

## HKEX GUIDANCE LETTER

HKEX-GL31-12 (March 2012) (Updated in August 2012, March 2014 and August 2019)

<b>Subject</b>	Typhoon and rainstorm warning arrangements
<b>Listing Rules and Regulations</b>	N/A
<b>Related Publications</b>	N/A
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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 Department on a confidential basis for an interpretation of the Listing Rules, or this letter. For the avoidance of doubt, this letter only covers the IPO of equity securities.*

### 1. Purpose (Updated in August 2012 and August 2019)

1.1 This letter sets out the arrangements in relation to dealings with the Exchange in the event that a typhoon warning signal no. 8 or above is hoisted, “extreme conditions” caused by a super typhoon (“**Extreme Conditions**”)<sup>1</sup> is announced by the Government of the Hong Kong Special Administrative Region (the “**Government**”) and/ or a black rainstorm warning is issued on the day of the:

- (a) Issue of an authorization letter for the registration of a prospectus;
- (b) Publication of prospectus;
- (c) Opening or closing of application lists of the public offer;
- (d) Pre-vetting of an announcement regarding final offer price, indication of the levels of interest in the placing, the basis of allocation and the results of applications of the public offer shares (“**Allocation Announcement**”);
- (e) Issue of a listing approval letter; or
- (f) Commencement of dealings in shares.

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<sup>1</sup> According to the revised “Code of Practice in Times of Typhoons and Rainstorms” issued by the Labour Department in June 2019, the Government may issue an announcement on “extreme conditions” in the event of, for example, serious disruption of public transport services, extensive flooding, major landslides or large-scale power outage after super typhoons. When “extreme conditions” are in force (i.e. the two-hour period after cancellation of typhoon warning signal no. 8), the Government will review the situation and further advise the public by the end of the two-hour period whether “extreme conditions” will be extended or cancelled.

## 2. Background (Updated in August 2019)

- 2.1 Listing applicants and the public need a set of formalised guidelines to be clear on the arrangements in case of bad weather and/ or Extreme Conditions.
- 2.2 This set of guidelines is developed based on the work arrangements of the Exchange in times of bad weather and/ or Extreme Conditions.

## 3. Guidance (Updated in August 2019)

- 3.1 Issue of authorization letter for registration of prospectus
- (a) On the day before the publication of a prospectus (“P-1 Day”), an applicant normally submits relevant documents to the Exchange in the morning to obtain an authorization letter for the registration of the prospectus with the Companies Registry before 4 p.m.
- (b) On the day of the publication of a prospectus (“P Day”), a softcopy of the prospectus is published on the Exchange’s website and hardcopies are available for distribution to the public.
- (c) If a typhoon warning signal no. 8 or above, Extreme Conditions and/ or a black rainstorm warning is/ are in force on **P-1 Day**, the arrangements are as follows:

Time	Status	Typhoon warning signal no. 8 or above or Extreme Conditions	Black rainstorm warning
Before 9 a.m.	Cancelled at or prior to 1:00 p.m.	<ul style="list-style-type: none"><li>The relevant documents will be reviewed and the authorization letter will be issued after the IPO team in charge at the Exchange (“team in charge”) return to work on P-1 Day.</li></ul>	
Before 9 a.m.	Remains in effect at and after 1:00 p.m.	<ul style="list-style-type: none"><li>The relevant documents will be reviewed by the team in charge on the business day after the bad weather and/ or Extreme Conditions, and the authorization letter will be issued as soon as possible.</li></ul>	
After 9 a.m.		<ul style="list-style-type: none"><li>The authorization letter will be issued before the team in charge leaves the office on P-1 Day.</li></ul>	<ul style="list-style-type: none"><li>Team in charge remains in office and no special arrangement is required.</li></ul>

- (d) If the bad weather and/ or Extreme Conditions would cause a delay in the registration of the prospectus with the Companies Registry and:-

- (i) the offer period would become less than 3 days, which would be in breach of section 44A(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) (“**Companies Ordinance**”), the applicant should revise its listing timetable to ensure compliance and make an announcement in relation to the revised timetable on the business day after the bad weather and/ or Extreme Conditions. The applicant is not required to issue a supplemental prospectus (**Updated in March 2014**).
- (ii) the prospectus would be dated earlier than its publication, the applicant should prepare a letter stating that the prospectus was not published, circulated or distributed on the date of the prospectus as a result of the delay caused by bad weather and/ or Extreme Conditions for the purpose of registration with the Companies Registry. The applicant is not required to amend the date of the prospectus.

### 3.1A Publication of prospectus (P Day) (**Added in August 2012**)

- (a) If a typhoon warning signal no. 8 or above, Extreme Conditions and/ or a black rainstorm warning is/ are in force at 9:00 a.m. on P Day, the listing applicant must take action necessary to comply with Section 44A(1) of the Companies Ordinance (**Updated in March 2014**).
- (b) If the listing timetable of the public offer set out in the prospectus is amended to comply with Section 44A(1) of the Companies Ordinance, an announcement on the new timetable must be made on the business day after the bad weather and/ or Extreme Conditions, and no pre-vetting by the Exchange is required. The applicant need not issue a supplemental prospectus (**Updated in March 2014**).

