

s.308(1)	6.077
s.313(13)(iv)	6.077
s.323(1)(f)	6.077
s.323(6)	6.077
s.323(7)	6.077
s.324	5.061, 8.075, 9.068
s.329	8.077
s.347	5.061, 8.075, 9.068
s.385	10.129
Securities and Futures and Companies Legislation (Uncertified Securities Market Amendment) Bill 2014	12.026
Share Buy-Back Code	8.067
r.3.1	8.072
r.5.3	8.071
r.5.4	8.073
Schedule III	8.072
Takeovers Code	9.010, 9.071, 9.073, 9.075, 11.058, 10.003, 10.011, 10.093, 10.097, 10.100, 10.101, 10.102, 10.109, 10.110, 10.125
Principle 1	10.104
r.2.2	10.126, 10.129
r.2.10	10.127
r.2.11	10.128
r.3.5	10.108
r.3.7	10.108
r.3.8	10.109, 10.109
r.8.2	10.114, 10.117, 11.058
r.8.4	10.114, 10.117
r.15.1	10.114, 10.117
r.15.4	10.115
r.15.5	10.115, 10.117
r.15.7	10.115, 10.117
r.16.1	10.114, 10.117
r.22	10.111
r.25	10.104
r.26	10.095, 10.103, 10.106, 10.110, 10.111, 10.117, 10.118, 10.124
r.32.1	10.120
Schedule VI	10.109
Theft Ordinance (Cap. 210)	9.040

TABLE OF CONTENTS

<i>Disclaimer Statements</i>	v
<i>List of Contributors</i>	vii
<i>List of Principal Characters and Parties</i>	ix
<i>List of Abbreviations</i>	xiii
<i>Table of Cases</i>	xv
<i>Table of Legislation</i>	xvii
<i>Index</i>	609

CHAPTER 1 INTRODUCTION AND OVERVIEW

1. Introduction	1.001
2. CS Group (A Fictionous Corporate Group)	1.006
3. The Listing Process	1.009

CHAPTER 2 LISTING CONSIDERATIONS AND LISTING METHODS

1. Listing Considerations	2.005
2. Why List?	2.006
3. Alternatives to IPO	2.011
3.1 Accessing Bond Markets	2.011
3.2 Loaning from Banks	2.012
3.3 Exit by Mergers and Acquisitions	2.013
3.4 Joint Ventures	2.014
3.5 Private Equity	2.015
4. Listing Methods	2.018
4.1 Initial Public Offering	2.019
4.2 Placing	2.023
4.3 Introduction	2.027
4.4 Hong Kong Depository Receipts (HDRs)	2.037
4.5 Back Door Listing	2.041

CHAPTER 3 QUALIFICATIONS FOR LISTING AND INITIAL PUBLIC OFFERINGS (IPO): MAIN BOARD AND GROWTH ENTERPRISE MARKET (GEM)

1. The Listing Process	3.003
1.1 Prospectus Drafting and Due Diligence	3.007
1.2 Further Improvements on Due Diligence Due to the New Sponsor Regime	3.010

2. Listing Process for the Main Board and Listing Process for the Gem Board	3.014
2.1 Listing Process for the Main Board	3.014
2.2 Listing Process for the GEM Board	3.020
2.3 Why is it Preferable for CS Privateco Limited to be Listed on the Main Board?	3.028
3. Restrictions on Share Disposal Immediately upon Listing	3.041
4. Common Problems Encountered and Delays for IPO	3.045
4.1 Restructuring Problems	3.045
4.2 Accounting	3.050
4.3 Personnel Issues	3.052
4.4 Taxation Issues	3.053
4.5 Legal Issues	3.054
4.6 Conclusion	3.056
5. Comparison between Compliance under the Main Board and Compliance under the GEM Board	3.059
6. Transfer of Listing by a GEM Issuer to the Main Board under a Streamlined Procedure	3.061
<i>Appendix to Chapter 3</i>	53

