fully underwritten by a person or persons whose ordinary course of business includes underwriting, the listing document must contain full disclosure of that fact. |  | |  |  | |  | |  | |  | |
|  |  |  | |  |  | |  | |  | |  | |
| **Rule 7.19A** | | | | | | | | | | | | |
| (1) | Where the proposed rights issue would increase the number of issued shares or the market capitalisation of the issuer by more than 50% as set out in rule 7.19A(1), the proposed rights issue must be made conditional on minority shareholders’ approval in the manner set out in rule 7.27A and the issuer must set out in the circular:  (a) the purpose of the proposed rights issue, together with the total funds expected to be raised and a detailed breakdown and description of the proposed use of the proceeds. The issuer shall also include the total funds raised and a detailed breakdown and description of the funds raised on any issue of equity securities in the 12 months immediately preceding the announcement of the proposed rights issue, the use of such proceeds, the intended use of any amount not yet utilised and how the issuer has dealt with such amount; and | |  |  |  | |  | |  | |  | |
|  | (b) the information required under rule 2.17 in the circular to shareholders. | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| **Rule 7.21** | | |  |  |  | |  | |  | |  | |
| (1) | In every rights issue the issuer must make arrangements to:—  (a) dispose of securities not subscribed by allottees under provisional letters of allotment or their renouncees by means of excess application forms, in which case such securities must be available for subscription by all shareholders and allocated on a fair basis; or  (b) dispose of securities not subscribed by allottees under provisional letters of allotment or their renouncees by offering the securities to independent placees for the benefit of the persons to whom they were offered by way of rights. | |  |  |  | |  | |  | |  | |
|  | The arrangement described in rule 7.21(1)(a) or (b) must be fully disclosed in the listing document and circular. | |  |  |  | |  | |  | |  | |
| (3) | Where arrangements described in rule 7.21(1)(a) are made:   1. the basis of allocation of the securities available for excess applications must be fully disclosed in the listing document and circular | |  |  |  | |  | |  | |  | |
| **(b) For Open Offer** | | |  |  |  | |  | |  | |  | |
|  | | |  |  |  | |  | |  | |  | |
| **Rule 7.24** | | |  |  |  | |  | |  | |  | |
| In relation to underwriting of open offers, the requirements under rules 7.19(1), (3), (4) and (5) apply in their entirety to open offers with the term “rights issue” replaced by “open offer”. | | |  |  |  | |  | |  | |  | |
| **Rule 7.24A** | | |  |  |  | |  | |  | |  | |
| (1) | A proposed open offer must be made conditional on minority shareholders’ approval as set out in rule 7.27A unless the securities will be issued by the listed issuer under the authority of a general mandate granted to them by shareholders in accordance with rules 13.36(2)(b) and 13.36(5). The issuer must set out in the circular:  (a) the purpose of the proposed open offer, together with the total funds expected to be raised and a detailed breakdown and description of the proposed use of the proceeds. The issuer shall also include the total funds raised and a detailed breakdown and description of the funds raised on any issue of equity securities in the 12 months immediately preceding the announcement of the proposed open offer, the use of such proceeds, the intended use of any amount not yet utilised and how the issuer has dealt with such amount. | |  |  |  | |  | |  | |  | |
|  | (b) the information required under rule 2.17 in the circular to shareholders; and | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| **Rule 7.26A** | | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| (1) | In every open offer the issuer must make arrangements to:     1. dispose of securities not validly applied for by shareholders under their assured allotments by means of excess application forms, in which case such securities must be available for subscription by all shareholders and allocated on a fair basis; or 2. dispose of securities not validly applied for by shareholders under their assured allotments by offering the securities to independent placees for the benefit of those shareholders.   The arrangements described in rule 7.26A(1)(a) or (b) must be fully disclosed in the open offer listing document and any circular. | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| (3) | Where arrangements described in rule 7.26A(1)(a) are made:   1. the basis of allocation of the securities available for excess application must be fully disclosed in the listing document and any circular. | |  |  |  | |  | |  | |  | |
|  | | |  |  |  | |  | |  | |  | |
| **Part III - Appendix D1B** | | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| 1. | The full name of the issuer. | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| 2. | A statement as follows:-  “This document, for which the directors of the issuer collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the issuer. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.” ***(See Note 1 to Appendix D1B)*** | |  |  |  | |  | |  | |  | |
| 3. | The names and addresses of the issuer’s principal bankers, authorised representatives, solicitors, registrars and trustees (if any) and of the solicitors to the issue. | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| 4. | The name, address and professional qualifications of the auditors. | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| 5. | Where the listing document includes a statement purporting to be made by an expert, a statement:— | |  |  |  | |  | |  | |  | |
