

## Table of Contents

	Page
About Wolters Kluwer Hong Kong Limited .....	iii
About the Author.....	v
Foreword .....	xiii
Customer Testimonial .....	xv
Abbreviations .....	xix
Chapter 1 Thinking of an IPO .....	1
¶1-000 Introduction .....	1
¶1-010 Relationship between global IPO activities and market conditions .....	2
¶1-020 Exchanges in Asia remained important in the IPO market in 2013 and 2014.....	7
¶1-030 HKEx secured the second ranking in terms of funds raised in 2013 and 2014.....	8
¶1-040 Cross-border listings .....	11
¶1-050 Selection of the right stock exchange for IPO .....	13
¶1-060 Benefits of launching an IPO in Hong Kong from the perspective of institutional shareholders ....	20
¶1-070 Benefits of launching an IPO in Hong Kong from the perspective of individual shareholders .....	30
Chapter 2 Overview of Hong Kong Stock Exchange and Listing in Hong Kong .....	37
¶2-000 History of the Hong Kong Stock Exchange.....	38
¶2-010 List of companies, sponsors, legal advisers and reporting accountants in IPOs in Hong Kong in 2014.....	57
¶2-020 Introduction .....	73
Group structure of Hong Kong Exchanges and Clearing Limited .....	73
¶2-030 Geographical advantages and close linkage to Mainland China .....	74

¶2-040	The largest RMB offshore centre in the world.....	75
¶2-050	China’s offshore capital formation centre.....	77
¶2-060	Global listing venue .....	78
¶2-070	Integrated exchange with equities and commodities .....	80
¶2-080	Advanced clearing and settlement infrastructure ....	81
¶2-090	Aligning trading hours with other Asian exchanges .....	82
¶2-100	Joint venture with Mainland China’s stock exchanges.....	83
¶2-110	Sound regulatory framework .....	84
¶2-120	Restrictions on the control of HKEx.....	85
¶2-130	Statistics on investor profile .....	85
¶2-140	Introduction .....	89
¶2-150	Placing .....	91
¶2-160	Rights issue .....	94
¶2-170	Open offer .....	97
¶2-180	Consideration issue .....	99
¶2-190	Introduction .....	100
¶2-200	Largest RMB offshore centre in the world.....	101
¶2-210	RMB bonds issue .....	102
¶2-220	RMB shares issue .....	108
¶2-230	Hong Kong depository receipts.....	110
¶2-240	RMB borrowings.....	111
<b>Chapter 3 Main Board and Growth Enterprise Market.....</b>		<b>113</b>
¶3-000	Introduction .....	114
¶3-010	Rules that governing listing matters in Hong Kong .....	114
¶3-020	Trading records and financial requirements .....	116
¶3-030	Profit attributable to shareholders for the purpose of profit test.....	118
¶3-040	Revenue under the market capitalisation/ revenue/ cash flow test.....	122
¶3-050	Cash flows under the market capitalisation / revenue/cash flow test.....	125

¶3-060	Market capitalisation.....	125
¶3-070	Shareholdings requirements .....	125
¶3-080	Management continuity.....	127
¶3-090	Accounting standards.....	127
¶3-100	Trading records, financial and shareholder requirements .....	128
¶3-110	Management continuity.....	129
¶3-120	Accounting standards.....	129
¶3-130	Statement of business objectives .....	130
¶3-140	Reliance on associates or related companies .....	131
¶3-150	Competing interests.....	132
¶3-160	Reliance on customers/suppliers .....	133
¶3-170	Experience/qualifications of directors .....	134
¶3-180	Unsustainable business models.....	136
¶3-190	Reverse takeover.....	137
¶3-200	Investment companies .....	137
¶3-210	Mineral companies .....	139
¶3-220	Project companies .....	140
¶3-230	Primary listing .....	141
¶3-240	Secondary listing.....	142
¶3-250	RMB IPO Models.....	144
¶3-260	Rationale for acceptable jurisdictions.....	146
¶3-270	Developments in HKEx's approach to listing overseas companies.....	147
¶3-280	Which offshore holding vehicle should be used? ....	149
¶3-290	Case studies.....	152
<b>Chapter 4 Specific IPO Issues.....</b>		<b>155</b>
¶4-000	Introduction .....	158
¶4-010	Meaning of management and management continuity.....	158
¶4-020	Meaning of ownership continuity and control .....	159
¶4-030	Example of management continuity.....	160
¶4-040	Example of ownership continuity and control.....	161
¶4-050	Special case.....	162
¶4-060	Exemptions from continuity requirement.....	163

