

---

MONGOLIAN MINING CORPORATION (0975.HK)

---



# Гонконгийн хувьцаат компанийн тайлагнал

---

2015 оны 10-р сар

# Agenda

---



- 1 Statutory disclosure regime
- 2 General disclosure obligation under the LR
- 3 Announcement, circular and disclosure obligations
- 4 CG and ESG reporting
- 5 Disclosure of Share Interests
- 6 Further resources



# 1. Statutory Disclosure Regime



**Listing Rules**

**Securities and Futures  
Ordinance**

**Companies Ordinance**

**Laws of its place of  
incorporation**

**These continuing obligations are primarily designed to ensure the maintenance of a fair and orderly market in securities and that all users of the market have simultaneous access to the same information.**

**Failure by an issuer to comply with any applicable continuing obligation may result in the Exchange taking disciplinary action, in addition to its power to suspend dealings in the issuer's securities or cancel its listing.**



## 2. General Disclosure Obligations under the Listing Rule (LR)

### AVOID FALSE MARKET

There is (or is likely to be) a false market, the issuer must, after consultation with the Exchange, announce the information necessary to avoid a false market. A false market is a situation where there is material misinformation or materially incomplete information in the market, compromising proper price discovery (where a false or misleading report or rumor circulates in the market and causes a material change in the market price or trading volume of the issuer's securities).

### RESPONSE TO INQUIRIES

Upon inquiries by the Exchange, an issuer must promptly either (a) provide and announce information that clarifies the matter or (b) confirm in a standard announcement that, having made "such inquiry with respect to the company as is reasonable in the circumstances," it is not aware of:

- any reasons for price/volume movements;
- any information requiring announcement to avoid a false market; and
- any inside information that needs to be disclosed under the new statutory regime.

If such an announcement cannot be made promptly, the Exchange may impose a trading halt.

### CONFIDENTIALITY/SELECTIVE DISCLOSURE

An issuer and its directors must take all reasonable steps to maintain strict confidentiality of inside information until it is announced. An issuer must not divulge information in a way that places any person in a privileged dealing position.

### TRADING HALT OR TRADING SUSPENSION

An issuer must apply for a trading halt or trading suspension in any of the following circumstances where an announcement cannot be made promptly:

- 1) it has information which must be disclosed under Listing Rule 13.09;
- 2) it reasonably believes that there is inside information which must be disclosed under the SFO's statutory regime; or
- 3) circumstances exist where it reasonably believes that confidentiality may have been lost in respect of inside information.

### 3. Announcement, Circular and Disclosure Obligations (4/1)



#### Announcement

Once a decision has been made by the shareholders of a listed issuer at a general meeting on any substantive matter, an announcement must be issued notifying its shareholders and the Exchange. A listed issuer should also issue an announcement in the following circumstances:

General Corporate Change	<ul style="list-style-type: none"> <li>• Change of company name</li> <li>• Change in memorandum and articles of association</li> </ul>	Share Capital	<ul style="list-style-type: none"> <li>• Issue of securities for cash at a 20% (or more) discounted issue price</li> <li>• Adoption of share option scheme</li> <li>• Rights issue or open offer</li> <li>• Changes in rights attaching to any class of listed securities</li> </ul>
Directors, Supervisors and Chief Executives	<ul style="list-style-type: none"> <li>• Appointment, resignation, re-designation, retirement, or removal of any director, supervisor or chief executive</li> <li>• Changes in information regarding a director</li> <li>• Notice from a shareholder to propose a person for election as director is received by the issuer</li> <li>• Number of INEDs falls below the minimum number required or their qualifications fail to meet the requirement</li> <li>• Failure to set up an AC or RC or appoint appropriate members to such committees</li> </ul>	Specific Transactions	<ul style="list-style-type: none"> <li>• Advance to an entity exceeding certain asset ratio</li> <li>• Financial assistance and guarantee to affiliated company</li> <li>• Controlling shareholder pledging its shares in support of the issuer</li> <li>• Entering into loan agreements which impose performance obligation on a controlling shareholder</li> <li>• Issuer's breach of loan agreement</li> <li>• Notifiable transactions</li> <li>• Connected transactions not exempt from the announcement requirement</li> </ul>
Auditors, Compliance Adviser and Others	<ul style="list-style-type: none"> <li>• Changes in auditor or financial year end</li> <li>• Resignation of engagement of compliance adviser</li> <li>• Changes in company secretary, share registrar, registered address</li> </ul>	Profits Forecasts	<ul style="list-style-type: none"> <li>• Any event occurring during a profit forecast period and which would, if known beforehand, have caused any of the assumptions on which the profit forecast was based to be materially different</li> <li>• Issuer becomes aware it is likely that some activity outside its ordinary course of business, and not disclosed in the profit forecast, will materially contribute to or reduce the profits for the forecast period</li> </ul>
Overseas Regulatory Announ.	<ul style="list-style-type: none"> <li>• Any overseas regulatory announcement: disclose in Hong Kong at the same time</li> </ul>	Shareholders' Meeting	<ul style="list-style-type: none"> <li>• Notice of annual general meeting</li> <li>• Poll results of any general meeting</li> </ul>
Financial Information	<ul style="list-style-type: none"> <li>• Preliminary announcement of results for each full or first half of the financial year</li> <li>• 7 business days in advance of any BM at which declaration, recommendation or payment of dividend is expected to be decided, or an announcement of profits/losses for any year, half-year or other period</li> </ul>		

