

**Memorandum of Understanding between
The Stock Exchange of Hong Kong Limited
and
The Financial Reporting Council**

This Memorandum of Understanding (MOU) is entered into between The Stock Exchange of Hong Kong Limited (“SEHK”) of 12th Floor, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong, and the Financial Reporting Council (FRC) of 29th Floor, High Block, Queensway Government Offices, 66 Queensway, Hong Kong.

I. Interpretation

1. Auditing or reporting irregularities mean relevant irregularities as defined by section 4 of the FRCO. For ease of reference, these are summarised at Schedule 1.
2. Council means the appointed and ex-officio members of the FRC.
3. Enquiries means enquiries initiated by the Council under section 40 of the FRCO.
4. FRCO means the Financial Reporting Council Ordinance, Cap.588.
5. SFO means the Securities and Futures Ordinance, Cap. 571.
6. Investigations means investigations initiated by the Council under section 23 of the FRCO.
7. Non-compliance means relevant non-compliance as defined by section 5 of the FRCO. For ease of reference, these are summarised at Schedule 1.
8. Listing Rules means those listing rules made under section 23(2) of the SFO and issued by the SEHK for application by issuers listed on the Main Board and the Growth Enterprise Market.
9. SFC means the Securities and Futures Commission, a statutory body established under the repealed Securities and Futures Commission Ordinance, Cap.24, and continued under the SFO.
10. Parties means the SEHK and the FRC.

II. Introduction

11. The SEHK is a company duly incorporated under the Companies Ordinance, Cap. 32, and is the Stock Exchange Company under the SFO. It operates the Main Board stock market and the Growth Enterprise Market (GEM) in Hong Kong. The SEHK is a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited (HKEx).

HKEx is a company duly incorporated under the Companies Ordinance, Cap. 32, and is a recognized exchange controller under the SFO. It is also a listed company on the Main Board of the SEHK.

The SEHK administers the Listing Rules and is the frontline regulator of issuers listed on its markets. Furthermore, the SEHK has the legal functions under the Companies Ordinance, Cap. 32, transferred from the SFC by statutory order, of authorising prospectuses of companies that are or are to be listed on its markets. The SEHK endeavours to ensure, so far as reasonably practicable, the due and proper observance by listed entities, their directors and authorised representatives of the provisions of the Listing Rules and of any obligations imposed on such persons thereunder.

12. The FRC is a body corporate established pursuant to the FRCO. Its main functions are to investigate into auditing and reporting irregularities in relation to listed entities and to enquire into non-compliance with accounting requirements in relation to listed entities, prepare reports thereon and refer those reports to the appropriate regulatory bodies and agencies for appropriate follow-up action. The FRC performs these functions either on its own initiative or upon receipt of complaints. The FRC may conduct investigations or enquiries in its own right or may direct the Audit Investigation Board to do so in relation to relevant irregularities or appoint a Financial Reporting Review Committee to conduct enquiries in relation to relevant non-compliances.

Reasons for MOU

13. Both the SEHK and the FRC recognize the importance of ensuring the observance of proper standards by auditors and reporting accountants for listed entities and of proper standards of financial reporting of listed entities to the maintenance of investors' confidence in Hong Kong as an international financial centre. This MOU sets out the working arrangements between the two parties in order to reduce, as far as practicable, any duplication of efforts and to ensure efficient and effective co-operation and co-ordination of the parties' respective functions in relation to relevant irregularities and non-compliances in relation to listed entities.

Cases of overlapping authority and matters of common interests

14. Both parties recognize that there are areas in relation to the observance of proper standards for auditors and reporting accountants of listed entities and the observance of accounting requirements by listed entities in which they have an overlapping remit in terms of their functions and powers. The SEHK and the FRC will therefore endeavour to ensure that the party with the more appropriate functions and powers will take action in cases where the remits of the parties overlap or in cases in which the parties have a mutual interest.
15. Cases of mutual interest will be reviewed by the parties regularly to determine whether the lead responsibility for taking any necessary action should be with the SEHK or the FRC.
16. In cases where the remits of the parties overlap, the parties will have regard to a principle that any listed entities should not be subject to more than one proceeding for the same issue unless it is appropriate for the SEHK and the FRC to exercise different powers or conduct different proceedings in relation to those entities.
17. However, if either the SEHK or the FRC is considering taking action and the other party is already taking action in relation to the same issue, the parties will liaise and discuss how best to handle the matter.

