



LISTING RULES

Dated 2006



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PART i

INTRODUCTION AND GENERAL PRINCIPLES

1. Introduction

- (1) These Listing Rules are made by the Exchange pursuant to its Regulations and with the approval of the Securities and Exchange Commission in accordance with its powers under the Securities Industry Law (PNDCL 333), 1993, as amended.
- (2) The principal function of the Exchange is to provide a fair, orderly and efficient market for the trading of securities issued. In furtherance of this, these Listing Rules prescribe the requirements for obtaining and maintaining a listing of securities on the Exchange. These comprise requirements which have to be met before securities are granted a listing on the Exchange, the continuing obligations which an issuer must meet once a listing has been granted and the powers of the Exchange with regard to the suspension and/or cancellation of a listing or the censure of an issuer of a listed security.
- (3) It is emphasized that the Listing Rules are not exhaustive and that the Exchange, may impose additional requirements or special conditions whenever it considers it appropriate. Conversely the Exchange may waive or modify the Listing Rules to suit the circumstances of a particular case.
- (4) The Listing Rules may be amended or added to by the Exchange, subject to the prior approval of the Securities and Exchange Commission.
- (5) Suitability for listing depends on many factors. Applicants for listing should appreciate that compliance with the Listing Rules may not of itself ensure an applicant's suitability for listing. The Exchange retains the discretion to accept or reject applications and in reaching that decision will have particular regard to the general principles outlined in Rule 2. Prospective issuers and their sponsors are therefore encouraged to contact the Exchange to seek informal and confidential guidance as to the eligibility of a proposed application for listing at the earliest possible opportunity.

2. General Principles

(1) The Listing Rules seek to achieve an appropriate balance between providing issuers with access to the market at the earliest opportunity and ensuring that potential issuers as well as listed companies provide investors with adequate, accurate and timely information for the purpose of enabling them to make an informed decision as to the value and merits of listed securities. In particular, they are intended to ensure that investors have and can maintain confidence in the market and that:

- (a) an applicant is suitable for listing;
- (b) the issue and marketing of securities is conducted in a fair, open and orderly manner and that potential investors are given sufficient information to enable them to make a properly informed assessment of the applicant, and of the securities for which listing is sought;
- (c) investors and the public are kept fully informed by listed issuers, and in particular that immediate disclosure is made of any information that might reasonably be expected to have a material effect on market activity in, or the prices of, listed securities;
- (d) all holders of listed securities are treated fairly and equally; and
- (e) directors of a listed issuer act in the interests of the holders of securities as a whole, particularly where the public represents only a minority of the shareholders or where securities are non-voting.

PART II

ADMISSION OF SECURITIES TO LISTING Sub-Part A - Basic Procedure for Listing

3. Sponsoring of applicant for listing and responsibility of sponsor

- (1) An applicant for listing shall appoint a Licensed Dealing Member of the Ghana Stock Exchange to sponsor its application and where the applicant is affiliated to a sponsoring Licensed Dealing Member, an independent (and additional) Licensed Dealing Member shall be appointed to co-sponsor the listing application.
- (2) The sponsoring member shall:
 - (a) ensure that all information which should be brought to the attention of the Council is provided;
 - (b) be responsible for filing with the Exchange, all the documents needed to support the application;
 - (c) satisfy itself, on the basis of available information, that the applicant is suitable for listing;
 - (d) examine the composition of the board of directors of the applicant and ascertain whether the range of skills and experience necessary for the efficient functioning of the board is available to the board and in particular, satisfy itself as to whether the directors
 - (i) can be relied on to prepare and publish all information necessary for an informed market to take place in the company's securities;
 - (ii) appreciate the nature of the responsibilities they will be undertaking as directors of a listed company; and
 - (iii) can be relied on to honour their obligations both in relation to shareholders and to creditors.

4. Basic conditions to be fulfilled by an applicant and the continuing obligations attached to listing

- (1) An applicant for listing must comply with these Listing Rules and the Council may in addition make the listing subject to any special condition, which it considers appropriate.
- (2) The applicant shall be expressly informed of any special condition to which the listing is subject and the applicant shall comply with the condition.
- (3) The issuer of securities shall, as a condition for listing, accept the continuing obligations which apply after the admission of its securities to listing.
- (4) The obligations are set out in Part VI of these Rules and form the basis of the relationship between an issuer and the Exchange, in respect of the disclosure of information necessary to protect investors and maintain an orderly market.
- (5) In addition to information subject to disclosure under Part VI, the Council may require an issuer to provide it with any other information in such form and within the time limits that the Council considers necessary and the issuer shall comply with any such requirement.
- (6) An issuer, if it is not the Government of Ghana, shall be:-
 - (a) a public limited liability company duly incorporated under the Companies Code, 1963 (Act 179).
 - (b) a closed-end unit trust scheme, a mutual fund scheme or other pooled funds scheme duly constituted under any law of Ghana; or
 - (c) any metropolitan or municipal authority, District Assembly or any other authority established or recognised under any other statutory law in Ghana.
- (7) The requirements for admission of securities of corporate bodies specified under sub-rule 6(ii) and (iii) shall be prescribed by the Exchange in consultation with the Securities and Exchange Commission and the requirements shall be published by the Exchange as guidelines for the listing of the relevant securities.

- (8) Until special or additional requirements have been published under sub-rule (7), the general listing requirements contained in these Rules are applicable, with necessary modifications, to the admission of the securities mentioned in sub-rule (7).

Sub Part B: Criteria for Original Listing

5. Approval for listing

- (1) Approval of an application for the listing of securities on the Exchange is a matter solely within the discretion of the Council.
- (2) The standards specified in this Sub-Part are for the guidance of potential listing applicants.
- (3) The Exchange shall generally process applications and deliver listing decisions within twenty (20) business days of the submission in acceptable form of all the information and supporting documentation requested by the Exchange.

6. Capital and spread of shares

- (1) A Company applying to list any class of its shares is, as a general rule, expected to meet the following criteria at the time of formal listing.
 - (a) It must have a post-floatation stated capital of at least ten (10) billion cedis (or GH ₵1million) in the case of an application relating to the **First List** and five (5) billion cedis (or GH ₵0.5million) in the case of an application relating to the **Second List**;
 - (b) The public float of the applicant must constitute twenty-five percent (25%) of the number of issued shares.
- (2) A request for a waiver of the percentage in 6(1)(b) shall only be considered where the post flotation stated capital of the prospective company is ₵750 billion (or GH₵ 75million) or more and is accompanied by an undertaking to rectify the percentage to the required level within three (3) years.

- (3) Except in very exceptional circumstances, the Exchange shall refuse listing in respect of partly paid shares.
- (4) Listing shall be for all the shares of that class issued or to be issued by the prospective listed company.
- (5) The spread of shareholders existing at the close of an offer or at the time of listing shall be such as the Exchange considers adequate bearing in mind the class of security.
- (6) The Exchange may prescribe the minimum number of public shareholders for listed companies, and may base the minimum number on the size of the capital of particular companies. The minimum number of public shareholders, until otherwise determined shall be hundred (100).

7. Listing of loan securities

- (1) A Company seeking the admission of loan securities to the Loan Securities List may be considered for the admission if each class of debt security has a total issued nominal value of not less than ten (10) billion cedis (or GH¢ 1million) or if there are at least 50 holders of the securities.
- (2) There is no prescribed minimum in respect of either amount of issue or the number of holders to permit admission to the Loan Securities List of Government securities.
- (3) Loan securities, other than Government securities, for which listing is sought shall be created and issued pursuant to a Trust Deed, duly approved by the Securities and Exchange Commission.

8. Listing of Other Transferable Securities

Other transferable securities including those granting the right to acquire the securities by way of subscription or exchange (referred to in these Rules as “subscription rights”) may be admitted to the Official List on the decision of the Exchange if

- (a) subscription rights have been issued by a company whose securities are already listed on the First List or Second List of the Stock Exchange or are admitted simultaneously;

- (b) an issuer has published an Offer Document prepared in accordance with the requirements of the Securities and Exchange Commission;
- (c) the legal status of the subscription rights is in conformity with the laws and regulations to which they are subject;
- (d) the subscription rights are registered with the Securities and Exchange Commission and issued for public trading; and
- (e) the subscription rights are freely negotiable, entitling equal rights to their holders.

9. Transferability of securities

- (1) The securities for which listing is sought must be freely transferable, subject only to restrictions imposed by the general laws of the country.
- (2) A prospective listed company shall deliver to the Exchange an undertaking by its appointed Share Registrars to abide by the rules for settlement and transfer of securities.
- (3) Registrars shall not be appointed by issuers or prospective listed companies without the consent of the Exchange.
- (4) Registrars shall ensure timely and efficient delivery of securities registration services in line with agreements signed with the listed company or issuer.
- (5) The Exchange reserves the right to recommend to an issuer or listed company to discontinue the services of its Registrar if those services fall below the expected standard.

10. The applicant's period of existence and profitability

- (1) For a company's securities to be eligible for admission to the First List, the company must have published or filed accounts in accordance with the Companies Code, 1963, (Act 179) for the three full financial years immediately preceding the date of its application for listing.

- (2) The company must have made reasonable pre-tax profits throughout the three financial years.
- (3) For the purposes of this rule, pre-tax profit shall not include non-recurring and extraordinary income, nor shall it be reduced by non-recurring or extraordinary loss.
- (4) In determining the reasonable profit for application to the First List, the Exchange shall take into consideration a positive pre-tax profit in aggregate when the results of the three years are added.
- (5) The company must show adequate financial strength as determined by the application of various financial ratios by the Exchange from time to time.
- (6) For securities to be eligible for admission to the Second List the company must have an operating history of at least one (1) year prior to its listing and must demonstrate its potential for growth and profitability by including all relevant details of their business plan in its listing application and prospectus.

11. Conditions relating to directors and management of applicant

- (1) There must have been continuity in the management of a company seeking admission to the Official List of the Exchange and where there have been changes in the management of the company in the twelve (12) months immediately preceding the application, satisfactory evidence must be provided that the management as a whole possesses the requisite expertise.
- (2) The character and integrity of the directors and management of the company shall be taken into account by the Council in assessing the application for admission to listing.
- (3) At least fifty percent (50%) of the board shall be composed of non-executive director and at least two (2) or approximately 25% of the total shall be independent.

12. Submission of supporting documents by applicants

- (1) A company seeking admission to the First List or Second List of the Exchange, whether through an offer for subscription, offer for sale, or an introduction, shall submit to the Exchange a listing application with supporting documents which shall include a copy of the

prospectus, placement document, among others, being forwarded to the Securities and Exchange Commission.

- (2) A prospectus issued by a company seeking a listing on the Exchange shall include a statement in the form specified in Form I of Schedule to these rules.
- (3) The Exchange does not guarantee listing as of right to a company whose public offer document has been reviewed by the Securities and Exchange Commission, but shall base its decision on its own assessment of the documents submitted.
- (4) A company or issuer seeking to list on the Exchange by Introduction shall file a prospectus or a statement in lieu of prospectus for review by the Securities and Exchange Commission and publish the prospectus or statement after the SEC review.

13. Suspension of Listing and Compulsory De-Listing

- (1) The Council may at any time and in circumstances as it thinks fit suspend or cancel a listing and shall do so to protect investors and to ensure an orderly market.
- (2) Suspension may be either at or without the request of the issuer.
- (3) Before a suspension, the Council shall consult with the broker sponsoring the de-listing on the Exchange if it is at the request of the issuer, or with the advisors if the suspension is not at the request of the issuer, and take into consideration any representations made by or on behalf of the issuer.
- (4) The Exchange may suspend listing, or compulsorily de-list securities where:

Disposal of Principal Assets

- (a) the company has sold, or otherwise disposed of its principal operating assets, has ceased to be an operating company, or has discontinued a substantial portion of its operation or business without shareholders' authorisation;

Public Distribution

- (b) the public distribution of the securities has been reduced to below five percent (5%) thus making further trading in the securities on the Exchange inappropriate;

Timely Disclosure

- (c) the company has failed to comply, or is unable, or unwilling to comply for any reason whatsoever with the Exchange's requirements on continuing listing obligations and disclosure policy as set out in Parts VI and VII;

Quality of Management of Listed Companies

- (d) the management of the company does not comply in any material respect with the Exchange's policy concerning the quality of management of listed companies as expressed in rule 11;

Listing Agreement

- (e) the company has failed to comply with its Listing Agreement, or other agreements with the Exchange, or has failed to comply with the Exchange's Rules;

Fees or Charges

- (f) the company has failed, or refused to pay when due, any fee, or charge payable by the company to the Exchange;
 - (g) the financial situation of the company is significantly threatened; and
 - (h) the company is found to be consistently and persistently non-compliant with GSE and SEC Rules and directives.
- (5) On the occurrence of any of the event under sub-rule 4, the Exchange shall notify the listed company of the event in writing without delay and give an opportunity for the listed company to provide an explanation.