¶4-070	Case study.....	164
¶4-080	Shorter trading record period .....	164
¶4-090	Reasons for imposing continuity requirements.....	165
¶4-100	Exceptional cases .....	166
¶4-110	Introduction .....	167
¶4-120	Legal ownership .....	167
¶4-130	Tax efficient structure.....	168
¶4-140	Commercial reasons.....	169
¶4-150	Personal or family reasons .....	169
¶4-160	Major steps in restructuring.....	169
¶4-170	Introduction .....	173
¶4-180	Reporting accountants.....	173
¶4-190	Adoption of China Accounting Standards.....	173
¶4-200	Basic contents of the accountants' report in a prospectus.....	174
¶4-210	Additional disclosure of pre-acquisition financial information .....	175
¶4-220	Accounting standards.....	176
¶4-230	Proforma financial information .....	176
¶4-240	Introduction .....	177
¶4-250	Definition of operating activities .....	178
¶4-260	Listing requirements .....	178
¶4-270	Introduction .....	181
¶4-280	Requirements of the accounting standards.....	181
¶4-290	Introduction .....	183
¶4-300	Common VIE structure .....	185
¶4-310	Case illustration of contractual arrangements.....	186
¶4-320	Consolidation of variable interest entity.....	187
¶4-330	HKEx's view on the suitability of VIE structure for listing .....	188
¶4-340	Introduction .....	190
¶4-350	Who are connected persons? .....	190
¶4-360	What are connected transactions? .....	192
¶4-370	What are continuing connected transactions? .....	192
¶4-380	Example: A popular type of continuing connected transactions .....	192

¶4-390	Connected transactions vs related party transactions.....	193
¶4-400	Example: transactions which are both connected and related party transactions .....	194
¶4-410	Example: transactions which are connected but not related party transactions .....	195
¶4-420	Example: transactions which are related party transactions but not connected transactions.....	196
¶4-430	Requirements on the terms of connected transactions.....	197
¶4-440	Reporting and disclosure requirements .....	197
¶4-450	Additional requirements for continuing connected transactions .....	198
¶4-460	Exemptions from the requirements.....	199
¶4-470	Prospective issuer's consideration – Stay "connected"? .....	201
¶4-480	Taxation.....	201
¶4-490	Introduction .....	203
¶4-500	Reporting requirements of profit forecast and cash flow projection.....	203
¶4-510	Key considerations in the preparation of the profit forecast and cash flow projection.....	211
¶4-520	Introduction .....	220
¶4-530	Adoption of a new scheme.....	220
¶4-540	Terms of the scheme .....	221
¶4-550	Granting options to a director, chief executive or substantial shareholder of an issuer, or any of their respective associates.....	224
¶4-560	Restriction on the time of grant of options .....	225
¶4-570	Announcement of the grant of options.....	225
¶4-580	Accounting standards for share options.....	226
<b>Chapter 5 Documents to be Filed for IPO Applications.....</b>		<b>229</b>
¶5-000	Introduction .....	232
¶5-010	Main Board – Summary of documents to be filed for IPO and the respective filing timetables .....	234

¶5-020	GEM Board – Summary of documents to be filed for IPO and the respective filing timetables ....	240
¶5-030	Listing application form .....	245
¶5-040	Initial listing fee .....	246
¶5-050	Listing document – Prospectus.....	247
¶5-060	General information about the listing applicant, experts and other parties involved in the IPO.....	247
¶5-070	Information on the securities for which listing is sought and the terms and conditions of their issue and distribution .....	248
¶5-080	Information relating to the issuer’s capital.....	248
¶5-090	General information on the group’s activities .....	248
¶5-100	Financial information on the group and its prospects.....	249
¶5-110	Information on the issuer’s management.....	250
¶5-120	Use of proceeds.....	250
¶5-130	Other additional information .....	250
¶5-140	Information on property interests .....	251
¶5-150	Material contracts and documents for inspection ..	251
¶5-160	Accountants’ report.....	251
¶5-170	History of results.....	252
¶5-180	Balance sheet.....	253
¶5-190	Cash flow statement .....	253
¶5-200	Statement of changes in equity .....	253
¶5-210	Segmental information .....	254
¶5-220	Other information required .....	254
¶5-230	Statement of adjustments .....	254
¶5-240	Confirmation and undertakings by directors and supervisors.....	255
¶5-250	Waiver application .....	255
¶5-260	Additional information to be submitted by sponsor .....	255
¶5-270	Information relating to finance and operations.....	256
¶5-280	Information relating to corporate structure .....	256
¶5-290	Information on companies with operations in the PRC.....	256

