



## HKEX to Expand Paperless Listing Regime from 31 December 2023

The Stock Exchange of Hong Kong (**HKEX**) has published changes to the HKEX Listing Rule reducing the number of hard copy documents required to be submitted and circulated by listed issuers. The Listing Rule changes will take effect on 31 December 2023 and are set out in the HKEX's [Consultation Conclusions: Proposals to Expand the Paperless Listing Regime and Other Rule Amendments](#) published in June 2023. One of the key Listing Rule changes will require all HKEX-listed companies to send their corporate communications to their securities holders electronically. Listed companies who need to change their constitutional documents to remove any restriction on electronic dissemination of corporate communications to securities holders will only need to comply with this requirement from the date of their first annual general meeting occurring after 31 December 2023, except where the restriction arises under the laws and regulations of their home jurisdiction. The Listing Rule changes will apply to equity and debt securities and aim to improve efficiency and cut issuers' costs by reducing the number of hard copy documents that issuers need to submit and distribute. For a summary of the HKEX's December 2022 [Consultation Paper's](#) original proposals, please see [Charltons' January 2023 newsletter](#).

The HKEX will adopt all the original proposals with minor modifications to reflect comments received from the 63 respondents to the Consultation Paper. The various minor and housekeeping amendments took effect on 8 July 2023, while the rest of the HKEX Listing Rule changes will take effect on 31 December 2023.

The key changes to the HKEX Listing Rules will:

- streamline the document submission process;
- mandate electronic dissemination of listed companies' corporate communications; and
- simplify the Appendices to the HKEX Listing Rules.

## 2021 Introduction of Paperless Listing & Subscription Regime and Provisions for Online Display of Documents

The HKEX introduced a paperless listing and subscription regime on 5 July 2021 which requires:

- all listing documents for new listings of equities, debt securities and collective investment schemes (**CIS**) to be published in electronic form; and
  - subscriptions for new listings to be made electronically.
- On 4 October 2021, the HKEX introduced a requirement for various documents to be published online rather than be made physically available.

## HKEX's Proposals to Streamline the Document Submission Process

### Reducing the Number of Submission Documents

The HKEX Listing Rule amendments will significantly reduce the number of documents that new listing applicants and listed companies are required to submit to the HKEX.

#### **Removing Unnecessary Submission Documents**

With effect from 31 December 2023, the HKEX Listing Rules will no longer require the submission of documents that the HKEX does not consider to be essential to its regulatory objectives or are no longer required for other reasons, as listed in Table 1 of Schedule II to the Consultation Paper. These include documents that merely reiterate requirements under the HKEX Listing Rules or Guidance Materials or overlap with other submission or disclosure requirements.

The documents that will no longer need to be submitted because they overlap with other submission or disclosure requirements are:

- The final proof of the formal notice and a copy of the formal notice (where applicable) (required by Main Board Listing Rules 9.11(24) and 9.11(29)(b), and the note to Listing Rule 12.05);
- Copy of the auditors' letter on continuing connected transactions (required by Main Board Listing Rule 14A.57);
- Notification to the HKEX in connection with the purchase, sale, drawing or redemption by the listed company's group of its listed securities (required by Main Board Listing Rule 13.31);
- The independence confirmations of independent non-executive directors (INEDs). Instead, announcements of the appointment of a new INED will need to confirm compliance with the factors in Main Board Listing Rule 3.13 and annual reports will need to disclose any change which may affect an INED's independence; and
- Irrevocable authority to receiving bankers for the offer authorising the receiving bankers to apply the proceeds of the offer to discharge outstanding debt and the receiving bankers' acknowledgement of the authority (if the vendor of the securities being marketed has not paid for those securities in full at the date of the offer) (Main Board Listing Rule 9.20(2)). These will instead need to be disclosed under new paragraph 21A of Appendix D1B to the HKEX Listing Rules.

#### *Removal of Form M104*

The HKEX will remove the requirement to submit Form M104 and will add to the HKEX Guidance Letter GL86-16 new obligations to disclose the information previously submitted in Form M104, as summarised in the table below.