# 3. Announcement, Circular and Disclosure Obligations (4/2)



## Circular

When an issuer needs to seek approval from its shareholders on certain matters, a circular must be issued containing a recommendation from the board of directors and a notice of the general meeting. Where a matter does not require shareholders' approval, issue of a circular is generally not required.

A listed issuer should issue a circular in the following circumstances:

General Corporate Change	<ul style="list-style-type: none"> <li>Proposed change in memorandum and articles of association</li> <li>Proposed change of company name</li> </ul>
Share Capital	<ul style="list-style-type: none"> <li>Proposed issue of shares, convertible securities, options, warrants or similar rights to subscribe for any shares</li> <li>Proposed increase in authorized share capital</li> <li>Share repurchase by the issuer</li> <li>Rights issue and open offer</li> <li>Adoption of share option scheme</li> </ul>
Directors and Others	<ul style="list-style-type: none"> <li>Approval of directors' service contracts</li> <li>Appointment of auditor or removal prior to expiration of his term of office</li> </ul>
Specific Transactions	<ul style="list-style-type: none"> <li>Major transaction, very substantial disposal, very substantial acquisition, and reverse takeover</li> <li>CT not exempt from the independent shareholders' approval requirements</li> </ul>
Shareholders' Meeting	<ul style="list-style-type: none"> <li>Annual general meeting</li> </ul>
Other	<ul style="list-style-type: none"> <li>Withdrawal of listing</li> </ul>

### THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.  
If you have sold or transferred all your shares in Mongolian Mining Corporation (the "Company"), you should at once hand this circular and accompanying instrument of proxy to the purchaser or the transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sales or transfer was effected for transmission to the purchaser or the transferee.

This circular appears for information purposes only and does not constitute an invitation or offer to shareholders or any other person to acquire, purchase or subscribe for securities of the Company in the United States or any other jurisdiction. Securities may not be offered or sold in the United States absent registration or an exemption from registration under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"). The securities described herein have not been and will not be registered under the U.S. Securities Act.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



### MONGOLIAN MINING CORPORATION

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 975)

### PROPOSED RIGHTS ISSUE ON THE BASIS OF THREE RIGHTS SHARES FOR EVERY TWO EXISTING SHARES HELD ON THE RECORD DATE AT HKD0.28 PER RIGHTS SHARE

### CLOSURE OF REGISTER OF MEMBERS

AND

### NOTICE OF EXTRAORDINARY GENERAL MEETING

Joint Underwriters of the Rights Issue (in alphabetical order)



**BNP PARIBAS**  
CORPORATE & INVESTMENT BANKING

**J.P.Morgan**

Independent Financial Adviser  
**SOMERLEY CAPITAL LIMITED**

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

A letter from the Board is set out on pages 10 to 33 of this circular. A letter from the Independent Board Committee containing its recommendation to the Independent Shareholders is set out on page 34 of this circular. A letter from Somerley, the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, containing its advice in respect of the Rights Issue is set out on pages 35 to 61 of this circular.

A notice convening the EGM to be held at 10:00 a.m. on 24 November 2014 at Queensway and Victoria Rooms, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Admiralty, Hong Kong is set out on pages 88 to 90 of this circular. An instrument of proxy for use at the EGM is enclosed. Whether or not you are able to attend the EGM, you are requested to complete the enclosed instrument of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as practicable but in any event not later than 48 hours before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the instrument of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you so wish and in such event, the proxy shall be deemed to be revoked.

Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon, among other things, the fulfillment or waiver (where applicable) of the conditions set out under the sub-paragraph headed "Conditions of the Rights Issue" on pages 19 to 21 of this circular. In particular, the Rights Issue is conditional upon, among other things, the approval of the Rights Issue by the Independent Shareholders at the EGM by way of poll. The Joint Underwriters are entitled under the Underwriting Agreement to terminate the Underwriting Agreement on the occurrence of certain events as set out in the section headed "Termination of the Underwriting Agreement" on pages 6 to 9 of this circular. Accordingly, the Rights Issue may or may not proceed.

The Shares will be dealt in on an ex-rights basis commencing from 26 November 2014. Dealings in the Rights Shares in nil-paid form are expected to take place from 3 December 2014 to 12 December 2014 (both days inclusive). If the conditions of the Rights Issue are not fulfilled or waived (where applicable) or the Underwriting Agreement is terminated by the Joint Underwriters, the Rights Issue will not proceed. Any Shareholders or other persons dealing in nil-paid Rights Shares during the period from 3 December 2014 to 12 December 2014 (both days inclusive) will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

7 November 2014

# 3. Announcement, Circular and Disclosure Obligations (4/3)

## Annual and Interim Reports



MONGOLIAN MINING CORPORATION

In addition to publishing an announcement of its financial results for the full financial year and first half of the financial year, a listed issuer should issue an annual report not later than 4 months, and an interim report not later than 3 months, after the end of the relevant period.

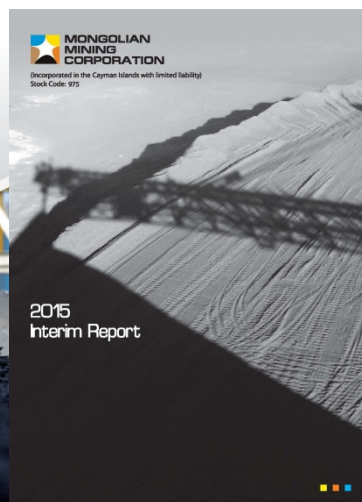
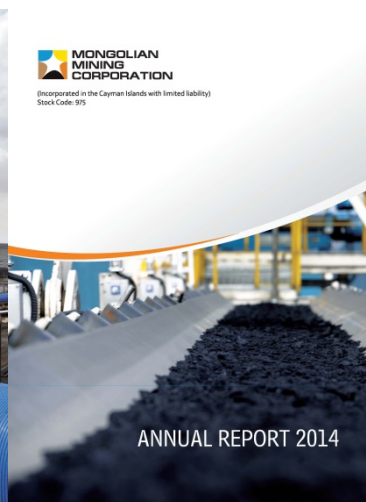
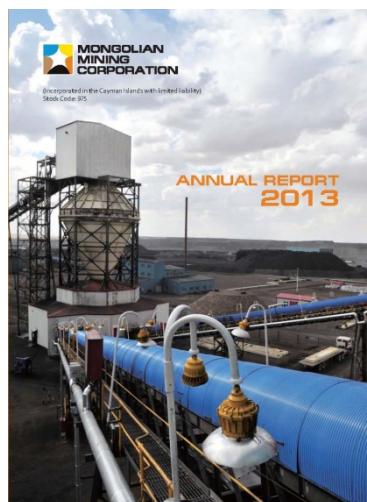
In addition to financial performance of the issuer, an annual report should include the following information:

- details of directors' emoluments;
- change in any information required to be disclosed under paragraphs (a) to (e) of Listing Rule 13.51(2) during the course of the term of office of a director or supervisor;
- certain types of connected transactions;
- certain types of continuing-connected transactions;
- a corporate governance report; and
- whether the issuer has complied with the code provisions under the Corporate Governance Code and an explanation where it deviates from any of them.

