## **Pre-vetting Requirements for Listing Documents and Circulars**

This table comprises a summary only and must be read in conjunction with the detailed provisions of the Listing Rules.

Ref.		Matter/transaction Iain Board and GEM unless stated otherwise)	Means of disclosure	Main Board Rules	GEM Rules	Is prevetting required by the current Rules?	Is Prevetting required by the amended Rules from 1 January 2009
1.1	Issue of securities - consent of shareholders	Shareholders' approval for general mandate	Notice of meeting or circular	R13.36(2) (b), R13.36(3), R19A.38	R17.41(2), R17.42, R25.23	No	No
1.2	Issue of securities - consent of shareholders	Shareholders' approval for refreshment of general mandate before the next annual general meeting	Circular	R13.36(4)	R17.42A	No	Yes [Note 2]
1.3	Issue of securities - consent of shareholders	Shareholders' approval for specific mandate	Circular	R13.36(1) (a)(i), R13.36(1) (b), R19A.38	R17.39(1), R17.40, R25.23	No	Yes [Note 2]

1.4	II I	GEM issuers only - Issue of shares or securities convertible into equity securities within 6 months of listing that are allowable under GEM Listing Rule 17.29(5)	Circular	N/A	R17.29(5)	No	Yes [Note 2]
1.5	Issue of securities - method of listing	Rights issue	Listing document	R7.19(2) to (5), R7.22, R11.04, R11.06 to R11.11	R10.25 to R10.28, R10.32, R14.06, R14.08 to R14.14, R14.22	Yes	Yes
1.6	Issue of securities - method of listing	Rights issue which is subject to shareholders' approval	Circular	R7.19(6) to (9), R7.21	R10.29, R10.29A, R10.29B, R10.31	Yes	Yes
1.7	Issue of securities - method of listing	Open offer	Listing document	R7.24(2) to (4), R7.27, R11.04, R11.06 to R11.11	R10.36 to R10.38, R10.43, R14.06, R14.08 to R14.14, R14.22	Yes	Yes
1.8	Issue of securities - method of listing	Open offer which is subject to shareholders' approval	Circular	R7.24(5) to (8), R7.26, R7.26A		Yes	Yes

1.9	Issue of securities - method of listing	Offer for subscription	Listing document	R7.05, R11.04, R11.06 to R11.11	R10.05, R14.06, R14.08 to R14.14, R14.22	Yes	Yes
	Issue of securities - method of listing	Offer for sale	Listing document	R7.08, R11.04, R11.06 to R11.11	R10.09, R14.06, R14.08 to 14.14, R14.22	Yes	Yes
- 1	Issue of securities - method of listing	Placing of securities of a class new to listing	Listing document	R7.12, R11.04, R11.06 to R11.11	R10.12, R14.06, R14.08 to 14.14, R14.22	Yes	Yes
- 1	Issue of securities - method of listing	Placing of securities of a class already listed [Note 5]	Listing document [Note 5]	R7.12, R11.05, R11.06 to R11.11	R10.15, R14.07, R14.08 to 14.14, R14.22	Yes	Yes
	Issue of securities - method of listing	Introduction	Listing document	R7.17, R11.04, R11.06 to	R10.21, R14.06, R14.08 to	Yes	Yes

				R11.11	14.14		
1.14	Issue of securities - method of listing	Capitalisation issue	Listing document in the form of a circular	R7.29, R11.04, R11.06 to R11.11	R10.46, R14.06, R14.08 to R14.14	Yes	Yes
1.15	Issue of securities - method of listing	Exchange or substitution of securities for or conversion of securities into other class of securities	Listing document in the form of a circular	R7.33, R11.04, R11.06 to R11.11	R10.50, R10.52, R14.06, R14.08 to R14.14	Yes	Yes
1.16	Issue of securities - method of listing	Deemed new listing under the Rules	Listing document	R11.04, R11.06 to R11.11	R14.06, R14.08 to R14.14	Yes	Yes
1.17	Issue of securities - method of listing	Other methods of listing (not set out in Main Board Rule 11.04 or GEM Rule 14.06) [Note 5]	Listing document [Note 5]	R11.05, R11.06 to R11.11	R14.07, R14.08 to R14.14	Yes	Yes
1.18		Significant change or significant new matter after issue of listing document	Supplementary listing document	R11.13	R14.24	Yes	Yes
2.1	Issue of securities - warrants, options or similar rights	Issue of warrants which is subject to shareholders' approval	Circular	R15.03, R13.36(1) (a)(i)	R21.03, 17.39(1)	No	Yes [Note 2]

