
CHAPTER 3A TRANSFER OF LISTING**PART A – GENERAL****3A.01 Introduction**

- (1) This Chapter sets out the requirements that must be complied with by a transfer applicant.
- (2) Where any requirement in this Chapter conflicts with a requirement of another Chapter, the former prevails.

PART B – TRANSFER OF LISTING**3A.02 Transfer to the ACE Market**

- (1) A transfer applicant must –
 - (a) have been listed for at least 2 years on the LEAP Market at the time of application for transfer of listing;
 - (b) be considered as suitable for listing after the assessment by a Sponsor or both the Sponsor and Recognised Approved Adviser as Joint Transfer Sponsor pursuant to Rule 4.07;
 - (c) comply with Chapters 3 and 3A of these Requirements, as the case may be, subject to the additional requirements, modifications or exceptions set out in this Chapter;
 - (d) undertake an issue of shares to the general public as part of its transfer of listing; and
 - (e) comply with the relevant admission procedures and requirements as may be prescribed by the Exchange.

[Cross reference: Guidance Notes 15 and 15A]

- (2) A transfer applicant may apply for the transfer of listing to the ACE Market (including the withdrawal of listing from the LEAP Market) through –
 - (a) a Sponsor; or
 - (b) a Sponsor jointly with a Recognised Approved Adviser as Joint Transfer Sponsor where the Sponsor must be the lead adviser.
- (3) If a Recognised Approved Adviser is appointed as the Joint Transfer Sponsor pursuant to sub-Rule (2)(b) above -
 - (a) the Recognised Approved Adviser is not required to comply with Rules 3.15(1) and 3.18(2) of these Requirements if it is not permitted to act as a placement agent and underwriter; and
 - (b) both the Sponsor and Recognised Approved Adviser must ensure compliance with these Requirements, and are jointly and severally responsible for the transfer of listing application (including the withdrawal of listing from the LEAP Market).

3A.03 Price discovery

- (1) A transfer applicant and its Sponsor or Joint Transfer Sponsor must ensure that there is a clear price discovery mechanism for the transfer applicant's shares which will be transferred to the ACE Market.
- (2) Such price discovery mechanism must –
 - (a) reflect the current valuation ascribed to similar business or sector as the transfer applicant; and
 - (b) be supported with sound and verifiable bases and justifications.
- (3) A transfer applicant and its Sponsor or Joint Transfer Sponsor must ensure that the price discovery mechanism together with the bases and justifications are –
 - (a) disclosed in the circular to shareholders and prospectus; and
 - (b) submitted to the Exchange as part of the transfer listing application.

[Cross reference: Guidance Note 15A]

3A.04 Prospectus requirements

A transfer applicant must comply with the requirements relating to prospectus under Chapter 3 of these Requirements including the contents of prospectus as prescribed in Appendix 3B. In addition, the transfer applicant must also ensure that the prospectus contains the additional information as set out in Appendix 3A(A).

3A.05 Sponsorship of transfer applicant

- (1) A transfer applicant must secure and maintain the services of a Sponsor for the following periods:
 - (a) at least 2 full financial years after its admission to the Official List; or
 - (b) at least 1 full financial year after it has generated operating revenue,whichever is the later.
- (2) The transfer applicant's Sponsor who submitted its transfer of listing application shall act as its Sponsor for at least 1 full financial year following the transfer applicant's admission to the Official List.

[End of Chapter]

Additional contents of prospectus in relation to a transfer of listing to the ACE Market

APPENDIX 3A(A)**Additional contents of prospectus in relation to a transfer of listing to the ACE Market**

(Rules 3A.03(3) and 3A.04)

- (1) Status or progress of the business plan as disclosed in the information memorandum issued pursuant to the transfer applicant's listing on the LEAP Market, including any changes made to such plan and the reasons for such changes.
- (2) Details and status of the utilisation of proceeds raised by the transfer applicant during its listing on the LEAP Market. If the proceeds raised have not been fully utilised, reasons why such proceeds remain unutilised.
- (3) Information on the price discovery mechanism together with the bases and justifications as set out in Rule 3A.03 of these Requirements.

[End of Appendix]