

第 III 部

本條例第 344A 條不適用的公司

(附表 16 由 1999 年第 30 號第 41 條增補)

附表 17 [第 2、38、43、48A、
342 及 360 條及附表 18]

為施行本條例第 2(1) 條中的“招股章程”定義
的 (b)(ii) 段而指明的要約

第 1 部

不屬定義範圍內的要約等的列表

1. 向《證券及期貨條例》(第 571 章) 附表 1 第 1 部的第 1 條所指的专业投資者 (包括屬該條中“專業投資者”定義的 (j) 段所指的专业投資者) 作出的要約。
2. 符合以下說明的要約——
 - (a) 該要約向不超過 50 名人士作出；及
 - (b) 該要約載有本條例附表 18 第 3 部指明的陳述。
3. 符合以下說明的要約——
 - (a) 就該要約而須為有關股份或債權證支付的總代價，不得超過第 2 部指明的款額或以另一種貨幣折算的等值款額；及
 - (b) 該要約載有本條例附表 18 第 3 部指明的陳述。
4. 符合以下說明的要約——
 - (a) 就該要約而言，有關股份的最低面額或任何人須為有關股份支付的最低代價，不得少於第 3 部指明的款額或以另一種貨幣折算的等值款額；如屬債權證，須認購或購買的最低本金款額不得少於第 3 部指明的款額或以另一種貨幣折算的等值款額；及
 - (b) 該要約載有本條例附表 18 第 3 部指明的陳述。
5. 與真誠邀請簽立包銷協議有關連的要約。
6. 與收購、合併或股份購回有關連的要約，而該項收購、合併或股份購回是符合監察委員會所發出的且不時有效的《公司收購及合併守則》以及《股份購回守則》的。
7. 符合以下說明的要約——
 - (a) (i) 向某公司任何或所有的股份持有人作出的無需代價而取得該公司的股份的要約；或

小組委員會文件編號 SC(1)-S1-附錄 6
SC Ref.No.SC(1)-S1-Appendix 6

PART III

COMPANIES TO WHICH SECTION 344A OF THIS
ORDINANCE DOES NOT APPLY

(Sixteenth Schedule added 30 of 1999 s. 41)

SEVENTEENTH SCHEDULE

[ss. 2, 38, 43, 48A,
342 & 360 &
18th Sch.]

OFFERS SPECIFIED FOR THE PURPOSES OF PARAGRAPH (b)(ii)
OF THE DEFINITION OF “PROSPECTUS” IN
SECTION 2(1) OF THIS ORDINANCE

PART I

LIST OF OFFERS, ETC. NOT FALLING
WITHIN DEFINITION

1. An offer to professional investors within the meaning of section 1 of Part 1 of Schedule 1 to the Securities and-Futures Ordinance (Cap. 571)(including professional investors falling within paragraph (j) of the definition of “professional investor” in that section).
2. An offer—
 - (a) to not more than 50 persons; and
 - (b) containing a statement specified in Part 3 of the Eighteenth Schedule to this Ordinance.
3. An offer—
 - (a) in respect of which the total consideration payable for the shares or debentures concerned shall not exceed the amount specified in Part 2, or its equivalent in another currency; and
 - (b) containing a statement specified in Part 3 of the Eighteenth Schedule to this Ordinance.
4. An offer—
 - (a) in respect of which the minimum denomination of, or the minimum consideration payable by any person for, the shares or, in the case of debentures, the minimum principal amount to be subscribed or purchased, is not less than the amount specified in Part 3, or its equivalent in another currency; and
 - (b) containing a statement specified in Part 3 of the Eighteenth Schedule to this Ordinance.
5. An offer in connection with an invitation made in good faith to enter into an underwriting agreement.
6. An offer in connection with a takeover or merger or a share repurchase which is in compliance with the Codes on Takeovers and Mergers and Share Repurchases issued by the Commission as in force from time to time.
7. An offer of shares in a company—
 - (a) made—
 - (i) for no consideration, to any or all holders of shares in the company; or

