

Annex 2-1:

The Guidelines for Preliminary Review of the Listing of Chinese Depositary Receipts under the Stock Connect Scheme between Shenzhen Stock Exchange and Overseas Stock Exchanges (Draft Proposal for Public Consultation)

Chapter I General Provisions

Article 1 These Guidelines are formulated in accordance with the *Administrative Measures for the Offering and Trading of Depositary Receipts* (Trial), the *Provisions on the Supervision and Administration of Depositary Receipts under the Stock Connect Scheme between Domestic and Overseas Stock Exchanges* (the“**Provision**”), the *Interim Measures for the Listing and Trading of Depositary Receipts under the Stock Connect Scheme between Shenzhen Stock Exchange and Overseas Stock Exchanges* (the“**Interim Measures**”) and other applicable rules for the purposes of regulating the preliminary review of the listing of Chinese depositary receipts (“**CDRs**”) under the stock connect scheme between Shenzhen Stock Exchange (hereinafter, the Exchange) and overseas stock exchanges.

Article 2 These Guidelines are applicable to the preliminary review of CDRs to be listed on the Exchange.

Article 3 In order to list a CDR on the Exchange, an issuer of overseas underlying securities (hereinafter, overseas issuer) shall submit an application for preliminary review to the Exchange which will submit the application documents for public offering to the China Securities Regulatory Commission (“**CSRC**”) on behalf of the overseas issuer.

The Exchange will conduct a preliminary review of the CDR as to its compliance with the listing criteria and information disclosure requirements in accordance with these Guidelines and other applicable rules, and issue an opinion thereon.

Article 4 The preliminary review opinion issued by the Exchange on the listing of any CDR does not indicate its judgment or guarantee as to the profitability and risk profile of the overseas issuer, the investment value of the CDR, or the returns for investors. Investors shall make independent judgment on the investment value of the CDR, make independent investment decisions, and bear investment risks by themselves that may arise from, inter alia, changes in the operations and income of the overseas issuer and in the price of the CDR.

Article 5 An overseas issuer shall undertake that the application documents it submits for preliminary review of the listing of the CDR are free from any misrepresentation, misleading statement and major omission, and that it shall be legally liable for the truthfulness, accuracy and completeness thereof. The directors, supervisors and senior executives of the overseas issuer shall faithfully and diligently fulfill their duties, and, as required by applicable laws and regulations, be liable for the truthfulness, accuracy,

and completeness of the information disclosed by the overseas issuer.

The sponsors, sponsor representatives and the sponsor's other relevant personnel, and securities service providers and their personnel that issue documents for the listing of CDRs, shall strictly comply with laws, regulations, rules of competent authorities, normative documents, applicable rules of the Exchange and industry standards, act with good faith and due diligence, and ensure that the documents they issue are true, accurate, and complete and free from any misrepresentation, misleading statement and major omission.

Article 6 The Exchange conducts preliminary review on the principles of openness, fairness, and equitability. It will publicly disclose the application and the process, progress and results of the preliminary review, and subject itself to public scrutiny.

Article 7 The Exchange has put in place a recusal system for preliminary review. Any reviewer who has an actual or potential conflict of interest in an application that may affect the impartial performance of his duties shall recuse himself from the review.

Article 8 Any overseas issuer that is in doubt as to the meaning or implementation of applicable rules may communicate with the Exchange's relevant department and staff before submitting its preliminary review application. The overseas issuer, the Exchange, and relevant department and staff shall keep confidential any non-public information obtained during such communications.

Chapter II Preliminary Review Procedures

Article 9 An overseas issuer shall submit to the Exchange the application documents for preliminary review of the listing of the CDR as set forth in Article 7 of the Interim Measures.

Article 10 The application documents for preliminary review of listing and the information disclosed therein shall be true, accurate and complete. Such application documents shall include all required materials, be in a standard format, and be complete in content; the contents of the application documents shall be consistent, inherently logical, concise and plain and easy to read and understand for investors.

