



**GHANA
STOCK
EXCHANGE**

LISTING RULES FOR THE MAIN BOARD

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Table of Contents

PART I	INTRODUCTION, INTERPRETATIONS AND GENERAL PRINCIPLES.....	3
PART II	ADMISSION OF SECURITIES TO THE MAIN BOARD	7
PART III	METHODS FOR LISTING SECURITIES	14
PART IV	REGULATIONS OF AN APPLICANT COMPANY	17
PART V	CONTINUING LISTING REQUIREMENTS	20
PART VI	DISCLOSURE POLICY	26
Part VII	LISTING RULES FOR EXTERNAL COMPANIES.....	30
Part IX	SHARE BUY-BACK.....	33
PART X	GENERAL PROVISIONS	35

PART I INTRODUCTION, INTERPRETATIONS AND GENERAL PROVISIONS

1. Introduction

(1) Powers Granted to the Ghana Stock Exchange

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 Act, 2016 ((Act 929).

(2) Governing Law

These Rules shall be construed in accordance with, and governed by, the laws of Ghana.

2. Interpretation

- (1)(a) Reference to any statute and statutory provision shall be construed as those in force from time to time. References to time shall mean the time in Accra unless stated otherwise. References to days are Business Days unless otherwise stated.
 - (b) Chapter headings, section headings and the titles and numbers of rules are for guidance and ease of reference only.
 - (c) For the purpose of these Rules, an act or course of conduct includes both acts and omissions.
 - (d) Unless the context otherwise requires or it is otherwise provided in this Rule 2, words and phrases to which a meaning is assigned in the First Schedule of the Companies Act, 1963 (Act 179) shall, if used in these Rules, have the same meaning;
- (2)The following are defined terms and shall have the meanings set out in these Rules unless the context otherwise requires, and cognate expressions shall be construed consistently with them.

“Associated Person” means an Associated person as defined under section 212 of the Securities Industry Act, 2016 (Act 929) as may be amended from time to time or any subsequent Act enacted in its replacement.

"Book Closure 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 Act**” means the Ghana Companies Act of 1963 (Act 179) as may be amended from time to time or any subsequent Act enacted in its replacement;

"**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 (Act 733);

"**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;

“**Exchange of Primary Listing**” means 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 a body corporate formed outside Ghana, which has an established place of business in Ghana; and an “established place of business” means a branch, management, share, transfer, or registration office, factory, mine, or other fixed place of business, but does not include an agency unless the agent has, and habitually exercises, a general authority to negotiate and conclude contracts on behalf of the company or maintains a stock of merchandise belonging to that company from which he regularly fills orders on its behalf.

“**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 debt instruments of the company;

“**Immediate**” means within twenty-four hours or within one business day;

“**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;

“**Public Float**” means the total issued shares of a listed company less the number of shares held by the original owners or the strategic investors;

“**Registered Issuing House**” means a bank as defined in section 156 of the Banks and Specialised Deposit-Taking Institutions Act, 2016 (Act 930) as may be amended or replaced from time to time, or other licensed market operator which undertakes the business of arranging or underwriting the issue of securities by a company and which is registered by the GSE to act as a Sponsor.

“**Registrar of Securities**” means a firm which keeps records of a company’s share or bond holders, handles share or bond certificates and acts as an intermediary for the company in the payment of dividend or interest;

“**SEC**” means the Securities and Exchange Commission of Ghana;

“**Securities**” means

- (a) shares or debentures within the meaning of the Companies Act, 1963 (Act 179);
- (b) loan instruments of a company;
- (c) bonds or other loan instruments of the Government of Ghana or the Government of any other country;
- (d) bonds or other loan instruments of a corporation established under an enactment;
- (e) rights or interest whether described as units or otherwise under any unit trust;
- (f) warehouse receipts;
- (g) a right or option in respect of any shares, debentures, bonds or notes;
- (h) commodities futures, contracts, options or other derivatives;
- (i) derivatives as defined under this Act; and
- (j) any other instruments as the Minister may by notice in the Gazette prescribe upon the recommendation of the Commission;

“**Sponsor**” means a Licensed Dealing Member or Registered Issuing House appointed by an Issuer to sponsor its application.

"**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.

3. General Provisions

(1) Functions of the Ghana Stock Exchange

- (a) 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.
- (b) These Listing Rules comprise requirements which have to be met before equity 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.

(2)(a) Application

The application of these Listing Rules is subject to the discretion of the Exchange and the Exchange may exempt or impose additional requirements or special conditions whenever it considers appropriate.

(b) Amendments

The Listing Rules may be amended or added to by the Exchange, subject to the prior approval of the Securities and Exchange Commission.

(3) Waivers

- (a) The Exchange may waive sections of the Listing Rules to suit the circumstances of a particular case and upon sufficient justification being provided.
- (b) Waivers and exemptions shall be granted only with the approval of the Council.

(4) Power to Accept or Reject Applications

The Exchange retains the discretion to accept or reject applications and in reaching that decision will have particular regard to the following:

- (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 prospective and 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 interest 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.

(5) Listing Application Processing Time

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) Evidence of share ownership

Evidence of share ownership shall be in a manner prescribed by applicable law or regulation.