- (6) Where the Exchange has reasonable grounds to believe that the listed company can eliminate the grounds for suspension of listing or delisting, the Exchange may give a period of time within which the listed company must eliminate the grounds for the suspension or delisting.
- (7) Where the Exchange has reasonable grounds to believe that it is not possible to eliminate the grounds for suspension of listing or delisting, the Exchange shall issue an order to de-list the securities of the company.
- (8) Where the Exchange decides to de-list or suspended the listing of a company, the Exchange shall designate the date on which the delisting or suspension takes effect and give a written notification of the delisting to the company and the investing public.
- (9) A company dis-satisfied with the decision of the Exchange to de-list or suspend listing may apply to the SEC for a review of the decision.

14. Suspension of Trading Session(s)

By the Managing Director

- (1) Where in the opinion of the Managing Director (MD) of the Exchange circumstances exist, or about to occur that would affect the orderly trading of listed securities, the MD may, with the consent of the Chairman of Council, or in the Chairman's absence, the Vice-Chairman, or in the absence of both of them the Chairman of the Council's Listing Committee or any two (2) Council members, suspend trading for one or more trading sessions, or any part of a trading session but for not more than five consecutive trading sessions in one or more listed securities, provided always that the Securities and Exchange Commission shall be notified of such a decision prior to such suspension.

By Council

- (2) Notwithstanding the provisions of sub-rule (1), the MD shall close the Exchange or suspend trading in a security or securities for the number of consecutive trading sessions that may be ordered by the Council, upon the passing of a resolution to that effect by the Council if the suspension is with the prior written approval of the Securities and Exchange Commission.

15. Voluntary De-Listing

- (1) An issuer whose primary listing is on the Exchange may voluntarily de-list by:
 - (i) submitting a written application with reasons;
 - (ii) supporting the application with a special resolution of members duly passed at a meeting of shareholders; and
 - (iii) giving the Exchange at least three months' notice.
- (2) In an application for voluntary de-listing, the company shall,
 - (a) obtain a Board of Directors' resolution for the de-listing, arrange for exit opportunities, and draft a press release of intention for publication,
 - (b) submit the draft press release to the Exchange,
 - (c) convene a General Meeting of shareholders/securities holders to take a decision by special resolution,
 - (d) make a formal application to the Exchange for de-listing with particulars of votes, minutes, among others, of the meeting,
 - (e) ensure that the Exchange has no objection to the application in principle and has issued a press release specifying the future date of delisting;
 - (f) ensure that promoters or majority holders make arrangements to purchase securities from all existing holders who wish to sell and that the purchase price is the average market price of the preceding 12 weeks or the market price on the day of the general meeting, whichever is higher,
 - (g) ensure that payment is made to selling shareholders from an escrow account opened for that purpose;
 - (h) ensure that Exchange is advised of the completion of all formalities including payment of the application fee in respect of the de-listing.

- (i) ensure that Exchange gives approval letter and issues a press release to de-list the company on the due date.
- (3) An issuer whose primary listing is on another stock exchange may voluntarily withdraw its listing if it gives the Exchange at least sixty (60) calendar days' notice which shall contain alternative arrangements to give liquidity to holders who may wish to exit as a result of the de-listing decision.
- (4) In the case of time limited securities including redeemable securities, debt securities and convertible debt, an issuer must provide the Exchange with at least ten (10) business days notice of the upcoming maturity, redemption or conversion so as to provide the Exchange with an opportunity to implement the change and de-list the security on the applicable maturity, redemption or conversion date, if necessary.
- (5) An issuer may voluntarily withdraw its listing by any other additional method that the Exchange may approve.
- (6) An application for voluntary de-listing shall include an application fee computed on the basis of the listing fee structure in Schedule III to these Rules.

16. Change in Listing Category

- (1) The Exchange shall transfer the listing of a company's securities from one official list to another if in the opinion of the Exchange, the company can no longer be categorised by the Exchange in the listing category under which its original application for listing was approved by the Exchange or if changes in the circumstance of the company affects its ability to remain in its original listing category.
- (2) The Exchange may, after any review of the listing criteria, re-categorise existing companies in line with the new criteria, or request affected securities to meet the new and higher standard within a specified period.
- (3) A company which has obtained a listing on the Second List may apply for a listing on the First List if it meets the criteria. The application shall be made to the Exchange by a letter indicating the intention of the company to seek a listing on the First List. The Exchange shall, if need be, request additional information to satisfy itself that the company meets the criteria for listing on the First List.

17. Re-listing

The Council may re-admit to listing on the Exchange, the securities of a company which had previously been de-listed upon such terms as the Council considers fit, including the payment of the prescribed fees and the submission of any documentation in support of its re-listing application.

PART



METHODS FOR LISTING SECURITIES

18. Methods whereby securities may be brought to the Exchange

- (1) Securities may be brought to the Exchange by any one of the following methods:
 - (a) an offer for subscription, which is an offer to the public by an issuer of securities for subscription,
 - (b) an offer for sale, which is an offer to the public by or on behalf of an issuer of the holder(s) or allottee(s) of securities already in issue or agreed to be subscribed,
 - (c) a placing, which is an issue where the shares are placed in the hands of a number of identified institutions and individuals or through a restricted public offer,
 - (d) an introduction, which describes an application where the Exchange would grant an issuer a listing without the requirement of a public issue,
 - (e) a rights issue, which is an offer by way of rights to existing holders of listed securities which enables those holders to subscribe for further securities in proportion to their existing holdings,
 - (f) a capitalization issue or bonus issue, which is an allotment of further securities to existing holders credited as fully paid up out of the issuer's surplus reserves or profits in proportion to their existing holding without any monetary payment, or
 - (g) any other mode that is permitted under the Companies Code,
- (2) A listing may also be sought for other issues of securities approved by the company in general meeting or otherwise conforming to the Exchange's requirements. This shall include but is not limited to shares issued in respect of acquisitions, conversion of securities, share option schemes, take-overs and mergers.
- (3) A company may seek original listing for its ordinary shares through the Provisional Listing approach, the requirements of which are provided in Schedule VI to these Rules.

- (4) The precise form of document to be produced in respect of a listing application shall be agreed upon with the Exchange but will generally include the following:
- (a) a letter of application;
 - (b) supporting authorisation and/or company resolutions;
 - (c) listing undertaking;
 - (d) information memorandum or listing particulars;
 - (e) sponsor's confirmation certificate; and
 - (f) legal advisor's compliance certificate.
- (5) A company seeking listing through a public offer shall submit a copy of its offer prospectus to the SEC for review and approval.

19. The Listing Process for an Offer for Subscription, Offer for Sale and Placing

Steps required in an original listing application process for an “offer for subscription”, “offer for sale” and a “placing” are as follows:

- (a) a company takes a decision to list and appoints a Licensed Dealing Member of the Exchange to sponsor its application;
- (b) the company submits its Regulations conforming to Part V of these Rules to the Exchange for review;
- (c) the company through its sponsoring broker(s), files three copies of the draft of the original listing application and supporting documents with the Exchange;
- (d) the Exchange considers and agrees to the listing upon satisfactory evaluation of the application;
- (e) the company through its sponsoring brokers, files a final copy of prospectus (accepted by the Securities and Exchange Commission) with the Registrar of Companies and the Exchange;
- (f) the company issues the prospectus and offer period begins;

- (g) the company announces detailed results and the basis for allotment of shares;
- (h) the company issues shares in accordance with the allotment;
- (i) shares are admitted and traded on the Exchange seven (7) days after certificates have been despatched or two days after Central Securities Depository records have been updated in respect of the new/additional shares.

20. The Listing Process for an Introduction

- (1) Securities to be listed by Introduction shall meet the following requirements:

(a) Equity Securities:

- (i) must be issued by a public limited liability company.
- (ii) must have fully paid up shares.
- (iii) the issued shares must have been fully allotted prior to the “introduction”.
- (iv) the issuer shall give an undertaking that it will not seek a de-listing for a minimum period of 3 years from the date of listing.

(b) Loan Securities

- (i) must be issued by a public limited liability company, the Government of Ghana or District, Municipal or Metropolitan Assembly in Ghana.
- (ii) the consideration or proceeds of the offer to be received in respect of the loan security shall have been received by the issuer.
- (iii) The loan security must have been allotted prior to the listing by “Introduction”.

- (2) The company or issuer seeking to list on the Exchange by Introduction shall file a prospectus or statement in lieu of prospectus for review by the Securities and Exchange Commission and thereafter publish the prospectus or statement.
- (3) Steps required in a listing by Introduction are as follows:-
 - a) The company or the issuer, as the case may be, shall appoint a Licensed Dealing Member of the Exchange to sponsor its application and the appointed member shall be responsible for filing with the Exchange, all the documentation required.
 - b) The company shall submit its Regulation which shall confirm to Part V of these Rules to the Exchange for review.
 - c) the Company shall file the original listing application and supporting papers with the Exchange;
 - d) The Council shall grant approval upon satisfactory evaluation of the application.
 - e) On approval being granted, the Company shall file a copy of its Statement in lieu of Prospectus.
 - f) The securities shall be admitted to the Official List of the Exchange seven days after receipt of a copy of the Statement in lieu of Prospectus and after the securities have been admitted to the CSD.

21. Further procedure for original listing application

- (1) Each application for original listing shall consist of the following:
 - (a) the application itself prepared as outlined in this rule; and
 - (b) the separate supporting papers specified in rule 23 of the Listing Rules.
- (2) Prepared or blank forms are not available for the listing application itself and the applicant is required to prepare its own application, in typewritten narrative form, in accordance with the instructions outlined in rule 22 and the application and submit the application at least 30 days before the date on which the applicant wishes to be admitted to listing.

- (3) A preliminary typewritten draft of the listing application, under cover of a letter signed by the sponsoring broker(s) of the applicant, accompanied by copies of the financial statements and the required supporting papers and documents shall be initially filed with the Exchange for examination.
- (4) Payment of the application fee shall be made at the time of submission of the application.
- (5) The Exchange shall notify the applicant of any deficiencies clarifications or changes that are considered necessary in the form or content of the application and supporting papers, and where no deficiencies are noted or where changes considered necessary the Exchange are effected by the applicant, the application shall be regarded as finalised for consideration by the Council.

22. Contents of Listing Application

- (1) An application for original listing of shares and stock shall provide the particulars stated in this rule substantially in the order in which they are stated.
- (2) Corporate Information Pages shall be provided showing
 - (a) the name of the applicant, when and where it was incorporated and its registered number;
 - (b) the address of the applicant's registered office and principal place of business, the address of each office at which a share register is kept, the address of its authorised registrar, particulars of auditors, solicitors, company secretary and names of directors;
 - (c) date of application and formal request for listing, specifying the exact number and class of the security applied for and whether fully paid.
- (3) The reasons for listing and the purpose for which funds are being raised in a public offer prior to the listing shall be stated.
- (4) Capitalisation pages, showing designation or title of each class of shares the number of authorised shares of each class and the number of shares issued and outstanding in respect of each class and which also

- (a) provide a table showing the number of unissued shares of each class reserved for issuance for any purpose, and the purpose for which it is reserved,
 - (b) state the number of shareholders on record of the class applied for as of a specified recent date;
 - (c) state the names of the largest 20 shareholders and the respective number of shares and percentages held;
 - (d) state the names of the directors of the company and their respective shareholdings; and
 - (e) give a brief description of the rights and privileges attached to each class of shares.
- (5) The applicant shall submit a long-term debt table, showing for each or series of issued long-term or funded debt of the applicant and subsidiary companies if desirable, the following -
- (a) title;
 - (b) amount authorised by indenture;
 - (c) amount issued to-date;
 - (d) amount redeemed or converted into shares;
 - (e) amount outstanding;
 - (f) issue price;
 - (g) interest rate;
 - (h) date of payment of interest; and
 - (i) date and terms of redemption, and where there is none this shall be stated.
- (6) The applicant shall submit a description of business stating the following:
- (a) the general nature of business and products of the applicant;