Article 11 The Exchange will, within five working days of receiving the application documents for preliminary review of listing from an overseas issuer, check whether the application documents are complete in content and satisfactory in form. If the application documents are complete and proper, the Exchange will accept the application documents of the overseas issuer. If the application documents are incomplete and required to be supplemented or corrected, the period for supplementation and correction shall not be more than 30 working days.

In the case that the overseas issuer supplements or corrects the application documents for preliminary

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review of listing, the time the issuer finally submits the supplementary or corrected documents is regarded as the time the Exchange receives the application documents.

The Exchange will accept and process the application documents for preliminary review of listing from overseas issuers in the order in which the Exchange receives the application documents.

Article 12 On the day the Exchange receives the application documents for preliminary review of listing, the overseas issuer shall disclose on the Exchange's website such documents as its prospectus, letter of offering sponsorship, letter of listing sponsorship, auditor's report and legal opinion.

Any prospectus disclosed on any other website by the overseas issuer shall be completely consistent in content with that disclosed on the Exchange's website and shall not be disclosed earlier than that on the Exchange's website.

Article 13 The Exchange may reject the application documents for preliminary review of listing from an overseas issuer if any of the following applies:

- (1) The application documents are incomplete and no supplementation or correction is made as required;
- (2) The sponsor or the securities service provider and the relevant persons are subject to such measures as being identified as unfit and improper persons, restrictions of business activities, or moratorium in document acceptance within a certain period of time, for violations of securities laws and regulations, and such measure has not been removed; or are under investigation by the competent or judicial department for suspected violations of laws and regulations in the areas of IPO and listing, securities offering by listed companies, M&A and restructuring or transfer of listing between different boards, or for suspected violations of laws and regulations in other business areas which have material impact on the market, and the case has not been closed; or
- (3) Other circumstances as recognized by the Exchange.

Article 14 Within 10 working days after the Exchange receives the application documents for preliminary review of listing, the sponsor shall submit the sponsorship working paper and the verified version of the prospectus to the Exchange for reference.

Article 15 After the Exchange accepts the preliminary review application documents from overseas issuers, the preliminary review department of the Exchange shall conduct preliminary reviews in the order in which the Exchange receives the application documents.

Within 10 working days of accepting the application documents for preliminary review of listing from an overseas issuer, the Exchange will issue its first-round written feedback to the overseas issuer through the sponsor. If the preliminary review department believes that the CDR satisfies the listing criteria and information disclosure requirements and that no feedback is required, it will directly submit the

application documents to the Listing Committee for deliberation.

Before issuing the first-round written feedback, the overseas issuer and its sponsor and the securities service provider and its relevant persons shall not contact the reviewers and interfere with the preliminary review in any form.

Article 16 After issuing the first-round written feedback, the preliminary review department of the Exchange may issue further written feedback upon the occurrence of any of the following circumstances:

- (1) New matters that must be inquired into are found following the first-round feedback;
- (2) The response of the overseas issuer and its sponsor and securities service provider is off the point with regard to the feedback from the Exchange, or calls for further feedback from the exchange;
- (3) The information disclosure by the overseas issuer still fails to meet the requirements of the CSRC and the rules of the Exchange; or
- (4) Other circumstances in which further feedback is required as deemed by the Exchange.

Article 17 After receiving feedback from the Exchange, the overseas issuer and its sponsor and securities service provider shall make necessary supplementary investigation and verification as per the feedback, respond to each item in the feedback in a timely manner, supplement or modify the application documents for preliminary review of listing accordingly, and, within 10 working days of the close of the Listing Committee's meeting, supplement and submit the sponsorship working paper related to the overseas issuer's response to the feedback, and the updated verified version of the prospectus.

The response of the issuer and its sponsor and securities service provider to the feedback of the preliminary review department of the Exchange is an integral part of the application documents for preliminary review of listing. The issuer and its sponsor and securities service provider shall guarantee the truthfulness, accuracy and completeness of such response and shall, after making the response, disclose the said feedback and such response on the Exchange's website in a timely manner.

Article 18 When in any doubt about the written feedback of the Exchange, the overseas issuer and its sponsor may communicate with the reviewers. Where a face-to-face communication is necessary, such communication shall be conducted at the premises of the Exchange in the presence of two or more staff members of the Exchange.