- (ii) 向某公司某一類別股份的所有股份持有人作出的該公司的股份的要約，作為股息或其他分發以外的選擇，但要約提供的股份須與該等持有人所持股份屬同一類別的繳足股款股份；及
- (b) 該要約載有本條例附表 18 第 3 部指明的陳述。
8. 符合以下說明的要約——
- (a) 屬某公司的股份或債權證的要約；
- (b) 該要約是向就 (a) 段提述的公司而言屬合資格的人作出的，或向就與該公司屬同一公司集團的成員的另一間公司而言屬合資格的人作出的；
- (c) 該要約是由以下公司或人作出——
- (i) (a) 段提述的公司；
- (ii) 與 (a) 段提述的公司屬同一公司集團的成員的另一間公司；或
- (iii) 符合以下說明的受託人——
- (A) 屬第 (i) 及 (ii) 節所述的任何一間或多於一間公司所設立的信託的受託人；及
- (B) 持有屬該要約標的的股份或債權證；
- (d) 按照該要約的條款只有屬要約對象的合資格的人才能夠收購該等股份或債權證，如該要約的條款准許的話，任何合資格的人亦能夠收購該等股份或債權證；及
- (e) 該要約載有本條例附表 18 第 3 部指明的陳述。
9. 由——
- (a) 《稅務條例》(第 112 章) 第 88 條所述的屬公共性質的慈善機構或信託；或
- (b) 《性別歧視條例》(第 480 章) 第 2(1) 條所指的教育機構，
- 作出的要約，而——
- (c) 該要約的收益會運用於達致該慈善機構、信託或教育機構(視屬何情況而定)的宗旨；及
- (d) 該要約載有本條例附表 18 第 3 部指明的陳述。
10. 符合以下說明的要約——
- (a) 向某會社或組織的成員或尋求成為其成員的申請人作出，而——
- (i) 該等成員或申請人能夠合理地視為對該會社或組織的事宜在成員或申請人相互之間以及在成員或申請人與會社或組織之間有共同利益的人；及
- (ii) 該要約的收益會運用於能夠合理地視為關涉該會社或組織的事宜的目的；且
- (b) 該要約載有本條例附表 18 第 3 部指明的陳述。
11. 符合以下說明的要約——
- (a) 該要約關乎——
- (i) 交換同一間公司的股份，而該宗交換並不導致該公司的已發行股本有所增加；或
- (ii) 交換同一間公司的債權證，而該宗交換並不導致在債權證下尚未清償的總本金額有所增加；且
- (b) 該要約載有本條例附表 18 第 3 部指明的陳述。
12. 符合以下說明的要約——
- (a) 與根據《證券及期貨條例》(第 571 章) 第 104 條獲認可的集體投資計劃有關連的；且
- (b) 每一份廣告、邀請或文件的發出已在與該要約有關連的情況下根據《證券及期貨條例》(第 571 章) 第 105 條獲認可。

- (ii) as an alternative to a dividend or other distribution, to all holders of shares of a particular class in the company, provided the offer is of fully paid-up shares of the same class; and
- (b) containing a statement specified in Part 3 of the Eighteenth Schedule to this Ordinance.
8. An offer—
- (a) of shares in or debentures of a company;
- (b) to persons who are qualifying persons in respect of the company referred to in paragraph (a) or of another company which is a member of the same group of companies as the company referred to in that paragraph;
- (c) by—
- (i) the company referred to in paragraph (a);
- (ii) another company which is a member of the same group of companies as the company referred to in paragraph (a); or
- (iii) the trustees—
- (A) of a trust established by any one or more of the companies mentioned in subparagraphs (i) and (ii); and
- (B) holding the shares or debentures the subject of the offer;
- (d) on terms that the only persons who can acquire the shares or debentures are the qualifying persons to whom they are offered or, if the terms of the offer so permit, any qualifying person; and
- (e) containing a statement specified in Part 3 of the Eighteenth Schedule to this Ordinance.
9. An offer by—
- (a) a charitable institution or trust of a public character mentioned in section 88 of the Inland Revenue Ordinance (Cap. 112); or
- (b) an educational establishment within the meaning of section 2(1) of the Sex Discrimination Ordinance (Cap. 480),
- where—
- (c) the proceeds of the offer will be applied towards the objectives of the charitable institution or trust, or educational establishment, as the case may be; and
- (d) the offer contains a statement specified in Part 3 of the Eighteenth Schedule to this Ordinance.
10. An offer—
- (a) to members, or applicants for membership, of a club or association—
- (i) who can reasonably be regarded as having a common interest with each other and with the club or association in the affairs of the club or association; and
- (ii) where the proceeds of the offer are to be applied for purposes which can reasonably be regarded as concerning the affairs of the club or association; and
- (b) containing a statement specified in Part 3 of the Eighteenth Schedule to this Ordinance.
11. An offer—
- (a) in respect of—
- (i) an exchange of shares in the same company which does not result in an increase in the issued share capital of the company; or
- (ii) an exchange of debentures of the same company which does not result in an increase in the aggregate principal amount outstanding under the debentures; and
- (b) containing a statement specified in Part 3 of the Eighteenth Schedule to this Ordinance.
12. An offer—
- (a) in connection with a collective investment scheme authorized under section 104 of the Securities and Futures Ordinance (Cap. 571); and
- (b) in connection with which the issue of each advertisement, invitation or document has been authorized under section 105 of the Securities and Futures Ordinance (Cap. 571).