4. Market Segments

(1) The Exchange has and may create several market segments to meet the needs of different Issuers and to trade in different types of securities.

(2) The following market segments currently exist:

a) The Equity Market which is divided as follows:

i. Main Board

The Main Board is for the listing and trading of ordinary shares, preference shares, mutual funds, rights, unit trusts or any other equity securities admitted to trade on the Exchange.

ii. GAX Board

The GAX Board is a parallel market to the Main Board, focusing on businesses with potential for growth. The GAX accommodates companies at various stages of their development, including start-ups and existing enterprises, both small and medium.

b) GFIM - GFIM is a market to facilitate the secondary trading of all fixed income securities and other securities to be determined from time to time.

c) Any other market segment that the Council of the Exchange may from time to time establish.

(a) Part II and III of these Listing Rules set out the rules governing the Main and the GAX boards respectively. A separate set of rules governs the GFIM market.

(b) The Exchange may at its sole discretion, create new market segments and determine the rules to govern it or may remove or merge existing market segments as it may deem appropriate.

(c) The Exchange shall transfer the listing of a company's securities from one market 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.

(d) The Exchange may, after any review of the listing criteria, re-categorise existing securities in line with the new criteria, or request affected securities to meet the new and higher standard within a specified period.

(e) An Issuer which has obtained a listing of its securities on to one market may apply for the transfer of the listing of those securities to another market. The application shall be made to the Exchange by a letter indicating the intention of the company to seek a listing on another market.

PART II ADMISSION OF SECURITIES TO THE MAIN BOARD

Sub-Part A – Basic Procedure for Listing

5. Sponsoring of Applicant for Listing and Responsibility of Sponsor

- (1) An applicant for listing on the Main Board shall appoint a Licensed Dealing Member or a Registered Issuing House to sponsor its application and where the applicant is affiliated to its Sponsor, an independent (and additional) Sponsor 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.
- (3) 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. Where no deficiencies are noted or where changes considered necessary are effected by the applicant, the application shall be regarded as finalised for consideration by the Council.

6. Basic Conditions for 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 Issuer of securities shall, as a condition for listing, accept the continuing obligations which apply after the admission of its securities to listing.
- (3) 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.

7. Qualifying Issuers

The Exchange shall accept securities from the following Issuers:

- (1) a public limited liability company duly incorporated under the Companies Act;
- (2) closed-end mutual fund scheme or other pooled funds scheme duly constituted under the Securities Industry Act, 2016 (Act 929).
- (3) externally incorporated companies; or
- (4) any other entity that the Exchange may approve for issuing securities.

8. 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) An applicant shall deliver to the Exchange an agreement between the applicant and a Registrar of Securities or a depository to ensure free transferability of securities and settlement.
- (3) The Issuer shall deliver to the Exchange an undertaking by its appointed Registrar of Securities to abide by the rules for transfer of securities.

9. Listing of Subscription Rights

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 Main Board on the decision of the Exchange if subscription rights have been issued by a company whose securities are already listed on the Main Board of the Stock Exchange or are admitted simultaneously.

Sub Part B: Criteria for Listing Securities on the Main Board

The standards specified in this Sub-Part are for the guidance of potential listing applicants.

10. Capital and spread of shares

A company applying to list any class of its shares is expected to meet the following criteria at the time of listing:

- (1) It must have a post-floatation stated capital of at least five million Ghana Cedis (GH¢5 million) or as may be determined by Council from time to time in the case of an application relating to the Main Board.
- (2) The public float of the applicant must constitute at least twenty percent (20%) of the number of issued shares.
- (3) A request for a waiver of the percentage in 10(2) shall only be considered where the post floatation minimum market capitalization of the prospective company is at least one hundred million Ghana Cedis (GH¢ 100 million) or as may be determined by Council from time to time.

- (4) Listing shall be for all the shares of that class issued or to be issued by the applicant.
- (5) The minimum number of public shareholders post floatation shall be one hundred (100).
- (6) The minimum number of outstanding shares post floatation shall be one hundred million.

11. The applicant's period of existence

For a company's securities to be eligible for admission to the market, the company must have published or filed accounts in accordance with the Companies Act for the three full financial years immediately preceding the date of its application for listing.

12. Profitability

- (1) The company must have made reasonable pre-tax profits throughout the last three financial years.
- (2) For the purposes of this rule, pre-tax profit shall not include nonrecurring and extraordinary income, nor shall it be reduced by nonrecurring or extraordinary loss.
- (3) In determining the reasonable profit for application to the market, the Exchange shall take into consideration a positive pre-tax profit in aggregate over the three-year period.

13. Conditions relating to Directors and Management of Applicant

- (1) There must have been continuity in the management of a company seeking admission to the Exchange and where there have been changes in the management of the company in the twelve (12) months 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 directors and at least the higher of two (2) or approximately 25% of the total shall be independent.

14. Submission of supporting documents by applicants

- (1) An Issuer seeking admission to 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 as provided in rule 19, among others, and also submit same 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 Mandatory Statements of Schedule I to these Rules.
- (3) The Exchange does not guarantee listing as of right to an Issuer whose public offer documents have been reviewed by the Securities and Exchange Commission, but shall base its decision on its own assessment of the documents submitted.
- (4) An Issuer seeking to list on the Exchange by Introduction shall submit an approved prospectus or a statement in lieu of prospectus.