¶5-300	Information on the accountants' report .....	256
¶5-310	Other information .....	257
¶5-320	Checklists .....	257
¶5-330	Sponsor's undertaking and statement of independence.....	259
¶5-340	Compliance adviser's undertaking.....	259
¶5-350	Cash flow forecast, profit forecast and profit estimates .....	259
¶5-360	Sponsor's letter regarding the statement of sufficiency of working capital.....	260
¶5-370	Memorandums and articles of associations.....	260
¶5-380	Summary of new listing particulars .....	260
¶5-390	Analysis of financial information.....	261
¶5-400	Formal notice of listing application .....	261
¶5-410	Application forms to subscribe for or purchase the securities for which listing is sought.....	262
¶5-420	Certificate of incorporation.....	262
¶5-430	Listing agreement for investment companies .....	262
¶5-440	Undertaking from controlling shareholders regarding pledge of securities .....	262
¶5-450	Undertaking from connected persons regarding access to information .....	263
¶5-460	Explanatory statement regarding share repurchase....	263
¶5-470	Confirmation from legal adviser.....	263
¶5-480	Registration of prospectus.....	263
¶5-490	Registration of issuers' website and e-Submission system.....	264
¶5-500	Authorised representatives/company secretary form.....	264
¶5-510	Confirmation with regard to the posting of Post Hearing Information Pack .....	264
¶5-520	Written notification issued by the Hong Kong Securities Clearing Company .....	264
¶5-530	Written undertakings referred to in the prospectus .....	265

¶5-540	Sponsor's declaration in support of new applicant .....	265
¶5-550	Translator's certificate and sponsor's certificate regarding translation of prospectus .....	265
¶5-560	Confirmation letter for publication of prospectus and confirmation of registration of prospectus .....	265
¶5-570	Resolutions of the listing applicant in general meetings authorising the issue of all securities for listing .....	266
¶5-580	Resolution of the board of directors about the listing application .....	266
¶5-590	Sponsor's declaration of compliance with the Listing Rules .....	266
¶5-600	Declaration from directors and secretary .....	267
¶5-610	Declaration and undertaking from directors regarding directors' responsibilities .....	267
¶5-620	Placing letter and marketing statements .....	268
¶5-630	Placee information sheet.....	269
¶5-640	Submission from the sponsor regarding information on PRC incorporated issuers.....	269
¶5-650	Certified copy of the approval letter from PRC authorities.....	269
¶5-660	Company information sheet .....	270
¶5-670	Opinion of Hong Kong legal advisers .....	270
<b>Chapter 6 The IPO Team.....</b>		<b>271</b>
¶6-000	Introduction .....	272
¶6-010	Sponsors.....	273
¶6-020	Reporting accountants.....	273
¶6-030	Legal advisers.....	274
¶6-040	Underwriters, global coordinators, bookrunners and lead managers .....	276
¶6-050	Internal control consultants .....	282
¶6-060	Valuation professionals .....	282
¶6-070	Investor relations consultants.....	283
¶6-080	Printing company and translators.....	283