|  | (1) specifying the qualifications of such expert and whether such expert has any shareholding in any member of the group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the group and, if so, a full description thereof; | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | (2) that the expert has given and has not withdrawn his written consent to the issue of the listing document with the expert’s statement included in the form and context in which it is included; and | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | 1. of the date on which the expert’s statement was made and whether or not it was made by the expert for incorporation in the listing document. | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| 6. | (1) Particulars of any other stock exchange on which any part of the equity or debt securities of the issuer is listed or dealt in or on which listing or permission to deal is being or is proposed to be sought; | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | (2) the name of the stock exchange on which the issuer’s primary listing is or is to be; and | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | (3) particulars of the dealing and settlement arrangements on each such exchange and between such exchanges,  or an appropriate negative statement. | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| 7. | Particulars of any arrangement under which future dividends are waived or agreed to be waived. | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| 9. | (1) A statement that application has been or will be made to the Exchange for listing of and permission to deal in the securities; and | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | (2) In case of a new class of securities to be listed, a statement that all necessary arrangements have been made enabling the securities to be admitted into CCASS or an appropriate negative statement. | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| 10. | The nature and amount of the issue including the number of securities which have been or will be created and/or issued, if predetermined. | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| 11. | Where the securities for which listing is sought were issued for cash since the date to which the latest published audited accounts of the issuer were made up, or will be issued for cash, a statement or an estimate of the net proceeds of the issue and a statement as to how such proceeds were or are intended to be applied, provided that, in the case of a fully underwritten rights issue or open offer, if the net proceeds are not intended to be used for a specific purpose, the statement may refer to the net proceeds being used for general corporate funding purposes. | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| 12. | The amount or estimated amount of the expenses of the issue and of the application for listing and by whom the same are payable. | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| 13. | A statement of the net tangible asset backing for each class of security for which listing is sought, after making allowance for any new securities to be issued, as detailed in the listing document. | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| 14. | If known, the date on which dealings will commence. | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| 15. | Where the securities for which listing is sought are allotted by way of exchange or substitution, an explanation of the financial effects thereof and the effect on existing share rights. | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| 16. | Where the securities for which listing is sought are allotted by way of capitalisation of reserves or profits or by way of bonus to the holders of an existing security, a statement as to the pro rata entitlement, the last date on which transfers were or will be accepted for registration for participation in the issue, how the securities rank for dividend, whether the securities rank pari passu with any listed securities, the nature of the document of title, its proposed date of issue and whether or not it is renounceable and how fractions (if any) are to be treated. | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| 17. | Where listing is sought for shares which will not be identical with shares already listed:— | |  |  |  | |  | |  | |  | |
|  | (1) a statement of the rights as regards dividend, capital, redemption and voting attached to such shares and (except as regards the lowest ranking equity) as to the right of the issuer to create or issue further shares ranking in priority thereto or pari passu therewith; and | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | (2) a summary of the consents necessary for the variation of such rights. | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| 18. | Where the securities for which listing is sought are offered by way of rights or by way of an open offer to the holders of an existing listed security, a statement as to:— | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | (1) how securities not taken up will be dealt with and the time, being not less than 10 business days, in which the offer may be accepted. In cases where the issuer has a large number of overseas members a longer offer period may be desirable, provided that the Exchange must be consulted if the issuer proposes an offer period of over 15 business days; | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | (2) the pro rata entitlement (if applicable), the last date on which transfers were accepted for registration for participation in the issue, how the securities rank for dividend, whether the securities rank pari passu with any listed securities, the nature of the document of title and its proposed date of issue, and how fractions (if any) are to be treated; | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | (3) whether the board of directors has received any information from any substantial shareholders of their intention to take up the securities provisionally allotted or offered to them or to be provisionally allotted or offered to them and particulars thereof; and | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | (4) the matters required to be disclosed by rules 7.19(1), (2), (3) and (4), 7.19A(1) and (2), 7.21(1) and (3)(a), 7.24, 7.24A(1) and (2), 7.26A(1) and (3)(a) and 7.27A(3) , where appropriate. | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| 19. | Where listing is sought for securities with a fixed dividend, particulars of the profits cover for dividend. | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| 20. | Where listing is sought for options, warrants or similar rights to subscribe or purchase equity securities:— | |  |  |  | |  | |  | |  | |