第 2 部

為施行第 1 部第 3 條而
指明的款額

\$5,000,000

第 3 部

為施行第 1 部第 4 條而
指明的款額

\$500,000

第 4 部

第 1 部的釋義

1. 在第 1 部中，凡提述要約之處——
 - (a) 包括提述對屬該要約的標的的股份或債權證的任何權利、期權或權益作出的或就該權利、期權或權益作出的要約；
 - (b) 在該要約是向香港以外的人作出的範圍內，不包括該要約。
2. 任何招股章程、公告、啓事、通知、通告、冊子、廣告或其他文件如完全屬在第 1 部第 1、2、5、6、7、8、9、10、11 或 12 條任何組合的範圍內，則仍屬在第 1 部所指的範圍內。
3. 為施行第 1 部第 2 及 3 條，某項要約須與符合下述條件的就同類別股份或債權證所作出的任何其他要約一併看待——
 - (a) 該項其他要約是由同一人作出的；
 - (b) 該項其他要約於截至首述的要約首次作出的日期為止的 12 個月內的某時間接受承約；及
 - (c) 就該項其他要約發出的有關文件憑藉上述第 2 或 3 條獲符合而不屬招股章程。
4. 為施行第 1 部第 2 條，凡有要約——
 - (a) 就股份或債權證向多於一名受託人或向某合夥或非法團組織的多於一名成員，以其上述身分作出；或
 - (b) 就股份或債權證向任何其他 2 名或多於 2 名人士共同作出，
 則該項要約須視作向單一人作出。
5. 為施行第 1 部第 7 條，公司的股份持有人就該條所述的要約而言，指於下述日期辦公時間結束之時屬該公司的股份持有人的人——
 - (a) 該項要約指明的日期；或
 - (b) 於截至該項要約首次作出的日期為止的 60 天內的任何一日。
6. 為施行本條及第 1 部第 8 條——
 - (a) “合資格的人”(qualifying person) 就公司而言——
 - (i) 指——
 - (A) 該公司的真誠董事、僱員、高級人員、顧問、前董事、前僱員、前高級人員或前顧問；
 - (B) (A) 分節所述的任何人的真誠受養人；

PART 2

AMOUNT SPECIFIED FOR THE PURPOSES OF
SECTION 3 OF PART 1

\$5,000,000

PART 3

AMOUNT SPECIFIED FOR THE PURPOSES OF
SECTION 4 OF PART 1

\$500,000

PART 4

INTERPRETATION OF PART 1

1. Any reference to an offer in Part 1—
 - (a) includes an offer of any right, option or interest in or in relation to the shares or debentures the subject of the offer;
 - (b) does not include the offer to the extent that it is made to persons who are outside Hong Kong.
2. A prospectus, notice, circular, brochure, advertisement, or other document, still falls within Part 1 if it falls entirely within any combination of any of sections 1, 2, 5, 6, 7, 8, 9, 10, 11 or 12 of Part 1.
3. For the purposes of sections 2 and 3 of Part 1, an offer is to be taken together with any other offer of the same class of shares or debentures—
 - (a) which was made by the same person;
 - (b) which was open at any time within the period of 12 months ending with the date on which the first-mentioned offer is first made; and
 - (c) the document issued in respect of which was not a prospectus by virtue of either of those sections being satisfied.
4. For the purposes of section 2 of Part 1—
 - (a) the making of an offer of shares or debentures to trustees or members of a partnership or unincorporated association in their capacity as such; or
 - (b) the making of such an offer to any other 2 or more persons jointly,
 is to be treated as the making of an offer to a single person.
5. For the purposes of section 7 of Part 1, a holder of shares in a company, in relation to an offer mentioned in that section, means a person who, at the close of business on a date—
 - (a) specified in the offer; or
 - (b) falling within the period of 60 days ending with the date on which the offer is first made,
 is a holder of shares in the company.
6. For the purposes of this section and section 8 of Part 1—
 - (a) “qualifying person”(合資格的人), in relation to a company—
 - (i) means—
 - (A) a bona fide director, employee, officer, consultant, former director, former employee, former officer or former consultant of the company;
 - (B) a bona fide dependent of any person mentioned in sub-subparagraph (A);

