



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

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公司註冊處對外通告第 7 / 2023 號

以電子形式交付招股章程文件以作登記

本通告旨在公布，公司註冊處處長（下稱「處長」）就根據《公司（清盤及雜項條文）條例》（第 32 章）（下稱「該條例」）獲香港聯合交易所有限公司（下稱「聯交所」）批准登記並將以電子形式交付處長登記的招股章程及隨附文件（以下統稱「招股章程文件」）指明所須符合的規定。有關規定將於 **2024 年 1 月 1 日** 起生效。

背景

2. 為了落實擴大無紙化上市機制的建議，聯交所已修訂《上市規則》（由 2023 年 12 月 31 日起生效），並發出指引信（下稱「該指引信」），就根據《上市規則》及該條例以電子形式向聯交所提交招股章程文件以申請批准登記提供指引。該指引信訂明，由 2024 年 1 月 1 日起，上市申請人／上市發行人可開始透過電子郵件向聯交所提交電子形式的招股章程文件，以申請批准登記，而由 2024 年 7 月 1 日起，招股章程文件必須透過電子郵件以電子形式提交予聯交所。

3. 根據該指引信，上市申請人／上市發行人在招股章程文件獲聯交所批准登記後，會透過電子郵件將獲批准登記的招股章程文件送交處長登記，並隨電子郵件附上聯交所的批准證明書。

電子形式文件須符合的指明規定

4. 基於上文第 2 及 3 段所述的背景，處長已行使《公司條例》（第 622 章）所賦予的權力，指明由 **2024 年 1 月 1 日起**，根據該條例第 38D 或 342C 條獲聯交所批准登記並將以電子形式交付處長登記的招股章程文件，須符合 2023 年 12 月 22 日刊登於憲報（**第 7700 號公告**）的規定（請參閱附件 1）。

以電子形式交付文件

5. 以電子形式交付處長登記的招股章程文件，應透過電子郵件傳送至 crprospectus@cr.gov.hk。每封電子郵件的容量不應多於 25MB（百萬字節）的上限。

6. 每封發送招股章程文件予處長登記的電子郵件，均須載有一份聲明，向處長確認電子郵件所附文件是由聯交所發出或獲聯交所批准登記，而所附文件在獲聯交所批准登記後，沒有被更改、取代或以其他方式修改。

繳付費用及付款證明

7. 以電子形式提交招股章程文件予處長登記時，應附上登記費用的付款證明。招股章程文件的登記費用可通過以下方式繳付：

- (a) 透過網上銀行在網上轉帳到**附件 2**所載的公司註冊處指定銀行帳戶（下稱「指定銀行帳戶」）；或
- (b) 透過電匯或 SWIFT 匯款到指定銀行帳戶。

付款證明應顯示交易詳情，包括交易參考編號、交易日期及付款金額。就安排付款，付款人應承擔所有銀行收費及交易費用。

證券及期貨事務監察委員會批准登記的招股章程文件

8. 獲證券及期貨事務監察委員會批准登記的招股章程文件，以印本形式提交予處長登記的現行安排維持不變。

查詢

9. 如對本通告有任何查詢，請致電 (852) 2867 2862 或電郵至 crenq@cr.gov.hk 與律師李澤霖先生聯絡。

公司註冊處處長鄧婉雯

2023 年 12 月 22 日

公司條例 (第 622 章)

本人現行使《公司條例》(第 622 章)第 32 條所授予的權力，指明由 2024 年 1 月 1 日起，凡根據《公司 (清盤及雜項條文) 條例》(第 32 章) (下稱「該條例」) 第 38D 或 342C 條獲香港聯合交易所有限公司批准登記並將以電子形式交付公司註冊處處長登記的招股章程及隨附文件 (下稱「電子紀錄」)，須符合下列規定：