CHAPTER 4 LISTING OF SECURITIES FOR COMPANIES INCORPORATED IN HONG KONG, THE PRC, AND CERTAIN OVERSEAS JURISDICTIONS

1. Hong Kong Issuers	4.007
2. Overseas Issuers	4.010
2.1 Additional Requirements, Modifications or Exceptions for Overseas Issuers	4.013
2.2 Issuers Established in the PRC	4.021
3. Brief Introduction of Companies Incorporated in Hong Kong, the Cayman Islands, Bermuda, the BVI and the PRC Application for Listing	4.032
3.1 Companies Incorporated in Hong Kong	4.032
3.2 Companies Incorporated in the Cayman Islands	4.034
3.3 Companies Incorporated in Bermuda	4.037
3.4 Companies Incorporated in the BVI	4.041
4. Listing Costs	4.048
5. Suggested Preparatory Steps to IPO Professionals for Selecting the Jurisdiction for Listing	4.049

CHAPTER 5 MEETINGS OF THE LISTED ISSUERS

1. Introduction	5.001
2. Approval of Financial Results	5.005

2.1 Annual Results	5.006
2.2 Interim Results	5.009
2.3 Timetable for the Annual and Interim Results Publication	5.011
2.4 Checklist for Preliminary Announcement of Results for the First Half of the Financial Year Ended 31 December 2014 and Interim Report	5.014
2.5 Checklist for Preliminary Results of the Announcement for the Financial Year Ended 31 December 2014 Annual Report, Circular – Explanatory Statement and Notice of Annual General Meeting and Proxy Form	5.022
2.6 Annual General Meeting (AGM)	5.028
2.7 Annual Return	5.039
2.8 Quarterly Results	5.046
2.9 Declaration of Dividends	5.050
2.10 Corporate Governance Report	5.063
2.11 Remuneration and Nomination Committee Meetings	5.067
2.12 Checklist of Corporate Governance Report of CS Listedco Limited	5.068
3. Environmental, Social and Governance Report	5.069
4. Other Matters Dealt with During the Period of the Release of Final Results	5.075
4.1 Refreshment of the 10% Limit Under the Share Option Scheme Adopted by the Issuer	5.075
4.2 Proposed Alteration of the Memorandum or Articles of Association or Equivalent Constitutional Documents of the Issuers	5.079
<i>Appendices to Chapter 5</i>	133

CHAPTER 6 CONTINUING OBLIGATIONS AFTER LISTING

1. General Obligations of Disclosure	6.001
1.1 Rules 13.09 and 13.10 of the Main Board Listing Rules (the Listing Rules) – Disclosure of Inside Information under Part XIVA of the Securities and Futures Ordinance (SFO)	6.001
1.2 Unusual Movements in Price or Trading Volume	6.036
1.3 Absolute Restrictions for Dealing in a Listed Issuer's Securities	6.046
1.4 Positive Profit Alert or Profit Warning	6.050
1.5 Press Articles Clarification	6.056
2. General Matters Relevant to the Listed Issuer's Business	6.061
2.1 Advance to an Entity	6.061
2.2 Financial Assistance and Guarantees to Affiliated Companies	6.066
2.3 Pledging of Shares by Controlling Shareholders	6.073
2.4 Loan Agreements with Covenants Relating to Specific Performance of the Controlling Shareholder	6.078
2.5 Breach of Loan Agreement by a Listed Issuer	6.082
<i>Appendix to Chapter 6: Inside Information Reporting Channel</i>	209
<i>Appendix to Chapter 6: Consolidated Statement of Comprehensive Income and Consolidated Statement of Financial Position</i>	210

