

HKEx GUIDANCE LETTER

HKEx-GL6-09A (July 2013) - effective for applications submitted on or after 1 October 2013 (updated in January and May 2014)

Subject	Guidance on the financial information for the trading record period expected in the first draft listing document for listing applications
Listing Rules and Regulations	Main Board Rules 4.29, 8.06 and 9.03(3), GEM Rules 7.31, 11.11 and 12.09
Related Publications	HKEx-GL6-09 (to be superseded by this Guidance Letter effective 1 October 2013) HKEx-GL58-13 - Guidance on confirmations required on the accountants' report, pro forma financial information and profit forecast in Application Proofs and subsequent draft listing documents
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Important note: *This letter does not override the Listing Rules and is not a substitute for advice from qualified professional advisers. If there is any conflict or inconsistency between this letter and the Listing Rules, the Listing Rules prevail. You may consult the Listing Division on a confidential basis for an interpretation of the Listing Rules or this letter.*

1. Purpose

- 1.1 A sponsor should, before submitting the listing application and related documentations on behalf of an applicant to the Exchange, come to a reasonable opinion that the information in the Application Proof and related documentation is substantially complete except for information that by its nature can only be finalised and incorporated at a later date.
- 1.2 This letter sets out our administrative practices on accepting early filings of listing applications and the expected financial information in the Application Proof for Main Board and GEM at different times of the year as from 1 October 2013.

2. Background

- 2.1 Since 2005, we have announced certain administrative practices designed to:
 - (a) reduce possible seasonal congestion of filling of IPO applications as applicants' financial year-ends are often clustered towards the end or the first quarter of a calendar year; and
 - (b) ensure that we receive a reasonable level of financial information to enable us to commence our review of the first draft listing document.

3. Applicable Listing Rules

- 3.1 Main Board Rule 8.06 (GEM Rule 11.11) provides that, the latest financial period reported on by the reporting accountants for a new applicant must not have ended more than six months from the date of the listing document.
- 3.2 Main Board Rule 9.03(3) (GEM Rule 12.09) provides, among others, that a new applicant must submit a listing application form, an Application Proof and all other relevant documents under Main Board Rule 9.10A(1) (GEM Rules 12.22 and 12.23), and the information in these documents must be substantially complete except in relation to information that by its nature can only be finalised and incorporated at a later date. If the Exchange decides this information is not substantially complete, the Exchange will not continue to review any documents relating to the application.

4. Revised Administrative Practices

Applicants filing within two calendar months after the end of their three-year trading record period (two-year trading record period for GEM applicants)

- 4.1 For a Main Board applicant whose trading record is three years or more (two years or more for a GEM applicant), we will ordinarily accept a listing application only if the Application Proof includes at a minimum, the financial information for the three financial years (two financial years for a GEM applicant) in an audited or advanced form.
- 4.2 If a Main Board applicant intends to file an application within two calendar months after the end of its three-year trading record period¹ (two-year trading record period for a GEM applicant) and is not yet able to include the financial information for the most recent financial year in an audited or advanced form in its first Application Proof, for us to accept this application, the listing applicant must include with its listing application:
- (a) a sponsor's confirmation that it is beyond reasonable doubt that the applicant will satisfy Main Board Rule 8.05 (GEM Rule 11.12A for a GEM applicant) or other financial standard requirements following its due diligence review under Chapter 3A and Practice Note 21 of the Main Board Rules (Chapter 6A and Practice Note 2 of the GEM Rules); and
 - (b) in the Application Proof:
 - (i) for Main Board applicants, the audited financial information for the first two financial years of the three-year trading record period (e.g. if an applicant's trading record period is from 1 January 2010 to 31 December 2012, it must include its audited financial information for 2010 and 2011) in the Accountants' Report and related management discussion and analysis ("MD&A");

¹ The trading record period refers to the three-year trading record (two-year trading record for GEM applicants) expected to be included in the final prospectus.

for GEM applicants, the audited financial information for the first financial year of the two-year trading record period (e.g. if an applicant's trading record period is from 1 January 2011 to 31 December 2012, it must include its audited financial information for 2011) in the Accountants' Report and related MD&A; and

- (ii) financial information for a stub period of at least nine months and comparative information and the related MD&A. For example:
- if a Main Board applicant's three-year trading record period is from 1 January 2010 to 31 December 2012, it must include its stub period financial information for at least nine months ended 30 September 2012 and the comparative information for the nine months ended 30 September 2011; and
 - if a GEM applicant's two-year trading record period is from 1 January 2011 to 31 December 2012, it must include its stub period financial information for at least nine months ended 30 September 2012 and comparative information for the nine months ended 30 September 2011.

Notes:

1. The stub period financial information and comparative information must be at least reviewed by reporting accountants in accordance with the Hong Kong Standards on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity".
2. The stub period financial information can either be part of the Accountants' Report or in a separate appendix to the Application Proof and must at least include the information as required under paragraph 37 of Appendix 16 to the Main Board Rules in relation to interim reports² (GEM Rule 18.55) (updated in January 2014).
3. The audited financial information and the reviewed stub period financial information must be presented in the same table together with the related MD&A in the "Financial Information" section of the Application Proof for easy comparison and review.

² Hong Kong Accounting Standard 34 "Interim Financial Reporting" allows disclosure of condensed financial statements or complete set of financial statements in interim financial reports. For the purposes of the stub period financial information under this guidance letter, both condensed financial statements or complete set of financial statements are acceptable as long as they comply with the requirements under notes 1 to 3 above, in particular the stub period financial information should at least include the same items as in the audited financial information for easy comparison and review.