Conduct of concurrent investigations

18. The parties recognize that where concurrent actions are taking place, action taken by one party can prejudice that of the other. Consequently, the parties will, when there are concurrent actions, notify each other of significant developments in their respective proceedings and of any significant steps they propose to take in the matter, such as the FRC executing a search warrant or either party:
 - a) interviewing a key witness;
 - b) requiring the provision of significant volumes of documents; or
 - c) instituting proceedings or otherwise disposing of the matter.
19. If the parties identify that a particular action by one party might prejudice any actions by the other, they will discuss the matter and decide what action should be taken and by whom. In reaching these decisions, they will bear in mind how the overall objectives of the parties are best served.

III. Co-operation

20. If it comes to the knowledge of the SEHK that there may be auditing or reporting irregularities or non-compliances, the SEHK will make a complaint to the FRC. In making any such complaint, the SEHK will bear in mind that the FRC is unable to

exercise its compulsory powers unless it considers that there are circumstances suggesting a relevant irregularity or it appears to the FRC that there is or may be question whether or not there is a relevant non-compliance and will use its best endeavours to provide the FRC with all relevant information in its possession and the reasons why the SEHK considers that it is appropriate for the FRC to take action. The SEHK will use its best endeavours to provide at least the information specified in the complaint form set out on the FRC's web-site from time to time.

21. The FRC will cause the complaint to be reviewed as soon as practicable and the review should normally be completed within four weeks. After the completion of the review, a report will be submitted to the Council for a decision on what appropriate actions should be taken, which include the complaint not being pursued further, to initiate an investigation, or referring the complaint to other regulatory bodies for actions. Before the complaint is considered by the Council, there will be informal consultation between the staff of the SEHK and the FRC. The FRC will inform the SEHK of the decision if a complaint is not pursued further and the reason for that decision.
22. If, in the opinion of the Council, there is a sufficient basis to do so, investigations or enquiries will be conducted. The FRC will issue or adopt a report on each investigation or enquiry. If it is possible that any matters identified in the report may lead to any regulatory proceeding by the SEHK, the matters will be referred to the SEHK. If a report is to be referred to the SEHK, the FRC will use its best endeavours to ensure that the report contains sufficient information and evidence in relation to any regulatory issues, to allow the SEHK to take effective follow-up actions.
23. If it is the FRC's finding in any enquiry that there is a non-compliance, the FRC may consider exercising its powers under section 49 and/or section 50 to secure the removal of such non-compliance. The FRC agrees to keep the SEHK informed when the exercise of such powers is under consideration as such non-compliance may also be a matter of regulatory proceedings by the SEHK.
24. If it comes to the notice of the FRC, during the performance of its duties, that there is any matter which may be subject to regulatory proceedings by SEHK, the matter will be referred to the SEHK for follow-up actions.
25. Whenever the SEHK is to pursue any action against any listed entity for non-compliance with accounting requirements, it will keep the FRC informed of the progress of that action.

Meetings

26. The Head of Listing Division and the Chief Executive Officer of the FRC (Annex 1) will meet at least once a year to review the functioning of this MOU and any significant matters arising in the preceding 12 months.
27. Ad hoc meetings may also be held as the need arises.

IV. Sharing of information

28. Information will be provided by either the SEHK or the FRC to the other party in accordance with law. The recipient of information shall only use such information for the purpose of performing its legal functions.
29. For cases where urgent action is required, the SEHK contact will be either the Head of Listing Division or the Senior Vice President, Accounting Affairs, Listing Division. The FRC contact will be the Chief Executive Officer. (Annex 1)

Confidentiality

30. Any information shared by the parties under this MOU shall be subject to obligations of professional secrecy and such statutory duties of confidentiality as may apply thereto.

V. Further matters relating to this MOU

31. This MOU does not modify or supersede any laws or regulatory requirements in Hong Kong. The MOU is a statement of intent of the parties and is not intended to create any binding legal obligations, to fetter the discretion of the parties in any way in the discharge of their functions or to create any rights in third parties.
32. The parties have also agreed to keep the MOU under review and will consult when necessary with a view to improving operations, resolving any matters and making any necessary amendments.