15. Suspension of Listing and Compulsory De-Listing

- (1) The Council may at any time and in circumstances as it deems fit suspend or cancel a listing and shall do so to protect investors and to ensure an orderly market.
- (2) Suspension or de-listing may be voluntary or involuntary.
- (3) Before a suspension or de-listing, the Exchange may consult with the Issuers' advisors or Sponsor, taking into consideration any representations made by or on behalf of the Issuer.
- (4) The Exchange may suspend listing, or compulsorily de-list securities where:
 - (a) Disposal of Principal Assets
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;
 - (b) Winding Up
the Issuer has appointed administrators or receivers, or is in the process of winding up
 - (c) Public Distribution
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;
 - (d) Timely Disclosure
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; particularly securities may be delisted if the Issuer fails to submit required reports for two consecutive quarters during a financial year.
 - (e) Quality of Management of Listed Entities
the management of the Issuer does not comply in any material respect with the Exchange's policy concerning the quality of management of listed companies as expressed in rule 13.
 - (f) Listing Agreement or Conditions
the Issuer has failed to comply with its Listing Agreement or Conditions (as set out in Schedule II), or other agreements with the Exchange, or has failed to comply with the Exchange's Rules;
 - (g) Fees or Charges
the Issuer has failed, or refused to pay when due, any fee, or charge payable by the company to the Exchange;
 - (h) Financial condition
the Issuer is insolvent, that is, its liabilities exceed its assets or it is unable to pay its debts as they fall due; or the Issuer is unable to accurately assess its financial position and inform the market accordingly; and

- (i) Non compliance
the Issuer is found to be consistently and persistently non-compliant with GSE or SEC Rules and directives.
- (5) On the occurrence of any of the events under sub-rule 4 above, the Exchange shall notify the Issuer of the event in writing without delay and give an opportunity for the Issuer to provide an explanation.
 - (6) Where the Exchange has reasonable grounds to believe that the Issuer can eliminate the grounds for suspension of listing or delisting, the Exchange may give a period of time of up to six months, which shall be a watchlist period, within which the Issuer must eliminate the grounds for the suspension or delisting. Placement on watchlist is subject to terms and conditions stipulated by the Exchange.
 - (7) Where the Exchange has reasonable grounds to believe that the Issuer cannot eliminate the grounds for suspension of listing or delisting, the Exchange shall issue an order to de-list the securities of the Issuer.
 - (8) An Issuer whose listing is suspended on three occasions for any reason(s) whatsoever may be compulsorily de-listed from the Exchange.

16. Effect of Suspension of Listing

- (1) An Issuer whose listing is suspended shall ensure that it fulfils all of its continuing listing obligations as specified in these Rules, during the pendency of the suspension.
- (2) Trading in the shares of an Issuer whose listing has been suspended shall cease immediately upon suspension.
- (3) An Issuer whose listing has been suspended shall not undertake a corporate action on the market.
- (4) A Sponsor cannot sponsor any corporate action of an Issuer whose listing has been suspended.
- (5) A symbol or other indication of suspension shall be placed next to the name or ticker symbol of an Issuer whose listing is suspended.

17. Voluntary De-listing

- (1) An Issuer whose securities have their primary listing on the Ghana Stock Exchange may voluntarily de-list such securities by:
 - (a) submitting an application to de-list;
 - (b) supporting the request with a copy each of the resolutions and consent per sub-rule 2 of this rule; and
 - (c) giving the Exchange at least three months' notice.
- (2) The under-listed resolutions are required to be attached to an application for voluntary de-listing:
 - (a) a special resolution to de-list at a general meeting; and
 - (b) a resolution of the board of directors to de-list.

- (3) In an application for voluntary de-listing, an Issuer shall adhere to the following procedure:
 - (a) a resolution of the board of directors to de-list;
 - (b) press release to announce the intention of the Issuer to seek shareholders' approval to de-list from the Exchange;
 - (c) convene a general meeting of shareholders to pass a special resolution to de-list;
 - (d) submit a press release of resolution of the shareholders to de-list from the Exchange, or otherwise;
 - (e) make a formal application to the Exchange for de-listing with particulars of date of meetings, decisions or votes.
 - (f) the Exchange gives no objection in principle to the application and issues a press release specifying the future date of delisting;
 - (g) strategic investor or Substantial Shareholder of the securities to be de-listed makes arrangement to purchase the securities of all other holders wishing to exit at a price which is the average market price of the security for the preceding 12 weeks or the market price on the day of the general meeting, whichever is the higher;
 - (h) payment made to selling shareholders from an escrow account opened for that purpose;
 - (i) Exchange advised of completion of the foregoing formalities and payment of the regulatory de-listing fee; and
 - (j) Exchange gives approval letter and issues a press release to de-list the securities on the due date.
- (4)
 - a. An Issuer whose primary listing is on another stock exchange may voluntarily delist if it gives the Exchange at least sixty (60) calendar days' notice.
 - b. The notice shall contain alternative arrangements to give liquidity to shareholders who may wish to exit as a result of the de-listing decision.
- (5) An Issuer may voluntarily withdraw its listing by such other additional method as the Exchange may from time to time approve.
- (6) The application for voluntary de-listing shall include the applicable de-listing fee as prescribed in Schedule III.

