



公 司 註 冊 處  
COMPANIES REGISTRY

香港金鐘道六十六號  
金鐘道政府合署十五樓

QUEENSWAY GOVERNMENT OFFICES  
15TH FLOOR, 66 QUEENSWAY  
HONG KONG

檔號 REF.: CR HQ/1-50/15 Pt.5

傳真 FAX: (852) 2869 6817

電郵 E-MAIL: crenq@cr.gov.hk

網址 WEBSITE: www.cr.gov.hk

22 December 2023

## **Companies Registry External Circular No. 7 / 2023**

### **Submission of Prospectus Documents in Electronic Form for Registration**

This circular announces the requirements specified by the Registrar of Companies (“the Registrar”) in respect of a prospectus and its accompanying documents (collectively “Prospectus Documents”) which are authorized for registration by The Stock Exchange of Hong Kong Limited (“the Exchange”) and to be delivered in electronic form to the Registrar for registration under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32) (“C(WUMP)O”). The requirements will take effect from **1 January 2024**.

#### **Background**

2. For implementation of the proposals to expand the Paperless Listing regime, the Exchange has amended the Listing Rules (to be effective from 31 December 2023) and has issued a guidance letter (“Guidance Letter”) to provide guidance on the manner in which Prospectus Documents are to be electronically delivered to the Exchange for application for authorization of registration in accordance with the Listing Rules and the C(WUMP)O. The Guidance Letter provides that from 1 January 2024, listing applicants / listed issuers may start submitting Prospectus Documents in electronic form by email to the Exchange to apply for authorization of registration, and from 1 July 2024, Prospectus Documents must be submitted to the Exchange in electronic form by email.

3. According to the Guidance Letter, after authorization for registration has been issued by the Exchange, the listing applicant / listed issuer concerned would send by email to the Registrar for registration the Prospectus Documents authorized for

registration by the Exchange together with the Exchange's certificate of authorization.  
**Specification of Requirements for Documents in Electronic Form**

4. Against the background set out in paragraphs 2 and 3 above, the Registrar has, in exercise of the power under the Companies Ordinance (Chapter 622), specified that **with effect from 1 January 2024**, Prospectus Documents which are authorized for registration by the Exchange and to be delivered in electronic form to the Registrar for registration under section 38D or 342C of the C(WUMP)O shall comply with the requirements published in the Gazette (**G.N. 7700**) on 22 December 2023 (please see **Annex 1**).

#### **Delivery of Documents in Electronic Form**

5. Prospectus Documents to be delivered in electronic form to the Registrar for registration should be sent by email to [crprospectus@cr.gov.hk](mailto:crprospectus@cr.gov.hk). Each email should not exceed the size limit of 25MB.

6. Each email sending the Prospectus Documents to the Registrar for registration shall contain a statement confirming to the Registrar that documents attached to the email are documents issued or authorized by the Exchange for registration and that the documents so attached have not been altered, substituted or otherwise modified subsequent to issue of the Exchange's authorization for registration.

#### **Payment of Fees and Evidence of Payment**

7. Electronic submission of Prospectus Documents to the Registrar for registration should be accompanied by evidence of payment of the registration fee. Payment of the registration fee for the Prospectus Documents may be made by the following means:

- (a) online transfer to the Companies Registry's designated bank account as set out in **Annex 2** ("Designated Bank Account") by e-banking; or
- (b) remittance to the Designated Bank Account by telegraphic or SWIFT transfer.

The evidence of payment should show the transaction details, including the transaction reference, transaction date and payment amount. In arranging payment, the payer should bear all the bank charges and transaction fees.

## **Prospectus Documents Authorized for Registration by the Securities and Futures Commission**

8. The current arrangement of submitting Prospectus Documents, which are authorized for registration by the Securities and Futures Commission, to the Registrar for registration in hard copy form remains unchanged.

## **Enquiries**

9. Enquiries concerning this circular should be directed to Mr. LEE Chak Lam, Solicitor, at (852) 2867 2862 or [crenq@cr.gov.hk](mailto:crenq@cr.gov.hk).