2.2	Issue of securities - warrants, options or similar rights	Issue of new warrants to existing warrantholders and/or alter the terms of existing warrants	Circular	PN4 - Para 4(c), Para 4(d), Para 4(e)	R21.07(3), R21.07(5), R21.07(6)	No	Yes [Note 2]
3.1	Issue of securities - share option scheme of the issuer or any of its subsidiaries	Adoption of share option scheme	Circular	R17.02(2)	R23.02(2)	Yes	Yes
3.2	Issue of securities - share option scheme of the issuer or any of its subsidiaries	Refreshment of 10% limit, granting options beyond 10% limit	Circular	R17.03(3) note 1	R23.03(3) note 1	Yes	Yes
3.3	Issue of securities - share option scheme of the issuer or any of its subsidiaries	Granting options beyond 1% individual limit	Circular	R17.03(4) note	R23.03(4) note	Yes	Yes
3.4		Granting options to independent non-executive director or substantial shareholder of listed issuer or any of their associates	Circular	R17.04(1)	R23.04(1)	Yes	Yes
4.1	Matters relating to issuer's securities	Increase in authorised capital	Circular or other	R13.57	R17.61	No	No

			documents accompanying the notice of meeting				
4.2	Matters relating to issuer's securities	Capital reduction	Circular	R13.73	R17.46(2)	No	No
5.1	Matters relating to issuer's subsidiaries	Issue of securities by a major subsidiary with material dilution	Circular	R13.36(1) (a)( ii)	R17.39(2)	No	No [Note 2A]
6.1	Dee med new listing	Cash company - Application for lifting of suspension by cash company	Listing document	R14.84	R19.84	Yes	Yes
6.2	Change in business	Transaction or arrangement in a period of 12 months from the date on which dealings commenced which would result in a fundamental change in the principal business activities, and a waiver granted by the Exchange on the basis that the circumstances are exceptional and the transaction or arrangement is subject to independent shareholders' approval	Circular	R14.89, R14.90, R14.91	R19.88, R19.89, R19.90	Yes	Yes
6.3	Change in business	Proposal to explore for natural resources as an extension to or change from its existing activities in the circumstances set out in Main Board Rule 18.07	II I	R18.07, R18.08	No specific rules for mineral companies	No	Yes [Note 2]
6.4	Spin-off	Spin-off which is subject to shareholders' approval	Circular	PN 15 -	PN3-	No	Yes

				Para 3(e)(4) [R13.36(1) (a)(ii) and/or R14.40, R14.41, R14.51]	(4),		[Note 2]
7.1	Notifiable transaction	Discloseable transaction	Circular	R14.38	R19.38	Yes	No [Note 3]
7.2	Notifiable transaction	Major transaction	Circular	R14.40, R14.41	R19.40, R19.41	Yes	Yes
7.3	Notifiable transaction	Very substantial disposal	Circular	R14.48 to R14.51	R19.48 to R19.51	Yes	Yes
7.4	Notifiable transaction	Very substantial acquisition	Circular	R14.48 to R14.51	R19.48 to R19.51	Yes	Yes
7.5	Notifiable transaction	Reverse takeover	Listing document	R14.54 to R14.57	R19.54 to R19.57	Yes	Yes
7.6	Notifiable transaction	Material information after issue of circular	Supplemental circular	R14.42, R14.52	R19.42, R19.52	Yes	Yes
7.7	Connected transaction	Connected transactions and continuing connected transactions	Circular	R14A.49,	R20.49,	Yes	Yes

		which are subject to independent shareholders' approval requirements		R14A.58, R14A.59, R14A.60, R14A.61, R14A.62	R20.58, R20.59, R20.60, R20.61, R20.62		
7.8	Connected transaction	Proposed transaction subsequently becoming connected transaction	Circular	R14A.62	R20.62	Yes	Yes
7.9	Connected transaction	Material information after issue of circular	Supplemental circular	R14A.49	R20.49	Yes	Yes
8.1	Takeovers	Takeovers, mergers or offers subject to the Takeovers Code	Documents required under the Takeovers Code or the Code on Share Repurchases	11	R17.89, R19.79, R19.80	Yes	Yes
8.2	Purchase of issuer's securities	Matters covered by the Code on Share Repurchases	Documents required under the Code on Share Repurchases	R13.23(2)	R17.89	Yes	Yes
9.1	Purchase of issuer's securities on stock	Repurchase of shares on stock exchange - Explanatory statement to shareholders for share repurchase mandate	Circular	R10.06(1)	R13.08	Yes	No [ <u>Note 4</u> ]

	exchange						
10.1	Withdrawal/cancellation of listing	Withdrawal of listing by issuer with alternative listing	Circular	R6.11	R9.19	No	Yes [Note 2]
10.2	Withdrawal/cancellation of listing	Withdraw al of listing by issuer without alternative listing	Circular	R6.12	R9.20	No	Yes [Note 2]
10.3		Voluntary withdrawal of listing under compulsory acquisition pursuant to applicable laws and regulations or privatisation pursuant to the Takeovers Code	Circular	R6.15	R9.23	No	Yes [Note 2]
10.4	Withdrawal/cancellation of listing	Proposal to remedy those matters which have rendered the issuer not suitable for listing and deemed new listing	Listing document	R6.10, R11.04	R9.18, R14.06	Yes	Yes
11.1	Meetings	Change in intention of any party as to whether to abstain or vote against resolution	Circular	R13.40	R17.47A	No	No
11.2	Meetings	Material information on the subject matter to be considered at a general meeting	Circular	R13.73	R17.46(2)	No	No
11.3		Material information on the subject matter to be considered at a general meeting that comes to the directors' attention after issue of circular	Supplementary circular	R13.73	R17.46(2)	No	No
12.1	Directors and personnel	Nomination of directors by a shareholder after publication of	Supplementary	R13. 70	R17.46B	No	No