Information no Longer Required to be Submitted under Form M104	LR/ Guidance	New Guidance Letter Disclosure Obligations
Lists of the top 5 customers and suppliers during the track record period, including: <ul style="list-style-type: none"> <li>• details of the amounts of sales/purchases expressed in dollars and percentages;</li> </ul>	GL55-13; MB Rule 9.11(17c)	HKEX Guidance Letter GL86-16 will be updated to require disclosure of the information required by Form M104.  If a listing applicant believes that certain information cannot be disclosed:

<ul style="list-style-type: none"> <li>the products sold/ purchased;</li> <li>the length of each customer/ supplier's relationship with the group;</li> <li>terms offered (and where different, an explanation);</li> <li>settlement information; and</li> <li>profile and background of each customer/ supplier including its business, size of operation and location.</li> </ul>		<ul style="list-style-type: none"> <li>alternative disclosures on the customer/ supplier must be made in the listing document to enable investors to make a properly informed assessment of the profile of these major customers/ suppliers;</li> <li>the listing applicant must submit to HKEX to enable its assessment of whether non-disclosure is acceptable in the particular case: <ul style="list-style-type: none"> <li>a) the identity of the top 5 customers and suppliers;</li> <li>b) whether the listing applicant has proactively requested public disclosure of their identity and details of the actions taken in this regard; and</li> <li>c) compelling reasons for the non-disclosure.</li> </ul> </li> </ul>
Details of credit period granted to major clients	GL55-13; MB Rule 9.11(17c)	
Details of credit period granted by major suppliers	GL55-13; MB Rule 9.11(17c)	
Form M113 (Summary of key financial ratios during the track record period with explanation for fluctuation)	GL55-13; MB Rule 9.11(17c)	HKEX Guidance Letter GL86-16 will be updated to require disclosure of this information.
Reorganisation memo	GL55-13; MB Rule 9.11(17c)	HKEX Guidance Letter GL86-16 will be updated to require disclosure of the information, such as details of the material reorganisation steps, and whether the combined excluded business is profitable or loss making.
An analysis by age group of major categories of inventory and subsequent usage/ sale	GL55-13; MB Rule 9.11(17c)	HKEX Guidance Letter GL86-16 will be revised to require disclosure of this information
Basis of provision for/ write-off of trade receivables and inventory	GL55-13; MB Rule 9.11(17c)	Disclosure of this information will be required by revised HKEX Guidance Letter GL86-16.
<p>The obligation to provide the information detailed below on an integration of the group's operations with that of another related company, where there is a need to segregate certain financial data from the books and records of that related company to derive the revenue, income and expenditure attributable to the group's combined results for the track record period:</p> <ul style="list-style-type: none"> <li>a full description of how the financial results attributable to the group are segregated from the books and records of the related company and the underlying bases;</li> <li>a confirmation from the company and its directors that the segregation of the group's financial data from the books and records of the related company is fair, reasonable, complete and accurate.</li> </ul>	GL55-13; MB Rule 9.11(17c)	HKEX Guidance Letter GL86-16 will be amended to require disclosure of this information if the listing group's operations or financial data are segregated from those of a related company.

## Respondents' Comments on New Disclosure Requirements Following Form M104 Removal

Some respondents expressed concerns about requiring disclosure of what they considered to be price sensitive information under a revised Guidance Letter GL86-16. Examples included lists of the listing applicant's top five customers and suppliers during the track record period with details of the amounts of sales and purchases for each year, the products sold and purchased, the length of each customer's relationship with the group, the terms offered, settlement information, and customers' profile and background including the size of its business and location. The HKEX responded that disclosure of some of this information is necessary to allow investors to assess a listing applicant's financial position and future prospects. It said that if a listing applicant wants to apply for permission to not disclose the identity of its top five customers or suppliers, it can submit the required information to the HKEX to assess whether to allow non-disclosure of the relevant information.

### *Removing Documents Evidencing Sponsors' Performance of Due Diligence and Other Obligations*

The HKEX will remove requirements for sponsors' submission of the following:

- **Reporting Accountants' Confirmation** – Sponsors will no longer be required to submit reporting accountants' confirmations that no significant adjustment is expected to be made to the draft accountants' reports on historical financial information, the pro forma financial information and profit forecast (if any) included in the Application Proof based on the work done as of the date of confirmation.