Article 19 Where the Exchange gives no feedback on the application documents of an overseas issuer, or the overseas issuer has submitted its response and modified its application documents as required, the preliminary review department shall submit the issuer's application to the Listing Committee for deliberation with relevant application documents and its preliminary review opinions.

Article 20 The Listing Committee of the Exchange will deliberate the preliminary review report issued by the preliminary review department and the application documents for preliminary review of listing

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and issue its opinion thereon.

Where any member of the Listing Committee considers it necessary to inquire of an overseas issuer and its sponsor and relevant securities service provider about specific matters in its application documents, the representative of the overseas issuer and relevant entities shall be present at the meeting of the Listing Committee to be questioned by and respond to members' queries.

Article 21 The Exchange will, based on the opinion of the Listing Committee, form its preliminary review opinion.

The Exchange will issue the preliminary review opinion to the issuer within 40 working days of accepting the application documents for preliminary review of listing. In special circumstances, the Exchange may appropriately extend such period. The period of time for the overseas issuer and its sponsor and securities service provider to supplement or modify the application documents and respond to the feedback of the Exchange as required shall not be counted in the said time limit. The period for the overseas issuer and its sponsor and securities service provider to respond to the feedback of the Exchange shall not be more than three months in total.

In the cases of necessitating suspension of preliminary review, requests of confirmation to a competent authority, implementation of the opinion of the Listing Committee, suspension of deliberation, or requiring a special verification, or the overseas issuer to supplement or modify the application documents, the time needed therefor shall not be counted in the time limit specified in the preceding paragraph.

Article 22 When the Exchange submits the application documents of the overseas issuer to the CSRC after issuing the preliminary review opinion, the overseas issuer shall promptly disclose its prospectus, the letter of offering sponsorship, the letter of listing sponsorship, the auditor's report and the legal opinion on the websites of the CSRC and the Exchange simultaneously.

Article 23 Any overseas issuer dissatisfied with the preliminary review opinion of the Exchange on disapproval of listing of the CDR may, within 15 trading days of receiving the written opinion from the Exchange, apply to the Exchange for re-examination. The re-examination procedures shall be governed by the Detailed Rules of the Appeal Re-examination Committee of Shenzhen Stock Exchange.

Chapter III Handling of Special Situations

Article 24 Upon the occurrence of any of the following circumstances after the Exchange accepts the application documents for preliminary review of listing and before it issues the preliminary review opinion ("preliminary review period"), the overseas issuer, its sponsor and securities service provider shall notify the Exchange in a timely manner, and the Exchange will suspend the preliminary review and

inform the overseas issuer and its sponsor of the suspension:

- (1) The overseas issuer is under investigation by the competent authority or by the judicial department for suspected violations of laws and regulations, and the case has not be closed and has material impact on the listing of the CDR;
- (2) The sponsor or signatory sponsor representative, or the securities service provider or the relevant signatory is under investigation by the CSRC or the judicial department for suspected violations of laws and regulations in areas of IPO and listing, securities offering by listed companies, M&A and restructuring, or transfer of listing between different boards, or for suspected violations of laws and regulations in other business areas which have material impact on the market, and the case has not be closed.
- (3) The sponsor or securities service provider is subject to regulatory measures imposed by the CSRC in accordance with law, such as restricting its business activities, ordering it to suspend business for rectification, and appointing any other entity as its trustee or receiver, and such measure has not been removed;
- (4) The signatory sponsor representative or the signatory of the securities service provider is subject to regulatory measures imposed by the CSRC in accordance with law, such as being banned from the market and being identified as unfit and improper person, and such measure has not been removed;
- (5) The sponsor or signatory sponsor representative, or the securities service provider or the relevant signatory is subject to the disciplinary action of “non-acceptance of documents within a specified time limit” imposed by the Exchange, and such disciplinary action has not been removed;
- (6) The financial information contained in the application documents for preliminary review of listing has expired and needs to be supplemented and re-submitted; or
- (7) The overseas issuer and its sponsor voluntarily require the suspension of the preliminary review for any justified reason.