18. Effects of de-listing

- (1) Shares of an Issuer which have been de-listed, either voluntarily or at the instance of the Exchange, shall not be traded on the Exchange.
- (2) The name and ticker symbol of the de-listed Issuer shall cease to be displayed by the Exchange.

19. 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 III METHODS FOR LISTING SECURITIES

20. 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) Primary Issue

- i. an offer for subscription, which is an offer to the public by an Issuer of securities for subscription;
- ii. an offer for sale, which is an offer to the public by or on behalf of an Issuer or the holder(s) or allottee(s) of securities already in issue or agreed to be subscribed; and
- iii. a restricted public offer, which is an issue where the shares are placed in the hands of a number of identified institutions and individuals.

(b) Introduction

an introduction, which describes an application where the Exchange would grant an Issuer which has already met the minimum listing requirement, a listing without the need of a public offer.

(c) Secondary Issue

- i. 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;
- ii. 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 or reserves in proportion to their existing holding without any monetary payment; or
- iii. any other mode that is permitted under the Companies Act.

(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) Any other that may be prescribed by the Exchange from time to time.
- (4) With the exception of c (ii), a company seeking listing shall submit a copy of its prospectus to the SEC for review and approval.

21. Listing Application Documents

The listing application shall comprise of an application letter and the following supporting documents:

- (1) shareholders and directors resolutions and any other relevant supporting authorisation;
- (2) listing undertaking as in Schedule II;
- (3) three (3) copies each of the company's annual report and financial statements for each of the preceding three (3) financial years and where there are subsidiary companies, the same documents in respect of each subsidiary company;
- (4) 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;
- (5) annual returns for the two (2) years immediately preceding the application;
- (6) summary of share valuation report;
- (7) prospectus or circular as prescribed by the Securities and Exchange Commission;
- (8) a letter from Issuer confirming appointment of a sponsor;
- (9) (a) the Issuer's Regulations conforming to Part V of these Rules to the Exchange for review; and
(b) 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; and
- (10) evidence of payment of application fee.

22. The Listing Process for Primary Issues

Steps required in an original listing application process for an "offer for subscription", "offer for sale" and a "restricted public offer" are as follows:

- (1) the company appoints a Licensed Dealing Member or a Registered Issuing House to sponsor its application;
- (2) the company, through its Sponsor, files the listing application documents as prescribed by rule 19;
- (3) the Exchange considers and approves the listing subject to a successful offer;

- (4) the company through its sponsor, files a final copy of the prospectus (approved by the Securities and Exchange Commission) with the Registrar of Companies and the Exchange;
- (5) the company issues the prospectus to the public and the offer period begins;
- (6) the company announces detailed results and the basis for allotment approved by the Securities and Exchange Commission;
- (7) the company issues securities in accordance with the allotment;
- (8) securities are admitted into the Central Securities Depository; and
- (9) the securities are listed and traded on the Exchange within two days after admission to the Central Securities Depository.

23. The Listing Process for an Introduction

Steps required in a listing by Introduction are as follows:-

- (1) the company appoints a Licensed Dealing Member or a Registered Issuing House to sponsor its application;
- (2) the company through its sponsor files a listing application document as prescribed by rule 19;
- (3) the Exchange considers and approves the listing;
- (4) the company through its sponsor, files a final copy of the prospectus or statement in lieu of prospectus (approved by the Securities and Exchange Commission) with the Registrar of Companies and the Exchange;
- (5) securities are admitted to the Central Securities Depository; and
- (6) the securities are listed and traded on the Exchange within two days after admission to the Central Securities Depository.

24. Listing Process for Additional Issues

Issues 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.

Steps required in a listing for additional issues are as follows:-

- (1) the company appoints a Licensed Dealing Member or a Registered Issuing House to sponsor its application;
- (2) the company through its sponsor files the listing application document as prescribed by Rule 19;
- (3) the Exchange considers and approves the additional listing subject to a successful offer;

- (4) the company fixes and announces through the Exchange the relevant book closure and entitlement dates;
- (5) the company issues the offer circular to the public and offer period begins;
- (6) the company announces detailed results and the basis for allotment approved by the Securities and Exchange Commission;
- (7) 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.
- (8) the company issues the securities in accordance with the allotment;
- (9) securities are admitted to the Central Securities Depository
- (10) the securities are listed and traded on the Exchange within two days after admission into the Central Securities Depository.

PART IV - REGULATIONS OF AN APPLICANT COMPANY

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

- (1) The regulations of a company seeking admission to the main market must contain the various provisions set out in this Part.
- (2) The regulations of an applicant company must comply with:
 - (a) the provisions of the Companies Act; and
 - (a) the provisions of this Part.
- (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 23 to 28 can be found in the regulations of the applicant.