		the notice of meeting	circular				
12.2	Directors and personnel	Director's service contract which is subject to shareholders' approval	Notice of meeting or circular	R13.68	R17.90	No	No
12.3	Directors and personnel	Re-election or appointment of directors which is subject to shareholders' approval	Notice of meeting or accompanying circular	R13.74	R17.46A	No	No
13.1	Other corporate matters	Proposed arrangements to ascertain whether holders of issuer's securities wish to receive any corporate communication in English or Chinese	Letters to holders of securities	R2.07B note	R16.04B note	No	No
13.2	Other corporate matters	Proposed alteration of memorandum or articles of association or equivalent documents	Circular	R13.51(1), R13.73	R17.50(1), R17.46(2)	Yes	No [Note 4]
14.1	Matters relating to collective investment schemes	Main Board issuers only – Matters subject to the authorisation conditions for the scheme and any codes and guidelines issued by the SFC relating to collective investment schemes		App 7G - Para 3	N/A	No	No
14.2	Matters relating to collective investment schemes	Main Board issuers only – Sale or subscription of interests in the scheme	Listing document	R20.04, R20.18, R20.19, R20.24	N/A	Yes	Yes

Note	es es
	(a) The existing Rules require listed issuers to submit drafts of the following documents to the Exchange for review and comment before the document is issued: announcements or advertisements relating to issue of new or further securities (other than pursuant to capitalisation issue or a scrip dividend scheme) (see Main Board Rule 13.52(1) or GEM Rule 17.53(1)); announcements or advertisements the subject matter of which may involve a change in or relate to or affect arrangements regarding trading in issuer's listed securities (including suspension of dealings) (see Main Board Rule 13.52(1) & Practice Note 11 at paragraph 4, or GEM Rule 17.53(1)); documents issued in connection with takeovers, mergers or offers (see Main Board Rules 13.52(2) & 14.79, or GEM Rules 17.53(2) & 19.79); proposed amendment to issuer's Memorandum or Articles of Association or equivalent documents (see Main Board Rule 13.52(3) or GEM Rule 17.53(3)); for GEM issuers only, announcements in relation to pledging or charging of interests in issuer's securities by any controlling shareholder (see GEM Rule 17.53(4)); announcements, circulars and listing documents in relation to transactions under Main Board Chapter 14 or GEM Chapter 19 (see Main Board Rules 14.03, 14.34(2) & 14.39 or GEM Rule s 19.03, 19. 34(2) & 19.39); announcements and circulars in relation to connected transactions (see Main Board Rules 14.4.47(2) & 14A.50 or GEM Rule s 20.47(2) & 20.50); announcements and circulars in relation to share option schemes (see Main Board Rule 17.06 or GEM Rule 23.06); publicity material released relating to an issue of securities (see Main Board Rule 9.08 or GEM Rule 12.10); listing documents (see Main Board Rules 9.07, 11.13, 11A.04, 11A.10, 12.01, 20.12 & Appendix 7G at paragraph 6, or GEM Rules 12.15, 14.24, 15.04, 15.10 & 16.01); and explanatory statements relating to issuers purchasing their own shares on stock exchange (see Main Board Rule 10.06(1)(b) or GEM Rule 13.08 Note 2).
2	These transactions or arrangements generally pose a higher risk to Rule compliance such that there is a regulatory interest in pre-vetting the related circulars. The Rule amendments have codified the Exchange's practice in pre-vetting these circulars. (For any spin-off which is subject to shareholders' approval because it constitutes a major transaction or above, the circular is subject to pre-vetting requirements under the existing Rules.)
2A	Under the Rule amendments, the material dilution requirements in Main Board Rule 13.36(1) and GEM Rule 17.39(2) have been removed. A reduction in the effective equity interest of a subsidiary held by a listed issuer remains subject to the deemed disposal requirements in Main Board Rule 14.29 and GEM Rule 19.29 and is subject to the notifiable transaction requirements under Main Board Chapter 14 and GEM Chapter 19. Depending on the size tests, it may fall to be treated as a very substantial disposal, major transaction or discloseable transaction.
3	Under the Rule amendments, the circular requirement for discloseable transactions has been removed.
4	Under the Rule amendments, the specific pre-vetting requirement in respect of circulars for these matters has been removed.

5	n the case of methods of listing which are not required by the Rules to be supported by a listing document but where a listing document is otherwise equired or issued, the issuer must comply with the relevant requirements of Chapter 11 of the Main Board Rules (see Main Board Rule 11.05) or Chapter 14 of the GE M Rules (see GEM Rule 14.07).	