VI. SCHEDULE 1

Auditing and reporting irregularities

33. An auditing or reporting irregularity relates to an auditor in respect of the audit of the accounts of a listed corporation or a listed collective investment scheme or a reporting accountant in respect of the preparation of an accountant's report required for a listing document of a listed corporation or a listed collective investment scheme.
34. Conduct amounting to auditing or reporting irregularities includes but is not limited to –
- a) falsifying or causing to be falsified a document;
 - b) making a statement, in respect of a document, that was material and that he knew to be false or did not believe to be true;
 - c) negligence in the conduct of his profession;
 - d) professional misconduct;
 - e) doing or omitting to do something that would reasonably be regarded as bringing or likely to bring discredit upon the auditor or reporting accountant himself, the Hong Kong Institute of Certified Public Accountants (HKICPA) or the accountancy profession;
 - f) failing or neglecting to observe, maintain or otherwise apply a professional standard i.e. any (a) statement of professional ethics; or (b) standard of accounting, auditing and assurance practices, as issued or specified by the HKICPA Council from time to time; or
 - g) refusing or neglecting to comply with the provisions of any bylaw or rule made or any direction lawfully given by the HKICPA Council.

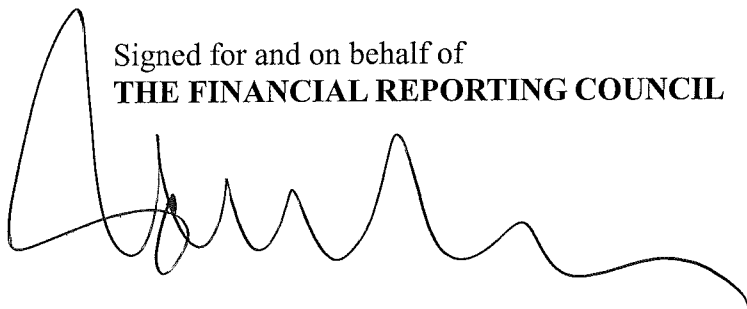
Non-compliance

35. There is a relevant non-compliance if a relevant financial report of a listed corporation or a listed collective investment scheme has not complied with a relevant requirement.
36. In relation to a listed corporation, a relevant financial report means –
- a) a balance sheet and the profit and loss account and any group accounts, so far as not incorporated in the balance sheet or profit and loss account, annexed to it, a copy of which was sent to a person entitled to be sent the copy;

- b) the accounts of the corporation a certified copy of which was delivered to the Registrar of Companies for registration;
 - c) a summary financial report a copy of which was sent to a person entitled to be sent the copy in place of a copy of the relevant financial documents;
 - d) a set of financial statements providing information on the results of the operations or cash flows of the corporation in a period of at least 3 months, providing information on the state of affairs of the corporation as at the end of that period, and issued, circulated, published or distributed for the purposes of the Listing Rules; or
 - e) an accountant's report required for a listing document.
37. In relation to a listed collective investment scheme, a relevant financial report means -
- a) a set of financial statements providing information on the results of the operations or cash flows of the scheme in a period of at least 3 months, providing information on the state of affairs of the scheme as at the end of that period, and issued, circulated, published or distributed for the purposes of the relevant SFC code or guideline or the Listing Rules; or
 - b) an accountant's report required for a listing document.
38. In relation to a listed corporation, relevant requirement means an accounting requirement as to the matters or information to be included in the report, as provided in -
- a) the Companies Ordinance, Cap.32;
 - b) the standards of accounting practices issued or specified by the Hong Kong Institute of Certified Public Accountants Council;
 - c) the International Financial Reporting Standards issued by the International Accounting Standards Board;
 - d) the Listing Rules; or
 - e) any generally acceptable accounting principles allowed for usage under the Listing Rules.
39. In relation to a listed collective investment scheme, relevant requirement means an accounting requirement as to the matters or information to be included in the report, as provided in -
- a) the standards of accounting practices issued or specified by the Hong Kong Institute of Certified Public Accountants Council;

- b) the International Financial Reporting Standards issued by the International Accounting Standards Board;
 - c) the Listing Rules;
 - d) any generally acceptable accounting principles allowed for usage under the Listing Rules; or
 - e) the relevant SFC code or guideline.
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Signed for and on behalf of
THE FINANCIAL REPORTING COUNCIL



M.T. SHUM
Chief Executive Officer
Dated 27th December 2007

Signed for and on behalf of
THE STOCK EXCHANGE OF HONG KONG LIMITED



Paul CHOW
Chairman
Dated 27th December 2007

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