¶6-090	Share registrars .....	284
¶6-100	Receiving banks .....	284
¶6-110	Other experts .....	284
¶6-120	Depositaries .....	285
¶6-130	Compliance advisers .....	285
¶6-140	Introduction .....	286
¶6-150	Qualification of a sponsor .....	287
¶6-160	Appointment of a sponsor .....	287
¶6-170	Sponsor's declaration to HKEx .....	288
¶6-180	Sponsor's undertaking and statement of independence .....	288
¶6-190	Sponsor's declaration .....	288
¶6-200	Sponsor's due diligence review .....	288
¶6-210	Termination of a sponsor .....	289
¶6-220	Introduction .....	290
¶6-230	Who can be the reporting accountants? .....	290
¶6-240	Recent developments .....	291
¶6-250	The accountants' report .....	292
¶6-260	Statement of adjustments .....	294
¶6-270	Proforma financial information .....	294
¶6-280	Comfort letters .....	295
¶6-290	Profit forecast .....	297
¶6-300	Other financial information .....	298
¶6-310	Standards and guidelines issued by the HKICPA .....	298
¶6-320	Introduction .....	299
¶6-330	Due diligence .....	299
<b>Chapter 7 Hong Kong IPO Sponsorship .....</b>		<b>305</b>
¶7-010	Hong Kong's IPO sponsor regime .....	306
¶7-020	Eligibility to act as sponsor .....	308
¶7-030	Sponsor independence .....	308
¶7-040	Sponsor appointment .....	311
¶7-050	The sponsor's role .....	313
¶7-060	Preparing the listing application .....	314
¶7-070	Conducting due diligence .....	316
¶7-071	Timing of due diligence .....	316

¶7-072	Scope of due diligence.....	316
¶7-073	Planning due diligence.....	317
¶7-074	The Hong Kong Sponsor Due Diligence Guidelines.....	318
¶7-080	The listing document .....	318
¶7-081	Adequacy of information.....	318
¶7-082	Accuracy of information.....	318
¶7-090	Other Key Responsibilities.....	323
¶7-091	Listing applicant’s compliance with listing requirements .....	323
¶7-092	Suitability for listing.....	324
¶7-093	Whistleblowing obligation.....	325
¶7-094	Directors’ understanding of their obligations.....	325
¶7-095	Internal controls review.....	326
¶7-100	Sponsors’ record keeping obligations .....	330
¶7-110	Sponsor liability.....	333
¶7-120	Case studies.....	333
¶7-130	Other areas of potential liability for sponsors and their officers .....	336
<b>Chapter 8 Tax Considerations in an IPO .....</b>		<b>339</b>
¶8-000	Introduction .....	341
¶8-010	Tax compliance status.....	341
¶8-020	Tax planning arrangements.....	342
¶8-030	Transfer pricing.....	342
¶8-040	Introduction .....	344
¶8-050	Hong Kong profits tax.....	344
¶8-060	Year of assessment .....	345
¶8-070	Profits tax rate .....	345
¶8-080	Tax filing and payment .....	345
¶8-090	PRC corporate taxes .....	346
¶8-100	PRC corporate income tax.....	346
¶8-110	Permanent establishment .....	347
¶8-120	Income subject to corporate income tax and the applicable tax rate .....	349

¶8-130	PRC business tax .....	350
¶8-140	PRC value added tax.....	351
¶8-150	PRC consumption tax .....	352
¶8-160	Tax filing and payment .....	353
¶8-170	PRC individual income tax .....	353
¶8-180	Introduction .....	355
¶8-190	Tax planning considerations .....	355
¶8-200	Tax residency in Hong Kong.....	356
¶8-210	Tax residency in the PRC .....	356
¶8-220	Tax incentives in Hong Kong and the PRC.....	357
¶8-230	Tax treaty network .....	361
¶8-240	Hong Kong's double taxation agreements .....	361
¶8-250	PRC's tax treaty network .....	362
¶8-260	Withholding tax implications .....	364
¶8-270	Hong Kong's withholding tax rates.....	365
¶8-280	PRC's withholding tax rates.....	366
¶8-290	Beneficial ownership.....	369
¶8-300	Tax evasion .....	371
¶8-310	General anti-tax avoidance rules in Hong Kong.....	371
¶8-320	General anti-avoidance rules in the PRC .....	372
¶8-330	Transfer pricing.....	373
¶8-340	Organization for Economic Cooperation and Development guidelines – Arm's length principle.....	373
¶8-350	Related parties .....	374
¶8-360	Common types of related party transactions.....	375
¶8-370	Purchase and sale of tangible properties.....	375
¶8-380	Transfer and use of intangible properties.....	376
¶8-390	Provision of services.....	376
¶8-400	Financing .....	377
¶8-410	Function and risk analysis of contracting related parties .....	377
¶8-420	Transfer pricing methods .....	378
¶8-430	Identifying comparables.....	382
¶8-440	Transfer pricing documentation .....	383
¶8-450	PRC's disclosure requirements for related party transactions.....	384