## Contents



Company Profile	2
Corporate Information	4
Directors and Senior Management	6
Group Structure	13
Financial Highlights	14
Chairman's Statement	15
Management Discussion and Analysis	17
Sustainability Report	59
Corporate Governance Report	86
Directors' Report	96
Independent Auditor's Report	111
Consolidated Statement of Profit or Loss	113
Consolidated Statement of Profit or Loss and Other Comprehensive Income	114
Consolidated Statement of Financial Position	115
Statement of Financial Position	117
Consolidated Statement of Changes in Equity	118
Consolidated Cash Flow Statement	119
Notes to Consolidated Financial Statements	121
Financial Summary	195
Glossary and Technical Terms	197
Appendix I	202





### 3. Announcement, Circular and Disclosure Obligations (4/4)

#### Other Disclosures



#### OTHER DISCLOSURES

As a continuing obligation of a listed issuer, the following documents should be posted in English and Chinese on the websites indicated below:

Exchange	Exchange and Issuer	Issuer
<ul style="list-style-type: none"> <li>Monthly return in relation to movements in the issuer's securities</li> <li>Next day disclosure return in relation to certain corporate events</li> </ul>	<ul style="list-style-type: none"> <li>Constitutional documents</li> <li>Updated list of directors identifying their role and function</li> <li>Terms of reference of the nomination, remuneration and audit committees</li> </ul>	<ul style="list-style-type: none"> <li>Procedures for shareholders to propose a person for election as director</li> <li>Communication policy with shareholders</li> </ul>

[http://www.hkexnews.hk/listedco/listconews/mainindex/SEHK\\_LISTEDCO\\_DATETIME\\_TODAY.HTM](http://www.hkexnews.hk/listedco/listconews/mainindex/SEHK_LISTEDCO_DATETIME_TODAY.HTM)

<http://www.mmc.mn/about-company-board.html>

Release Time	Code	Stock Name	Document
12/10/2015 17:03	01375	CC SECURITIES	Announcements and Notices - [List of Directors and their Role and Function] LIST OF DIRECTORS AND THEIR ROLES AND FUNCTIONS (80KB, PDF)
12/10/2015 17:03	01819	FUGUINIAO	Announcements and Notices - [Other - Business Update] PROPOSED CHANGE OF THE USE OF IPO PROCEEDS (128KB, PDF)
12/10/2015 17:00	01375	CC SECURITIES	Announcements and Notices - [Results of EGM/SGM / Dividend or Distribution / Change in Principal Business Activities / More] (1) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING; (2) AMENDMENT TO THE ARTICLES OF ASSOCIATION; AND (3) APPOINTMENT OF NON-EXECUTIVE DIRECTOR (99KB, PDF)
12/10/2015 17:00	00482	SANDMARTIN INTL	Next Day Disclosure Returns - [Others] Next Day Disclosure Return (39KB, PDF)
12/10/2015 16:58	01057	ZHEJIANG SHIBAO	Announcements and Notices - [Date of Board Meeting] DATE OF BOARD MEETING (50KB, PDF)
12/10/2015 16:57	01207	SRE GROUP	Announcements and Notices - [Issue of Shares under a Specific Mandate / Announcement by Offeree Company under the ... More] (1) PROPOSED ISSUE OF NEW SHARES TO THE SUBSCRIBERS UNDER SPECIFIC MANDATE; (2) APPLICATION FOR WHITEWASH WAIVER; (3) OTHER ARRANGEMENT; AND (4) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL (477KB, PDF)
12/10/2015 16:54	00030	ABC COM (HOLD)	Next Day Disclosure Returns - [Others] Next Day Disclosure Return (120KB, PDF)
12/10/2015 16:54	00300	KUNMING MACHINE	Announcements and Notices - [Date of Board Meeting] NOTIFICATION OF BOARD MEETING (19KB, PDF)

Home | About Company | Operations | Investor Relations | Media Relations | Sustainability | Contact Us

Phone: 976-70122279 | Email: contact@mmc.mn

Board of directors

The Board consists of 9 Directors, comprising 2 Executive Directors, 4 Non-Executive Directors and 3 independent Non-Executive Directors.

- List of Directors and their Role and Function
- Procedures for shareholders to propose a person for election as a director of the Company
- Whistleblower policy



## 4. Corporate Governance (CG) and Environmental, Social & Governance Reporting (ESG)



### CG Code and CG Reporting

The Corporate Governance Code sets forth the principles of good corporate governance for a listed issuer to comply with, followed by code provisions and recommended best practices.

The code provisions and recommended best practices are not mandatory rules.

Deviations from code provisions are acceptable if the issuer considers there are more suitable ways for it to comply with the principles, but it must state in each interim report and annual report whether it has complied with the code provisions for the relevant accounting period and must explain any deviations (this is known as “comply or explain”).

The subject matter of the Corporate Governance Code includes:

- Directors;
- remuneration and evaluation;
- accountability and audit;
- board delegation and communication with shareholders; and
- company secretary.

Issuers must include in their summary financial reports (if any) and in their annual reports a Corporate Governance Report prepared by the board of directors.

