

Submitted via Qualtrics

**Skadden Arps Slate Meagher & Flom
Company / Organisation
Law Firm**

Question 1

Do you agree with our proposal to remove the documents identified in Table 1 in Schedule II of the Consultation Paper and that doing so will not jeopardise market quality?

Yes

Please give reasons for your views.

We strongly support the proposal to reduce the number of documents required to be submitted to the Exchange, in the interests of reducing the costs and administrative burden for listing applicants and their advisors. This is particularly appropriate given new CSRC rules which we understand may require the translation into Chinese and submission to the CSRC of all documents submitted to the Exchange as part of the listing application process.

In particular, we strongly endorse the proposals to remove submission requirements in respect of the following items in Table 1 of Schedule II to the Consultation Paper: Item 19 (arranging the signing of physical copies of the listing document by all directors and coordinating related powers of attorney creates significant workload and execution risk for issuers and advisors); and Item 46 (the preparation of these extensive checklists creates significant workload for issuers and advisors).

However, we do not agree with certain of the proposals set out in Table 1 of Schedule II to the Consultation Paper, as follows:

Item 3: We do not agree with the proposal to retain the requirement in GL98-18 to make a submission in the event that the logo shown on the listing document cover is not registered. This is a matter of legal risk for the listed issuer, and is not material nor a liability for investors or the Exchange. This should be a commercial matter for the issuer and diligence matter for the sponsors, and does not necessitate the additional expense and administrative burden associated with obtaining the related legal advice and making this additional submission to the Exchange. Accordingly we submit that this requirement should also be removed.

Item 5: We do not agree that the information previously required by Item 1 of Form M104 should be included as a disclosure requirement in GL86-16. This information in many cases – where a company has a large and/or diversified customer base – will be irrelevant to investors as the numbers involved will be de minimis. At the same time, disclosure of customer details and sales amounts will invariably always be commercially sensitive to the issuer and potentially place them at a competitive disadvantage (e.g. by effectively being an invitation to competitors to poach their customers). In addition, publicly disclosing such information requires the consent of the relevant counterparties (customers and/or suppliers) which will often be difficult to obtain, as the information is also commercially sensitive for those counterparties. We thus submit that it is inappropriate to require such information to be disclosed publicly in all cases, unless there is compelling reason from the point of view of investors, i.e. such information is relevant and material to investors. On this basis, we submit that the disclosure requirements in this respect already contained in Listing Rules Appendix 1A paragraph 28 are sufficient.

Question 2

Do you agree with our proposal to codify the relevant obligations into the Listing Rules or Guidance Materials and repeal the undertakings, confirmations and declarations as set out in Table 2 in Schedule II of the Consultation Paper?

Yes

Please give reasons for your views.

We strongly support the proposal to codify various obligations and repeal the requirement to submit separate undertakings.

In particular, we endorse the proposals to remove submission requirements in respect of items 1 through 4 in Table 2 of Schedule II to the Consultation Paper.

Question 3

Do you agree with our proposal to repeal the requirement for listing agreements for listing of debt securities (except for debt issues to professional investors), structured products and interests in CIS and investment companies by codifying the relevant obligations as set out in Table 3 in Schedule II of the Consultation Paper?

Yes

Please give reasons for your views.

We strongly support the proposal.

Question 4

Do you agree with our proposal to incorporate in the Listing Rules an issuer's obligation to obtain necessary authorisations and consents for its actions set out in Part (e) of Table 1 in Schedule II of the Consultation Paper?

Yes

Please give reasons for your views.

Question 5

Do you agree with our proposal to require the submission of the overarching undertakings from new applicants and sponsors in the Form A1 referred to in paragraph 38 of the Consultation Paper?

Yes

Please give reasons for your views.

Question 6

Do you agree with our proposal to consolidate the requirement for personal particulars of directors/ supervisors in Form FF004?

Yes

Please give reasons for your views.

Question 7

Do you agree with our proposal to remove signature and/or certification requirements for documents set out in Table 5 in Schedule II of the Consultation Paper?

Yes

Please give reasons for your views.

Question 8

Do you agree with our proposal to remove from the Listing Rules any requirement for submission of multiple copies of the same document and to require

submission of one electronic copy only in respect of the documents set out in Table 6 in Schedule II of the Consultation Paper?

Yes

Please give reasons for your views.

We would support this proposal in respect of all documents to be submitted to the Exchange.

Question 9

Do you agree with our proposal to mandate electronic means as the only mode of submission to the Exchange unless otherwise specified in the Listing Rules or required by the Exchange?

Yes

Please give reasons for your views.