|  | (1) the maximum number of securities which could be issued on exercise of such rights; | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | (2) the period during which such rights may be exercised and the date when this right commences; | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | (3) the amount payable on the exercise of such rights; | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | (4) the arrangements for transfer or transmission of such rights; | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | (5) the rights of the holders on the liquidation of the issuer; | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | (6) the arrangements for the variation in the subscription or purchase price or number of securities to take account of alterations to the share capital of the issuer; | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | (7) the rights (if any) of the holders to participate in any distributions and/or offers of further securities made by the issuer; and | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | (8) a summary of any other material terms of the options, warrants or similar rights. | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| 21. | Where listing is sought for convertible equity securities:— | |  |  |  | |  | |  | |  | |
|  | (1) information concerning the nature of the equity securities to which the convertible equity securities relate and the rights attaching thereto; and | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | (2) the conditions of and procedures for conversion, exchange, subscription or purchase and details of the circumstances in which they may be amended. | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| 21A. | Where the vendor of the securities being marketed has not paid in full for those securities at the date of the offer, a statement that: | |  |  |  | |  | |  | |  | |
|  | 1. an irrevocable authority has been given by the vendor to the receiving bankers for the offer authorising the receiving bankers to apply the proceeds of the offer to discharge the outstanding debt; and | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | 1. the receiving bankers have acknowledged the vendor’s irrevocable authority referred to in paragraph 21A(1) and have agreed to act on it. | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| 22. | (1) The authorised share capital of the issuer, the amount issued or agreed to be issued, the amount paid up, the nominal value and a description of the shares. | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | (2) The amount of any outstanding convertible debt securities and particulars of the conditions governing and the procedures for conversion, exchange or subscription of such securities. | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| 23. | Particulars of and the number of founder or management or deferred shares, if any, and the nature and extent of the interest of the holders in the property and profits of the group. | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| 25. | Particulars of any capital of any member of the group which is under option, or agreed conditionally or unconditionally to be put under option, including the consideration for which the option was or will be granted and the price and duration of the option, and the name and address of the grantee, or an appropriate negative statement. ***(See Note 2 to Appendix D1B)***  Provided that where options have been granted or agreed to be granted to all the members or debenture holders or to any class thereof, or to employees under a share scheme, it shall be sufficient, so far as the names and addresses are concerned, to record that fact without giving the names and addresses of the grantees. | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| 26. | (2) If required by the Exchange, particulars of any contracts for the hire or hire purchase of plant to or by any member of the group for a period of over one year which are substantial in relation to the group’s business.  ***(See Note 2 to Appendix D1B)*** | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| 27. | Particulars of any restriction affecting the remittance of profits or repatriation of capital into Hong Kong from outside Hong Kong. | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| 28. | A statement as at the most recent practicable date (which must be stated) of the following on a consolidated basis if material:—  (1) the total amount of any debt securities of the group issued and outstanding, and authorised or otherwise created but unissued, and term loans, distinguishing between guaranteed, unguaranteed, secured (whether the security is provided by the issuer or by third parties) and unsecured, or an appropriate negative statement; | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | (2) the total amount of all other borrowings or indebtedness in the nature of borrowing of the group including bank overdrafts and liabilities under acceptances (other than normal trade bills) or acceptance credits or hire purchase commitments, distinguishing between guaranteed, unguaranteed, secured and unsecured borrowings and debt, or an appropriate negative statement; | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | (3) all mortgages and charges of the group, or an appropriate negative statement; and | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | (4) the total amount of any contingent liabilities or guarantees of the group, or an appropriate negative statement.  Intra-group liabilities should normally be disregarded, a statement to that effect being made where necessary.  ***(See Note 2 to Appendix D1B)*** | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| 29. | (1) (a) General information on the trend of the business of the group since the date to which the latest published audited accounts of the issuer were made up; and | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | (b) a statement as to the financial and trading prospects of the group for at least the current financial year, together with any material information which may be relevant thereto, including all special trade factors or risks (if any) which are not mentioned elsewhere in the listing document and which are unlikely to be known or anticipated by the general public, and which could materially affect the profits.  ***(See Note 2 to Appendix D1B)*** | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | (2) The issuer must determine in advance with its financial adviser whether to include a profit forecast in a listing document. Where a profit forecast appears in any listing document, it must be clear, unambiguous and presented in an explicit manner and the principal assumptions, including commercial assumptions, upon which it is based, must be stated. The accounting policies and calculations for the forecast must be examined and reported on by the reporting accountants or auditors, as appropriate, and their report must be set out. The financial adviser must report in addition that they have satisfied themselves that the forecast has been stated by the directors after due and careful enquiry, and such report must be set out. | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| 30. | A statement by the directors that in their opinion the working capital available to the group is sufficient for the group’s requirements for at least 12 months from the date of publication of the listing document or, if not, how it is proposed to provide the additional working capital thought by the directors to be necessary.  ***(See Note 2 to Appendix D1B)*** | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| 31. | (1) Where required by Chapter 4, a report by the reporting accountants in accordance with that Chapter. | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | (2) If after the date to which the latest published audited accounts of the issuer have been made up, any member of the group has acquired or agreed to acquire or is proposing to acquire a business or an interest in the share capital of a company whose profits or assets make or will make a material contribution to the figures in the auditors’ report or next published accounts of the issuer:— | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | (a) a statement of the general nature of the business or of the business of the company in which an interest has been or is being acquired, together with particulars of the situation of the principal establishments and of the principal products; | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | (b) a statement of the aggregate value of the consideration for the acquisition and how it was or is to be satisfied; and | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | (c) if the aggregate of the remuneration payable to and benefits in kind receivable by the directors of the acquiring company will be varied in consequence of the acquisition, full particulars of such variation; if there will be no variation, a statement to that effect. | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | (3) Information for the last three financial years with respect to the profits and losses, financial record and position, set out as a comparative table and the latest published audited balance sheet together with the notes on the annual accounts for the last financial year:— | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | (a) for the group; and | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | (b) for any company acquired since the date of the last published audited accounts of the group in respect of which an accountants’ report has already been submitted to shareholders or which was itself during the last 12 months a listed issuer.  ***(See Note 6 to Appendix D1B)*** | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| 32. | A statement by the directors of any material adverse change in the financial or trading position of the group since the date to which the latest published audited accounts of the issuer have been made up, or an appropriate negative statement. | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| 33. | Particulars of any litigation or claims of material importance pending or threatened against any member of the group, or an appropriate negative statement.  ***(See Note 2 to Appendix D1B)*** | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| 34. | The full name, residential or business address of every director and senior manager or proposed director and senior manager. Where a director or proposed director has any former name or alias, such information should be disclosed. In addition, brief biographical details in respect of the directors, proposed directors, senior managers and proposed senior managers of the issuer shall be provided. Such details will include name, age, positions held with the issuer and other members of the issuer’s group, length of service with the issuer and the group including current and past directorships in other listed public companies in the last three years and such other information (which may include business experience) of which shareholders should be aware, pertaining to the ability or integrity of such persons. Where any of the directors or senior managers are related, having with any other director or senior manager any one of the relationships set out below, that fact should be stated. The relationships are spouse; any person cohabiting with the director or senior manager as a spouse; and any relative meaning a child or step-child regardless of age, a parent or stepparent, a brother, sister, step-brother or a step-sister, a mother-in-law, a father-in law, son-in-law, daughter-in-law, brother-in-law or sister-in-law. Where any director or proposed director is a director or employee of a company which has an interest or short position in the shares and underlying shares of the issuer which would fall to be disclosed to the issuer under the provisions of Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance, that fact shall be stated.  It is the responsibility of the directors of the issuer to determine which individual or individuals constitute senior management. Senior management may include directors of subsidiaries and heads of divisions, departments or other operating units within the group as senior management as, in the opinion of the issuer’s directors, is appropriate.  ***(See Note 5 to Appendix D1B)*** | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| 35. | The full name and professional qualification, if any, of the secretary of the issuer. | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| 36. | The situation of the registered office and, if different, the head office and transfer office. | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| 38. | (1) A statement showing the interests and short positions of each director and chief executive of the issuer in the shares, underlying shares and debentures of the issuer or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance) which:— | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | (a) are required to be notified to the issuer and the Exchange pursuant to Divisions 7 and 8 of Part XV of the Securities and Futures Ordinance (including interests and short positions which he is taken or deemed to have under such provisions of Securities and Futures Ordinance); or | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | (b) are required, pursuant to section 352 of the Securities and Futures Ordinance, to be entered in the register referred to therein; or | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | (c) are required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers to be notified to the issuer and the Exchange;  or an appropriate negative statement. Provided that the Exchange may agree in its sole discretion that compliance with this paragraph may be modified or waived in respect of any associated corporation if, in the opinion of the Exchange, the number of associated companies in respect of which each director and chief executive is taken or deemed to have an interest or short position under Part XV of the Securities and Futures Ordinance is such that compliance with this paragraph would result in particulars being given which are not material in the context of the group and are excessive in length; and | |  |  |  | |  | |  | |  | |
