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10.9 Interim and preliminary figures

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Except with the consent of the Executive, any unaudited profit figures published during an offer period must be reported on. This provision does not, however, apply to:-

- (i) unaudited statements of annual or interim results which have already been published;
- (ii) unaudited statements of annual results which comply with the requirements for preliminary profits statements as set out in the Listing Rules;
- (iii) unaudited statements of interim results which comply with the requirements for half-yearly reports as set out in the Listing Rules in cases where the board of the offeree company has not publicly advised its shareholders not to accept an offer; or
- (iv) unaudited statements of interim results by offerors which comply with the requirements for half-yearly reports as set out in the Listing Rules, whether or not the offer has been publicly recommended by the board of the offeree company but provided the offer could not result in the issue of securities which would represent 10% or more of the enlarged voting share capital of the offeror.

The Executive should be consulted in advance if the company is not listed on the Stock Exchange but wishes to take advantage of the exemptions under (ii), (iii) or (iv) above.

Note to Rule 10.9:

Growth Enterprise Market companies

References to interim results include quarterly results for companies listed on the Growth Enterprise Market of the Stock Exchange.

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convertibles, warrants, etc.

- Rule 14. Offers for more than one class of equity shares
- Rule 15. Timing of the offer
- Rule 16. Revised and alternative offers
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- Rule 18. Statements during course of offer
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- Rule 20. Settlement of consideration and return of share certificates
- Rule 21. Restrictions on dealings before and during the offer
- Rule 22. Disclosure of dealings during offer period
- Rule 23. Nature of consideration to be offered
- Rule 24. Purchases resulting in an obligation to offer a minimum level of consideration
- Rule 25. Special deals with favourable conditions
- Rule 26. Mandatory offer
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- Rule 31. Restrictions following offers and possible offers
- Rule 32. Share repurchases
- Rule 33. Inducement fees, break fees and standstill agreements
- Rule 34. Shareholder solicitations
- Rule 35. Dealings by connected exempt principal traders
- Rule 36. Obligations of other persons
- Code on Share Repurchases
- Schedule I Offer Document for Takeovers and Mergers
- Schedule II Offeree Board Circular for Takeovers and Mergers
- Schedule III Offer Document for Share Repurchases by General Offer
- Schedule IV Extracts from Parts 3 and 5 and Schedule 2 of the Securities and Futures (Fees) Rules
- Schedule V Guidelines for the Exemption of Listed Companies from the Share Repurchase Requirements of Section 49BA of the Companies Ordinance (Cap. 32)
- Schedule VI Whitewash Guidance Note
- Schedule VII Conflicts of Interest Guidance Note
- Schedule VIII Receiving Agents' Code of Practice
- Schedule IX REIT Guidance Note
- Code on Unit Trusts and Mutual Funds
- Corporate Finance Adviser Code of Conduct
- Fund Manager Code of Conduct
- SFC Code on MPF Products

☒ SFC Handbook for Unit Trusts and Mutual Funds, Investment-Linked Assurance Schemes and Unlisted Structured Investment Products

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