Where the issuer, its sponsor or securities service provider fails to notify the Exchange in a timely manner of the occurrence of any of the circumstances enumerated in (1) to (6) of the preceding paragraph, the Exchange will directly suspend the preliminary review forthwith if it is found upon verification by the Exchange that such circumstances warrant suspension of the preliminary review.

Article 25 Where the overseas issuer needs to replace its sponsor or securities service provider as required due to suspension of preliminary review as a result of the occurrence of any of the circumstances enumerated in (2) to (5) of the first paragraph of the preceding Article, the new sponsor or securities service provider shall, within three months starting from the date of suspension, complete due diligence investigation, re-issue relevant documents, review the documents issued previously by the original sponsor or securities service provider and give its review opinion, and explain any differences. Where the overseas issuer does not need to replace its sponsor or securities service provider under relevant provisions, the sponsor or securities service provider shall issue its review report to the Exchange in a timely manner.

Where the overseas issuer replaces its signatory sponsor representative or the relevant signatory of the securities service provider due to suspension of preliminary review as a result of the occurrence of any of the circumstances enumerated in (2) to (5) of the first paragraph of the preceding Article, the new signatory sponsor representative or the new relevant signatory personnel of the securities service provider shall, within one month starting from the date of suspension, review the documents signed previously by the original sponsor representative or original relevant signatory personnel of the securities service provider, give his review opinion, and explain the differences.

In the case that the preliminary review is suspended as a result of the occurrence of (6) or (7) of the first paragraph of the preceding Article, the overseas issuer shall, within three months starting from the date of suspension, supplement and submit valid documents or make sure that the circumstance leading to its request for voluntary suspension of preliminary review has ceased to exist.

Article 26 Where, after the circumstances enumerated in the first paragraph of Article 24 of these Guidelines cease to exist or after the relevant matters have been completed within the time limit specified in Article 25 of these Guidelines, the overseas issuer requests the resumption of the preliminary review, the issuer shall submit a written application to the Exchange, and the Exchange will resume the preliminary review upon its confirmation thereof.

Article 27 Upon the occurrence of any of the following circumstances during the preliminary review, the Exchange will terminate the preliminary review and report the termination to the CSRC, the overseas issuer and its sponsor:

- (1) The overseas issuer withdraws its application for preliminary review of listing or the sponsor withdraws sponsorship;
- (2) The overseas issuer is terminated in accordance with law due to dissolution, liquidation, or declared bankruptcy;
- (3) The contents of the application documents for preliminary review of listing have material defects which have a significant impact on investors' understanding and the Exchange' preliminary review;
- (4) It is found that the application documents for preliminary review of listing contain misrepresentation, misleading statements or major omissions;
- (5) The overseas issuer fails to respond to the Exchange's feedback or fails to explain, supplement and modify the application documents for preliminary review of listing within the specified time limit;
- (6) The overseas issuer or any of its related parties interferes with the preliminary review of the Exchange by improper means;
- (7) The circumstances enumerated in the first paragraph of Article 24 of these Guidelines still exist within three months, or the relevant matters have not been completed within the time limit specified in Article 25 of these Guidelines; or
- (8) The preliminary review by the Exchange has found that the overseas issuer does not satisfy the listing criteria or information disclosure requirements.

Article 28 Upon the occurrence of any material matters on the part of the overseas issuer which may affect the investment value of or investors' investment decisions on the CDR, or the occurrence of any other material matter that overseas issuers deems as supplementary disclosure during the preliminary review of the listing of the CDR, the overseas issuer and its sponsor shall, in a timely manner, report the same to the Exchange, submit a written statement on the relevant matters as well as the opinion of its securities service provider, and modify the application documents.

Article 29 Upon the occurrence of any non-compliance with the Exchange's listing criteria for CDRs, or the occurrence of any of the circumstances enumerated in (1) to (6) of the first paragraph of Article 24 of these Guidelines, or any other matter which may affect the investment value of the CDR or investors' investment decisions after the Exchange's issuance of the preliminary review opinion and before the listing of the CDR, the overseas issuer and its sponsor shall, in a timely manner, report to the Exchange, verify the relevant matter, and give an explicit opinion on whether such circumstance or matter would affect the issuer's suitability for listing. The Exchange may, in accordance with the circumstances, re-submit the application documents to the Listing Committee for discussion or cancel the preliminary review opinion. In the case of re-submission of the application documents to the Listing Committee for deliberation or cancellation of the preliminary review opinion, the Exchange will report to the CSRC.