- (ii) 包括符合以下說明的信託的受託人——
 (A) 第 1 部第 8(c)(i) 及 (ii) 條所述的一間或多於一間公司所設立的信託；及
 (B) 能夠代表第 (i) 節提述的任何人持有股份或債權證的信託；
- (b) “顧問”(consultant) 指任何依據服務合約向公司 (“有關公司”) 提供通常由下述公司的僱員提供的服務的人——
 (i) 有關公司；或
 (ii) 另一間公司，而該公司屬主要經營的業務種類與有關公司相同的同類公司；
- (c) “受養人”(dependent) 就任何人而言，指——
 (i) 該人的妻子、丈夫、遺孀或鰥夫；或
 (ii) 該人的任何未滿 18 歲的子女或繼子女。

7. 監察委員會可就本附表的條文擬備和發表指引。

8. 根據第 7 條發表的指引並非附屬法例。

(附表 17 由 2004 年第 30 號第 2 條增補)

附表 18

[第 38、342 及 360 條
及附表 17 及 21]

須載於某些文件內的警告性
陳述等

第 1 部

本條例第 38(1) 條適用的
招股章程須載有的陳述

(位於顯眼位置並採用以下措辭或有相同意思的措辭的陳述 (如所用語文為英文)——

“IMPORTANT

If you are in any doubt about any of the contents of this prospectus, you should obtain independent professional advice.”;

而若所用語文為中文，則須為採用以下措辭或有相同意思的措辭的陳述——

“重要提示

如你對此招股章程的任何內容有任何疑問，你應尋求獨立專業意見。”。

- (ii) includes the trustees of a trust—
 (A) established by any one or more of the companies mentioned in section 8(c)(i) and (ii) of Part I; and
 (B) which can hold shares or debentures on behalf of any person referred to in subparagraph (i);
- (b) “consultant” (顧問) means a person who, pursuant to a contract for services, renders services to a company (“the relevant company”) which are commonly rendered by an employee of—
 (i) the relevant company; or
 (ii) a company belonging to the class of companies which predominantly carry out the same kind of business as the relevant company;
- (c) “dependent” (受養人), in relation to a person, means—
 (i) the wife, husband, widow or widower of the person; or
 (ii) any child, or stepchild, of the person under the age of 18 years.

7. The Commission may prepare and publish guidelines in relation to the provisions of this Schedule.

8. Guidelines published under section 7 are not subsidiary legislation.
(Seventeenth Schedule added 30 of 2004 s. 2)

EIGHTEENTH SCHEDULE

[ss. 38, 342 &
360 & 17th &
21st Schs.]

WARNING, ETC. STATEMENTS TO BE CONTAINED IN CERTAIN DOCUMENTS

PART I

STATEMENT TO BE CONTAINED IN PROSPECTUS TO WHICH SECTION 38(1) OF THIS ORDINANCE APPLIES

A statement, in a prominent position, if in the English language, in the following form or a form to the like effect—

“IMPORTANT

If you are in any doubt about any of the contents of this prospectus, you should obtain independent professional advice.”;
and, if in the Chinese language, a statement in the following form or a form to the like effect—

“重要提示

如你對此招股章程的任何內容有任何疑問，你應尋求獨立專業意見。”。

第 2 部

在香港以外成立為法團的公司

1. 修訂

載於——

- (a) 招股章程中的資料只可——
- (i) 由該招股章程的附錄修訂；或
 - (ii) 藉以一份新的招股章程取代該招股章程的方式修訂；
- (b) 招股章程附錄中的資料只可——
- (i) 由該招股章程的進一步附錄修訂；
 - (ii) 藉以一份新的附錄取代該附錄的方式修訂；或
 - (iii) 藉以一份新的招股章程取代該附錄及該招股章程的方式修訂。

2. 依據第 1 條作出的修訂即屬招股章程

現宣布任何依據第 1 條作出的修訂即屬招股章程，在符合第 3 條的規定下，本條例的條文據此而適用於該修訂。

3. 若干依據第 1 條作出的修訂須與招股章程一併理解

在將依據第 1(a)(i) 或 (b)(i) 或 (ii) 條作出的修訂與它所關乎的招股章程及該招股章程的附錄（如有的話）一併理解便令本條例的某條文（包括本條例附表 3 第 3 段）能夠適用於該修訂的情況下，該修訂須為該條文如此適用的目的而如此理解。

(附表 20 由 2004 年第 30 號第 2 條增補)

附表 21

[第 38A、39B、342A、
342CB 及 360 條及
附表 12 及 18]

招股章程可按照有關條文由超過
一份文件組成

第 1 部

本條例第 II 部的條文適用
的招股章程

1. 釋義

在本部中——

PART 2

COMPANIES INCORPORATED OUTSIDE HONG KONG

1. Amendments

The information contained in—

- (a) a prospectus may only be amended by—
- (i) an addendum to the prospectus; or
 - (ii) replacing the prospectus with a new prospectus;
- (b) an addendum to a prospectus may only be amended by—
- (i) a further addendum to the prospectus;
 - (ii) replacing the addendum with a new addendum; or
 - (iii) replacing the addendum and prospectus with a new prospectus.