26. Shares and Capital

- (1) An applicant shall not issue shares to transfer a controlling interest in the applicant without prior approval of its shareholders at a 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.
- (3) The rights attached to shares of a class other than ordinary shares shall be disclosed.
- (4) 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.
- (5) Preference shareholders have the same rights as ordinary shareholders as regards receiving notices, reports, financial statements, and attending general meetings of the company.
- (6) 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.
- (7) Capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in dividends.
- (8) Subject to any direction to the contrary that may be given by an ordinary resolution of the company in accordance with the Companies Act, 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.
- (9) 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 deem most beneficial to the company.
- (10) 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 (8) or (9) of this Rule.

27. 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.

28. 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.
- (2) Records of shareholdings in a listed company shall be kept in a manner determined by the

Central Securities Depository Act, 2007 (Act 733) 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.
 - (a) 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.
 - (b) 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.

29. Borrowing powers of directors of applicant

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

30. Directors

In addition to the provisions of the Companies Act dealing with the contents of the regulations in respect of directors, an applicant company shall ensure that:

- (1) 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;
- (2) 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;
- (3) 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;
- (4) a director shall not vote on any contract or proposed contract or arrangement in which he has direct or indirect material interest;
- (5) 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 Act;
- (6) the office of a director becomes vacant where the director becomes incompetent to act as a director by virtue of section 182 of the Companies Act or if the director ceases to hold office by virtue of section 183 of the Companies Act or if the director resigns from office by notice in writing to the company.
- (7) a managing director is subject to the control of the board;
- (8) 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;

- (9) 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
- (10) 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.

31. Winding up

- (1) The basis on which shareholders would participate in a distribution of assets on a winding up shall be disclosed.
- (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 with 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.

32. Alteration of regulations of Listed companies

A company admitted to any of the Exchange's markets shall not delete, amend or add to any of its 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 V - CONTINUING LISTING REQUIREMENTS

33. Continuing obligations of a listed company

While a company remains listed on the main board, it shall comply with the requirements in this Part and provide any information requested by the Exchange.

34. 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 be limited to the following: -

- (1) any general 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;
- (2) 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;

- (3) 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;
- (4) any change in the directors, company secretary or auditors of the company;
- (5) any proposed alteration of the regulations of the company;
- (6) any application filed with a court to wind up the company or any of its subsidiaries;
- (7) the appointment of receiver or liquidator of the company or any of its subsidiaries;
- (8) any call to be made upon any of the partly paid share capital of the company;
- (9) any intention to fix a qualifying date and the reason therefore, stating the qualifying date, which shall be at least 7 days after the date of notification to the Exchange, and the address of the share registry at which documents will be accepted for registration;
- (10) 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;
- (11) any notice of substantial shareholdings or changes received by the company and details thereof;
- (12) any acquisition of shares of another company or any transaction resulting in such company becoming a subsidiary of the company;
- (13) any acquisition of shares resulting in the holding of 10 per cent or more of the stated capital of another company;
- (14) any sale of shares in another company: –
 - (a) resulting in that company ceasing to be a subsidiary; or
 - (b) resulting in a holding falling below 10 per cent of the issued capital of that company.
- (15) a firm intention to make an offer for a company resulting in a merger, take-over or other amalgamations;
- (16) 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.

35. Announcement of Interim Results

- (1) 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 not less than forty-eight (48) hours before they are published in a widely-circulated newspaper(s).

- (2) An announcement of any dividend, bonus or rights issue shall be accompanied by interim or final results.

36. Annual Report of Listed Companies

- (1) The Annual Report and Audited accounts of listed companies shall be prepared in accordance with the International Financial Reporting Standards, the Companies Act 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 interest rate;
 - (iv) the terms as to payment of interest and re-payment of the principal, and 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; and
 - (ii) 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 names of the company's directors, company secretary, solicitors, external auditors, Registrar of Securities, the address and telephone number of the registered office and the address of the Registrar of Securities.

37. Registers and Transferability of Securities

- (1) A listed company shall allot securities within 21 days of the final applications closing date for an issue of securities and furnish the Securities Depository with a list of all successful applicants and their particulars within 14 days of the date of allotment.

- (2) A listed company shall give to the Exchange or any Licensed Dealing Member on enquiry an extract of the share register showing full details on or between the specified date or dates of all entries relating to the registration of shares entered or deleted under any particular name, the relevant account numbers, and the names into which or from which a particular share may have been transferred.

38. Meetings

- (1) Meetings shall be in accordance with provisions in the Companies Act.
- (2) Proxy forms for meetings shall allow an appointed proxy to indicate how the shareholder would like to vote in relation to each resolution.

39. Requirement on Treasury shares

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.

40. Requirement on Additional Issue of Securities

- (1) 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 legal bases, purpose and other terms and conditions of the rights issue.
- (2) A qualifying date shall not be fixed until the offer in respect of the issue has been approved by the SEC. Where the approval of the SEC is received, the qualifying date shall be fixed at least 7 days after notification to the Exchange.
- (3) In relation to a rights issue, holders of securities shall be given the right to participate in proportion to the amount of existing shares to which they hold. The rights issue shall allow for renunciation in part or in whole in favour of a third party at the option of the entitled shareholders.
- (4) In relation to Rights Issues, a listed company shall fix the closing date for the receipt of applications and acceptance of the additional securities, not earlier than 21 days after the opening date of the offer unless otherwise approved by the Exchange.
- (5) 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 qualifying date, an offer circular and an application form approved by the SEC and a provisional letter of allotment.
- (6) An Issuer 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.