- (b) a history of the business or enterprise from inception to the date of the application;
 - (c) a description of the business now conducted by the company and any subsidiary, including principal products manufactured or services performed, principal market for the products and the raw materials and their source;
 - (d) an overview of the industry in which the applicant operates including key players, competition, patents and trademarks held; and
 - (e) the prospects and risks of the business.
- (7) The applicant shall submit a tabulation of the consolidated balance sheet, profit and loss and statement of cash flows for each of the preceding five (5) years and the accounting standards under which they were prepared.
- (8) An applicant shall provide a tabular list of all associated companies and companies in which it has equity interest of 10 per cent or more, showing with respect to each company
- (a) the name of the company,
 - (b) a brief statement of the nature of its business and the relevance of that to the business operations of the associated companies,
 - (c) the capital stock issues by classes, showing number authorised, number issued, and number and percentage owned by the parent company, and
 - (d) the extent of any profit or loss or both to the applicant arising from those companies.
- (9) The applicant shall furnish the share issue history disclosing
- (a) how the number of issued shares has changed over the years to its present level,
 - (b) the proceeds or consideration from each issue, and

- (c) the purpose to which the proceeds were applied indicating the approximate amount devoted to each purpose.
- (10) There shall be furnished a dividend record stating
- (a) the number of consecutive years in which dividends have been paid, and
 - (b) the amount of dividend per share and the aggregate paid by the applicant for each of the three (3) preceding years.
- (11) An applicant shall provide details of all pending litigation and other claims of a material nature in which the company, or any of its subsidiaries, are involved and which are likely to affect its income from, title to, or possession of any of its properties and where there is none the applicant shall state so.
- (12) The applicant shall provide the following information on directors:
- (a) the name, official address, age and position of all directors, and persons nominated or chosen by the company to become directors;
 - (b) the nature of any family relationship between the persons mentioned in paragraph (a);
 - (c) a brief account of the business experience of each of these persons during the preceding four (4) years including, the principal business of any company in which the occupation and employment were carried on;
 - (d) particulars of any other directorship held by each of the director or proposed directors;
 - (e) particulars indicating whether any director or person nominated to become a director is or has been involved in any of the following:
 - (i) a petition under any bankruptcy laws filed against the director or a partnership in which he was a partner or any body corporate of which he was a director;
 - (ii) a criminal proceeding or pending criminal proceeding relating to an offence involving fraud or dishonesty in which the director has been convicted; or

- (iii) an order, judgement or ruling of any court, tribunal or governmental body, which permanently or temporarily enjoins the director from acting as an investment adviser, dealer in securities, director or employee of a corporate body or engaging in any type of business practice or activity or profession;
 - (f) the aggregate remuneration paid to the directors for services in any capacity to the company and its subsidiaries during the last financial year.
- (13) An applicant shall also provide:
 - (a) details of all options to subscribe for securities of the company or any of its subsidiaries, which were granted to or exercised by each director during the last financial year;
 - (b) a brief description of -
 - (i) the nature and approximate amount of any material interest, direct or indirect of management, officers, directors, shareholders with 30 per cent or more of the voting power at general meetings of the company and their associates in any material transactions to which the applicant or any of its subsidiaries was or is to be a party;
 - (ii) the nature and approximate amount of management interest in any enterprise or company which deals in the same type of business as that of the applicant or any of its subsidiaries; and
 - (c) details of any management or technical consultancy contract between the applicant and any other person.

23. Supporting papers to be filed with application for listing of shares and stocks

- (1) An applicant shall file the following papers in support of the original listing applications described in Rule 22 of these Rules:
 - (a) three (3) copies each of the regulations of the applicant together with all alterations made thereto before its issue; and three copies each of the certificate of incorporation and certificate to commence business;

- (b) three (3) copies of the resolution authorising the company to apply for listing;
- (c) three (3) copies each of the company's annual report and audited balance sheet, profit and loss accounts and cash flow statement for each of the preceding three (3) financial years and where there are subsidiary companies, the same documents in respect of each subsidiary company;
- (e) three (3) copies of the draft prospectus or offering document being submitted to the Securities and Exchange Commission for approval;
- (f) three (3) specimen copies of each denomination of certificates of class to be listed where certification for listed securities is not yet dematerialised;
- (g) one (1) copy of a complete list of the shareholders and their respective shareholdings;
- (h) an analysis of shareholding in the format below:

Category	No. of Holders	No. of Shares	Percentage Holding %
1 - 1000			
1001 - 5,000			
5,001 - 10,000			
10,001 - 50,000			
over 50,000			

- (i) one (1) copy of an undertaking conforming to the rules of the Exchange duly executed by the applicant as in Form 2 specified in Schedule II;
- (j) cheque drawn to the order of the Ghana Stock Exchange, for the application fee;
- (k) one (1) copy each of all subsisting material contracts other than those entered into in the ordinary course of business; and
- (l) one (1) copy of a tax clearance certificate and a social security clearance certificate or other document evidencing the due discharge of the applicant's tax and social security obligations;

- (m) sponsoring broker's confirmation;
 - (n) legal advisor's confirmation or certificate;
 - (o) annual returns for two (2) years immediately preceding the application;
 - (p) summary of share valuation pricing report.
- (2) Where any of the papers specified in this paragraph are not filed because they are not applicable, the applicant shall submit a separate paper explaining why those papers are not applicable.

24. Original listing application form and content in relation to loan securities

An application for original listing of loan securities shall contain the same information required for similar items in an application for original listing of shares and stock as provided in Rule 22 and 23, where applicable, but in the case of the particulars in respect of long-term or funded debt under Rule 22 (5) the following shall be provided -

- (a) full title of issue;
- (b) title of instrument under which created;
- (c) name of Trustee;
- (d) date of authorisation for issue, including directors, shareholders and any Government authority;
- (e) amount authorised, amount issued to-date, amount retired and amount outstanding;
- (f) date of issue and maturity;
- (g) interest rate;
- (h) places and dates for payment of principal and interest and currency in which payable
- (i) tax exemption;
- (j) whether issuable in bearer or registrable form;

- (k) denomination issuable;
- (l) whether exchangeable as between registrable and bearer form and exchangeable as to denominations together with places and times at which exchanges may be made;
- (m) whether registrable and transferable; and
- (n) details of conversion of convertible securities, if any.

25. Other papers to be filed with applications for original listing of loan securities

An applicant seeking original listing of loan securities shall submit the supporting papers specified in Rule 23, where applicable, as well as the following additional papers -

- (a) one copy of the mortgage indenture where applicable, or equivalent instrument certified by trustee; and
- (b) a Trust Deed approved by the Securities and Exchange Commission.

PART **iv**

ADDITIONAL LISTING APPLICATIONS

26. Application to list additional shares

- (1) A listed company is not permitted to offer and issue, or to authorise its registrars to register additional shares of the class listed until after it has filed with the Exchange an application for listing of the additional shares and has been notified by the Exchange that they have been authorised for listing. Listing of all additional shares, shall be subject to the approval of the SEC.
- (2) The Exchange considers the agreement to list additional shares as an essential safeguard for existing shareholders and potential investors in listed companies and listed companies must therefore abide by sub-rule (1).
- (3) Issues for cash of equity securities must be offered in the first place to the existing equity shareholders in proportion to their specific holdings unless the shareholders have approved other proposals.
- (4) The Exchange shall review additional listing applications on the merits of the particular case and reserves the right not to approve an application or to impose special conditions, consistent with the Companies Code including shareholders' approval, whenever, in the opinion of the Exchange, the circumstances make this advisable.

27. Steps required in the additional listing process

A company seeking to list additional shares must take the following steps:

- (a) take a decision to issue additional securities and make the appropriate announcement to the Exchange;
- (b) submit listing application through a sponsoring broker to the Exchange together with supporting papers;
- (c) obtain approval in principle from the Exchange for the additional listing application;
- (d) fix relevant book closure and entitlement dates and make public announcement through the Exchange with respect to the dates;
- (e) offer or issue the additional shares as appropriate;

- (f) inform the Exchange of the exact number issued and pay all remaining fees; and
- (g) ensure that certificates are dispatched to enable trading to commence in the new shares seven (7) days after certificates are despatched or two (2) days after Depository records are updated.

28. Submission of additional listing application

- (1) An additional listing application shall consist of the application signed by the sponsoring broker duly appointed by the issuer, and prepared in the form outlined in Rule 29 of these Rules.
- (2) An applicant shall prepare its own listing application, in typewritten narrative form, following the instructions outlined in Rule 29.
- (3) The application must be submitted at least 30 days before the date on which the applicant would like its additional securities to be admitted to listing.
- (4) Three drafts of the listing application shall be filed by the sponsoring broker with the Exchange for review.
- (5) Payment of the application fee for the additional listing shall be made at the same time that the application is made.
- (6) The Exchange informs the applicant of any deficiencies noted, or any changes considered necessary in the form or content of the application, and where no deficiencies are noted or where changes considered necessary by the Exchange are effected by the applicant, the application shall put before the Council for consideration.

29. Content and form of additional listing application

- (1) An application for additional listing of stocks and shares shall provide the same particulars required to be provided for listing in respect of the corporate information page, purpose, capitalization, long term and funded debt as specified in rule 22 (2), (3), (4) and (5) of these Rules.
- (2) Where the securities applied for are in respect of bonus shares capitalised from surplus, the applicant shall

- (a) identify the reserves from which the bonus shares are to be capitalised,
 - (b) show a schedule of the movements in the relevant reserve and stated capital accounts,
 - (c) where any of the reserves are created following a revaluation of the assets of the company, submit a summarised copy of the necessary asset evaluation report, and
 - (d) provide confirmation from the company's auditors that the reserves at that point in time are sufficient to cover the capitalisation of the bonus issues.
- (3) In the case of rights issues, the applicant shall show a timetable in respect of the following dates:
- (a) book closure period;
 - (b) date to determine rights entitlement (qualifying date); and
 - (c) period during which the rights shall be traded.
- (4) The relevant dates in sub-rule (3) shall also apply to additional listing applications arising out of Take-Overs, Mergers, Schemes of Arrangement, Conversion of debt into equity, among others.
- (5) The applicant shall state the date of meetings of directors (and shareholders if that is the case) at which issuance of the securities applied for was authorised, and date of any order or proceedings of any public authority having jurisdiction.

PART V

REGULATIONS OF AN APPLICANT COMPANY

30. Matters that must be contained in the company regulations of an applicant

- (1) The regulations of a company seeking admission to the First List or the Second List of the Exchange must contain the various provisions set out in this Part.
- (2) In addition to complying with the provisions of this Part, the regulations of an applicant company must comply with the provisions of the Companies Code 1963, (Act 179).
- (3) To enable the Exchange speed up the review of the regulations, an applicant must provide an index indicating exactly where each of the provisions under rule 31 to 38 can be found in the regulations of the applicant.

31. Shares and Capital

- (1) An applicant shall not issue shares to transfer a controlling interest in the applicant without prior approval of shareholders at general meeting.
- (2) A director may participate in an issue of shares to employees only if the director holds office in an executive capacity and shareholders at a general meeting have approved of the specific allotment to be made to that director.
- (4) The rights attaching to shares of a class other than ordinary shares shall be expressed.
- (5) Where the company has power to issue further preference capital ranking equally with or in priority to the preference shares already issued, this shall be stated.
- (6) Preference shareholders have the same rights as ordinary shareholders as regards receiving notices, reports and balance sheets, and attending general meetings of the company.
- (7) Preference shareholders also have the right to vote at any meeting convened for the purpose of reducing the capital, or winding up, or sanctioning a sale of the undertaking, or where the proposition to be

submitted to the meeting directly affects their rights and privileges, or when the dividend on the preference shares is in arrears for more than six (6) months.

- (8) Capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in dividends.
- (9) Subject to any direction to the contrary that may be given by an ordinary resolution of the company in accordance with section 202 of the Companies Code, 1963 (Act 179) as amended, all new shares shall before issue, be offered to persons that are at the date of the offer entitled to receive notices of general meetings from the company in proportion, as nearly as the circumstances admit, to the amount of the existing shares to which they are entitled.
- (10) The offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the directors may dispose of those shares in a manner that they think most beneficial to the company.
- (11) The directors may likewise dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the directors, be conveniently offered under sub-regulations (9) or (10) of this Rule.

32. Defaced or lost share certificate

- (1) Subject to the provisions of the Companies Code, 1963 (Act 179) as amended, if any share certificate is defaced, worn out, destroyed, lost or stolen, it may be renewed on such evidence being produced and a letter of indemnity (if required) being given by the shareholder, transferee, person entitled, purchaser, member of the Exchange or on behalf of its client as the directors of the company shall require, and in case of defacement or wearing out, on delivery of the old certificate and in any case on payment of a sum not exceeding the amount that the directors require.

- (2) In the case of destruction, loss or theft of a share certificate, the shareholder or the person entitled to whom such new certificate is given shall bear the cost of the loss and pay to the company all expenses incidental to the investigations by the company of the evidence of the destruction, loss or theft.

