

**FIRST SUPPLEMENT TO THE
ADDENDUM TO
MEMORANDUM OF UNDERSTANDING
GOVERNING LISTING MATTERS**

Securities and Futures Commission

and

The Stock Exchange of Hong Kong Limited

21st August 2000

**FIRST SUPPLEMENT TO THE
ADDENDUM TO
MEMORANDUM OF UNDERSTANDING
GOVERNING LISTING MATTERS**

BETWEEN: Securities and Futures Commission (the “*SFC*”) of
12th Floor, Edinburgh Tower, The Landmark,
Central, Hong Kong of the first part;

AND: The Stock Exchange of Hong Kong Ltd (the “*SEHK*”) of
One and Two Exchange Square, Central, Hong Kong
of the other part.

1. PURPOSE OF THIS SUPPLEMENT

1.1 This Supplement is made pursuant to paragraph 7.3 of the Amended and Restated Addendum to Memorandum of Understanding Governing Listing Matters dated 6th March 2000 between the SFC and SEHK (the “*Addendum*”).

1.2 This Supplement shall be known as the “*First Supplement to the Addendum to Memorandum of Understanding Governing Listing Matters*”.

1.3 The parties wish to make certain changes to the Addendum to reflect changes to the GEM Listing Rules. The changes to the GEM Listing Rules provide for:

- (a) the Chief Executive of Hong Kong Exchanges and Clearing Limited (“*HKEC*”) to be an ex officio member of, and to attend meetings of, the GEM Listing Committee, provided that at any meeting of the GEM Listing Committee only one of the Chief Executive of HKEC or the Chief Executive of SEHK acting as his alternate shall attend and that the latter shall attend any such meeting only in the absence of the Chief Executive of HKEC or at his direction;
- (b) although the Chief Executive of HKEC shall be eligible to attend all meetings of the GEM Listing Committee, including meetings at which the GEM Listing Committee reviews a decision of the GEM Listing Division or the GEM Listing Committee itself, he shall not be counted in the quorum or be entitled to vote when the GEM Listing Committee is performing such a review.

1.4 Except where the context otherwise requires, words and expressions in this Supplement which are contained or referred to in the Addendum or the GEM Listing Rules shall have the same meanings in this Supplement.

2. CHANGES TO ADDENDUM

2.1 Except in Appendix B or where the context otherwise requires, for each reference to “Chief Executive” there shall be substituted “Chief Executive of the SEHK”.

2.2 In the Rules Governing the Proceedings of the Listing Committee contained in Appendix B, the following changes shall be made:

(a) In Rule 1, for the definition of Chief Executive there shall be substituted the following:

““*Chief Executive*” means the person occupying the position of Chief Executive of Hong Kong Exchanges and Clearing Limited from time to time or, where in his absence or at his direction the Chief Executive of the Exchange is acting as his alternate as ex officio member of the GEM Listing Committee pursuant to Rule 3.18(4) of the GEM Listing Rules, the person occupying the position of Chief Executive of the Exchange from time to time, as the case may be”;

(b) In Rule 4.2, for the words “a decision of his” there shall be substituted “a decision of the Chief Executive of the Exchange”; and

(c) In Rules 7.1 and 8.8, for the reference to “Chief Executive” where it first appears there shall be substituted “Chief Executive of the Exchange”.

2.3 In the Rules Governing the Proceedings of the Listing Appeals Committee contained in Appendix B, the definition of Chief Executive shall be deleted.

DATED this 21st day of August 2000

SIGNED FOR AND ON BEHALF OF THE)
SECURITIES AND FUTURES COMMISSION)
BY Ms. Laura M. CHA authorised so to do by)
resolution of the Securities and Futures Commission on)
21st August 2000)



SIGNED FOR AND ON BEHALF OF THE STOCK)
EXCHANGE OF HONG KONG LIMITED)
BY Mr. FOK Kwong Man, Lawrence authorised so)
to do by resolution of the Board of The Stock Exchange)
of Hong Kong Limited on 14th August 2000)

A handwritten signature in black ink, appearing to read 'Fok Kwong Man', with a long horizontal line extending to the right.