However, sponsors will still need to obtain this confirmation from the reporting accountants in the format of the template confirmation under HKEX Guidance Letter GL60-13 or HKEX GL58-13 (as the case may be) so that they can provide it to the HKEX on the HKEX's request.

If the reporting accountants still have work to complete for the accountants' report in the Application Proof (other than that provided under HKEX Guidance Letter GL58-13), the sponsor will need to submit information about that work when submitting the listing application;

- **Form M105** - completed checklist on basic qualifications for new listing under the HKEX Listing Rules;
- **Form M106** - completed checklist on basic requirements for contents of listing documents under the HKEX Listing Rules and the Companies Ordinance;
- **Form M107** - completed checklist on HKEX Listing Rules on the valuation of and information on properties; and
- **Form M108** - completed checklist on HKEX Listing Rules on Accountants' Reports

### *Removal of Forms M105, M106, M107 and M108 Checklists*

In response to comments from some sponsors that Forms M105, M106, M107 and M108 checklists should be kept because they provide "useful tools" for sponsors in conducting compliance checks, the HKEX said it will continue to display these checklists on its website for the time being, but maintains the view that the submission of these checklists should no longer be necessary.

### *Removing some Required Submission Documents for Profit Forecasts in Notifiable Transaction Announcements*

The HKEX has modified its proposed removal of the requirement to submit various documents in relation to profit forecasts disclosed for notifiable transaction announcements under Listing Rule 14.60A (GEM Listing Rule 19.60A). These documents include:

- details of the principal assumptions;
- a letter from auditors or reporting accountants confirming that they have reviewed the accounting policies and calculations for the forecast and containing their report; and
- a report from the listed company's financial advisers confirming that they are satisfied that the forecast has been made by the directors after due and careful enquiry or a letter from the board of directors confirming they have made the forecast after due and careful enquiry (Listing Rule 14.62 (GEM Listing Rule 19.62)).

The HKEX will amend the relevant Listing Rules to clarify that the information contained in these documents must be disclosed in the announcement of the notifiable transaction. In the case of a share transaction or a discloseable transaction, the information will need to be disclosed with the announcement, or in a further announcement published within 15 business days after the issue of the initial announcement.

#### *Removal of Requirements for Submission of Experts' Confirmations*

The HKEX will no longer require the submission of undertakings and confirmations regarding compliance with obligations that are already contained in the HKEX Listing Rules or guidance materials. It will therefore amend the Listing Rules and guidance materials to remove requirements to submit:

- **Form M114** - Compliance Adviser's undertaking (Appendix 20 and Main Board Listing Rules 3A.21, 3A.22, and 9.11(1));
- **Form FF211G** - Compliance Adviser's Declaration of Interests (Appendix 7H to the GEM Listing Rules);
- **Legal adviser's signed confirmation** that the listing document complies with relevant requirements under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (HKEX Guidance Letter GL55-13);
- **New applicant or sponsor confirmation** that the listing document (both English and Chinese versions) meets the requirements of HKEX Guidance Letter GL98-18 that:
  - the logo shown has been registered, and if not, the legal advisers' view, with basis, on the likelihood that the logo may infringe other parties' intellectual property rights; and
  - the listing document covers (both English and Chinese versions) satisfy the guidance letter's requirements; and
- **Form M301** – Sponsor's confirmation that the prospectus and application forms have been registered and the HKEX is authorised to publish them on its website (HKEX Guidance Letter GL55-13).

#### Respondents' Concerns and HKEX's Response

One respondent commented that it may be difficult for sponsors to obtain confirmations from professional parties and experts if there is no Listing Rule obligation for submission of their confirmations. The HKEX responded that it will therefore state in HKEX Guidance Letter GL55-13 "Guidance on Documentary Requirements and Administrative Matters for New Listing Application (Equity)" that sponsors should continue to obtain these confirmations to meet their obligations. It will also add a statement in Listing Rule 3A.05(2) to draw the attention of listing applicants and their directors to their obligations to procure that all relevant parties engaged by the listing applicant in connection with the listing application (including financial advisers, experts and other third parties) to cooperate with the sponsor and facilitate its performance of its duties.

#### **Codifying Listing Agreements**

The HKEX will repeal the requirement for listing agreements for listings of debt securities (other than debt listings to professional investors); structured products; and interests in collective investment schemes and investment companies by codifying in the HKEX Listing Rules the continuing obligations contained in those listing agreements.