While we support this proposal in principle, we question the need for a new online platform. Currently, issuers and their advisers are already required to have three separate online submission accounts: HKEx-ESS, DION and the new FINI system online account. Adding a fourth separate online platform system creates additional confusion and administrative burden. We would prefer that the Exchange either uses the existing ESS platform and/or work to consolidate the various different online accounts, rather than adding additional new online platforms necessitating additional account opening, management and administrative burden on issuers and their advisers.

Question 10

Do you agree with our proposal to mandate the digitalisation of the prospectus authorisation and registration processes?

Yes

Please give reasons for your views.

We support this and any proposal to streamline the prospectus authorization and registration process, in order to reduce costs and administrative burden on issuers and their advisers as well as reduce execution risk for transactions.

However, we note the reference in paragraph 60 of the Consultation Paper to “digital signatures (as defined under the ETO)”. We submit that the Exchange should accept an “electronic signature” (as defined under the ETO) rather than a “digital signature” which is required to be supported by a recognized certificate, as this latter requirement would otherwise create an additional administrative burden for issuers, their advisers and directors which would undermine the benefits of abolishing paper signatures. In short, for

many directors, it would be much easier to sign a paper document rather than undertake the necessary account opening and identity verification process associated with obtaining the necessary recognized certificate to support a digital signature under the ETO.

Question 11

Do you agree with our proposal to amend the Listing Rules to mandate that listed issuers must disseminate corporate communications to their securities holders electronically if this is permitted by their applicable laws and regulations and their constitutional documents?

Yes

Please give reasons for your views.

We agree with the proposal. However proposed Listing Rule 2.07A(1) does not appear to make provision for documents that can only be delivered in paper form, in particular dividend cheques and share certificates where shareholders opt to receive scrip dividends in certificated form. We would be grateful if the Exchange could clarify the rules in that regard.

Question 12

Do you agree with our proposal to allow the consent of holders of a listed issuer's securities to be implied for the electronic dissemination of its corporate communications, to the extent permitted under applicable laws and regulations and its constitutional documents?

Yes

Please give reasons for your views.

Question 13

Do you agree with our proposal to state in the Rules that Actionable Corporate Communications must be sent to the securities holders individually and in electronic form if the holders provide functional electronic contact details?

No

Please give reasons for your views.

We would welcome the Exchange's clarification as to its expectations in relation to Note 3 to Listing Rule 2.07A(4) in circumstances where a security holder's email address is not functional (i.e. the issuer receives an error message in response to their electronic

communication). We anticipate it would be the case that an issuer would be expected to identify all such cases and follow up with a paper communication accordingly. There is also no mandated mechanism as to how issuers should first obtain the electronic contact details of new security holders. Given there may be operational obstacles for some issuers, we submit that issuers retain an option to send all actionable corporate communications by paper means if they prefer to do so.

Question 14

Do you agree that where a listed issuer does not have functional electronic contact details of a securities holder, an Actionable Corporate Communication must be sent to the holder in hard copy form including a request for the security holder's electronic contact details to facilitate electronic dissemination of Actionable Corporate Communications in future?

Yes

Please give reasons for your views.

Question 15

As your answer to Question 13 above is yes, do you agree that we should define Actionable Corporate Communications as "any corporate communication that seeks instructions from an issuer's securities holders on how they wish to exercise their rights as the issuer's securities holders"?

Please give reasons for your views.

Question 16

We invite comments on the manner in which the Appendices to the Listing Rules are proposed to be categorised/amended and whether they will give rise to any ambiguities or unintended consequences.

We support the proposal. However we consider the use of the phrase "in Regulatory Forms" to be confusing in the context of the proposed Listing Rules amendments, for example:

"as set out in the Form A1 in Regulatory Forms" (3A.07)

reads as if it may refer to the form of the Form A1, rather than its location.

“in the form set out in Form C1 in Regulatory Forms” (9.18)

again may be understood to refer to the form of the Form C1, not where it might be found

“at the time of submission of Form A1 in Regulatory Forms” (9.10A(1))

reads as if Regulatory Forms is the place for submission of the Form A1

We submit that this may be a clearer if the wording is included in parentheses, perhaps with the words “published in” (or similar) are added, i.e.

“as set out in the Form A1 (published in Regulatory Forms)” (3A.07)

“at the time of submission of Form A1 (published in Regulatory Forms)” (9.10A(1))

“in the form set out in Form C1 (published in Regulatory Forms)” (9.18)

Question 17

Do you agree with our proposal to remove the requirement for physical attendance by members to meet the quorum needed for meetings of the Listing Committee and Listing Review Committee?

Yes

Since your answer is “no”, please give reasons for your views.

Question 18

Do you agree with our proposal to make minor changes to the Listing Rules described in paragraph 122 to reflect current practices and requirements?

Yes

Since your answer is “no”, please give reasons for your views.