Applicants filing after two months from the end of their three-year trading record period (two-year trading record period for GEM applicants)

4.3 Subject to paragraph 4.4 below, we will usually not accept a listing application if the latest financial period reported on by the reporting accountants in an Application Proof is more than six months old before the expected date of the listing document based on the applicant’s listing timetable (Main Board Rule 8.06/GEM Rule 11.11).

4.4 For us to accept a listing application with outdated financial information (see paragraph 4.3), a listing applicant must include with its listing application:

- (a) a sponsor’s confirmation as described in paragraph 4.2(a); and
- (b) in the Application Proof:-

Time of filing:	Example of date of filing	Financial information for trading record period required in the Application Proof	
		Audited financial information and the related MD&A	Stub period financial information and comparative information, and the related MD&A
After two months from the end of a three-year* trading record period			
<u>AND</u> less than six months from the end of three-year* trading record period	A MB applicant with trading record from 1 January 2010 to 31 December 2012 filing between 1 March 2013 and 30 June 2013	Three financial years* of the trading record period**	None
<u>AND</u> more than six months but less than eight months from the end of three-year* trading record period	A MB applicant with trading record from 1 January 2010 to 31 December 2012 filing between 1 July 2013 and 31 August 2013	Three financial years* of the trading record period**	Stub period of at least three months**
<u>AND</u> more than eight months but less than 12 months from the end of the three-year* trading record period	A MB applicant with trading record from 1 January 2010 to 31 December 2012 filing between 1 September 2013 and 31 December 2013	Three financial years* of the trading record period**	Stub period of at least six months**

* Two-year trading record period for GEM applicants.

** See notes to paragraph 4.2 above

4.5 In addition to the requirements under paragraphs 4.2 and 4.4 (where applicable), an applicant seeking to file its listing application early under this Guidance Letter shall provide the following:-

- a) at the same time as the submission of the listing application, a confirmation from the reporting accountants (“**RA’s Confirmation**”) to the applicant with a copy of it be made to the sponsor, the Exchange and the Securities and Futures Commission that no significant adjustment is expected to be made to the financial years which must be subject to an audit under this guidance letter (see paragraphs 4.2 and 4.4 above) based on the work done as of the date of the RA’s Confirmation and, where applicable, that they have substantially completed a review of the stub period financial information according to Hong Kong Standards on Review Engagements 2410. A template of the RA’s Confirmation is in Appendix to Guidance Letter HKEx-GL58-13; and
- b) the updated financial information under paragraphs 4.1 and 4.3 above and the RA’s Confirmation on those updated financial information as soon as practicable.

Inclusion of financial information of a company or business acquired or to be acquired after the latest audited financial year/ period end (updated in May 2014)

4.6 Where an applicant has acquired or intends to acquire a company or business (the “**Target**”) since the latest audited (or advanced draft) accounts have been made up (the “**Acquisition**”), the Application Proof must include:-

- (a) financial information of the Target under Rules 4.04(2) and 4.04(4)(a); and
- (b) where the Acquisition falls under Main Board Rule 4.28 (GEM Rule 7.30), pro forma information of the enlarged group under Main Board Rule 4.29 (GEM Rule 7.31).

4.7 The financial information as required under paragraphs 4.6(a) and 4.6(b) above can be omitted in the Application Proof if the applicant’s financial information in its subsequent draft listing document will be updated to cover a later period which includes the Acquisition. The updates will be required to be available in the hearing proof for the Listing Committee hearing.

4.8 For the avoidance of doubt, pre-acquisition financial information for acquisitions during the trading record period of three financial years (two financial years for GEM applicant) and any stub period as required under Main Board Rule 4.05A (GEM Rule 7.04A) must be included in the Application Proof.

5. General

5.1 The administrative practices in this Guidance Letter also apply to an applicant who intends to apply for listing under Main Board Rules 8.05A and 8.05B (GEM Rule 11.14) with a shorter trading record period. In this case, the audited financial information to be included in an applicant’s Application Proof will be for the period since the beginning of the shorter trading record period. For example, a Main Board listing applicant applying for listing under Main Board Rules 8.05A or 8.05B within two months from the end of its trading record period and with a track record of two

years ended 31 December 2012 may include in its Application Proof its audited financial information for the year ended 31 December 2011 and the stub period financial information for at least nine months ended 30 September 2012, subject to conditions in paragraph 4.2(a) and the notes to paragraph 4.2 above.

- 5.2 These administrative practices only provide for the filing of listing applications after the end of the three-year trading record period³ (two-year trading record period for GEM applicants). Any listing applications filed to the Exchange before the end of an applicant's three-year trading record period (two-year trading record period for GEM applicants) will not be accepted.
- 5.3 Applicants do not need to apply to the Exchange for an early filing of their listing applications if this guidance is followed.
- 5.4 Applicants should plan their listing timetable to allow the regulators sufficient time to review the final year-end or latest stub period financial information subsequently provided under this Guidance Letter. Otherwise, their listing hearing timetable may be delayed.
- 5.5 These revised administrative practices do not affect:
 - (a) our commenting process for assessing an applicant's listing eligibility regarding its final year or latest stub period financial information; and
 - (b) an applicant's obligations under Main Board Rule 8.06 (GEM Rule 11.11) and the requirements for submission of accountants' reports and statement of adjustments (if any) under Chapter 9 of the Main Board Rules (Chapter 12 of the GEM Rules).

6. **Effective date**

- 6.1 This Guidance Letter is effective from 1 October 2013. Guidance Letter HKEx-GL6-09 remains applicable for listing applications submitted on or before 30 September 2013.

³ The trading record period refers to the three-year trading record (two-year trading record for GEM applicants) expected to be included in the final prospectus.