

PROVISIONS IN ACCORDANCE WITH WHICH A
PROSPECTUS MAY CONSIST OF
MORE THAN ONE DOCUMENT

PART 1

PROSPECTUS TO WHICH THE REQUIREMENTS OF
PART II OF THIS ORDINANCE APPLY

1. **Interpretation**

In this Part -

"issue prospectus" () means that prospectus to which the requirements of Part II of this Ordinance apply contained in the document, or series of documents, mentioned in section 2(b);

"programme prospectus" () means that prospectus to which the requirements of Part II of this Ordinance apply contained in the document mentioned in section 2(a).

2. **Prospectus consisting of more than one document**

The prospectus may consist of -

- (a) a document containing such information as is specified in the Third Schedule to this Ordinance as the issuer of the document thinks fit (but excluding any information relating to

the price of the shares or debentures to which the prospectus relates or relating to the terms on which the offer is made); and

- (b) a document, or series of documents, containing such information as is specified in the Third Schedule to this Ordinance as is not already specified in the document mentioned in paragraph (a).

3. **Amendments**

The information contained in -

- (a) a programme prospectus may only be amended by -
 - (i) an addendum to the programme prospectus;
 - (ii) replacing the programme prospectus with a new programme prospectus; or
 - (iii) the issue prospectus concerned or an addendum to the issue prospectus;
- (b) an issue prospectus may only be amended by -
 - (i) an addendum to the issue prospectus; or
 - (ii) replacing the issue prospectus with a new issue prospectus;
- (c) an addendum to a programme prospectus may only be amended by -

- (i) a further addendum to the programme prospectus;
 - (ii) replacing the addendum with a new addendum;
 - (iii) replacing the addendum and programme prospectus with a new programme prospectus; or
 - (iv) the issue prospectus concerned or an addendum to the issue prospectus;
- (d) an addendum to an issue prospectus may only be amended by -
- (i) replacing the addendum with a new addendum; or
 - (ii) replacing the addendum and issue prospectus with a new issue prospectus.

4 Amendment made pursuant to section 3 is prospectus

It is hereby declared that any amendment made pursuant to section 3 is a prospectus and, subject to section 5, the provisions of this Ordinance shall apply to the amendment accordingly.

5. Certain amendments made pursuant to section 3 to be read with other related documents

Where it enables a provision of this Ordinance (including paragraph 3 of the Third Schedule to this Ordinance) to apply to an amendment made pursuant to section 3, the amendment shall, for the purposes of that application, be read with all or any of the programme prospectus to which it relates and the addenda, if any, to the programme prospectus and the issue prospectus to which it relates and the addenda, if any, to the issue prospectus, as the case requires.

6. Warning

Every issue prospectus and any form of application must contain, in a prominent position, in the English language, a statement in the following form -

"IMPORTANT

It is essential for potential investors to read the issue prospectus (including any addendum thereto) in conjunction with the programme prospectus (including any addendum thereto) in order to understand the offer of shares or debentures to which those documents relate, in particular before making an application for the shares or debentures.";

and, if in the Chinese language, a statement in the following form -

"

7. Availability of programme prospectus, etc.

The issuer of a programme prospectus must make arrangements for -

- (a) the programme prospectus and its addenda, if any; and
- (b) the issue prospectus concerned and its addenda, if any,

to be readily available to investors and potential investors -

- (c) throughout the period during which the shares or debentures to which the issue prospectus relates are offered or sold to the public; and
- (d) for not less than [3 years] after the expiration of the period mentioned in paragraph (c).

8. Cessation of offer to which programme prospectus, etc. relates

The shares or debentures to which a programme prospectus and its addenda, if any, and the issue prospectus concerned and its addenda, if any, relate shall cease to be offered or sold to the public on and after the date of -

- (a) the publication of the next annual report and accounts of the company to which the programme

prospectus relates after the publication of
the programme prospectus; or

(b) the 1st anniversary of the date of publication
of the programme prospectus,

whichever is the earlier.

9. **Alteration of operation of section 38D(3A) of this Ordinance**

For the purposes of a prospectus falling within this Part, the reference in section 38D(3A) of this Ordinance to "from the date of publication of the prospectus" shall be deemed to read "from the date of publication of the issue prospectus (within the meaning of Part 1 of the Twentieth Schedule) concerned or, if any addendum to such issue prospectus is issued pursuant to section 3 of Part 1 of the Twentieth Schedule, for 14 days from the date of issue of any such addendum thereto".