#### **Codifying Authorisations and Consents**

The HKEX will codify the obligations of a listed company and other relevant parties to obtain various authorisation documents and consents for its actions as set out in the table below.

Information no Longer Required to be Submitted under Form M104	LR/ Guidance	New Guidance Letter Disclosure Obligations
Certified extract from the listing applicant's board minutes authorising submission of Form A1 and approving the listing applicant's undertaking included in it	Required under Form A1	

Resolution(s) of the listing applicant in general meeting (if any) authorising the issue of all securities for which listing is sought	MB Rule 9.11(34)(a)	Obligations of the listing applicant and the sponsor to ensure that the submission of Form A1 and the new applicant's undertakings have been duly authorised and approved will be codified in Main Board Listing Rules 9.03(6) and 24.16.
Resolution(s) of the board of directors or other governing body or any other person to whom it has properly delegated these powers (with a certified copy of the power of attorney or resolution delegating the powers) authorising the issue and allotment of the securities, the making of the application for listing in Form A1, and where applicable, the making of all necessary arrangements enabling the securities to be admitted into CCASS, and the signing of the listing agreement, and approving and authorising the issue of the listing document.	MB Rule 9.11(34)(b)	
<i>For structured products only</i> - Certified copy of authorisation where documents are signed by an agent or attorney	MB Rules 15A.56 (1) and 15A.64(4)	The requirement that all documents are signed will be codified as a requirement that one must be duly signed and executed.  The obligation to submit hard copies will be removed.
<i>For collective investment schemes (CIS) only:</i>  <ul style="list-style-type: none"> <li>Resolution(s) of the board or other governing bodies of the CIS, the CIS Operator and of the custodian or trustee or its functional equivalent authorising the application, the issue of the listing document and the signing of the Listing Agreement.</li> <li>Resolutions referred to in the listing document (unless previously supplied under Listing Rule 20.14(4))</li> </ul>	MB Rule 20.14(4)  MB Rule 20.17	The obligations of the listing applicant and the listing agent to ensure that the relevant matters have been duly authorised and approved will be codified.  The requirement that the listing must be duly authorised by the CIS' relevant bodies will be codified.
<i>For listed CIS issuers (other than an open-end CIS):</i>  <ul style="list-style-type: none"> <li>Resolutions of boards or other governing bodies of the CIS and CIS Operator authorising the making of the listing application</li> </ul>	MB Rule 20.15(2)	The obligations of the issuer to ensure the submission of the listing application has been duly authorised and approved will be codified.
<i>For debt securities:</i>  <ul style="list-style-type: none"> <li>Resolution(s) of the issuer in general meeting (if any) authorising the issue of all debt securities for which listing is sought</li> </ul>	MB Rules 24.11(6)(a) to (c) and 24.14(2)	The obligations of the issuer and the guarantor (where applicable) to ensure that the relevant matters have been duly authorised and approved will be codified
<ul style="list-style-type: none"> <li>Resolution(s) of the board of directors or other governing body or any other person to whom it has properly delegated these powers (together, in such cases, with a certified copy of the power of attorney or resolution delegating the powers)</li> </ul>	MB Rules 24.11(6)(a) to (c) and 24.14(2)	The issuer's obligations to obtain the relevant internal authorisations will be codified

authorising the issue and allotment of the debt securities, the making of the listing application in Form C2 in Appendix 5 and the signing of the Listing Agreement and approving and authorising the issue of the listing document;		
<ul style="list-style-type: none"> <li>In the case of a guaranteed issue, the resolution(s) of the board of directors or other governing body of the guarantor approving and authorising the giving and signing of the guarantee(s) and authorising the issue of the listing document</li> </ul>	MB Rule 37.35(l)(2)	The guarantor's obligations to obtain relevant internal authorisations will be codified
Written statement by the issuer's duly authorised representative confirming that the issuer has obtained all necessary internal authorisations to issue and allot the debt securities, make an application for listing and issue the listing document	MB Rule 37.35(k)(2)	

The HKEX will also remove the signature and certification requirements for submission documents that currently require signature or certification if they only:

- evidence the sponsors' approval of the contents; or
- certify that the submissions are true copies of their originals.