### 3.2 Opening or closing of application lists

- (a) The bad weather and/ or Extreme Conditions arrangements in relation to the opening or closing of application lists are normally included in the prospectus. If a typhoon warning signal no. 8 or above, Extreme Conditions and/ or a black rainstorm warning is/ are in force at any time between 9:00 a.m. and 12:00 noon on the scheduled date of the opening of application lists (“A Day”), the lists will not be opened on that day.
- (b) Application lists will be opened between 11:45 a.m. and 12:00 noon on the next business day (“A+1 Day”) which does not have either of those warnings in force at any time between 9:00 a.m. and 12:00 noon.
- (c) No announcement is required if the above arrangement is stated in the prospectus. If an announcement is to be made, no pre-vetting by the Exchange is required.

### 3.3 Pre-vetting of Allocation Announcement

- (a) The team in charge reviews and approves the publication of an Allocation Announcement by close of business 2 days before listing (“L-2 Day”). The

Allocation Announcement is posted on the Exchange’s website between 4:15 p.m. to 11:00 p.m. on L-2 Day or between 6:00 a.m. to 8:30 a.m. on the day before listing (“L-1 Day”).

- (b) If a typhoon warning signal no. 8 or above, Extreme Conditions and/ or a black rainstorm warning is/ are in force on **L-2 Day**, the arrangements are as follows:

<b>Time</b>	<b>Status</b>	<b>Typhoon warning signal no. 8 or above or Extreme Conditions</b>	<b>Black rainstorm warning</b>
Before 9 a.m.	Cancelled at or prior to 1:00 p.m.	<ul style="list-style-type: none"> <li>The pre-vetting will be done after the team in charge returns to work on L-2 Day.</li> </ul>	
Before 9 a.m.	Remains in effect at and after 1:00 p.m.	<ul style="list-style-type: none"> <li>The results of allocation could be posted before 8:30 a.m. on L-1 Day on the Exchange’s website. The Allocation Announcement will be post-vetted on L-1 Day, after which a supplemental Allocation Announcement may be required to be published if material information was previously omitted. Other measures may be required to be taken by the applicant to ensure the incorrect information disseminated is addressed to the Exchange’s satisfaction so that there will not be a disorderly market on the listing date. Otherwise, the applicant may need to consider delaying its listing timetable and making an announcement in relation to the revised timetable on L-1 Day.</li> <li>If the applicant is unable to post the results of allocation before 8:30 a.m. on L-1 Day on the Exchange’s website, the applicant may need to revise its listing timetable and make an announcement in relation to the revised timetable on L-1 Day.</li> </ul>	
After 9 a.m.		<ul style="list-style-type: none"> <li>The pre-vetting will be done before the team in charge leaves the office on L-2 Day.</li> </ul>	<ul style="list-style-type: none"> <li>Team in charge remains in office and no special arrangement is required.</li> </ul>

### 3.4 Issue of listing approval letter

- (a) The listing approval letter is normally issued by 4 p.m. on L-1 Day.
- (b) If a typhoon warning signal no. 8 or above, Extreme Conditions and/ or a black rainstorm warning is/ are in force on **L-1 Day**, the arrangements are as follows:

<b>Time</b>	<b>Status</b>	<b>Typhoon warning signal no. 8 or above or Extreme Conditions</b>	<b>Black rainstorm warning</b>
Before 9 a.m.	Cancelled at or prior to 1:00 p.m.	<ul style="list-style-type: none"><li>The approval letter is to be issued by the end of L-1 Day.</li></ul>	
Before 9 a.m.	Remains in effect at and after 1:00 p.m.	<ul style="list-style-type: none"><li>The approval letter is to be issued on L-2 Day if bad weather and/ or Extreme Conditions is/ are anticipated, or before 9:15 a.m. on the day of listing (“L Day”) which does not have any of those warnings or Extreme Conditions in force.</li></ul>	
After 9 a.m.		<ul style="list-style-type: none"><li>The approval letter will be issued before the team in charge leaves the office on L-1 Day.</li></ul>	<ul style="list-style-type: none"><li>Team in charge remains in office and no special arrangement is required.</li></ul>

### 3.5 Day of listing (L Day)

- (a) Dealings will commence at the time when trading resumes even if it is only for half a day. Please refer to the “Trading Arrangement for Securities and Derivatives Markets” on the Exchange’s website for details of the timing of resumption of trading at:  
<http://www.hkex.com.hk/eng/market/typhoons/tradingarrangement.htm>
- (b) No announcement is required as trading arrangement in the event of bad weather and/ or Extreme Conditions is posted on the Exchange’s website.

- 3.6 In order to have greater clarity about the above bad weather and/ or Extreme Conditions arrangements and to avoid possible market confusion, listing applicants should ensure their listing documents set out the emergency arrangements in case of bad weather and/ or Extreme Conditions which may disrupt their listing timetable.

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