Upon the occurrence of the circumstance specified in (2) of Article 27 of these Guidelines, the overseas issuer and its sponsor shall report the same to the Exchange in a timely manner, and the Exchange will implement relevant procedures in accordance with applicable rules.

Article 30 Where, during the preliminary review period, the Exchange receives any complaints or reports in respect of the preliminary review of listing, the Exchange may give feedback to the overseas issuer and its sponsor and securities service provider, requiring the overseas issuer and its sponsor to give an explanation to the Exchange and fulfill information disclosure obligations, and requiring the sponsor and the securities service provider to make necessary verification and report the results to the Exchange.

Article 31 During the preliminary review period, the overseas issuer and its sponsor shall pay close attention to any major report or market rumor carried in the public media regarding the overseas issuer and its application for preliminary review of listing. If the matter involved in the report or rumor may have a significant impact on the preliminary review of listing, the overseas issuer and its sponsor and securities service provider shall offer an explanation to the Exchange and fulfill information disclosure obligations as required.

Chapter IV Self-regulation

Article 32 Where the overseas issuer and its directors, supervisors and senior executives give rise to any of the following, the Exchange may, depending on the severity of the case, take such self-regulatory

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measures as written warning, summoning the parties involved for a talk, and requirement for rectification within the specified time limit, or impose such disciplinary actions as circulating a notice of criticism and public censure, in accordance with the *Implementing Measures of Shenzhen Stock Exchange for Self-regulatory Measures and Disciplinary Actions* and other applicable rules:

- (1) The application documents for preliminary review of listing prepared and provided do not meet relevant requirements, or the application documents for preliminary review of listing are changed without permission;
- (2) The application documents for preliminary review of listing or information disclosure documents contain material defects, which pose a significant impact on investors' understanding and the Exchange' preliminary review;
- (3) The application documents for preliminary review of listing or information disclosure documents fail to be true, accurate and complete, or it is found that the application documents or information disclosure documents contain misrepresentations, misleading statements or major omissions;
- (4) There are substantive inconsistencies between different parts of the application documents for preliminary review of listing, and no justifiable reason is provided;
- (5) Failing to respond to the Exchange's feedback, and no reason is provided;
- (6) Failing to report any material matter to the Exchange; or failing to do so in a timely manner; failing to disclose any material matter or failing to do so in a timely manner;
- (7) Seriously interfering with the Exchange's preliminary review by improper means;
- (8) Forging or altering the signature or seal on the application documents for preliminary review of listing; or
- (9) Other circumstances as recognized by the Exchange.

Article 33 Where the sponsor, sponsor representative and other related persons of the sponsor, or the accounting firm, law firm or any other securities service provider and their related persons give rise to any of the following, the Exchange may, depending on the severity of the case, take such self-regulatory measures as oral warning, written warning, and requiring rectification within the specified time limit, or impose such disciplinary actions as circulating a notice of criticism, public censure and non-acceptance relevant documents within the specified time limit, in accordance with the *Implementing Measures of Shenzhen Stock Exchange for Self-regulatory Measures and Disciplinary Actions* and other applicable rules:

- (1) Any of the circumstances enumerated in the preceding Article;
- (2) The internal control or due diligence investigation system has defects or has not been implemented effectively;
- (3) Seeking improper interest through related business;
- (4) Failing to perform statutory duties; or
- (5) Other circumstances as recognized by the Exchange.

Chapter V Supplementary Provisions

Article 34 All the documents relating to the preliminary review of the listing of CDRs will be placed on file by the Exchange and be preserved for 20 years.

Article 35 The right to interpret these Guidelines shall rest with the Exchange.

Article 36 These Guidelines shall be implemented as of the date of promulgation.