**Miss Helen TANG**  
**Registrar of Companies**

## COMPANIES ORDINANCE (Chapter 622)

In exercise of the power conferred on me under section 32 of the Companies Ordinance (Chapter 622), I hereby specify that with effect from 1 January 2024, a prospectus and its accompanying documents which are authorized for registration by The Stock Exchange of Hong Kong Limited and to be delivered in electronic form ('electronic records') to the Registrar of Companies for registration under section 38D or 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32) ('the C(WUMP)O') shall comply with the following requirements:—

- (a) Electronic records must be sent through electronic mail to (crprospectus@cr.gov.hk) conforming to:—
  - (i) Simple Mail Transfer Protocol (SMTP) or Simple Mail Transfer Protocol over Transport Layer Security (SMTP over TLS);
  - (ii) Multipurpose Internet Mail Extension (MIME) or Secure Multipurpose Internet Mail Extension (S/MIME) standard; and
  - (iii) size not exceeding 25MB.
- (b) Electronic records must be presented in Adobe Portable Document Format ('PDF').
- (c) Where electronic records are compressed, the following compression standards must be followed:—
  - (i) Zip file (.zip);
  - (ii) GNU zip file (.gz);
  - (iii) 7-Zip file (.7z); or
  - (iv) RAR file (.rar).
- (d) Electronic records which contain English characters only must be coded in American Standard Code for Information Interchange (ASCII), ISO/IEC 10646-1:2000, ISO/IEC 10646:2003 with Amendment 1 or ISO/IEC 10646:2011.
- (e) Electronic records which contain Chinese characters must be coded as follows:—
  - (i) Chinese and English characters must be coded in ISO/IEC 10646-1:2000, and the set of Chinese characters is restricted to the Chinese characters within the Chinese-Japanese-Korean (CJK) Unified Ideographs defined in ISO/IEC 10646-1:2000 or the characters included in the Hong Kong Supplementary Character Set - 2001 (HKSCS-2001);
  - (ii) Chinese and English characters must be coded in ISO/IEC 10646:2003 with Amendment 1, and the set of Chinese characters is restricted to the Chinese characters within the CJK Unified Ideographs defined in ISO/IEC 10646:2003 with Amendment 1 or the characters included in the Hong Kong Supplementary Character Set - 2004 (HKSCS-2004); or
  - (iii) Chinese and English characters must be coded in ISO/IEC 10646:2011, and the set of Chinese characters is restricted to the Chinese characters within the CJK Unified Ideographs defined in ISO/IEC 10646:2011.
- (f) Where the signature of a person is required, the relevant electronic record must be signed with a digital signature (as defined in the Electronic Transactions Ordinance (Chapter 553) ('the ETO')) supported by a recognized certificate, generated within the validity of that certificate and used in accordance with the terms of that certificate ('recognized digital signature'). The terms 'recognized certificate' and 'within the validity of that certificate' are defined in the ETO.
- (g) Where any of the electronic records is required to be certified or a certificate in respect thereof is required to be issued under the C(WUMP)O, the certification and certificate must be authenticated by the recognized digital signature of the person making the certification or issuing the certificate.
- (h) When a recognized digital signature is used, it must be attached to an electronic record in accordance with the following standards:—
  - (i) Public-Key Cryptography Standards (PKCS#7); or
  - (ii) PDF v1.5/1.6/1.7 (ISO 32000-1) or v2.0 (ISO 32000-2:2017).

- (i) For an electronic record which comprises multiple electronic records and which has to be signed, each individual record must be separately signed digitally.
- (j) Electronic records must not contain any computer instructions, including but not limited to:—
  - (i) computer viruses; and
  - (ii) macros, scripts and fields that depend on the execution environment and the execution of which will cause changes to the electronic record itself or the information system displaying the electronic record.

22 December 2023

Helen TANG *Registrar of Companies*

## **Companies Registry's designated bank account**

Bank Name: The Hongkong and Shanghai Banking Corporation Limited

Bank Address: 1 Queen's Road Central, Hong Kong

SWIFT Code: HSBCHKHHHKH

Bank Code: 004

Bank Account No.: 600-880223-001

Beneficiary's Name: Companies Registry