There are certain mandatory disclosure requirements and any breach of these is regarded as a breach of the Listing Rules.

### ESG Reporting

ESG reporting is a recommended practice covers four subject areas:

- Workplace Quality,
- Environmental Protection,
- Operating Practices,
- Community Involvement.

Subject to further consultation, the Exchange plans to raise the level of obligation of some recommended disclosures to “comply or explain” by 2015.

An issuer may disclose the ESG information in its annual report regarding the relevant period, or in a separate report published in print or on its website.

# 5. Disclosure of Share Interests (2/1)

## Disclosure Duties of Substantial Shareholders and Directors & Chief Executives



**“The overriding objective of the disclosure regime is to provide investors in listed corporations with more complete and better quality information on a timely basis to enable them to make informed investment decisions.”**

*SFC’s Outline of Part XV of the SFO – Disclosure of Interests*

### Substantial Shareholders

#### ***When Does the Duty Arise?***

Circumstances in which the duty of disclosure arises include:

- corporation first becomes, or ceases to be interested in, 5% or more;
- there is an increase or decrease in the percentage figure of the shareholding, which is above 5%;
- an entity has a notifiable interest and the nature of its interest in the shares changes (e.g., on exercise of an option);
- an entity has a notifiable interest and it comes to, or ceases to, have a short position of more than 1%; and
- an entity has a notifiable interest and there is an increase or decrease in the percentage figure of its short position that results in its short position crossing over a whole percentage number (1%).

#### ***De Minimis Exemption***

The person will not need to disclose the new interest if:

- the percentage level of his interest is the same as, or less than, the percentage level of his interest given in his last notification; and
- the difference between the percentage figure of his interest disclosed in his last notification and the percentage figure of his interest at all times thereafter is less than 0.5%.

#### ***Other Exemptions***

Wholly owned group: where a parent company makes a disclosure, its wholly owned subsidiary does not need a separate disclosure.

Securities borrowing and lending: securities borrowing and lending are exempt from the duty of disclosure.

### Directors and Chief Executives

#### ***When Does the Duty Arise?***

Circumstances in which duty of disclosure arises include:

- when he becomes, or ceases to be, interested in shares in or debentures of the listed issuer or its associated corporation;
- when he contracts to sell any shares in or debentures of the listed issuer or its associated corporation;
- when he assigns a right granted to him by the listed issuer or its associated corporation to subscribe for its shares or debentures;
- when the nature of his previously notified interests changes; and
- when he comes to have or ceases to have a short position in shares of the listed issuer or its associated corporation.

#### ***Interests in Shares***

A person has an “interest” in shares if:


- his name is on the register of members of the issuer;
- the shares are held for him by another person (stockbroker, custodian etc.);
- he is entitled to exercise rights attaching to the shares or to control their exercise; or
- he is deemed interested.

## 5. Disclosure of Share Interests (2/2)

### Disclosure of Interests




<http://sdinotice.hkex.com.hk/di/NSSrchMethod.aspx?src=MAIN&lang=EN&in=1&>

**HKExnews披露易**繁體 | 简体**HKEx**  
香港交易所

Listed Company Information	Shareholding Disclosures	Issuer-related Information
<ul style="list-style-type: none"><li>▪ Latest Information</li><li>▪ Simple Search</li><li>▪ Advanced Search</li></ul>	<ul style="list-style-type: none"><li>▪ <b>Disclosure of Interests</b></li><li>▪ CCASS Shareholding Search</li></ul>	<ul style="list-style-type: none"><li>▪ Prolonged Suspension Status Report</li><li>▪ Share Repurchases Reports</li><li>▪ Application Proof &amp; PHIP</li></ul> <a href="#">more ▶</a>

### Shareholding Disclosures

#### Disclosure of Interests

[Explanatory Notes](#) 

Under Part XV of the Securities and Futures Ordinance (Cap. 571) (SFO) substantial shareholders are required to disclose interests in shares of listed corporations. Directors and chief executives of a listed corporation are required to disclose interests in shares and debentures of the listed corporation and its associated corporations. The information disclosed can be found by searching this web site using the following methods. Information disclosed under the repealed Securities (Disclosure of Interests) Ordinance (Cap. 396) (i.e. notices filed in respect of the period up to 31 March 2003) is maintained in a separate database and can be found by clicking this link <http://www.hkexnews.hk/listedco/sdi/sdicalendar.asp>.