PART 2

PROSPECTUS TO WHICH THE REQUIREMENTS OF
PART XII OF THIS ORDINANCE APPLIES

1. **Interpretation**

In this Part -

"issue prospectus" () means that prospectus to
which the requirements of Part XII of this Ordinance

apply contained in the document, or series of documents, mentioned in section 2(b);

“programme prospectus” () means that part of a prospectus to which the requirements of Part XII of this Ordinance apply contained in the document mentioned in section 2(a).

2. Prospectus consisting of more than one document

The prospectus may consist of -

- (a) a document containing such information as is specified in the Third Schedule to this Ordinance as the issuer of the document thinks fit (but excluding any information relating to the price of the shares or debentures to which the prospectus relates or relating to the terms on which the offer is made); and
- (b) a document, or series of documents, containing such information as is specified in the Third Schedule to this Ordinance as is not already specified in the document mentioned in paragraph (a).

3. Amendments

The information contained in -

- (a) a programme prospectus may only be amended by

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- (i) an addendum to the programme prospectus;
 - (ii) replacing the programme prospectus with a new programme prospectus; or
 - (iii) the issue prospectus concerned or an addendum to the issue prospectus;
- (b) an issue prospectus may only be amended by -
 - (i) an addendum to the issue prospectus; or
 - (ii) replacing the issue prospectus with a new issue prospectus;
- (c) an addendum to a programme prospectus may only be amended by -
 - (i) a further addendum to the programme prospectus;
 - (ii) replacing the addendum with a new addendum;
 - (iii) replacing the addendum and programme prospectus with a new programme prospectus; or
 - (iv) the issue prospectus concerned or an addendum to the issue prospectus;
- (d) an addendum to an issue prospectus may only be amended by -
 - (i) replacing the addendum with a new addendum; or

(ii) replacing the addendum and issue prospectus with a new issue prospectus.

4 **Amendment made pursuant to section 3 is prospectus**

It is hereby declared that any amendment made pursuant to section 3 is a prospectus and, subject to section 5, the provisions of this Ordinance shall apply to the amendment accordingly.

5. **Certain amendments made pursuant to section 1 to be read with other related documents**

Where it enables a provision of this Ordinance (including paragraph 3 of the Third Schedule to this Ordinance) to apply to an amendment made pursuant to section 3, the amendment shall, for the purposes of that application, be read with all or any of the programme prospectus to which it relates and the addenda, if any, to the programme prospectus and the issue prospectus to which it relates and the addenda, if any, to the issue prospectus, as the case requires.

6. **Warning**

Every issue prospectus and any form of application must contain, in a prominent position, in the English language, a statement in the following form -

"IMPORTANT

It is essential for potential investors to read the issue prospectus (including any addendum thereto) in conjunction with the programme prospectus (including any addendum thereto) in order to understand the offer of shares or debentures to which those documents relate, in particular before making an application for the shares or debentures.";

and, if in the Chinese language, a statement in the following form -

"

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7. Availability of programme prospectus, etc.

The issuer of a programme prospectus must make arrangements for -

- (a) the programme prospectus and its addenda, if any; and
- (b) the issue prospectus concerned and its addenda, if any,

to be readily available to investors and potential investors

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- (c) throughout the period during which the shares or debentures to which the issue prospectus relates are offered or sold to the public; and
- (d) for not less than [3 years] after the expiration of the period mentioned in paragraph (c).

8. Cessation of offer to which programme prospectus, etc. relates

The shares or debentures to which a programme prospectus and its addenda, if any, and the issue prospectus concerned and its addenda, if any, relate shall cease to be offered or sold to the public on and after the date of -

- (a) the publication of the next annual report and accounts of the company to which the programme prospectus relates after the publication of the programme prospectus; or
- (b) the 1st anniversary of the date of publication of the programme prospectus,

whichever is the earlier.”.

9. Alteration of operation of section 342C(3A) of this Ordinance

For the purposes of a prospectus falling within this Part, the reference in section 342C(3A) of this Ordinance to “from the date of publication of the prospectus” shall be deemed to read “from the date of publication of the issue prospectus (within the meaning of Part 2 of the Twentieth

Schedule) concerned or, if any addendum to such issue prospectus is issued pursuant to section 3 of Part 2 of the Twentieth Schedule, for 14 days from the date of issue of any such addendum thereto".