33. Forfeiture and lien of a company on shares and dividends

The company's lien on shares and dividends declared in respect of such shares, shall be restricted to unpaid calls and instalments upon the specific shares in respect of which moneys are due and unpaid, and to such amounts as the company may be called upon by law to pay in respect of the shares of the member or deceased member.

34. Transfer and transmission by company of securities

- (1) The company shall accept for registration transfers in the form approved by the Exchange or the Central Securities Depository Company.
- (2) Records of shareholdings in a listed company shall be kept in a manner determined by the Central Securities Depository Act in force and in the absence of that as determined by the Exchange from time to time.
- (3) There shall be no restriction on the transfer of fully paid securities which are listed or are to be listed in the case of a limited liability company, except otherwise required by law.
- (4) Any regulations, which entitle a company to refuse to register more than three persons as joint holders of a share, must be expressed to exclude the case of executors or trustees of a deceased shareholder.
- (5) The company shall promptly notify the Exchange of any attachment or prohibitory orders of a court in Ghana (or any relevant jurisdiction) restraining the company from transferring securities out of the names of the registered holders.

35. Borrowing powers of directors of applicant

The scope of or restriction on, the borrowing powers of the board of directors shall be expressed.

36. Directors

In addition to the provisions of the Companies Code, 1963 (Act 179) as amended dealing with the contents of the regulations in respect of directors, an applicant company shall ensure that

- (a) where provision is made for the directors to appoint a person as a director either to fill a casual vacancy, or as an addition to the board, any director appointed shall hold office only until the next following ordinary general meeting of the company, and shall then be eligible for re-election,
- (b) fees payable to non-executive directors shall be by a fixed sum, and not by a commission on percentage of profits or turnover; and salaries payable to executive directors may not include commission on or percentage of turnover,
- (c) fees payable to non-executive directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting,
- (d) a director shall not vote on any contract or proposed contract or arrangement in which he has direct or indirect material interest,
- (e) the company's regulations embody the rules relating to the retirement and appointment of directors of a public company as provided in section 298 of the Companies Code, 1963 (Act 179) as amended,
- (f) the office of a director becomes vacant where the director becomes of unsound mind or bankrupt during the term of office,
- (g) a managing director is subject to the control of the board,
- (h) continuing directors may act notwithstanding any vacancy in their membership, but where their number is reduced below the minimum number fixed by or in furtherance of the regulations of the company, the continuing directors may, except in an emergency, act only for the purpose of increasing the number of directors to the minimum number, or to summon a general meeting of the company,

- (i) a director may appoint a person approved by a majority of his co-directors to act as his alternate, but any fee paid by the company to the alternate shall be deducted from that director's remuneration, and
- (j) where two directors form a quorum, the chairman of a meeting at which only such a quorum is present, or at which only two directors are competent to vote on the question at issue, shall not have a casting vote.

37. Winding up

- (1) The basis on which shareholders would participate in a distribution of assets on a winding up shall be expressed.
- (2) On the voluntary liquidation of the company, no commission or fee shall be paid to a liquidator unless it has been ratified by the shareholders, and the amount of such payment shall be notified to all shareholders at least, seven (7) days prior to the meeting at which it is to be considered.
- (3) Where any mining company is wound up within three (3) years of its shares being first listed on the Exchange, then in the absence of anything to the contrary provided in the Minerals and Mining Act, , share capital issued for cash shall rank in priority to share capital issued to vendors or promoters for consideration other than cash to the extent of the cash contributed on the distribution of assets to shareholders.

38. Alteration of regulations of Listed companies

Companies admitted to any of the Exchange's Lists shall not delete, amend or add to any of their existing regulations which have previously been approved by the Exchange, unless prior written approval has been sought and obtained from the Exchange for such deletion, amendment or addition.

PART Vi

CONTINUING LISTING REQUIREMENTS

39. Continuing obligations of a listed company

While a company remains on the First List or Second List it is required to comply with the requirements in this Part and to provide information requested by the Exchange.

40. Immediate announcements to be made to the Exchange for release

The following matters shall be immediately announced by a listed company which shall prepare the announcements for release by the Exchange. Matters to be announced by a listed company shall include but not limited to the following: -

- (a) any information concerning the company or any of its subsidiaries necessary to avoid the establishment of a false market in the company's securities or which is likely to materially affect the price of its securities. (The Corporate Disclosure Policy of the Exchange, set out in Part VII, is applicable and listed companies should be familiar with this policy);
- (b) any intention to fix a book closing date and the reason therefor, stating the books closure date, which shall be at least 21 days after the date of notification to the Exchange, and the address of the share registry at which documents will be accepted for registration;
- (c) any recommendation or declaration of dividend (including bonus shares, if any), the amount per share, the qualifying date and date of payment and, where there is a figure for the previous year, final dividend for the corresponding period in the previous year;
- (d) any recommendation or decision that dividend will not be declared and the reasons for such recommendation or decision;
- (e) any meeting at least 21 days before such meeting is held or such shorter notice period as is permitted by the company's regulations, specifying the place, date and hour of the meeting;
- (f) all special resolutions to be put to a general meeting of the company (as provided by the company's regulations) and immediately after such meeting whether, or not the resolutions were carried;

- (g) any call to be made upon any of the partly paid share capital of the company;
- (h) any change of address of the registered office of the company or of any office at which the register of securities of the company is kept;
- (i) any change in the directors, company secretary or auditors of the company;
- (j) any proposed alteration of the regulations of the company;
- (k) any notice of substantial shareholdings or changes received by the company and details thereof;
- (l) any application filed with a court to wind up the company or any of its subsidiaries;
- (m) the appointment of receiver or liquidator of the company or any of its subsidiaries;
- (n) any acquisition of shares of another company or any transaction resulting in such company becoming a subsidiary of the company;
- (o) any acquisition of shares resulting in the holding of 10 per cent or more of the stated capital of another listed company ; and
- (p) any sale of shares in another company -
 - (i) resulting in a company ceasing to be a subsidiary; or
 - (ii) resulting in a holding falling below 10 per cent of the issued capital of that company.

41. Announcement of Interim Results

- (1) After the end of a company's financial year, no announcement shall be made of any dividend, bonus or rights issue, unless accompanied by preliminary or finalised full year or cumulative 4th quarter results.

- (2) Listed Companies shall give to the Exchange, quarterly reports in line with the requirements set out by the Securities and Exchange Commission regulations made from time to time. Such quarterly reports shall be submitted to the Exchange no less than forty-eight (48) hours before they are published in a widely-circulated newspaper(s).

42. Annual Report of Listed Company

- (1) The Annual Report and Audited accounts of listed companies shall be prepared in accordance with section 127 of the Companies Code, 1963 (Act 179) as amended and the Securities and Exchange Commission regulations.
- (2) There shall be set out as separate items in every listed company's annual report -
 - (a) a statement showing at the end of the financial year, the holdings of each director of the company, in the issued shares of the company.
 - (b) particulars of material contracts involving directors' interests, either still subsisting at the end of the financial year or, if not then subsisting, entered into since the end of the previous financial year, providing among others, in the case of a loan,
 - (i) the names of the lender and the borrower,
 - (ii) the relationship between the borrower and the director (if the director is not the borrower),
 - (iii) the amount of the loan,
 - (iv) the interest rate,
 - (v) the terms as to payment of interest and re-payment of the principal, and
 - (vi) the security provided.
 - (c) a statement made to the end of the financial year and setting out,
 - (i) the number of holders of each class of equity security and a summary of the voting rights attaching to each class,

- (ii) an analysis of shareholding as required under Rule 23(1)(h) of these Rules, and
- (iii) the names of the 20 largest holders of each class of equity security and the number and percentage of equity securities of each class held.
- (d) the name of the company's directors, company secretary, solicitors, external auditors and share registrars, the address and telephone number of the registered office; and the registrar's address.

43. Certificates, transfers, transmissions and registers

- (1) A listed company shall allot securities within 21 days of the final applications closing date for an issue of securities and despatch certificates to all successful applicants or furnish the Depository with a list of all successful applicants and their particulars within 14 days of the date of allotment.
- (2) A listed company shall despatch to holders within 30 days after the day of lodging of a registrable transfer of securities of the company, a certificate in respect of the securities and a balance certificate for any remainder.
- (3) When so requested by the transferee at the time of lodging of a registrable transfer of securities of the company, a listed company shall despatch the certificate in respect of those securities to the lodging broker.
- (4) A listed company shall not refuse to register or fail to register or give effect to any transfer in registrable form of a fully paid security issued by a company on the First List or Second List unless,
 - (a) the registration of the transfer would result in a contravention of or a failure to observe the provisions of a law in Ghana, or
 - (b) the transfer is in respect of a partly paid security in respect of which a call has been made and is unpaid.

- (5) Where in the exercise of its rights under sub-rule 4 of this Rule a listed company refuses to register a transfer of a security it shall give to the lodging broker and the transferee written notice of the refusal and the precise reasons for it within 14 days after the date on which the transfer was lodged with the company.
- (6) A listed company shall accept, for registration transfers of the company's securities executed on a standard form of transfer approved by the Exchange and register transfers in the manner prescribed by the Exchange or a Depository Act in force.
- (7) A listed company shall design proxy forms in a manner which will allow a shareholder of the company appointing a proxy to indicate how the shareholder would like the proxy to vote in relation to each resolution.
- (8) A listed company shall give to the Exchange or any Licensed Dealing Member on enquiry and at a fee an extract of the stock or share register showing full details on or between the specified date or dates of all entries relating to the registration of stock or shares entered or deleted under any particular name, the relevant certificate numbers, and the names into which or from which a particular stock or share may have been transferred.
- (9) An enactment by Parliament to govern clearing, settlement and depository matters in relation to securities and share certification shall take precedence over these Rules to the extent of any inconsistency.

44. Requirement on new issues of securities and Treasury shares

- (1) A listed company shall not issue securities or sell treasury shares to transfer a controlling interest in the company without approval of shareholders in a general meeting.
- (2) A listed company that intends to make a rights issue shall promptly make an announcement of the intention, which shall state that the listing of the shares arising out of the rights issue is subject to the approval of the Exchange, and disclose the price, terms and purpose of the rights issue as well as the financial circumstances which call for the rights issue.

- (3) A date shall not be fixed for the closing of books until the listing application in respect of the issue has been approved by the Exchange.
- (4) In relation to a rights issue in which holders of securities are given the right to participate in proportion to the amount of existing shares to which they are holding, the rights shall allow for renunciation in part or in whole in favour of a third party at the option of the entitled shareholders.
- (5) The Exchange will not entertain any rights issue in which the rights cannot be made renunciable in part or in whole in favour of a third party at the option of the entitled shareholders.
- (6) In relation to Rights Issues, a listed company shall fix the closing date for the receipt of applications and acceptance of the new securities, not earlier than 21 days after the opening date of the offer.
- (7) In relation to Rights Issues, a listed company shall issue to the persons entitled to the Rights within 10 days (or such longer period as the Exchange may approve) after a books closing date, an offer circular cleared by the SEC, with a provisional letter of allotment incorporating,
 - (i) form of acceptance,
 - (ii) request for splits,
 - (iii) form of renunciation,
 - (iv) form of nomination, and
 - (v) excess shares application form.
- (8) A listed company that intends to make a capitalisation issue shall promptly make an announcement which states that the listing of the shares resulting from the capitalisation issue is subject to the approval of the Exchange, and a date shall not be fixed for the closing of books until the listing has been approved by the Exchange.

- (9) A listed company shall submit to the Exchange in sufficient time for examination and approval the listing application in respect of the new issue, enclosing two copies of drafts of all circulars and other documents proposed to be sent to those entitled in relation to a new issue.

45. Holding of securities of a listed company by its directors

- (1) Except in the case of a rights issue to shareholders, a director of a listed company shall not participate directly or indirectly in an issue of equity securities or other securities with rights of conversion to equity unless shareholders at a general meeting have approved of the specific allotment to be made to the director.
- (2) The director shall abstain from exercising any voting rights on the matter.
- (3) The notice of meeting under this rule shall state,
 - (a) the number of securities to be allotted,
 - (b) the precise terms and conditions of the issue, and
 - (c) that the directors shall not exercise any voting rights on the matter.

46. Holding of specific entitlement in new issue

- (1) Where holders are offered a specific entitlement in a new issue of securities, or in a company about to be floated, the entitlement must be on a *pro rata* basis with no restriction placed on the number of shares to be held before entitlements accrue.
- (2) Once the basis of the entitlement is declared the company shall not make any subsequent alterations to the entitlement.
- (3) A listed company shall not close its register to determine holders' entitlement to participate in a new company until 14 days after copies of the new company's registered offer document has been lodged with the Exchange.