2. Amendment made pursuant to section 1 is prospectus

It is hereby declared that any amendment made pursuant to section 1 is a prospectus and, subject to section 3, the provisions of this Ordinance shall apply to the amendment accordingly.

3. Certain amendments made pursuant to section 1 to be read with prospectus

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 1(a)(i) or (b)(i) or (ii), the amendment shall, for the purposes of that application, be read with the prospectus to which it relates and the addenda, if any, to the prospectus.

(Twenty-first Schedule added 30 of 2004 s. 2.)

TWENTY-FIRST SCHEDULE

[ss. 38A, 39B, 342A,
342CB & 360 &
12th & 18th Schs.]

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

PART 1

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

1. Interpretation

In this Part—

- (/) 在(但僅在)為闡明該廣告的法律性質而構思的說明——
- (i) 與該廣告不屬招股章程此一性質相符；並
 - (ii) 符合根據本條例第 38BA 條發表的指引，的情況下，該說明。

2. 語文

有關廣告可採用中文或英文，或兼採用中文及英文。

(附表 19 由 2004 年第 30 號第 2 條增補)

- (/) legends designed to clarify the legal nature of the advertisement if, but only if, the legends are consistent with—
- (i) the advertisement not being a prospectus; and
 - (ii) guidelines published under section 38BA of this Ordinance.

2. Language

The advertisement may be in the English language or the Chinese language or both languages.
(Nineteenth Schedule added 30 of 2004 s. 2)

附表 20

[第 38A、39A、342A、
342CA 及 360 條
及附表 12]

修訂由一份文件組成
的招股章程

第 1 部

在香港成立為法團的公司

TWENTIETH SCHEDULE

[ss. 38A, 39A, 342A,
342CA & 360
& 12th Sch.]

AMENDMENT OF PROSPECTUS CONSISTING
OF ONE DOCUMENT

PART I

COMPANIES INCORPORATED IN HONG KONG

1. 修訂

載於——

- (a) 招股章程中的資料只可——
 - (i) 由該招股章程的附錄修訂；或
 - (ii) 藉以一份新的招股章程取代該招股章程的方式修訂；
- (b) 招股章程附錄中的資料只可——
 - (i) 由該招股章程的進一步附錄修訂；
 - (ii) 藉以一份新的附錄取代該附錄的方式修訂；或
 - (iii) 藉以一份新的招股章程取代該附錄及該招股章程的方式修訂。

2. 依據第 1 條作出的修訂即屬招股章程

現宣布任何依據第 1 條作出的修訂即屬招股章程，在符合第 3 條的規定下，本條例的條文據此而適用於該修訂。

3. 若干依據第 1 條作出的修訂須與招股章程一併理解

在將依據第 1(a)(i) 或 (b)(i) 或 (ii) 條作出的修訂與它所關乎的招股章程及該招股章程的附錄(如有的話)一併理解便令本條例的某條文(包括本條例附表 3 第 3 段)能夠適用於該修訂的情況下，該修訂須為該條文如此適用的目的而如此理解。

1. Amendments

The information contained in—

- (a) a prospectus may only be amended by—
 - (i) an addendum to the prospectus; or
 - (ii) replacing the prospectus with a new prospectus;
- (b) an addendum to a prospectus may only be amended by—
 - (i) a further addendum to the prospectus;
 - (ii) replacing the addendum with a new addendum; or
 - (iii) replacing the addendum and prospectus with a new prospectus.

2. Amendment made pursuant to section 1 is prospectus

It is hereby declared that any amendment made pursuant to section 1 is a prospectus and, subject to section 3, the provisions of this Ordinance shall apply to the amendment accordingly.

3. Certain amendments made pursuant to section 1 to be read with prospectus

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 1(a)(i) or (b)(i) or (ii), the amendment shall, for the purposes of that application, be read with the prospectus to which it relates and the addenda, if any, to the prospectus.