CHAPTER 7 NOTIFIABLE TRANSACTIONS AND CONNECTED TRANSACTIONS

1. Notifiable Transactions.....	7.001
1.1 Introduction.....	7.001
1.2 Definition of Transactions.....	7.004
1.3 Definition of Subsidiary.....	7.007
1.4 Classifications and Computations of Size Tests.....	7.013
1.5 Classifications of Notifiable Transactions.....	7.016
1.6 Compliance and Procedural Requirements.....	7.034
2. Connected Transactions.....	7.039
2.1 Definitions of Connected Transactions.....	7.040
2.2 Conferment of Benefits on Connected Persons.....	7.063
2.3 Exceptions to Connected Persons.....	7.064
2.4 Exceptions to Associates.....	7.067
2.5 Exceptions to Subsidiary as a Connected Person.....	7.069
3. Scope of Connected Transactions.....	7.070
3.1 Exemptions for Connected Transactions.....	7.075
3.2 Partially Exempt Transactions.....	7.098
3.3 Non-exempt Transactions.....	7.102
3.4 Aggregation of Transactions.....	7.103
3.5 Compliance Requirements.....	7.105
4. Independent Board Committee.....	7.110
5. Independent Financial Adviser.....	7.112
6. Procedures in Respect of CS Listedco's Acquisition.....	7.115
6.1 Announcement of Discloseable and Connected Transaction.....	7.116
7. Continuing Connected Transactions.....	7.117
7.1 Wholly Exempt Continuing Connected Transaction.....	7.121
7.2 Partially Exempt Continuing Connected Transaction.....	7.122
7.3 Non-exempt Continuing Connected Transactions.....	7.123
7.4 Comparison of Compliance Procedures for Continuing Connected Transactions and Connected Transactions.....	7.124
7.5 Compliance Procedures for CS Listedco Regarding the Continuing Connected Transaction (CCT) Documents.....	7.129
7.6 Announcement of Continuing Connected Transactions.....	7.130
Appendix to Chapter 7.....	289

CHAPTER 8 GENERAL MATTERS RELEVANT TO THE ISSUER'S SECURITIES

1. Different Methods of Fund- or Share Capital-Raising.....	8.001
1.1 Equity and Debt Financing.....	8.001
1.2 Non-Renounceable Basis.....	8.008
2. Alteration, Reorganisation and Reduction of Share Capital.....	8.013
2.1 Increase in Authorised Capital.....	8.014

2.2 Subdivision of Shares.....	8.017
2.3 Consolidation of Shares.....	8.025
2.4 Reduction of Share Capital.....	8.031
3. Share Option Scheme.....	8.036
3.1 Introduction.....	8.037
3.2 Major Terms of Share Option Scheme.....	8.039
3.3 Timing of Granting of Share Options.....	8.040
3.4 Content of Share Option Scheme.....	8.044
3.5 Content of Announcement Regarding Granting of Share Options.....	8.047
3.6 Requirement of Shareholders' Approval.....	8.048
3.7 Summary of Follow-Up Matters After Granting of Share Options.....	8.049
3.8 Sample Extract Announcement of the Grant of Share Options.....	8.050
3.9 Procedures for the Exercise of Share Options.....	8.051
3.10 Refreshment of Share Option Scheme Limit.....	8.053
4. Buy-Back Shares.....	8.056
4.1 Meaning of Shares Buy-Back.....	8.058
4.2 Dealing Restrictions.....	8.059
4.3 Follow-Up Matter After Shares Buy-Back.....	8.065
4.4 Types of Repurchase.....	8.067
5. Public Float.....	8.075
5.1 Maintenance of Public Float.....	8.076
6. Monthly Return and Next Day Disclosure Return.....	8.085
6.1 Requirements for the Submission of a Monthly Return.....	8.086
6.2 Requirements for Submission of a Next Day Disclosure Return.....	8.087
7. Trading Halt or Suspension and Resumption of Trading of Securities.....	8.090
7.1 Circumstances for the Suspension of Trading and Trading Halt.....	8.092

CHAPTER 9 CHANGE OF OFFICERS AND OTHER PERSONNEL

1. Directors, Chief Executives, Company Secretaries, Authorised Representatives, Committee Members and Other Officers.....	9.001
1.1 Introduction.....	9.001
2. Company Secretaries and Authorised Representatives of a Listed Company.....	9.009
2.1 Qualification and Professional Training Requirements for Company Secretaries.....	9.014
2.2 Key Roles of Company Secretaries.....	9.017
2.3 Requirements and Responsibilities of Authorised Representatives under the New CO and Listing Rules.....	9.021
2.4 Change of Company Secretary and Authorised Representative.....	9.028
2.5 Procedures and Checklist for the Change of Company Secretary and Authorised Representative for a Listed Company (Assuming the Same Person is Appointed as Both the Company Secretary Authorised Representative of the Company under the New CO and Listing Rules).....	9.029
3. Change of Directors, Board Committee Members and Chief Executive.....	9.031
3.1 Types of Directors.....	9.033