47. Employee share schemes

- (1) Schemes involving the issue or sale of shares or other securities (including options) to employees shall be governed by this rule, the relevant public offer document or both and this rule shall apply to

schemes not only of the listed company but also all subsidiaries of the company even if the subsidiary is incorporated and operating abroad.

- (2) The scheme, which must be approved by the company at a general meeting, must contain provisions relating to
 - (a) the persons to whom securities may be issued or sold under the scheme ("participants"),
 - (b) the total amount of the securities subject to the scheme, which must be not more than 10 per cent of the issued share capital,
 - (c) a fixed maximum entitlement for any one participant,
 - (d) the amount, if any, payable on application or acceptance, and the basis for determining the subscription or sale, or option price, the period in or after which payments or calls, or loans to provide the same, may be paid or called, and
 - (e) the voting, dividend, transfer and other rights, including those arising on liquidation of the company, attaching to the securities.
- (3) The scheme or corresponding document if not circulated to the shareholders, must be available for inspection for a period of at least 14 days at the registered office of the company. Companies wishing to list must disclose the details of Employee Share schemes or proposed schemes in their offer document.
- (4) Where directors of the company are trustees of the scheme or have direct or indirect interest in the scheme, the circular must disclose that interest.
- (5) Unless the securities, which are subject to the scheme, are identical with other listed securities they must be separately designated.
- (6) A scheme may provide for adjustment of the subscription or option price or the number or amount of securities subject to the scheme, not already allotted, in the event of a capitalisation issue, and may provide for variation of the terms in the event of other circumstances (including sub-division or consolidation of shares) and the variation shall give a participant the same proportion of the equity capital that the participant was previously entitled.

- (7) The issue of securities as consideration for an acquisition will not normally be regarded as a circumstance requiring adjustment.
- (8) Adjustment other than on a capitalisation issue must be confirmed in writing by the company's auditors to be fair and reasonable.
- (9) The scheme shall provide that the matters contained in sub-rule (2) of this rule cannot be altered to the advantage of participants without shareholders' prior approval.

48. Form and content of securities certificates

Evidence of share ownership shall be in a manner prescribed by law or by the Exchange.

49. Take-Overs, Mergers, etc.

- (1) Listed companies and the investing public shall comply with the requirement of substantial acquisitions, take-overs, mergers, schemes of arrangement, among others, as published by the Securities and Exchange Commission.
- (2) Investors, Dealers and listed companies shall familiarize themselves with the conditions under which purchases of shares on the market or agreements reached, among others, may lead to notification to the Exchange (before or after the event) in connection with Take-Overs, Mergers, and any other related matter.
- (3) Until otherwise specifically modified by the Securities and Exchange Commission's approved Code on Take-Overs and Mergers, any of the following shall give rise to a take-over bid:
 - (i) the purchase of shares which has the effect of bringing the purchaser's aggregate holding to thirty percentum (30%) or more of the issued shares of a listed company;
 - (ii) the securing of control or management of a company by acquiring or agreeing to acquire the securities of those who control or manage the company; or
 - (iii) the announcement of a firm intention, through the Exchange, to make an offer for a listed company.

- (4) A take-over bid may have cash or share alternative or both.
- (5) The full details of a take-over bid shall be placed before the board of the target company for their information but shall not require their approval.
- (6) Except as provided in rule 49(11), a take-over shall only be made on the basis of a finalised offer document approved by the Securities and Exchange Commission and sent to all shareholders of the target company.
- (7) Prior to the coming into effect of the SEC Code on Take-Overs and Mergers, the minimum cash price for the securities of the company which is the subject of a take-over bid, shall be the average of the highest weekly prices during the immediately preceding 26 weeks to the initial announcement of the intention to do a take-over.
- (8) Where there is doubt as to the correct course of action in respect of this rule, the Exchange shall be consulted but other clarifications shall be sought from the SEC.
- (9) A Take-Over offer to the remaining members shall not result in the public float of the listed security falling below twenty-five percent (25%) unless with prior approval from the Exchange.
- (10) Take-overs, mergers, schemes of arrangement, and any related matter involving listed companies shall attract fees from the Exchange in accordance with Schedule IV to these Rules.
- (11) Where a cash transaction on the floor of the Exchange results in the acquisition of controlling shares, that is 50% plus 1 share in a listed company, the acquirer shall be permitted to buy further shares on the floor up to a maximum holding of seventy-five percent (75%) of the listed company and the further purchases shall
 - (a) not require any tender offer documentation.
 - (b) be subject to a minimum price which shall not be less than the 26-week average price referred to in rule 49(7) herein and shall not be less than the negotiated price.
 - (c) be paid for in accordance with the settlement rules of the Exchange and shall be strictly for cash.

50. Request for Reports, etc.

- (1) Where a valuation has been conducted on the fixed assets of a company or its subsidiaries or both and the results reflected in the company's accounts, a summary report shall be submitted together with a copy of the valuation report to the Exchange.
- (2) Where any agreement has been entered into in connection with any acquisition or realisation of assets or any transaction outside the ordinary course of business of the company or its subsidiaries or both, a copy each of the relevant agreements must be lodged with the Exchange and also made available for inspection at the company's registered office for a period of 3 months.
- (3) The Exchange may request a listed company to submit, a full list of shareholders together with their respective shareholdings and when requested, this must be submitted to the Exchange, but the company may be required to comply with this sub-rule only once in every two years.
- (4) Documents submitted to the Exchange by a company shall become and remain the property of the Exchange which may make copies of any or all of the documents and forward the copies to another Exchange, the public, the media, or any other interested party.
- (5) The Exchange shall endeavour to achieve a fair balance between the commercial interest of listed companies and the interest of investors in publishing any document in its possession.
- (6) Documents for overseas shareholders shall be forwarded by air.
- (7) A listed company shall give the Exchange copies of
 - (a) all periodical and special reports, circulars, etc, released or issued by the company for the information of holders of any of the company's securities as soon as they are released or issued;
 - (b) the published accounts of the company and all documents required by law to be annexed thereto, as soon as issued and at least 21 days before the date of the annual meeting of the company;

- (c) all special resolutions passed at general meetings of the company as soon as they are passed; and
- (d) all proceedings of the annual general meeting where they contain information additional to that contained in the annual report, as soon as practicable after the meeting.

51. Fees payable on listed securities

- (1) The fees prescribed in Schedule III and IV to these Rules which may be varied by the Council, are payable to the Exchange, as follows:
 - (a) in respect of annual listing fees, the fees shall be paid in advance and not later than 31st January each year;
 - (b) application fees shall accompany applications;
 - (c) original, additional and first annual listing fees shall become due after approval of the listing application and before commencement of trading in those shares.
 - (d) Take-over and merger levies shall be due when cash settlement is due and also when share exchange is to be effected.
 - (e) all other fees shall be paid as and when the Exchange may direct.
- (2) The Exchange shall refuse to formally list or commence trading in shares being listed if the full fees have not been settled.

52. Minimum number of shareholders

A listed company shall be delisted within three (3) months after receiving notice to this effect from the Council, if the number of public shareholders or bondholders or the percentage of public float falls significantly below the number prescribed by the Exchange under rules 6(1), 6(4), 7(1) and 13(4)(b).

PART Viii

DISCLOSURE POLICY

53. Purpose and Obligation to Provide Information

An issuer of listed securities shall:-

- (a) maintain high standards of disclosure.
- (b) fully disclose to the public, the information necessary to make informed investment decisions.
- (c) secure the immediate release of information, which might be reasonably expected to have a material effect on the market activity and price of its listed securities.
- (d) ensure the maintenance of a fair and orderly market in its securities in accordance with this rule.
- (e) help to ensure that investors have simultaneous and equal access to the same information.

54. Immediate Disclosure of Material Information

- (1) An issuer shall immediately disclose information about its affairs or about events or conditions in the market for the issuer's securities which
 - (a) is likely to have a significant effect on the price of any of the issuer's securities, or
 - (b) is likely to be considered important by a reasonable investor in determining his choice of action.
- (2) For the purpose of this rule, material information is any information of a factual nature that has a bearing on the value of an issuer's securities or on investor decisions as to whether or not to invest or trade in such securities and includes information, known to the issuer and which concerns the issuer's property, business, financial conditions and prospects, mergers and acquisitions, and dealings with employees, suppliers, customers and others, as well as information concerning any significant change in ownership of the issuer's securities owned by insiders or representing control of the issuer.

- (3) An issuer is not required to disclose its internal estimates or projections of its earnings. However if such estimates or projections are to be released, they should be prepared carefully, on a reasonable and factual basis, realistically stated, with appropriate qualifications and should subsequent developments indicate that performance will not match earlier estimates or projections, this too should be promptly reported and the reasons for the variance adequately explained.
- (4) The following would require a prompt announcement:
- (a) non payment of interest on the 'due date' on account of debt securities;
 - (b) non payment of capital on the redemption date on account of debt securities;
 - (c) a joint venture, merger, acquisition or take-over;
 - (d) a decision on whether or not to declare a dividend;
 - (e) any decision to change the capital structure of the issuer including a Rights Issue or a Bonus Issue;
 - (f) change of Directors, Company Secretary, Registrars or Auditors of the issuer;
 - (g) a change in control of the business;
 - (h) change of address of the registered office of the issuer or of any offices at which the register of the securities of the issuer is kept;
 - (i) a call of securities for redemption;
 - (j) an event of default on interest or principal payments or both in respect of loans;
 - (k) resignation, suspension or removal of the Chief Executive Officer;
 - (l) occurrence of any event which would result in the winding up of the issuer or any of its subsidiaries or the appointment of a receiver or liquidator of the entity or any of its subsidiaries;

- (m) penalties imposed on the issuer by a regulatory authority;
 - (n) an event or occurrence which has the potential of materially affecting the business or revenue or profits of the company and efforts to minimise its effect;
 - (o) alteration or amendment of the rights and privileges of any unlisted securities issued by the issuer;
 - (p) a tender offer for another entity's securities;
 - (q) a new product or discovery;
 - (r) the public or private sale of additional securities;
 - (s) a change in capital investment plans; and
 - (t) a labour dispute or dispute with sub-contractors or suppliers.
- (5) The following information require prompt announcement if considered material by the Board of Directors:
- (a) the acquisition or loss of a contract;
 - (b) the borrowing of funds;
 - (c) the purchase or sale of an asset;
 - (d) any changes in the Corporate Purpose and any material alterations in the issuer's activities or the initiation of new ones;
 - (e) any investment that will have a material impact on the issuer;
 - (f) judicial or quasi judicial actions of any nature initiated by or against the issuer;
 - (g) any Licensing or Franchising Agreement or its cancellation which may affect the issuer's operations;
 - (h) any occurrence of an event of default under the terms and conditions of any issue of debentures, promissory notes, bonds or any other security issued by the issuer;

- (i) any penalties if imposed by state authorities;
 - (j) any acquisition of voting rights which results in the issuer becoming the holding issuer; and
 - (k) any other relevant information or event.
- (6) All announcements mentioned above that have to be communicated to the Exchange shall be in writing, and shall be under cover of a letter duly signed by an authorized officer of the issuer.
- (7) The following circumstances where disclosures can be withheld are limited and constitute an infrequent exception to the normal requirement of immediate public disclosure. Thus, in cases of doubt, the presumption must always be in favour of disclosure.
- (a) Where immediate disclosure would prejudice the ability of the issuer to pursue its corporate objectives;
 - (b) Where the facts are in a state of flux and a more appropriate moment for disclosure is imminent;
 - (c) Where the issuer is holding negotiations and has not reached an agreement in-principle; and
 - (d) Where the material information is temporarily withheld, the strictest confidentiality shall be maintained, and the issuer shall make an immediate public announcement, if required by the Exchange and if there are rumours about the information withheld, immediate public disclosure is required.

55. Disclosure of acquisitions and Transfers of Securities

- (1) A person irrespective of nationality who purchases or sells shares in a listed company shall inform the market when his holdings attain, exceed, or fall below each five (5) percent threshold, starting from 10% through 15% and 20% up to 50% plus one share.
- (2) The disclosure shall be made in a press release to the market not later than 48 hours after the transaction.
- (3) The disclosure shall show the size of the holding in terms of the percentage of the share capital and votes after the transaction and the number of shares purchased or sold should also be included.

- (4) In making the disclosure under sub-rule (3), shares must be consolidated where the same person controls or is considered to control the shares and the voting rights held by a person or company controlled by him.

56. Thorough Public Dissemination

- (1) Public disclosure of material information shall be made by an announcement released to the Exchange and the news media.
- (2) Disclosure of material corporate developments shall not be made on an individual or selective basis to analysts, shareholders or other persons unless the information has previously been disclosed and disseminated to the public.