### **Consolidating Sponsors' and Listing Applicants' Obligations into Overarching Undertakings**

The HKEX proposed consolidating the key obligations of listing applicants and sponsors in Form A1 and adding new undertakings whereby:

- listing applicants will undertake to submit, or procure the submission on their behalf of, accurate and complete information to the HKEX during the listing application process; and
- sponsors will give a confirmation and undertaking regarding compliance with the HKEX Listing Rules and Guidance Materials on due diligence and advice and guidance to the listing applicant and its directors on compliance with the HKEX Listing Rules and Guidance Materials.

The proposal will be implemented subject to a minor modification to the wording of the proposed undertaking which will now state that:

*"... the sponsor to the listing application hereby... confirm and undertake that we have complied with, and will comply with, all applicable Exchange Listing Rules and guidance materials on due diligence standards issued by the Exchange throughout the listing application process (or the part of it as during which we continue to be engaged by the issuer as a sponsor)...".*

### **Consolidating the Requirements for Directors' and Supervisors' Personal Details in Form FF004**

Directors' Undertaking Forms will no longer be required. The HKEX will therefore integrate the personal particulars of directors and supervisors currently required by Part 1 of the Directors' Undertaking Form with Form FF004 (the Contact Details Form) which will be renamed the Personal Details Form.

For new listings and listings of debt securities, the HKEX will also move the submission deadline for Form FF004 forward and require its submission with the listing application form.

### **Removing Unnecessary Signature or Certification Requirements**

As issuers and sponsors are already required to comply with the HKEX Listing Rules (and the SFC Code of Conduct in the case of sponsors) with regard to the accuracy and completeness of the documents submitted, the HKEX will

remove the signature and certification requirements for various documents if they only evidence the sponsor's approval of the contents or certify that the submissions are true copies of their originals. The HKEX proposes to remove the sponsor's signature requirements for Form M111 – market comparable analysis; e-Form M112 – application for waiver from strict compliance with the Listing Rules; Form M119 – additional information to be submitted with Pre-IPO Enquiry/ Form A1/ Form 5A; and e-Form M201 - the completed checklist on the new listing particulars of the listing applicant.

## **Mandating Electronic Only Submission**

Although a majority of documents can now be submitted to the HKEX electronically, the HKEX Listing Rules and relevant guidance materials currently still require the submission of hard copies of some documents to the HKEX (e.g. the signed original of directors' undertaking forms). The HKEX will therefore mandate that all documents must be submitted via electronic means unless otherwise specified in the HKEX Listing Rules or required by the HKEX. It will also remove requirements for submission of multiple copies of the same document as it considers it sufficient for documents to be submitted electronically.

To facilitate electronic document submission, the HKEX plans to launch a new online platform as a designated channel for two-way communication between the Listing Division and listing applicants and listed companies. All documents, emails and e-Forms will need to be submitted electronically on the platform. The platform will enable electronic signature of relevant submission documents and will have features to ensure compliance with the requirements of the Electronic Transactions Ordinance (the ETO). The HKEX will adopt respondents' comments on the design of the system, including the provision of a transitional period to allow users to submit documents by email and a hotline service to handle users' inquiries and technical issues.

Issuers will need to submit their documents electronically via email or the HKEX-ESS system (or the "SPRINTS" platform for structured products) to the HKEX before the launch of the platform, unless the HKEX Listing Rules provide otherwise.

## **Digitalising the Process for Applying for HKEX Authorisation of Prospectus Registration**

The HKEX observed that the current prospectus authorisation and registration processes are heavily paper-based and create an administrative burden for both issuers and the HKEX. Factors beyond issuers' control (e.g. extreme weather) can also disrupt the process and delay their listing timetable. The HKEX will therefore digitalise the prospectus authorisation and registration processes so that:

- issuers or their advisers will electronically submit to the HKEX for authorisation: (i) copies of the prospectus signed by the directors or their authorised agents with their digital signatures (as defined under the ETO); and (ii) copies of the accompanying documents certified as true copies with digital signatures of the issuer's solicitors; and
- the HKEX will provide issuers with a Certificate of Authorisation and the set of submitted documents signed and certified by the HKEX with digital signatures so that issuers can make onward electronic submission to the Companies Registry for registration.