41. 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 in reference to Rule 37
- (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 director shall not exercise any voting rights on the matter.

42. 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 issue until 14 days after copies of the company's registered offer document has been lodged with the Exchange.
- (4) If a circular is issued to the holders of any particular class of security, an entity 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.

43. Employee share schemes

- (1) Schemes involving the issue or sale of shares or other securities (including options) to employees shall be governed by these Rules and the relevant public offer document. Where provisions in the relevant public offer document conflict with these Rules, the provisions of these rules will prevail.
- (2) 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.
- (3) 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 not be 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.
- (4) 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.

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 (3) of this rule cannot be altered to the advantage of participants without shareholders' prior approval.

44. Take-Overs, Mergers, and other Amalgamations

- (1) Listed companies and investors shall comply with the requirement of substantial acquisitions, as provided for by the Securities and Exchange Commission Code on Take-overs and Mergers and any other existing laws.
- (2) The holdings of the remaining members shall not result in the public float of the listed security falling below that provided in rule 10(2) of these Rules unless with prior approval from the Exchange.

45. Request for Reports

- (1) The Exchange may request a listed company to submit the following:
 - (a) summary report of valuation conducted on fixed asset of a company or its subsidiary or both and the results reflected in the company's account;

- b) any agreement entered into in connection with any acquisition or realization of assets or any transaction outside the ordinary business of the company or its subsidiary or both, and the agreement shall also be made available for inspection at the company's registered office for a period of three months;
 - c) a full list of shareholders together with their respective shareholdings; and
 - d) any other information.
- (2) 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.
- (3) A listed company shall give the Exchange copies of
- (a) all special resolutions passed at general meetings of the company as soon as they are passed; and
 - (b) 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.

46. Fees payable on listed securities

- (1) The fees prescribed in Schedule III to these Rules which may be varied by the Exchange, and any other fees as the Exchange may direct, shall be 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; and
 - (d) 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.

PART VI DISCLOSURE POLICY

All announcements mentioned below 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.

47. 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) The Listed Company 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 require an immediate announcement:
 - (a) a joint venture, merger, acquisition or take-over;
 - (b) a decision to change the capital structure of the Issuer including a Rights Issue or a Bonus Issue;
 - (c) a change in control of the business;
 - (d) a call of securities for redemption;
 - (e) an event of default on interest or principal payments or both in respect of loans;
 - (f) resignation, suspension or removal of the Chief Executive Officer;
 - (g) 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;
 - (h) penalties imposed on the Issuer by a regulatory authority;
 - (i) 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;
 - (j) alteration or amendment of the rights and privileges of any unlisted securities issued by the Issuer;
 - (k) a tender offer for another entity's securities;
 - (l) a new product or discovery;
 - (m) the public or private sale of additional securities;

- (n) a change in capital investment plans;
- (o) a labour dispute or dispute with sub-contractors or suppliers;
- (p) any investment that will have a material impact on the Issuer; and
- (q) an indirect acquisition.

(5) The following information require immediate announcement if considered material by the Board of Directors:

- (a) the acquisition or loss of a material 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) judicial or quasi-judicial actions of any nature initiated by or against the Issuer;
- (f) any Licensing or Franchising Agreement or its cancellation which may affect the Issuer's operations;
- (g) 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;
- (h) any penalties if imposed by state authorities; and
- (i) any other relevant information or event.

(6) The following are circumstances in which disclosures may be withheld. In such circumstances, the Issuer should inform the Exchange, giving reasons why disclosure to the public should not be made and the Exchange shall determine whether or not disclosure should be made to the public.

- (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; and

Where the Issuer is holding negotiations and has not reached an agreement in-principle; and 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.

48. Disclosure of acquisitions and Transfers of Securities

- (1) A person who, either directly or indirectly, purchases or sells shares shall immediately, through its Licensed Dealing Member, inform the Exchange when its holdings attain, exceed, or fall below each five (5) percent threshold, starting from 10%.
- (2) A person shall not make an offer to acquire shares or voting rights of a listed company, which together with the shares or voting rights, if any, held by such person or by such persons acting in concert, entitle such person to exercise effective control over a listed company without complying with the takeover procedures outlined in Part II of the Code on Takeovers & Mergers of the SEC.
- (3) The Exchange shall disclose this in a press release to the market not later than one business day after receiving the announcement.
- (4) 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.
- (5) 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.

49. Indirect acquisition

- (1) A transaction that results in a person acquiring, increasing or decreasing its shareholding or beneficiary ownership in a listed company directly or indirectly shall be considered as a secondary market trade.
- (2) A listed company shall notify the Exchange not less than seven (7) business days before a change of beneficiary ownership of 5% or more of its shares is undertaken.
- (3) In every instance of indirect acquisition, the Exchange shall reserve the right to determine if fees apply and if adjudged to apply, the listed company shall be liable to pay the fees on any stated terms and conditions.