57. Clarification or Confirmation of Rumours and Reports and Response to Unusual Trading Activity

- (1) Where unusual price movement or trading activity, or both occur without any apparent publicly available information, the listed issuer shall respond promptly to any inquiries made by the Exchange.
- (2) A listed issuer shall respond promptly to inquiries made by the Exchange concerning rumours or reports regarding the issuer.

PART VIII

LISTING RULES FOR EXTERNAL COMPANIES

58. Listings

- (1) The following shall be regulated by the rules in this Part and the relevant documentation submitted to the SEC for review if Ghana is participating in the offer.
 - (a) an initial public-offering of foreign capital market instruments.
 - (b) a public-offer of foreign capital market instruments by their holders.
 - (c) a public offer of depository receipts.
 - (d) a private placement of foreign capital instruments and depository receipts.
- (2) The securities of an external company which are not listed, either in its country of incorporation or in the country in which majority of its shares are held, shall not be admitted to listing unless the Ghana Stock Exchange is satisfied that there is no well established capital market in either country, or that, if such a market exists, the absence of such a listing can be satisfactorily explained to the Exchange.
- (3) An external company seeking a listing of any securities on the Exchange shall comply with all the relevant listing rules of the Exchange for the time being in force unless expressly exempted by the Exchange with SEC's prior approval or unless compliance will be contrary to the law in the country of incorporation, or the rules of any Exchange which has previously listed the securities of the company.
- (4) Where an external company is seeking exemption on the grounds that compliance would amount to a breach of the law in the country of incorporation, or other Exchange on which the company is listed, it shall produce a legal opinion from a competent legal professional explaining why compliance will be contrary to the law.

59. Exchange Control Permission

Securities of an external company shall not be admitted to any of the Exchange's Official Lists if the admission will be in contravention of existing exchange control laws.

60. Compliance with Companies Code

- (1) For the purpose of these Rules, an external company means an external company as defined by section 302 (2) of the Companies Code, 1963 (Act 179) (referred to in these Rules as 'the Code') which is seeking or has obtained admission to any of the Official Lists of the Exchange.
- (2) An external company which is listed on, or is seeking a listing on the Exchange shall comply with all relevant rules applicable to companies generally and more particularly, with Chapter V of the Code, as modified by these rules.
- (3) An external company shall furnish the Exchange with copies of all documents required to be supplied under section 303 of Chapter V of the Code and more particularly as set out in Schedule V to these Rules.
- (4) An external company shall cause to be kept in Ghana a branch register of shareholders, or debenture-holders, or of the holders of any other relevant securities residing in Ghana and shall, in furtherance of this, appoint a registration officer in Ghana to be approved by the Exchange.
- (5) Where the external company's primary or initial listing is on the Ghana Stock Exchange, the register to be kept in Ghana shall be the main register and the registration officer in Ghana shall have power to dis-allow any transfers originating from the branch register if proper procedures including announcement to the Exchange and payment of trade levies are not done.
- (6) For the purpose of chapter V of the Code and without prejudice to any other operations of the external company in Ghana, the appointment of a share registration officer and the keeping of a branch or full register in Ghana shall be deemed to mean that the external company has an established place of business in Ghana.

- (7) Notwithstanding any provisions in these Rules, any external corporate body or organisation which is not a "company" for the purposes of the Companies Code may issue securities for listing on the Exchange if the Council is satisfied that adequate provision for investor protection has been put in place and the relevant regulatory approvals have been obtained.

61. Language

When an external company issues any information in any circular, report, accounts, or other document requested by the listing rules to be sent to the Exchange or shareholders, it must be issued in English, or be accompanied by a translation in English.

62. Equivalent Disclosure

- (1) An external company shall ensure that equivalent information is notified to the Exchange at the same time the information is made available to the stock exchange where the company has a primary listing, or if earlier sent to any other stock exchange at that earlier time.
- (2) If a circular is issued to the holders of any particular class of security, an external company shall issue a copy, or summary of that circular to the holders of all other listed securities unless the contents of that circular are irrelevant to them.
- (3) An external company may use airmail, or any other faster means when sending documents to holders of its listed securities residing in Ghana where such information is being sent from outside Ghana.

63. Application and Documentation

- (1) In addition to rule 60(2), but subject to rule 62(2), an external company shall, unless expressly exempted by the Exchange with the approval of the SEC, comply with all the steps stipulated in rules 19 and 20 of the Listing Rules and produce all the documents required under Parts III and IV of the Listing Rules, (set out in Schedule V to these Rules) or their equivalent in the external company's country of incorporation.
- (2) An external company which is listed on, or is seeking a secondary listing on the Exchange shall,

- (a) comply with the requirements of
 - i) any overseas stock exchange on which its securities are listed,
 - ii) the competent authority, or equivalent regulatory body which regulates it, and
- (b) in the case of a new applicant, submit a letter to the Exchange from the bodies in paragraph (a) confirming that it is in compliance with the requirements of the bodies mentioned and stating the number and current price of its securities currently listed on any overseas stock exchange.
- (3) In cases of simultaneous listings, or where the external company is already listed on another stock exchange, the Exchange may, on application by the external company, accept documents required by the other Exchange as a valid satisfaction for those required by Parts III and IV of the Listing Rules provided that the Exchange may request any supplementary, or explanatory documents as it considers fit subject to the approval of the SEC.
- (4) Notwithstanding sub-rule (3), where an external company is seeking listing more than 12 months after the required documents were submitted to the Exchange of primary listing, the documents shall not be admitted by the Exchange unless updated.

64. Regulations of An External Company

- (1) An external company is not required to amend its Regulations, Articles of Association, Memorandum of Association, or any other similar instrument unless in accordance with Part V of the Listing Rules and the Exchange may require changes to an external company's constituting instrument(s) if it considers it necessary for the protection of investors and provided that once such instruments have been approved, no amendments, deletion, or additions may be made without the prior written approval of the Exchange.
- (2) An external company shall, on request, supply copies of its constituting instrument(s) to holders of its securities without any charge.

65. Capital and Spread of Shares:

- (1) Rule 6 of the Listing Rules relating to the stated capital of listed companies and minimum issued shares to the public shall not apply to external companies.
- (2) An external company applying for listing of any class of its shares shall, have a minimum stated capital of the equivalent of US\$ 1million (one million United States dollars).
- (3) After its application has been approved for listing and before an external company actually commences trading, not less than 20 percent of the related securities must be held by a minimum of one hundred (100) persons or institutions from the investing public.

66. Period of Existence

An external company seeking listing on the Exchange shall have operated for not less than three (3) years prior to the time of listing.

67. Fees

An external company listed on the Exchange shall pay the US Dollar equivalent of the fees prescribed in Schedules III and IV.

PART IX

SHARE BUY-BACK

68. General Requirements

A company shall not purchase its own shares or give any financial assistance to any person for the purpose of purchasing its own shares contrary to section 58 of the Companies Code, 1963, (Act 179) as amended, unless the holders of the related shares of the company have given general mandate by way of an ordinary resolution passed at a general meeting of shareholders to the directors of the company to make such purchase(s).

69. Resolution

The ordinary resolution required under rule 68 for the company to purchase its own shares shall state

- (a) the total number and description of the shares which the company is authorised to purchase on the Exchange,
- (b) the respective dates on which the authority conferred by the resolution will commence and end, and the authority shall continue in force until
 - (i) the conclusion of the first annual general meeting of the company following the passing of the resolution, at which time it shall lapse, unless by a special resolution passed at that meeting the authority is renewed, either unconditionally, or subject to conditions, or
 - (ii) revoked or varied by special resolution of the shareholders in general meeting, whichever comes first,
- (c) that except where the shares are redeemable preference shares, the company shall not re-purchase more than fifteen (15) percent of the issued shares of any class, or of the total issued shares.

70. Announcement

- (1) Any decision by the Board of a listed company to submit to shareholders a proposal for the company to be authorised to purchase its own shares, or to give financial assistance to any person for the purpose of purchasing its own shares must be announced to the Exchange immediately.

(2) Deliberations on a proposed resolution seeking shareholders' authority to do a share buy-back shall indicate clearly to the shareholders

- (a) the reasons for the buy-back,
- (b) the maximum number of shares to be purchased under the scheme,
- (c) the current holdings of the directors,
- (d) the source of funds for the scheme, and
- (e) the financial effect of the scheme on the company.

71. No effect on Take-Overs

A share buy-back scheme shall not lead to a mandatory take-over bid in the event that a key shareholder subsequently comes to hold 30% or more of the issued shares.

72. Share Deals Account

The obligations of the Companies Code, 1963 (Act 179) regarding the Share Deals account must be complied with by a company doing a share buy-back.

73. Public Shareholding

A company shall not purchase its own shares on the Exchange, or give any financial assistance to any person for the purpose of purchasing its own shares if that purchase(s), or giving of financial assistance would result in the number of shares which are in the hands of the public falling below the requirements of rule 6(1), unless the company does not wish to remain listed.

74. Appointment of stockbroker

- (1) A company intending to purchase its own shares on the Exchange may only do so if that company appoints one (1) Licensed Dealing Member (LDM) of the Exchange and secures all dealings through that LDM only.

- (2) Where a company intends to give financial assistance to any person for the purpose of purchasing its own shares, the company shall ensure that it conforms with section 58 of the Companies Code and these Rules.

75. Reporting of purchases and sales

An LDM doing a share buy-back on behalf of a listed company must give a weekly report to the Exchange detailing

- (a) total daily purchases and sales during the week,
- (b) total daily consideration paid or received,
- (c) total share purchases and sales for the week, and
- (d) total consideration paid or received for the week.

76. Dealings by Directors

- (1) A director or a person connected to him is prohibited from dealing in the shares of the company at the time when the company purchases its own shares or when the person who has been given the financial assistance purchases the company's shares.
- (2) The directors, in exercising the power to purchase a company's own shares, are subject to all the obligations imposed on them by the Companies Code.

77. Annual Report

The Annual Report of a listed company that has engaged in a share buy-back in the course of the year must indicate

- (a) total purchases made during the year,
- (b) total sales made during the year,
- (c) number of shares in treasury, and
- (d) movements in the Share Deals account.

78. Status of purchased shares

- (1) Shares which have been re-purchased, shall until re-issued, constitute treasury shares and shall have no voting rights.
- (2) Dividend shall not be paid on treasury shares.
- (3) Shares which are purchased by the company shall be automatically de-listed, upon their cancellation by the company.
- (4) Subsequent sale of treasury shares shall only be done on the floor, without any "Put-Through with no Interference", and can only be sold to a majority holder if shareholders have given consent for the sale by ordinary resolution.

PART X

GENERAL PROVISIONS

79. Internal Transfers

1. A listed company shall seek approval from the Exchange for a transfer of shares, in this part referred to as Internal Transfer, by a substantial shareholder to or from a company or group of companies of which the substantial shareholder is a member.
2. An Internal Transfer shall not involve the passing of consideration.
3. The Exchange shall approve an Internal Transfer in shares without the necessity of it leading to a transaction on the floor of the Exchange.
4. Approval of an Internal Transfer which is to be consummated outside the floor of the Exchange shall require the following:
 - (a) proof of group relationship between all the companies involved;
 - (b) confirmation that the transfer is legal in the country/countries of residence of both transferor and transferee;
 - (c) legal confirmation that no consideration shall pass between the transferor and the transferee; and
 - (d) payment or firm undertaking to pay the Internal Transfer processing fees applicable as prescribed in Schedule III.
5. The Exchange shall notify the SEC prior to effecting the internal transfer.

80. Power to Modify Rule

- (1) The Council of the Exchange may by itself or through the Managing Director of the Exchange, waive the application of such of these Listing Rules as it deems fit in any particular circumstance, and upon sufficient justification being provided.
- (2) The SEC shall in all cases be given prior notification of exemptions and waivers. Waivers and exemptions shall be granted upon receipt of acknowledgement and consent from the SEC.

- (3) Any amendment of these Listing Rules shall be made with the prior approval of SEC.

81. Interpretations

- (1) In these Rules unless the context otherwise requires

"book closing date" means the specified time and date set by a company for the lodging of transfers for the purpose of determining persons entitled to dividends, interest or new securities, among others, or rights to a priority of application for issues of securities;

"borrowing company" means a company that is or will be under a liability to repay any money received or to be received by it in response to an invitation to the public or to existing security holders to subscribe for or purchase loan securities of the company;

"Companies' Code" means the Ghana Companies' Code of 1963 Act 179 as amended or any subsequent Code enacted in replacement of Act 179;

"corporate substantial shareholder" means any corporate shareholder entitled to exercise or control the exercise of 30 per cent or more of the voting power at a general meeting of the company or one which is in a position to control the composition of a majority of the board of directors of the company;

"Council" means the Council of the Ghana Stock Exchange or the Listing Committee of the Council;

"CSD Act" means the Central Securities Depository Act of 2007;

"debentures" or **"debenture stock"** means, in relation to loan securities, debentures or debenture stock which in addition to any other security in respect thereof, are secured by a floating charge over the whole or substantially the whole assets and undertaking of the borrowing company and guarantor companies;

"Exchange" or "GSE" means the Ghana Stock Exchange;

"The Exchange of primary listing" shall mean the Exchange in the country of incorporation on which the non-resident corporate body is listed or a stock exchange of the country other than Ghana on which a majority of that corporate body's shares or securities were held or traded

or both or intended to be so held or traded immediately prior to the filing of the listing application with the Ghana Stock Exchange.