<b>Chapter 9 Strategic Considerations For Controlling Shareholders of Listing Applicants .....</b>	<b>387</b>
¶9-000 Introduction .....	388
¶9-010 Preparation timeline for an IPO .....	388
¶9-020 Time required for a group restructuring .....	390
¶9-030 Typical timeline before submitting IPO application to HKEx .....	390
¶9-040 Typical timeline from the submission of listing application to the day of listing .....	391
¶9-050 Introduction .....	393
¶9-060 Listing rules governing pre-IPO investments in Hong Kong .....	394
¶9-070 Guidance letter on Pre-IPO Investments (HKEx-GL43-12).....	395
¶9-080 Guidance letter on Pre-IPO Investments in Convertible Instruments (HKEx-GL44-12).....	399
¶9-090 General principles governing cornerstone investments .....	401
¶9-100 Introduction .....	402
¶9-110 Market capitalisation of IPO .....	402
¶9-120 Offer structure of IPO .....	406
¶9-130 Introduction .....	407
¶9-140 Types of directors.....	407
¶9-150 Director’s duties and responsibilities .....	409
¶9-160 Statistics on composition of board of directors for Main Board IPOs in 2013 and 2014 .....	410
¶9-170 Statistics on composition of board of directors for GEM Board IPOs in 2013 and 2014 .....	412
¶9-180 Diversity of board members .....	413
 <b>Chapter 10 Corporate Governance For Listing In Hong Kong.....</b>	 <b>417</b>
¶10-000 Requirements for listing applicants.....	417
¶10-010 Compliance approach – Internal control framework .....	419
¶10-020 Introduction .....	422

¶10-030 Control environment .....	426
¶10-040 Risk assessment.....	428
¶10-050 Monitoring .....	434
¶10-060 Information and communication .....	435
¶10-070 Control activities .....	437
<b>Chapter 11 Post-IPO Considerations.....</b>	<b>443</b>
¶11-000 Introduction .....	445
¶11-010 Main Board listed issuers .....	445
¶11-020 GEM listed issuers.....	446
¶11-030 Introduction .....	447
¶11-040 Classification of notifiable transactions.....	448
¶11-050 Disclosure of notifiable transactions .....	450
¶11-060 Introduction .....	452
¶11-070 Disclosure of inside information under SFO .....	452
¶11-080 What is “inside information”?.....	453
¶11-090 Disclosure of inside information .....	455
¶11-100 Responsibility for compliance and management controls.....	456
¶11-110 Safe harbours that allow non-disclosure of inside information .....	457
¶11-120 Reasonable compliance measures.....	458
¶11-130 Introduction .....	459
¶11-140 Definition of a connected transaction.....	460
¶11-150 Definition of a connected person.....	460
¶11-160 Disclosure of connected transactions.....	462
¶11-170 Exemptions .....	462
¶11-180 Public float after listing .....	464
¶11-190 Disposal of shares by controlling shareholders.....	465
¶11-200 Further issue of shares after listing .....	466
¶11-210 Spin-off of businesses in a separate listing .....	467
¶11-220 Introduction .....	467
¶11-230 Disclosure of use of proceeds.....	468
¶11-240 Examples of use of proceeds .....	468
¶11-250 Introduction .....	471

¶11-260 Corporate Governance Code for listed companies .....	472
¶11-270 Corporate Governance Report .....	477
¶11-280 Chairman and Chief Executive .....	478
¶11-290 Directors .....	478
¶11-300 Audit Committee .....	479
¶11-310 Remuneration Committee .....	479
¶11-320 Nomination Committee .....	480
¶11-330 Corporate governance functions .....	480
¶11-340 Risk management and internal control .....	481
¶11-350 Introduction .....	482
¶11-360 Reasons for corporate social responsibility/ environmental, social and corporate governance .....	482
¶11-370 Corporate social responsibility/environmental, social and corporate governance in Hong Kong .....	483
¶11-380 Consultation conclusions .....	486
¶11-390 Organisations providing guidance on corporate social responsibility/environmental, social and corporate governance .....	487
Table of Cases .....	489
Table of Legislation .....	491
Subject Index .....	497