In response to comments from respondents to the consultation that it would be preferable to allow any electronic signature rather than only digital signature as defined in the ETO, the HKEX pointed out that the ETO only allows signatures generated using public key cryptography. As prospectuses are submitted to the Companies Registry, a government entity, the requirements of the ETO must be observed.

The HKEX expects to issue guidance to the market on the final arrangements for the digitalisation of the prospectus authorisation and registration processes. The HKEX will also provide a transitional period during which documents for prospectus authorisation can be submitted physically or electronically before the obligation to submit electronically becomes mandatory. Market participants should continue to submit physical documents until the electronic submission requirement is introduced on 31 December 2023.

## **Mandatory Electronic Dissemination of Corporate Communications to Securities Holders by Listed Companies**

The HKEX Listing Rules currently allow a listed company to send corporate communications to its securities holders electronically only if it has received their express, written consent to the electronic receipt of corporate communications.



Corporate communications can also be sent by publication on the HKEX-listed company's website and a holder of the listed company's securities is deemed to have consented to the company sending corporate communications in this way if:

- the securities holders have resolved in general meeting (or the HKEX-listed company's constitutional documents include a provision to the effect) that it may do so;
- the HKEX-listed company has asked the securities holder for its consent to receive corporate communications by means of the listed company's website; and
- the HKEX-listed company has not received the securities holder's objection to receiving corporate communications by means of the listed company's website within 28 days.

The "deemed consent" provisions also require HKEX-listed companies to separately notify their securities holders each time a new corporate communication is published on their websites. If a securities holder has not provided its electronic contact details for receiving this notification electronically, HKEX-listed companies must send notification to that holder by post.

To reduce printing and postage costs and facilitate effective and timely communication, the HKEX will:

(a) mandate that HKEX-listed companies must disseminate corporate communications by electronic means to their securities holders to the extent permitted by the laws and regulations that apply to them and their constitutional documents; and

(b) allow HKEX-listed companies to choose the consent mechanism for the electronic dissemination of corporate communications, provided it is allowed under applicable laws and regulations and their constitutional documents.

HKEX-listed companies will be required to specify on their websites the manner in which corporate communications will be sent or otherwise made available to securities holders. Listed companies will also have to disclose on their websites how securities holders can request receipt of hard copies of corporate communications and must send corporate communications in printed form to securities holders who have requested them.

HKEX-listed companies intending to implement new arrangements on dissemination of corporate communications will need to send a one-time notification to their holders individually in hard copy form or electronically to:

- inform them of the new arrangements before implementation; and
- solicit securities holders' email addresses.

The requirements apply to issuers of equity securities, debt securities and listed structured products. They allow HKEX-listed companies to distribute corporate communications electronically with the implied consent of the holders if this is permitted under the laws and regulations applicable to them. The HKEX notes that nearly 90% of HKEX-listed companies are incorporated in the Cayman Islands, Bermuda or the PRC where there is no prohibition on shareholders' consent being implied for the electronic dissemination of corporate communications. Hong Kong-incorporated companies will not however be able to rely on holders' implied consent to receiving communications electronically as this is not currently permitted under the Hong Kong Companies Ordinance. Hong Kong-incorporated companies will therefore have to disseminate their corporate communications to their securities holders electronically in compliance with the requirements of sections 831, 833 and 837 of the Companies Ordinance. The HKEX states in the Consultation Conclusions that it will work with relevant parties to give further consideration to the issue of implied consent for electronic dissemination of corporate communications by Hong Kong-incorporated companies.

The proposals do not apply to the dissemination of corporate communications by intermediaries to beneficial holders of securities held in CCASS (other than "Non Registered Holders" as defined in the HKEX Listing Rules) and current regulatory requirements on the distribution of cheques and documents of title, such as share certificates.

## **Transitional Arrangements**

Before the revised Listing Rules take effect on 31 December 2023, companies already listed on the HKEX and new listing applicants must examine their constitutional documents to ensure they do not restrict their compliance with the new requirement to disseminate corporate information electronically to their security holders.