“有關資料”(relevant information)就招股章程而言，指本條例第 37 至 44B 條及附表 3 的條文規定該招股章程須載有的資料；

“計劃章程”(programme prospectus)指本條例第 II 部的條文適用的並載於第 2(1)(a) 條所述的文件中的招股章程；

“發行章程”(issue prospectus)指本條例第 II 部的條文適用的並載於第 2(1)(b) 條所述的一份或一系列文件中的招股章程。

2. 由超過一份文件組成的招股章程

- (1) 招股章程可由下述文件組成——
- (a) 載有發行人認為合適的有關資料(但不包括該招股章程所關乎的股份或債權證的價格，或計算該價格的程式)的文件；及
- (b) 載有並未在 (a) 段所述的文件中載有的有關資料的一份或一系列文件。
- (2) 為免生疑問，現宣布發行章程無須與有關的計劃章程同時發行。

3. 修訂

載於——

- (a) 計劃章程中的資料只可——
- (i) 由該計劃章程的附錄修訂；
- (ii) 藉以一份新的計劃章程取代該計劃章程的方式修訂；或
- (iii) 由有關的發行章程或該發行章程的附錄修訂；
- (b) 發行章程中的資料只可——
- (i) 由該發行章程的附錄修訂；或
- (ii) 藉以一份新的發行章程取代該發行章程的方式修訂；
- (c) 計劃章程附錄中的資料只可——
- (i) 由該計劃章程的進一步附錄修訂；
- (ii) 藉以一份新的附錄取代該附錄的方式修訂；
- (iii) 藉以一份新的計劃章程取代該附錄及該計劃章程的方式修訂；或
- (iv) 由有關的發行章程或該發行章程的附錄修訂；
- (d) 發行章程附錄中的資料只可——
- (i) 藉以一份新的附錄取代該附錄的方式修訂；或
- (ii) 藉以一份新的發行章程取代該附錄及該發行章程的方式修訂。

4. 依據第 3 條作出的修訂即屬招股章程

現宣布任何依據第 3 條作出的修訂即屬招股章程，在符合第 5 條的規定下，本條例的條文據此而適用於該修訂。

5. 若干依據第 3 條作出的修訂須與其他相關文件一併理解

在將依據第 3 條作出的修訂與它所關乎的所有或任何計劃章程及該計劃章程的附錄(如有的話)以及它所關乎的發行章程及該發行章程的附錄(如有的話)(視情況所需而定)一併理解，便令本條例的某條文(包括本條例附表 3 第 3 段)能夠適用於該修訂的情況下，該修訂須為該條文如此適用的目的而如此理解。

“issue prospectus”(發行章程) means that prospectus to which the provisions of Part II of this Ordinance apply contained in the document, or series of documents, mentioned in section 2(1)(b);

“programme prospectus”(計劃章程) means that prospectus to which the provisions of Part II of this Ordinance apply contained in the document mentioned in section 2(1)(a);

“relevant information”(有關資料), in relation to a prospectus, means such information as is required by the provisions of sections 37 to 44B of, and the Third Schedule to, this Ordinance to be contained in the prospectus.

2. Prospectus consisting of more than one document

- (1) A prospectus may consist of—
- (a) a document containing such relevant information as the issuer of the document thinks fit (but excluding the price, or any formula for calculating the price, of the shares or debentures to which the prospectus relates); and
- (b) a document, or series of documents, containing such relevant information as is not already contained in the document mentioned in paragraph (a).
- (2) For the avoidance of doubt, it is hereby declared that an issue prospectus does not have to be issued at the same time as the programme prospectus concerned is issued.

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.

5. 警告

(1) 每份發行章程(包括第 3(b)(ii) 或 (d)(ii) 條所述的新發行章程)及任何申請表格,均必須載有本條例附表 18 第 4 部指明的陳述。

(2) 依據第 3(b)(i) 條作出的任何修訂,必須載有本條例附表 18 第 5 部指明的陳述。

7. 計劃章程等可供查閱

計劃章程的發行人必須作出安排令——

(a) 該計劃章程及其附錄(如有的話);及

(b) 有關的發行章程及其附錄(如有的話),

在向公眾要約或售賣該發行章程所關乎的股份或債權證的整段期間,讓投資者及潛在投資者可輕易查閱。

8. 計劃章程等所關乎的要約的終止

屬計劃章程及其附錄(如有的話)以及有關的發行章程及其附錄(如有的話)標的的股份或債權證,須自下述日期(以較早者為準)起終止向公眾要約或售賣——

(a) 該計劃章程所關乎的公司在刊登該計劃章程後發表下一份年報及帳目的日期;

(b) 該計劃章程刊登日期的一周年當日;或

(c) (如就有關的要約而言,有本條例第 38(8) 條所指的提供擔保的法團)該提供擔保的法團在刊登該計劃章程後發表下一份年報及帳目的日期。

9. 本條例第 38C 條的適用範圍

現宣布凡本條例第 38C 條已就某已發行的計劃章程而獲符合,則發行任何有關的發行章程一事本身並不使該條須再度就該計劃章程而獲符合。

第 2 部

本條例第 XII 部的條文適用
的招股章程

1. 釋義

在本部中——

“有關資料”(relevant information)就招股章程而言,指本條例第 XII 部及附表 3 的條文規定該招股章程須載有的資料;

“計劃章程”(programme prospectus)指本條例第 XII 部的條文適用的並載於第 2(1)(a) 條所述的文件中的招股章程;

“發行章程”(issue prospectus)指本條例第 XII 部的條文適用的並載於第 2(1)(b) 條所述的一份或一系列文件中的招股章程。

6. Warning

(1) Every issue prospectus (including a new issue prospectus mentioned in section 3(b)(ii) or (d)(ii)) and any form of application must contain a statement specified in Part 4 of the Eighteenth Schedule to this Ordinance.