3.2	Qualification of Directors.....	9.034
3.3	INEDs' Qualifications and Independence Requirements.....	9.037
3.4	Duties of Directors.....	9.040
3.5	Types of Board Committees.....	9.041
3.6	Directors and Officers Insurance.....	9.051
3.7	Appointment of Directors.....	9.059
3.8	Roles of the Chairperson and Chief Executive.....	9.064
3.9	Procedures for Appointment of a Director and a Committee Member of a Listed Issuer.....	9.066
3.10	Procedures for the Approval of an NED's Remuneration Package.....	9.067
3.11	Procedures for the Re-designation of the Chief Executive.....	9.068
3.12	Announcement Regarding Changes of Directors, Board Committee Members and Re-designation of a Director.....	9.069
3.13	Announcement Regarding List of Directors and Their Roles and Functions.....	9.070
3.14	Procedures for Resignation of a Director or Chief Executive.....	9.071
3.15	Induction for Directors.....	9.072
4.	Change of Auditors.....	9.077
4.1	Qualifications and Duties of an Auditor under the Listing Rules and New CO.....	9.081
4.2	Relevant Listing Rules in Relation to Change of Auditors.....	9.087
4.3	Procedures for the Change of an Auditor of a Listed Company (at an AGM).....	9.090
4.4	Specimen Announcement Regarding the Change of Auditors at the Company's AGM.....	9.091
5.	Cayman Island's Share Registrar and Hong Kong Branch Share Registrar.....	9.092
5.1	Change of the Principal Share Registrar and Branch Share Registrar.....	9.092
5.2	Roles of the Principal Share Registrar and Branch Registrar.....	9.093
5.3	Listing Rules Relating to the Principal Share Registrar and Branch Share Registrar.....	9.095
5.4	Procedures for the Change of the Principal Share Registrar and Branch Share Registrar.....	9.096
5.5	Specimen Announcement Regarding the Change of the Principal Share Registrar and Branch Share Registrar.....	9.097

CHAPTER 10 MISCELLANEOUS

1.	Black-out Period and Directors' Securities Dealing under the Model Code – Appendix 10 to the Listing Rules.....	10.001
1.1	Deemed Interests and Persons Acting in Concert.....	10.002
2.	Disclosure of Interests under Part XV of the Securities and Futures Ordinance (SFO).....	10.020
2.1	Director and Substantial Shareholder Interests in the Securities of a Listed Corporation.....	10.021
2.2	Disclosure of Deemed Interests.....	10.032
2.3	Exemptions from Reporting Disclosure of Interests.....	10.035
2.4	Timing and Forms of Notification.....	10.036

2.5	Non-compliance with Regard to Disclosure of Interests.....	10.041
2.6	Exercise of Share Options – Implication on Disclosure of Interests.....	10.047
3.	Insider Dealing, Market Misconduct and Investigations.....	10.048
3.1	Definition of Insider Dealing.....	10.052
3.2	Follow-up Measures to Avoid Insider Dealing.....	10.056
4.	Change of Company Name or Stock Short Name and Alteration of Articles of Association.....	10.058
4.1	Compliant Procedures for Change of Company Name, Stock Short Name and Proposed Alteration of Articles of Association.....	10.061
5.	Corporate or Website Communication.....	10.065
5.1	Publication of Corporate Information on the Issuer's Website.....	10.066
5.2	Consideration of Maintaining E-Communication Facilities.....	10.070
5.3	Follow up Action for Adoption of Corporate Communication by Electronic Means.....	10.071
5.4	Announcements of Elections of Corporate Communication.....	10.072
5.5	Notification Letters and Change Request Forms.....	10.077
5.6	Deemed Agreements on the use of Electronic Means.....	10.080
5.7	Non-Deemed Agreements on the use of Electronic Means.....	10.081
6.	Change in Board Lot Size.....	10.084
6.1	Compliant Procedures for Change in Board Lot Size.....	10.085
6.2	Announcement for Proposed Change in Board Lot Size.....	10.086
7.	Change of Registered Office, Head Office and Principal Place of Business in Hong Kong or Agent for Service of Process in Hong Kong.....	10.087
7.1	Agents for Service of Process in Hong Kong.....	10.089
7.2	Registered Office and Principal Place of Business in Hong Kong.....	10.090
8.	Codes on Takeovers and Mergers and Share Buy-Backs.....	10.093
8.1	Codes on Takeovers and Mergers (the Takeovers Code).....	10.093
8.2	Announcement of Subscription of New Shares and Application for Whitewash.....	10.111
8.3	The Code on Share Buy-Backs.....	10.118
	Appendices to Chapter 10.....	539