Listed companies and listing applicants will only need to amend their constitutional documents if they restrict compliance with the electronic dissemination requirement for corporate communications, for example by mandating hardcopy dissemination as the only permitted means of disseminating corporate communications. However, if the restriction arises from a requirement under the laws and regulations to which the listed company or listing applicant is subject, the listed company or applicant will only need to amend its constitutional documents when the restriction is removed from the applicable laws and regulations.

In view of the above, the HKEX will implement the following transitional arrangements for HKEX-listed companies that need to amend their constitutional documents:

- listed companies that are not prevented from electronically disseminating their corporate communications by applicable laws and regulations will have until **their first annual general meeting after 31 December 2023** to make the necessary changes to their constitutional documents in; and
- For issuers that are unable to comply with the requirements due to the restriction under applicable laws and regulations, the issuers would have until the first annual general meeting following the date on which the relevant restrictions are removed from applicable laws and regulations to make necessary amendments.

Regarding listing applicants that are to be listed on the HKEX on or after 31 December 2023, they are expected to comply with the new rules upon listing to the extent permitted under their applicable laws and regulations.

## Actionable Corporate Communications

Corporate communications that seek instructions from an issuer's securities holders on how they wish to exercise their rights or make an election as the issuer's securities holders (Actionable Corporate Communications) will have to be sent to each securities holder in electronic form (e.g. by email, with weblinks to the relevant Actionable Corporate Communications on the issuer's website) to the extent permitted by the laws and regulations applicable to the issuer and its constitutional documents. If a listed issuer does not have the functional electronic contact details of a securities holder, it must send Actionable Corporate Communications in hard copy form and include a request for the holder's electronic contact details.

## HKEX Proposal to Simplify Appendices to the HKEX Listing Rules

To streamline and improve the online experience of users of the HKEX Listing Rules, the HKEX intends to restructure the current Appendices to the HKEX Listing Rules by:

- (a) moving fee-related Appendices and certain forms from Appendices to new sections on the HKEX's website while specifying that these documents still form part of the HKEX Listing Rules;
- (b) removing Appendices that are administrative in nature and separately displaying their contents on the HKEX's website outside the Listing Rules Section;
- (c) deleting Appendices that have been superseded or repealed or do not need to be set out in the HKEX Listing Rules; and
- (d) reorganising by theme (as set out in Schedule VI to the Consultation Conclusions) the remaining Appendices which contain significant provisions and/or mandatory requirements affecting listing applicants, listed issuers and securities holders.

The HKEX will also consider the respondents' suggestion to combine all of its online platforms and simplify and/or reorganise Practical Notes.

## HKEX's Other Proposed Listing Rule Amendments

### Removing the Requirement for Physical Attendance by Committee Members at Meetings of the Listing Committee and Listing Review Committee

The HKEX proposes to remove the requirement for physical attendance by the Listing Committee or Listing Review Committee members to meet the quorum required for meetings of these committees.

## Other Minor HKEX Listing Rule Amendments

The HKEX proposes the following minor changes to the HKEX Listing Rules:

- References to “bulk-printing of listing documents” will be replaced by references to “finalisation of listing documents for publication” given that listing documents are now published in electronic format only; and
- Under the GEM Listing Rules, the final proof of the application form for the public subscription tranche is required to be submitted together with the listing application, whereas the Main Board Listing Rules require it to be submitted before bulk-printing of the listing document. The HKEX will align the submission deadline for GEM listings with the Main Board requirement – the application form for the public subscription tranche will have to be submitted before the listing document is finalised for publication.

### This newsletter is for information purposes only

Its contents do not constitute legal advice and it should not be regarded as a substitute for detailed advice in individual cases. Transmission of this information is not intended to create and receipt does not constitute a lawyer-client relationship between Charltons and the user or browser. Charltons is not responsible for any third party content which can be accessed through the website.

If you do not wish to receive this newsletter please let us know by emailing us at [unsubscribe@charltonslaw.com](mailto:unsubscribe@charltonslaw.com)

CHARLTONS  
易周律師行

Hong Kong Office

Dominion Centre 12th Floor  
43-59 Queen's Road East Hong Kong

[enquiries@charltonslaw.com](mailto:enquiries@charltonslaw.com)

[www.charltonslaw.com](http://www.charltonslaw.com)  
Tel: + (852) 2905 7888  
Fax: + (852) 2854 9596