- (a) 電子紀錄須透過電子郵件傳送至 (crprospectus@cr.gov.hk)，並須符合下列各項：
 - (i) 簡單郵遞傳送規約 (Simple Mail Transfer Protocol (SMTP)) 或具備傳輸層保安功能的簡單郵遞傳送規約 (Simple Mail Transfer Protocol over Transport Layer Security (SMTP over TLS))；
 - (ii) 多功能互聯網郵遞延伸 (Multipurpose Internet Mail Extension (MIME)) 標準或保密多功能互聯網郵遞延伸 (Secure Multipurpose Internet Mail Extension (S/MIME)) 標準；及
 - (iii) 容量不多於 25MB(百萬字節)。
- (b) 電子紀錄須採用 Adobe Portable Document Format (PDF) 格式。
- (c) 電子紀錄進行壓縮時須採用下列壓縮標準：
 - (i) Zip 檔 (.zip)；
 - (ii) GNU zip 檔 (.gz)；
 - (iii) 7-Zip 檔 (.7z)；或
 - (iv) RAR 檔 (.rar)。
- (d) 只含英文字符的電子紀錄須採用美國信息交換標準碼 (American Standard Code for Information Interchange (ASCII))、ISO/IEC 10646-1:2000 編碼、ISO/IEC 10646:2003 及其第一修訂版編碼或 ISO/IEC 10646:2011 編碼。
- (e) 含中文字符的電子紀錄須編碼如下：
 - (i) 中文及英文字符須採用 ISO/IEC 10646-1:2000 編碼，而中文字符集只限採用 ISO/IEC 10646-1:2000 所界定的中日韓文統一表意文字 (Chinese-Japanese-Korean (CJK) Unified Ideographs) 的中文字符或已納入《香港增補字符集 -2001》內的字符；
 - (ii) 中文及英文字符須採用 ISO/IEC 10646:2003 及其第一修訂版編碼，而中文字符集只限採用 ISO/IEC 10646:2003 及其第一修訂版所界定的中日韓文統一表意文字的中文字符或已納入《香港增補字符集 -2004》內的字符；或
 - (iii) 中文及英文字符須採用 ISO/IEC 10646:2011 編碼，而中文字符集只限採用 ISO/IEC 10646:2011 所界定的中日韓文統一表意文字的中文字符。
- (f) 凡文件須由人簽署，相關電子紀錄須附有有認可證書證明的數碼簽署(《電子交易條例》(第 553 章) 所界定者)，而該數碼簽署是在該證書的有效期內產生及按照該證書的條款使用 (下稱「認可數碼簽署」)。「認可證書」及「在該證書的有效期內」兩詞的定義均在《電子交易條例》有所界定。
- (g) 凡任何電子紀錄根據該條例須作出核證或須就相關電子紀錄出具一份證明書，該等核證及證明書須附有作出核證或發出證明書的人的認可數碼簽署，以作認證。
- (h) 使用認可數碼簽署時，須按照下列標準將認可數碼簽署附於電子紀錄內：
 - (i) 公開密碼匙加密標準 (Public-Key Cryptography Standards (PKCS#7))；或
 - (ii) PDF v1.5/1.6/1.7 (ISO 32000-1) 或 v2.0 (ISO 32000-2:2017)。

- (i) 就包括多個電子紀錄及須加以簽署的電子紀錄而言，每一個別紀錄均須以數碼形式分開簽署。
- (j) 電子紀錄不得載有任何電腦指令，包括但不限於：
 - (i) 電腦病毒；及
 - (ii) 巨集指令、簡短程式和字段 (視乎執行指令的環境，而電腦在執行這些指令、程式或字段時會令電子紀錄本身或顯示電子紀錄的資訊系統出現改變)。

2023 年 12 月 22 日

公司註冊處處長鄧婉雯

公司註冊處指定銀行帳戶

銀行名稱：香港上海滙豐銀行有限公司

銀行地址：香港皇后大道中1號

SWIFT代號：HSBCHKHHHKH

銀行編號：004

銀行帳戶號碼：600-880223-001

受款人名稱：公司註冊處



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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. 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.

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