50. 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.

51. 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 VII LISTING RULES FOR EXTERNAL COMPANIES

52. Listings

(1) Introduction

- (a) The following shall be regulated by the rules in this Part and the relevant documentation submitted to the SEC for review if the securities are to be listed in full or in part in Ghana.
- (i) an initial public-offering of foreign capital market instruments;
 - (ii) a public-offer of foreign capital market instruments by their holders;
 - (iii) a public offer of depository receipts;
 - (iv) a private placement of foreign capital instruments and depository receipts; and
 - (v) additional issues of securities by a listed foreign entity
- (b) 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 by an accredited translator.

(2) Conditions

- (a) 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 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.
- (b) An External Company which seeks to list its 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 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. The Exchange shall notify the SEC of each exemption.
- (c) 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.
- (d) 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 Companies Act.

53. Exchange Control Approval

An External Company shall seek exchange control approval from the central bank under the Foreign Exchange Act, 2006 (Act 723) as amended from time to time.

54. Criteria

(1) Capital and Spread of Shares:

- (a) Rule 10 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.
- (b) An External Company applying for listing of any class of its shares shall, have a minimum stated capital of the equivalent of US\$ 1 million (one million United States dollars).
- (c) An External Company should offer not less than 5% percent of the related securities to the investing public in Ghana.
- (d) After its application has been approved for listing and before an External Company actually commences trading, the related securities must be held by a minimum of one hundred (100) persons or institutions from the investing public in Ghana.

(2) 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 applying for listing.

(3) Fees

An External Company listed on the Exchange shall pay the US Dollar equivalent of the fees prescribed in Schedules III and IV at the prevailing Bank of Ghana rate.

55. Compliance with the Companies Act

- (1) An External Company shall furnish the Exchange with copies of all documents required to be supplied under section 303 of Chapter V of the Companies Act and more particularly as set out in Rule 19 of these Rules.
- (2) An External Company shall cause to be kept in Ghana a register of shareholders, or debenture-holders, or of the holders of any other relevant securities residing in Ghana.
- (3) 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.
- (4) Notwithstanding any provisions in these Rules, any external corporate body or organisation which is not a "company" for the purposes of the Companies Act 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.

56. Equivalent Disclosure

- (1) An External Company shall ensure that equivalent information is notified to the Exchange at the same time that 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) An External Company shall use the fastest means to send documents to holders of its listed securities residing in Ghana where such information is being sent from outside Ghana.

57. Application and Documentation

- (1) In addition to rule 50(2) (d), but subject to rule 52 (2), an External Company shall, unless expressly exempted by the Exchange with the approval of the Council, comply with all the steps stipulated in rules 19 and 20 of the Listing Rules and produce all the documents required under Parts II and III of the Listing 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 Council.
- (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.

58. 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 these 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, deletions, 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.

INTRODUCTION

59. General Requirements

- (1) 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 sections 58 and 59 of the Companies Act, 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).
- (2) 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.

60. 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.

61. Share Deals Account

The obligations of section 63 of the Companies Act regarding the Share Deals account must be complied with by a company doing a share buy-back.

62. 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 Exchange; and
- (5) Treasury shares can only be sold to a majority holder if shareholders have given consent for the sale by ordinary resolution.

CONDITION

63. Resolution

- (1) The ordinary resolution required under rule 57 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 a general meeting, whichever comes first.
- (c) that except where the shares are redeemable preference shares, the company shall not repurchase more than fifteen (15) percent of the issued shares of any class, or of the total issued shares.

(2) A Proposed resolution seeking shareholders' authority to do a share buy-back must be accompanied by a circular. The circular shall indicate clearly to the shareholders the following:

- (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.

64. 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 10(2).

65. Appointment of Licensed Dealing Member

- (1) A company intending to purchase its own shares on the Exchange may only do so if that company appoints up to two (2) Licensed Dealing Members of the Exchange and secures all dealings through those Licensed Dealing Members 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 to section 58 of the Companies Act and these Rules.

66. Reporting of purchases and sales

- (1) An licensed Dealing Member doing a share buy-back on behalf of a listed company must setup a dedicated depository account and provide a weekly report to the Exchange on the buy-back activities.
- (2) At the end of the period or as the Exchange may determine, the licensed Dealing Member shall provide a report on the buy-back detailing total purchases and sales and consideration.

67. Dealings by Directors and Associated Persons

- (1) A director or an Associated Person 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 Act.

68. 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

- (1) total purchases made during the year,
- (2) total sales made during the year,
- (3) number of shares in treasury, and
- (4) movements in the share deals account.

PART X TRANSFERS

69. 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 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 parties 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.

70. Mutual Transfers

If a transfer is to a family member, evidence of the relationship shall be produced.
If the transfer is a gift, a Tax Clearance Certificate shall be produced.

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SCHEDULES

Schedule I

MANDATORY STATEMENTS (Rule 14 (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. Funds received in respect of any application accepted will be returned if the 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 Market is not to be taken as an indication of the merits of the company or of the shares.