Please select one of the following methods to search:

1. Search by listed corporation (stock code or name of the listed corporation)
2. Search by substantial shareholder / director
3. Search by date only
4. Search of daily summaries



## 6. Further Resources

---

The following guidance materials explain how the Exchange and the SFC deal with certain listing-related matters, in terms of both conceptual approach and regulatory processes.

- SFC Guidelines on Disclosure of Inside Information  
<http://www.sfc.hk/edistributionWeb/gateway/EN/consultation/openConclusionAppendix?refNo=10CP2&appendix=4>
- The Exchange's Guide on Connected Transaction Rules  
[http://www.hkex.com.hk/eng/rulesreg/listrules/listguid/Documents/ctguide\\_e.pdf](http://www.hkex.com.hk/eng/rulesreg/listrules/listguid/Documents/ctguide_e.pdf)
- The Exchange's Guide on General Meetings  
[http://www.hkex.com.hk/eng/rulesreg/listrules/listguid/listpp/eppguid/Documents/gm\\_guide.doc](http://www.hkex.com.hk/eng/rulesreg/listrules/listguid/listpp/eppguid/Documents/gm_guide.doc)
- The Exchange's Policy on Share Trading Suspension  
<http://www.hkex.com.hk/eng/rulesreg/listrules/listletter/Documents/20110630.pdf>
- Guide on Practices and Procedures for Post-vetting Announcements of Listed Issuers and Handling Matters Involving Trading Arrangements prior to Publication of Announcements  
[http://www.hkex.com.hk/eng/rulesreg/listrules/listguid/listpp/eppguid/documents/ai\\_postvet.doc](http://www.hkex.com.hk/eng/rulesreg/listrules/listguid/listpp/eppguid/documents/ai_postvet.doc)



A photograph of an industrial facility under a clear blue sky. On the left, a tall, white, conical silo is surrounded by a complex black metal framework of stairs and walkways. To the right of the silo is a large industrial building with a red upper section and a blue lower section. A blue conveyor belt system extends from the building towards the silo. In the foreground, three workers wearing high-visibility vests and hard hats are walking on a dirt path. A red and white striped caution tape is visible in the lower left.

# THANK YOU

Mongolian Mining Corporation  
16F Central Tower  
Sukhbaatar District  
Ulaanbaatar 14200  
Mongolia  
[www.mmc.mn](http://www.mmc.mn)  
[investor@mmc.mn](mailto:investor@mmc.mn)



The completion of a company's listing on the Hong Kong Stock Exchange brings one intensely regulated process to a close, but is just the beginning of another. Compliance by listed companies with their continuing obligations under the Listing Rules and other regulations is equally demanding, and needs to be managed within fixed time limits and under the glare of public accountability. These continuing obligations are primarily designed to ensure the maintenance of a fair and orderly market in securities, and that all users of the market have simultaneous access to the same information.

While we have tried to make this Presentation as informative as possible, please kindly note that it is only an overview of listed issuers' continuing obligations under the Listing Rules and certain related statutory provisions and therefore should not be relied upon as legal advice in any jurisdiction. Because of the generality of this Presentation, the information provided in it may not adequately address, or be applicable to, all situations and should not be acted upon without specific legal advice based on the relevant situation.



# Announcement, Circular and Disclosure Obligations (6/1)

## Post-vetting and Pre-vetting regime



### POST-VETTING REGIME

In 2009, the Exchange introduced a post-vetting regime, in a shift of its regulatory focus from pre-vetting towards post-vetting, monitoring and enforcement. Under Listing Rule 13.52B(2), issuers are encouraged to consult the Exchange on rule compliance issues.

### PRE-VETTING REGIME

The following documents continue to require pre-vetting by the Exchange prior to publication:

- listing document (including prospectus);
- circular relating to:
  - 1) cancellation or withdrawal of listing;
  - 2) notifiable transaction;
  - 3) connected transaction (including CCT);
  - 4) any proposal to explore for natural resources as an extension to or change from the issuer's existing activities;
  - 5) any warrant proposal under paragraph 4(c) of Practice Note 4 of the Listing Rules;
- circular or offer document relating to a takeover, merger, or offer; and
- announcement for:
  - 1) very substantial disposal, very substantial acquisition, or reverse takeover;
  - 2) any transaction or arrangement which would result in a fundamental change in the principal business activities of the listed issuer within 12 months after listing under Listing Rules 14.89 to 14.91; or
  - 3) any matter relating to a cash company under Listing Rules 14.82 and 14.83.