|  | (1A) A statement required by sub-paragraph 38(1) must specify the company in which the interests or short positions are held, the class to which those securities belong and the number of such securities held. The statement need not disclose:  (a) the interests of a director in the shares of the listed issuer or any of its subsidiaries if such interest is held solely in a non-beneficial capacity and is for the purpose of holding the requisite qualifying shares; | |  |  |  | |  | |  | |  | |
|  | (b) the non-beneficial interests of directors in the shares of any subsidiary of the listed issuer in so far as that interest comprises the holding of shares subject to the terms of a written, valid and legally enforceable declaration of trust in favour of the parent company of that subsidiary or the listed issuer and such interest is held solely for the purpose of ensuring that the relevant subsidiary has more than one member;  *Note: Where interests in securities arising from the holding of such securities as qualifying shares are not disclosed pursuant to the exception provided in this paragraph, a general statement should nevertheless be made to indicate that the directors hold qualifying shares.* | |  |  |  | |  | |  | |  | |
|  | (2) a statement showing the name, so far as is known to any director or chief executive of the issuer, of each person, other than a director or chief executive of the issuer, who has an interest or short position in the shares and underlying shares of the issuer which would fall to be disclosed to the issuer under the provisions of Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance, or, who is, directly or indirectly, interested in ten per cent. or more of the issued voting shares of any other member of the group and the amount of each of such person’s interest in such securities, together with particulars of any options in respect of such capital, if there are no such interests or short positions, an appropriate negative statement. ***(See Note 2 to Appendix D1B)***  ***(See Note 4 to Appendix D1B)*** | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| 39. | Particulars of directors’ existing or proposed service contracts with any member of the group (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)), or an appropriate negative statement.  ***(See Note 2 to Appendix D1B)*** | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| 40. | (1) Full particulars of the nature and extent of the interest, direct or indirect, if any, of every director or proposed director or expert (as named in the listing document) in any assets which have been, since the date to which the latest published audited accounts of the issuer were made up, acquired or disposed of by or leased to any member of the group, or are proposed to be acquired or disposed of by or leased to any member of the group, including:— | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | (a) the consideration passing to or from any member of the group; and | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | (b) short particulars of all transactions relating to any such assets which have taken place within such period, or an appropriate negative statement. | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | (2) Full particulars of any contract or arrangement subsisting at the date of the listing document in which a director of the issuer is materially interested and which is significant in relation to the business of the group, or an appropriate negative statement.  ***(See Note 2 to Appendix D1B)*** | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| 41. | In the case of mineral companies, the information set out in Chapter 18 (if applicable). | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| 42. | The dates of and parties to all material contracts (not being contracts entered into in the ordinary course of business) entered into by any member of the group within the two years immediately preceding the issue of the listing document, together with a summary of the principal contents of such contracts and particulars of any consideration passing to or from any member of the group.  ***(See Note 2 to Appendix D1B)*** | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
| 43. | Details of a reasonable period of time (being not less than 14 days) during which the following documents where applicable are published on the Exchange’s website and the issuer’s own website:— | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | (2) each of the following contracts:— | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | (a) any service contracts disclosed pursuant to paragraph 39; | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | (b) any material contracts disclosed pursuant to paragraph 42; and | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | (c) in the case of a notifiable transaction or connected transaction circular, any contracts pertaining to the transaction,  or where any of the above contracts have not been reduced into writing, a memorandum giving full particulars thereof; | |  |  |  | |  | |  | |  | |
|  |  | |  |  |  | |  | |  | |  | |
|  | (3) all reports, letters or other documents, balance sheets, valuations and statements by any expert any part of which is extracted or referred to in the listing document. | |  |  |  | |  | |  | |  | |
|  | ***(See Note 2 to Appendix D1B)*** | |  |  |  | |  | |  | |  | |

|  |
| --- |
| * This checklist is provided for reference only. In case of doubt, listed issuers are advised to refer to the Listing Rules for the specific requirements. * Please make annotation in the margin of the draft document for the respective paragraph of the Listing Rules. * When your answer to an item on the checklist is “No” or “Not applicable”, the reason for such response should be clearly disclosed in the “Comment” section. |

|  |  |  |  |
| --- | --- | --- | --- |
|  |  |  |  |
|  |  |  |  |
| Submitted by: |  | Date: |  |
|  | Signature |  |  |
|  |  |  |  |
|  | Name and Firm |  |  |