(2) Any amendment made pursuant to section 3(b)(i) must contain a statement specified in Part 5 of the Eighteenth Schedule to this Ordinance.

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 throughout the period during which the shares or debentures to which the issue prospectus relates are offered or sold to the public.

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

The shares or debentures the subject of a programme prospectus and its addenda, if any, and the issue prospectus concerned and its addenda, if any, 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;

(b) the first anniversary of the date of publication of the programme prospectus; or

(c) if there is a guarantor corporation, within the meaning of section 38(8) of this Ordinance, in relation to the offer concerned, the publication of the next annual report and accounts of the guarantor corporation after the publication of the programme prospectus,

whichever is the earlier.

9. Application of section 38C of this Ordinance

It is hereby declared that, where section 38C of this Ordinance has been complied with in respect of a programme prospectus which has been issued, the issue of any issue prospectus concerned does not of itself require that section to again be complied with in respect of the programme prospectus.

PART 2

PROSPECTUS TO WHICH THE PROVISIONS OF
PART XII OF THIS ORDINANCE APPLY

1. Interpretation

In this Part—

“issue prospectus”(發行章程) means that prospectus to which the provisions of Part XII of this Ordinance apply contained in the document, or series of documents, mentioned in section 2(1)(b);

“programme prospectus”(計劃章程) means that prospectus to which the provisions of Part XII of this Ordinance apply contained in the document mentioned in section 2(1)(a);

“relevant information”(有關資料), in relation to a prospectus, means such information as is required by the provisions of Part XII of, and the Third Schedule to, this Ordinance to be contained in the prospectus.

2. 由超過一份文件組成的招股章程

- (1) 招股章程可由下述文件組成——
- 載有發行人認為合適的有關資料(但不包括該招股章程所關乎的股份或債權證的價格,或計算該價格的程式)的文件;及
 - 載有並未在(a)段所述的文件中載有的有關資料的一份或一系列文件。
- (2) 為免生疑問,現宣布發行章程無須與有關的計劃章程同時發行。

3. 修訂

載於——

- 計劃章程中的資料只可——
 - 由該計劃章程的附錄修訂;
 - 藉以一份新的計劃章程取代該計劃章程的方式修訂;或
 - 由有關的發行章程或該發行章程的附錄修訂;
- 發行章程中的資料只可——
 - 由該發行章程的附錄修訂;或
 - 藉以一份新的發行章程取代該發行章程的方式修訂;
- 計劃章程附錄中的資料只可——
 - 由該計劃章程的進一步附錄修訂;
 - 藉以一份新的附錄取代該附錄的方式修訂;
 - 藉以一份新的計劃章程取代該附錄及該計劃章程的方式修訂;或
 - 由有關的發行章程或該發行章程的附錄修訂;
- 發行章程附錄中的資料只可——
 - 藉以一份新的附錄取代該附錄的方式修訂;或
 - 藉以一份新的發行章程取代該附錄及該發行章程的方式修訂。

4. 依據第 3 條作出的修訂即屬招股章程

現宣布任何依據第 3 條作出的修訂即屬招股章程,在符合第 5 條的規定下,本條例的條文據此而適用於該修訂。

5. 若干依據第 3 條作出的修訂須與其他相關的文件一併理解

在將依據第 3 條作出的修訂與它所關乎的所有或任何計劃章程及該計劃章程的附錄(如有的話)以及它所關乎的發行章程及該發行章程的附錄(如有的話)(視情況所需而定)一併理解,便令本條例的某條文(包括本條例附表 3 第 3 段)能夠適用於該修訂的情況下,該修訂須為該條文如此適用的目的而如此理解。

6. 警告

- 每份發行章程(包括第 3(b)(ii)或(d)(ii)條所述的新發行章程)及任何申請表格,均必須載有本條例附表 18 第 4 部指明的陳述。
- 依據第 3(b)(i)條作出的任何修訂,必須載有本條例附表 18 第 5 部指明的陳述。

2. Prospectus consisting of more than one document

- (1) A prospectus may consist of—
- a document containing such relevant information as the issuer of the document thinks fit (but excluding the price, or any formula for calculating the price, of the shares or debentures to which the prospectus relates); and
 - a document, or series of documents, containing such relevant information as is not already contained in the document mentioned in paragraph (a).
- (2) For the avoidance of doubt, it is hereby declared that an issue prospectus does not have to be issued at the same time as the programme prospectus concerned is issued.