“External company” means any body corporate formed outside Ghana, which has an established place of business in Ghana and which, is seeking, or has obtained admission to any of the Official Lists of the Exchange.

“Foreign Capital Market Instruments” means securities traded on Exchanges in countries where they are issued and which have been approved by the Securities and Exchange Commission of Ghana.

“GH¢” means Ghana Cedis, the new currency of the Republic of Ghana introduced in July 2007

“Government” means the Government of Ghana;

“guarantor company” in relation to a borrowing company means a company that has guaranteed or has agreed to guarantee the repayment of any money received or to be received by the borrowing company in response to an invitation to the public to subscribe for or purchase loan securities of the company;

“Independent director” means a director who is not an employee of the company and is not affiliated to the key owner of the listed company.

“issuer” means any public company or other legal entity whose securities is the subject of an application for admission, or has been admitted to listing;

“Licensed Dealing Member” means a member of the Ghana Stock Exchange, being a corporate body, which is licensed to deal in securities;

“listed securities” means securities admitted to the Official List of the Exchange;

“listed company” means a company whose equity security has been admitted to the Official List of the Ghana Stock Exchange;

“loan securities” includes

- (a) debentures within the meaning of the Companies Code, 1963 (Act 179) which are unsecured;

(b) mortgage debentures or mortgage debenture stock;

(c) debentures or debenture stock;

(d) securities of the Government of Ghana; and

(e) securities guaranteed by the Government of Ghana;

"mortgage debentures" or "mortgage debenture stock" means that the issue, in addition to any other security in respect of the issues, is secured by a first mortgage given to a trustee for the holders of the debentures to be issued in relation to the deposit of loan over land vested in the borrowing company or in any of its guarantor companies and that the mortgage has been duly registered, or is a registrable mortgage which has been lodged for registration, in accordance with the law relating to the registration of mortgages of land and that the aggregate amount of the moneys and of all other liabilities, if any, secured by the mortgage of that land ranking *pari passu* with the liability to repay the money does not exceed sixty per cent of the value of the company's interest in that land as shown in a written valuation of an independent person competent and qualified to make the valuation for inclusion in the Prospectus or Memorandum of Sale;

"public float" refers to the total issued shares of a listed company less the number of shares held by the original owner(s) or the strategic investor(s);

"securities" mean share securities and loan securities;

"SEC" mean the Securities and Exchange Commission of Ghana

"share securities" mean shares (including preference shares), rights or interests (whether described as units or shares), any closed unit trust or closed mutual fund and rights to or options to subscribe for any of the foregoing;

"substantial shareholder" means any shareholder entitled to exercise or control the exercise of 30 per cent or more of the voting power at a general meeting of the company or one who is in a position to control the composition of a majority of the board of directors of the company;

(2) Unless the context otherwise requires or it is otherwise provided in sub-rule (1), words and phrases to which a meaning is assigned in the First Schedule of the Companies Code, 1963 (Act 179) shall if used in these Rules have the same meaning.

SCHEDULES

Schedule I

Form 1 (Rule 12 (2))

Application has been made to the Ghana Stock Exchange for permission to list all the shares of the Company already issued as well as those shares, which are the subject of this Issue. Acceptance of applications will be conditional upon permission being granted to list all of the issued shares of the company. Monies paid in respect of any application accepted will be returned if the said permission is not granted. The Ghana Stock Exchange assumes no responsibility for the correctness of any of the statements made or opinions or reports expressed in this Prospectus. Admission to the First or Second List is not to be taken as an indication of the merits of the company or of the shares.

Schedules

Schedule II

Form 2 (Rule 23 (1) (i))

UNDERTAKING BY COMPANY IN SUPPORT OF ITS APPLICATION FOR ADMISSION TO THE FIRST LIST* OF GHANA STOCK EXCHANGE

To:

GHANA STOCK EXCHANGE

..... (The Company)
(Name of Company)

In consideration of the Ghana Stock Exchange ("the Exchange") granting the Company's application for admission to First List* of the Exchange ('the First List')* of the Securities described in the Company's form of Application, IT IS HEREBY ACKNOWLEDGED that the Company shall remain on the First List only at the discretion of the Exchange and the company HEREBY with its appointed Registrars UNDERTAKE AND AGREE to comply with the Continuing Listing Requirements including securities registration and the Disclosure Policy of the Exchange.

The above Undertaking has been signed by me as.....

.....of..... pursuant to
(title) (Name of Company)

authority granted me by resolution of the Board of Directors of the Company

on

Date Signature

Name.....

*Or the Second List as appropriate

SCHEDULE III (A)

Listing Fees (Rules 50, 51, 67 and 79)

(Subject to change from time to time)

The Listing Rules make provision for various listing fees as indicated below. The fees are based on the market capitalization of the prospective company and whether the applicant company is a member or not. The application fees component of the listing fees shall also apply to de-listings.

In view of the re-denomination of Ghana's currency in July 2007, prospective listing applicants and their advisors should refer to Schedule III (B) for the equivalent fees using the new "re-denominated" currency.

A. SHARES, FUNDS, etc.

	<i>Market Capitalization</i>	<i>Members</i>	<i>Non Members</i>
	<i>Cedis</i>	¢m	¢m
Application fees	0.1 - 10b	24	34
	10.1 - 20b	52	68
	20.1 - 50b	92	112
	50.1 - 100b	132	162
	100.1 - 200b	188	218
	200.1 - 500b	220	250
	500.1 - 1000b	250	280
	1000.1 - 1500b	280	310
	1500.1 - 2000b	310	340
	2000.1 - 5000b	340	370
	5000.1 - 10,000b	370	400
	10,000.1 - 20,000b	400	500
	over 20,000b	500	600

	<i>Market Capitalization</i>	<i>Members</i>	<i>Non Members</i>
	<i>Cedis</i>	<i>¢m</i>	<i>¢m</i>
Original & Additional Listing Fees	0.1 - 10b	30	39
	10.1 - 20b	56	66
	20.1 - 50b	63	74
	50.1 - 100b	70	81
	100.1 - 200b	91	106
	200.1 - 500b	112	126
	500.1 - 1000b	132	150
	1000.1 - 1500b	152	170
	1500.1 - 2000b	172	190
	2000.1 - 5000b	192	220
	5000.1 - 10,000b	212	270
	10,000.1 - 20,000b	232	320
	over 20,000b	300	400
Annual Listing Fees	0.1 - 10b	26	36
	10.1 - 20b	70	80
	20.1 - 50b	75	85
	50.1 - 100b	81	91
	100.1 - 200b	88	98
	200.1 - 500b	95	105
	500.1 - 1000b	101	111
	1000.1 - 1500b	108	118
	1500.1 - 2000b	124	144
	2000.1 - 5000b	148	168
	5000.1 - 10,000b	178	198
	10,000.1 - 20,000b	213	260
	over 20,000b	260	308

B. CORPORATE BONDS

For each class of original and additional loan securities issued by a listing company.

- (i) Application Fee - based on 0.0005 times bond value
- (ii) Original & Additional
Listing Fees - based on 0.0003 times bond value

- (iii) Annual Listing Fee - based on 0.0003 times the total bond value outstanding at the end of the previous year

C. GOVERNMENT, MUNICIPAL AND OTHER STOCKS

- (i). Application Fees - based on 0.0003 times stock value
- (ii) Original & Additional Listing Fees - based on 0.0002 times stock value
- (iii). Annual Fees - based on 0.0002 times the total stock outstanding at end of the previous year

D. ALL SECURITIES

- (i) In connection with all applications and investigations, but excluding applications and investigations in connection with a listing application,
 - Hearing fee per case - ₪5 million (Minimum)
 - Hearing fee per case - ₪50million (Maximum)
- (ii) For all new or original securities being listed, a fee of 0.05% of the pre-listing capitalization towards the Automation and Development fund of the Exchange.
- (iii) For all additional securities being listed, a fee of 0.025% of the pre-listing capitalization of the additional shares towards the Automation and Development fund of the Exchange.

E. EXTERNAL COMPANIES

In line with Rule 67, the fees payable by external companies listed on the Exchange shall be the dollar equivalent of 1 ½(one and a half times) the fees for the time being in force.

F. INTERNAL TRANSFER FEES

In connection with internal transfers by a listed company's parent or substantial holders, a GSE processing fee of 0.24% of the value of the transfer is payable by the parent or by the holder or the transferee as may be determined among the parties and notified to the Exchange prior to approval of the transfer.

G. DISCOUNTS

1. In certain circumstances, the Exchange may grant discounts in respect of original and additional listing of shares and bonds as follows:
 - (i) where the company, in the current financial year of the Exchange, has done or is about to do two or more original or additional listings or both;
 - (ii) where the listing involves option shares in favour of Directors and Employees;
 - (iii) where the listing involves the issue of a prospectus supplement for part of a series of offers or rights for which an initial shelf registration of a full prospectus was filed with the Exchange not more than 4 (four) years ago;
 - (iv) where a company issues bonus shares to its shareholders; and
 - (v) where the total fees (when worked out) exceeds 5% of the gross proceeds receivable from the offer or rights, among others.
2. Fees to be applied in the cases under paragraph 1 shall be determined as follows:
 - (i) The Exchange may on a case by case basis, depending on the volume of work and time expended in vetting the application documents and any other relevant factors, grant a discount not exceeding 45% of the total fees ordinarily payable.
 - (ii) The total fee payable shall generally not exceed 5% of the gross proceeds and where it does, shall be further discounted to a figure not more than 5% of the gross proceeds.

SCHEDULE III (B)

Listing Fees (Rules 50, 51, 67 and 79)

(Subject to change from time to time)

The Listing Rules make provision for various listing fees as indicated below. The fees are based on the market capitalization of the prospective company and whether the applicant company is a member or not. The application fees component of the listing fees shall also apply to de-listings.

The values in this Schedule III (B) have been stated in Ghana Cedis (GH¢) i.e. the re-denominated currency or the new currency of Ghana effective July, 2007.

A. SHARES, FUNDS, etc.

	<i>Market Capitalization</i>	<i>Members</i>	<i>Non Members</i>
	<i>GH Cedis</i>	<i>GH Cedis</i>	<i>GH Cedis</i>
Application fees	0.01 - 1m	2,400	3,400
	1.1 - 2m	5,200	6,800
	2.1 - 5m	9,200	11,200
	5.1 - 10m	13,200	16,200
	10.1 - 20m	18,800	21,800
	20.1 - 50m	22,000	25,000
	50.1 - 100m	25,000	28,000
	100.1 - 150m	28,000	31,000
	150.1 - 200m	31,000	34,000
	200.1 - 500m	34,000	37,000
	500.1 - 1,000m	37,000	40,000
	1,000 - 2,000m	40,000	50,000
	over 2,000m	50,000	60,000

	<i>Market Capitalization</i>	<i>Members</i>	<i>Non Members</i>
	<i>GH Cedis</i>	<i>GH Cedis</i>	<i>GH Cedis</i>
Original &	0.01 - 1m	3,000	3,900
Additional	1.1 - 2m	5,600	6,600
Listing Fees	2.1 - 5m	6,300	7,400
	5.1 - 10m	7,000	8,100
	10.1 - 20m	9,100	10,600
	20.1 - 50m	11,200	12,600
	50.1 - 100m	13,200	15,000
	100.1 - 150m	15,200	17,000
	150.1 - 200m	17,200	19,000
	200.1 - 500m	19,200	22,000
	500.1 - 1,000m	21,200	27,000
	1,000 - 2,000m	23,200	32,000
	over 2,000m	30,000	40,000
Annual	0.01 - 1m	2,600	3,600
Listing Fees	1.1 - 2m	7,000	8,000
	2.1 - 5m	7,500	8,500
	5.1 - 10m	8,100	9,100
	10.1 - 20m	8,800	9,800
	20.1 - 50m	9,500	10,500
	50.1 - 100m	10,100	11,100
	100.1 - 150m	10,800	11,800
	150.1 - 200m	12,400	14,400
	200.1 - 500m	14,800	16,800
	500.1 - 1,000m	17,800	19,800
	1,000 - 2,000m	21,300	26,000
	over 2,000m	26,000	30,800

B. CORPORATE BONDS

For each class of original and additional loan securities issued by a listing company.