CHAPTER 11 SCHEME OF ARRANGEMENT, RECONSTRUCTIONS (RESUMPTION OF TRADING INSTEAD OF WINDING UP), WINDING UP AND LIQUIDATION, DELISTING, AND CESSATION OF BUSINESS IN HONG KONG

1.	Winding-Up of Exempted Companies in the Cayman Islands.....	11.003
1.1	Winding-Up by the Court.....	11.004
1.2	Voluntary Winding-Up by its Members or Under the Supervision of the Court.....	11.005

1.3	Procedures of Compulsory Winding-Up by the Court.....	11.009
1.4	Grounds for Voluntary Winding-Up by its Members.....	11.010
1.5	Procedures of Voluntary Winding-Up.....	11.011
1.6	Winding-Up Under the Supervision of the Court.....	11.014
1.7	Announcement of Petition for Winding-Up.....	11.020
1.8	Follow-Up Matters After Appointment of Provisional Liquidators.....	11.021
2.	Cessation of Place of Business in Hong Kong.....	11.026
3.	Listing Status.....	11.028
3.1	Delisting Procedures.....	11.033
4.	Scheme of Arrangement.....	11.039
4.1	Introduction.....	11.040
4.2	Procedures for the Approval of the Proposed Scheme.....	11.052
4.3	Announcement of Proposed Restructuring.....	11.055
4.4	Extract of Announcement of Proceedings to the Second Stage of Delisting.....	11.057
4.5	Template Summary Box of Announcement Regarding Restructuring Arrangement.....	11.059
4.6	Extract of Announcement of the Discharge of Provisional Liquidators.....	11.060
4.7	Conclusion.....	11.061

CHAPTER 12 GENERAL REMINDER REGARDING THE NEW COMPANIES ORDINANCE (CAP 622), SECURITIES AND FUTURES ORDINANCE (CAP 571) AMENDMENTS, NON-STATUTORY RULES AND REGULATION AMENDMENTS AND CHANGING TREND OF CORPORATE GOVERNANCE AFFECTING THE COMPLIANCE AND OPERATION OF HONG KONG LISTED COMPANIES

1.	Impacts of the New Companies Ordinance (the New CO) on Listed Companies Incorporated in Hong Kong and Non-Hong Kong Companies Registered in Hong Kong.....	12.001
2.	New Sponsors' Regulatory Regime of the Securities and Futures Ordinance (SFO) and the Listing Rules.....	12.003
2.1	SFC New Sponsors' Regulatory Regime.....	12.003
2.2	Amendments to the Listing Rules to Complement the SFC Sponsor Regime.....	12.007
3.	Introduction of Board Diversity Under the Listing Rules.....	12.010
4.	New Disclosure Regime Under SFO and the Listing Rules.....	12.014
4.1	SFO Disclosure Regime.....	12.014
4.2	Amendments to the Listing Rules to Complement the SFC Disclosure Regime.....	12.016

5.	Environmental, Social and Governance (ESG) Reporting Guide.....	12.022
6.	Changes to the Listing Rules Relating to Connected Transactions.....	12.024
7.	Paperless Securities.....	12.026
8.	Internal Control.....	12.030
9.	Concept Paper on Weighted Voting Rights.....	12.033
10.	Impacts of Changing Trend of Corporate Governance on the Compliance and Operation of Listed Companies in Hong Kong.....	12.035