3. Amendments

The information contained in—

- a programme prospectus may only be amended by—
 - an addendum to the programme prospectus;
 - replacing the programme prospectus with a new programme prospectus; or
 - the issue prospectus concerned or an addendum to the issue prospectus;
- an issue prospectus may only be amended by—
 - an addendum to the issue prospectus; or
 - replacing the issue prospectus with a new issue prospectus;
- an addendum to a programme prospectus may only be amended by—
 - a further addendum to the programme prospectus;
 - replacing the addendum with a new addendum;
 - replacing the addendum and programme prospectus with a new programme prospectus; or
 - the issue prospectus concerned or an addendum to the issue prospectus;
- an addendum to an issue prospectus may only be amended by—
 - replacing the addendum with a new addendum; or
 - 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 (including a new issue prospectus mentioned in section 3(b)(ii) or (d)(ii) and any form of application must contain a statement specified in Part 4 of the Eighteenth Schedule to this Ordinance.
- Any amendment made pursuant to section 3(b)(i) must contain a statement specified in Part 5 of the Eighteenth Schedule to this Ordinance.

7. 計劃章程等可供查閱

計劃章程的發行人必須作出安排令——

- (a) 該計劃章程及其附錄(如有的話);及
- (b) 有關的發行章程及其附錄(如有的話),

在向公眾要約或售賣該發行章程所關乎的股份或債權證的整段期間,讓投資者及潛在投資者可輕易查閱。

8. 計劃章程等所關乎的要約的終止

屬計劃章程及其附錄(如有的話)以及有關的發行章程及其附錄(如有的話)標的股份或債權證,須自下述日期(以較早者為準)起終止向公眾要約或售賣——

- (a) 該計劃章程所關乎的公司在刊登該計劃章程後發表下一份年報及帳目的日期;
- (b) 該計劃章程刊登日期的一周年當日;或
- (c) (如就有關的要約而言,有本條例第 342(8) 條所指的提供擔保的法團)該提供擔保的法團在刊登該計劃章程後發表下一份年報及帳目的日期。

9. 本條例第 342B 條的適用範圍

現宣布凡本條例第 342B 條已就某已發行的計劃章程而獲符合,則發行任何有關的發行章程一事本身並不使該條須再度就該計劃章程而獲符合。

(附表 21 由 2004 年第 30 號第 2 條增補)

附表 22

[第 40 及 360 條]

為施行本條例第 40 條而
指明的人士

1. 依據招股章程中的要約而認購或購買股份或債權證的人士。
2. 透過代理人依據招股章程中的要約而收購股份或債權證的人士。
3. 依據——

- (a) 股份或債權證的發行人或資主;與
- (b) 為有關要約而委任的中介人,

之間的安排而收購該等股份或債權證的人士。

(附表 22 由 2004 年第 30 號第 2 條增補)

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 throughout the period during which the shares or debentures to which the issue prospectus relates are offered or sold to the public.

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

The shares or debentures the subject of a programme prospectus and its addenda, if any, and the issue prospectus concerned and its addenda, if any, 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;
- (b) the first anniversary of the date of publication of the programme prospectus; or
- (c) if there is a guarantor corporation, within the meaning of section 342(8) of this Ordinance, in relation to the offer concerned, the publication of the next annual report and accounts of the guarantor corporation after the publication of the programme prospectus,

whichever is the earlier.

9. Application of section 342B of this Ordinance

It is hereby declared that, where section 342B of this Ordinance has been complied with in respect of a programme prospectus which has been issued, the issue of any issue prospectus concerned does not of itself require that section to again be complied with in respect of the programme prospectus.

(Twenty-first Schedule added 30 of 2004 s. 2)

TWENTY-SECOND SCHEDULE

[ss. 40 & 360]

PERSONS SPECIFIED FOR THE PURPOSES OF
SECTION 40 OF THIS ORDINANCE

1. Persons who subscribe for or purchase shares or debentures pursuant to an offer in a prospectus.
2. Persons who by means of an agent acquire shares or debentures pursuant to an offer in a prospectus.
3. Persons who acquire shares or debentures pursuant to arrangements made between—
 - (a) the issuer or vendor of the shares or debentures; and
 - (b) intermediaries appointed for the purposes of the offer.

(Twenty-second Schedule added 30 of 2004 s. 2)