- (i) Application Fee - based on 0.0005 times bond value

- (ii) Original & Additional Listing Fees - based on 0.0003 times bond value
- (iii) Annual Listing Fee - based on 0.0003 times the total bond value outstanding at the end of the previous year

C. GOVERNMENT, MUNICIPAL AND OTHER STOCKS

- (i). Application Fees - based on 0.0003 times stock value
- (ii) Original & Additional Listing Fees - based on 0.0002 times stock value
- (iii). Annual Fees - based on 0.0002 times the total stock outstanding at end of the previous year

D. ALL SECURITIES

- (i) In connection with all applications and investigations, but excluding applications and investigations, in connection with a listing application,
 - Hearing fee per case - GH ₵500 (Minimum)
 - Hearing fee per case - GH ₵5,000 (Maximum)
- (ii) For all new or original securities being listed, a fee of 0.05% of the pre-listing capitalization towards the Automation and Development fund of the Exchange.
- (iii) For all additional securities being listed, a fee of 0.025% of the pre-listing capitalization of the additional shares towards the Automation and Development fund of the Exchange.

E. EXTERNAL COMPANIES

In line with Rule 67, the fees payable by external companies listed on the Exchange shall be the dollar equivalent of 1 ½(one and a half times) the fees for the time being in force.

F. INTERNAL TRANSFER FEES

In connection with internal transfers by a listed company's parent or substantial holders, a GSE processing fee of 0.24% of the value of the transfer is payable by the parent or by the holder or the transferee as may be determined among the parties and notified to the Exchange prior to approval of the transfer.

G. DISCOUNTS.

1. In certain circumstances, the Exchange may grant discounts in respect of original and additional listing of shares and bonds as follows:
 - (i) where the company, in the current financial year of the Exchange, has done or is about to do two or more original or additional listings or both;
 - (ii) where the listing involves option shares in favour of Directors and Employees;
 - (iii) where the listing involves the issue of a prospectus supplement for part of a series of offers or rights for which an initial shelf registration of a full prospectus was filed with the Exchange not more than 4 (four) years ago;
 - (iv) where a company issues bonus shares to its shareholders; and
 - (v) where the total fees (when worked out) exceeds 5% of the gross proceeds receivable from the offer or rights, among others.
2. Fees to be applied in the cases under paragraph 1 shall be determined as follows:
 - (i) The Exchange may on a case by case basis, depending on the volume of work and time expended in vetting the application documents and any other relevant factors, grant a discount not exceeding 45% of the total fees ordinarily payable.
 - (ii) The total fee payable shall generally not exceed 5% of the gross proceeds and where it does, shall be further discounted to a figure not more than 5% of the gross proceeds.

SCHEDULE IV

Take-Over and Merger Levies (Rule 49)

1. The fees applicable to Take-Overs and Mergers (including Schemes of Arrangement) and Business Transfers) are derived from the table of Listing fees as well as the table of Trade Commissions.
2. Hearing fee is payable on hearing in connection with the review of Initial Announcements, Exemptions, etc., concerning Take-Overs and Mergers (T&M) and it is payable by the investor seeking to do a Take-Over or a Merger and on whose behalf the initial request is submitted.
3. Application and Listing fees are applicable on Take-Overs and Mergers where it results in an application to list new (original or additional) shares and it is payable by the company that is putting in an application for its new or additional shares to be listed.
4. (a) Commission on Transactions is payable on Take-Over transactions if a listed company is involved in a Take-Over, whether the transaction is structured as a share exchange or cash payment and irrespective of whether the transaction is executed on the floor or outside the floor of the Exchange. It is payable in the manner indicated in (5) to (7) below.

(b) In respect of Mergers, Schemes and Transfers, only the levy component of the Commission on Transaction is applicable. Dealers' net commission shall not apply in mergers, schemes and business transfer transactions.
5. (a) In Take-Overs, the Commission for a Cash Transaction ranges between a maximum of 2.5% and a minimum of 1.5% of the cash value of the transaction and this amount is payable by each party to the transaction: the seller pays the commission and the buyer also pays the commission.

(b) With respect to the Mergers, Schemes and Transfers, the GSE levy for cash transactions is a flat rate of 0.35% payable by each party to the transaction.
6. Where the Take-over transaction or part thereof is structured and approved as a share exchange, the following rules shall apply with respect to the Commission on the Transaction:

- (a) Paragraph (5)(a) shall apply to the part of the transaction, which is for cash.*
 - (b) The acquirer company or institution shall pay commission on both the buy and sell side in respect of the part of the transaction, which are in shares.*
 - (c) An undertaking lodged with the Exchange under 6(b) will be a key factor in the Exchange approving of the transaction including the listing of shares subsequent to that.*
 - (d) The rate of the commission shall be as per the table in the Trading and Settlement Rules of the GSE Rule Book.*
7. Where the Merger, Scheme or Transfer transaction or part thereof is structured as a share exchange, the following rules on payment of Levies shall apply:
- (a) Paragraph (5)(b) of this schedule shall apply to the part of the transaction which is for cash.*
 - (b) The merged entity shall be responsible for the payment of the levies from both the receiving shareholder(s) and the transferor.*
 - (c) An undertaking under 7(b) will be a key factor in the Exchange approving of the transaction including the listing of shares subsequent to that.*
 - (d) The rate of the commission and levies shall be as per the table of commission in the Trading & Settlement Rules of the GSE Rule Book.*
8. The Exchange shall not accept for processing or review, any application or intention to do a Take-Over, Merger, Scheme of Arrangement or Business Transfer if it is not supported by an undertaking by the key originating parties to pay the commission and fees as may be determined when due.

**Form for Commissions and fees for
Take-Over & Merger Transactions**

Mode of Settlement	Status of Acquiror Company	Status of Acquiree Company	Applicable Fees	
			Mergers, Schemes, Transfers	Take Overs
CASH	Listed	Listed	Levies Listing fees	Commission on Trade Listing Fees
	Unlisted	Listed	Levies Listing fees if it seeks to list	Commission on Trade Listing fees if unlisted company seeks to list
SHARES	Listed	Listed	Levies Listing fees	Commission on Trade Listing Fees
	Unlisted	Listed	Levies Listing fees if it seeks to list	Commission on Trade Listing fees if unlisted company seeks to list

SCHEDULE V

(Rule 60(3), 63)

Documents Required From External Companies Under Section 303 of Chapter V of The Code

- (a) A certified copy of the charter, statutes, regulations, memorandum and articles or other instrument constituting or defining the constitution of the company in the English language or accompanied by a translation into English.
- (b) A statement in duplicate in the prescribed form giving the following particulars regarding the company,
 - (i) its name,
 - (ii) the nature of its business or businesses or other main objects,
 - (iii) the present forenames and surnames and any former forename or surname, and the address and business occupation of one or more person(s), including a local manager authorised to manage the business in Ghana of the company,
 - (iv) if the company has shares, the number and nominal value, if any, of its authorised and issued shares, the amount paid up on the shares distinguishing between the amounts paid and payable in cash and the amounts paid and payable otherwise than in cash,
 - (v) the address of its registered or principal office in the country of incorporation; the address of its principal place of business in Ghana and the number of its post office box, and
 - (vi) the name and address in Ghana of a person (herein called a process agent) authorised by the company to accept service of process and other documents on its behalf.
- (c) Particulars and copies of any charges on the property of the company which are required to be delivered for registration with the Registrar of Companies in accordance with section 310 of the Code or if there are no such charges, a statement in the prescribed form to that effect.

SCHEDULE VI

[Rule 18(3)]

Provisional Approach to Listing

1. Purpose

- (1) The purpose of this is to encourage Government to privatize state-owned enterprises (SOEs) through the Exchange and for the Exchange to facilitate the divestiture by adopting this simplified two-step approach to the entire process without sacrificing rules or standards.

The requirements also apply to Private Sector companies, especially small and medium size companies (SMEs) wishing to take advantage of the approach to ultimately list formally on the GSE.

- (2) Under the Provisional Listing Approach, the Exchange seeks to secure these companies at the beginning of the listing process in order that their formal listing will be much more publicized and successful.

2. Process

For the provisional approach to listing, the applicants must be committed to a two-stage process which leads

- (a) in the first stage to the granting of provisional listing status to the companies by the Council once the conditions itemized under “Conditions for Provisional listing” are satisfied,
- (b) in the second stage to the company and its sponsoring brokers working closely with the Exchange to finally move on to the First List or the Second List within eighteen (18) months or within an agreed time frame or otherwise to be delisted.

3. Transitional Period

- (1) The period between the acceptance for provisional and formal listing is referred to as the transitional period.
- (2) There will be privileges to be enjoyed as well as obligations that the companies will have to observe during the transitional period

because during the transitional period, not all the continuing listing obligations shall be imposed on these companies.

- (3) During the transitional period, the following privileges will be permitted and the under listed obligations also apply.

Privileges

- (a) The companies shall be identified at a separate section of the Official List as having been provisionally listed, with formal listing to follow in due course.
- (b) The companies may advertise to the effect that they have been granted Provisional Listing status.
- (c) The companies may hold public meetings, press briefings, among other as other listed companies do.

Obligations

- (d) The companies must announce quarterly, half-year and full year results.
- (e) Block Transactions in the companies' shares will be allowed on the floor of the Exchange through a Licensed Dealing Member (LDM) if the transaction is between two informed investors, and if a copy of the Sale and Purchase Agreement is lodged with the Exchange for approval and the relevant trade commissions are paid.
- (f) An Offer for Sale or Subscription of shares of the company to the general investing public shall take into consideration the price at which the most recent transaction between joint venture partners was executed (in the case of state-owned enterprise or SOE) unless a new valuation and the basis of the valuation has been incorporated in an approved Offer document. In the case of private sector companies, the Offer shall be based on a price indicated in an approved prospectus.
- (g) The Offer under paragraph (f) must be done using a Prospectus or Statement in lieu of a Prospectus approved by the Securities and Exchange Commission.

4. Conditions for using the Provisional Approach to Listing

The following conditions shall be satisfied when a prospective company

decides to use the Provisional Approach to Listing:

- (1) The shareholders must endorse a Special Resolution authorizing the company to undertake the provisional approach to listing.
- (2) The shareholders must endorse an undertaking to do the following:
 - (a) seek listing on the Exchange by the Provisional Listing method and after that seek Formal Listing on the First or Second List
 - (b) abide by the continuing listing obligations of the Exchange.
 - (c) not to sell any shares immediately before the formal listing without an approved announcement through the Exchange and the payment of the relevant trade levy.
- (3) The following additional documents shall be submitted to the Exchange:
 - (a) draft Regulations conforming to that of a public limited liability company, a copy of which shall be filed with the Registrar of Companies.
 - (b) an Information Statement of not more than fifty (50) pages, giving basic background information with respect to
 - (i) corporate information (address, etc.),
 - (ii) brief history,
 - (iii) nature of business,
 - (iv) shares (authorized, issued and stated capital),
 - (v) debt (amounts, purpose and maturities),
 - (vi) summary of financial statements over the previous three(3) years, and
 - (vii) formal listing timetable.
 - (c) Copies of audited financial statements for the last three completed financial years as well as unaudited results of the current year to date signed by two directors.

- (d) The total of all listing fees payable to the Exchange shall be conclusively determined on the basis of the capitalization of the company at the time of the formal admission.
- (4) An undertaking to complete the move to either the First or Second Official List within eighteen months, unless a longer period has previously been agreed with the Exchange and to be de-listed if the move is not completed within the stated time.
- (5) Companies on the Provisional List shall agree to pay all fees at 50% of the rate applicable to the First or Second Official List.
- (6) An undertaking by the sponsoring broker(s) not to go public with respect to any proposed offer price or proposed number of shares to be offered unless the proposed price or number of shares on offer has been incorporated into an approved prospectus.

5. Conditions for moving to First or Second Official List

- (1) The conditions for moving to the First or Second Official List unless otherwise determined by the Exchange are the same as per the Rule Book for admission to the First or Second Official List.
- (2) In particular, the following conditions have to be noted by prospective companies:
 - (a) appointment of a Licensed Dealing Member of the Exchange to sponsor the move, which move may be made by an application by Introduction, Public Offer for Sale or Subscription, Private Placement, among others.
 - (b) compliance with the Listing Rules of the GSE.
 - (c) approval of public offer document by the Securities and Exchange Commission.
 - (d) determination of suitability of admission to the First or Second List, (whichever the company intends to move to) by the sponsoring broker and endorsement of the determination by the Exchange's Council.