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Schedule II

**UNDERTAKING BY (NAME OF COMPANY) IN SUPPORT OF ITS
APPLICATION FOR ADMISSION TO (TYPE OF MARKET) OF THE 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 (Type of market) of the Exchange ("the markets")* of the Securities described in the Company's Application, IT IS HEREBY ACKNOWLEDGED that the Company shall remain on the (Type of Market) only at the discretion of the Exchange and the company HEREBY UNDERTAKES AND AGREES to comply with the Continuing Listing Obligations 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 to me by resolution of the Board of Directors of the Company

on.....

Name.....

Signature.....

Witness:

Name:.....

Occupation:.....

Address:.....

Signature:.....

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Schedule III

LISTING & LISTING RELATED FEES SCHEDULE

The Exchange's Listing Rules make provision for various listing fees as indicated in the sub-headings of this schedule.

Application fees for new or original listing are based on the value of the entire number of issued shares of an applicant company that is seeking listing.

Additional listing fees are based on the value of the offer or the security to be added to what is already listed.

These values are usually indicated in the relevant listing or offer document. In all cases, including listing by introduction, the listing fees shall be based on the market capitalization or the value as indicated (i.e. the relevant number of shares multiplied by the price per share).

A. APPLICATION FEES FOR SHARES & FUNDS

- (1) For each class of original and additional listing, application fees shall be charged.
- (2) The application fees shall be as follows:-
 - (a) 0.05% of the capitalization or value of shares, funds, etc. for which listing is required. For the purpose of computing the application fees, the capitalization shall be the value of all the shares for which listing is being sought. This is applicable to new or original listing as well as additional listings including Rights Issues, Secondary Listings, Bonus Issues, Option and/or Scheme Shares. This fee should be a minimum of GH¢25,000 and a maximum of GH¢150,000.

The capitalization of a bonus issue will be derived based on the proportion the new or bonus shares bear to the total issued shares after the bonus and in relation to the market capitalization of the entity.
 - (b) 0.02% of the pre-listing market capitalization of the entire company in the case of listing by introduction in which there is no offer (listing by introduction).
- (3) Application fees are also applicable to Acquisitions, Take-Overs, Mergers, Schemes of Arrangement, Business Transfers and Conversion of debt into equity if it results in the issue of new shares which must be listed. The fee is payable by the company that is putting in an application for its new or additional shares to be listed.

B. ORIGINAL & ADDITIONAL LISTING FEES FOR SHARES AND FUNDS

(1) For each class of new shares or additional shares being listed, a listing fee shall be charged.

(2) The listing fees shall be as follows:-

- (a) 0.25% of the capitalization or value of shares, funds, etc. being offered in respect of which original or additional listing is required. The capitalization for the computation of the fees in the case of original listing shall be the capitalization of only the new issued shares of the applicant company while that for additional listing shall be based on the capitalization of only the additional shares to be added to what is already listed.

Listing fees are applicable to new or original listing as well as additional listings arising from Rights Issues, Secondary Listings, Option and/or Scheme Shares.

- (b) 0.03% of the pre-listing market capitalization of the entire company in the case of listing by introduction in which there is no offer (listing by introduction).

(3) No original or additional listing fees shall be chargeable on Bonus Issues.

(4) Listing fees are also applicable to Acquisitions, Take-Overs, Mergers, Schemes of Arrangement, Business Transfers and Conversion of debt into equity where such corporate actions result in the need to list new (original) or additional shares. The fee is payable by the company that is putting the request for its new or additional shares to be listed.

C. ANNUAL LISTING FEES FOR SHARES AND FUNDS

Annual fees shall be payable in respect of each category of listed securities (i.e. equity shares, preference shares and funds) and are due each calendar year not later than the 31st day of March. The fees are based on the market capitalisation of the listed security at about the end of the preceding calendar year as follows.

<i>Market Capitalization in GH¢ m</i>	<i>GH¢</i>	
	<i>Memb</i>	<i>Non-Memb.</i>
0.1 – 2.5	4,000	4,000
2.6 – 5.0	7,900	8,400
5.1 – 10	11,800	12,800
10.1 – 20	15,600	17,400
20.1 – 50	16,900	18,700
50.1 – 100	17,900	19,700
100.1 – 200	20,600	23,300
200.1 – 500	26,300	29,900

500.1 – 1,000	31,600	35,200
1,000.1 – 2,000	37,800	46,200
2,000.1 – 5,000	46,200	54,700
5,000.1 – 10,000	53,300	62,200
10,000.1 – 20,000	60,400	71,100
Over 20,000	67,500	80,000

D. DE-LISTING FEES FOR SHARES AND FUNDS

Listed Companies seeking to de-list voluntarily shall pay a de-listing fee of 0.05% of the market capitalization. De-listing fees shall however not apply to a company that is de-listing and is at the same time being replaced by another that is listing as is the case in mergers, takeovers and restructuring.

E. EXTERNAL COMPANIES

The fees payable by non-Ghanaian companies listed on the Exchange shall be the dollar equivalent of the fees for the time being in force (referenced to the Bank of Ghana prevailing exchange rate).

F. INTERNAL TRANSFER FEES

In connection with internal transfers by listed company's parent or substantial holders, a GSE processing fee of 0.24% of the value of the transfer. This fee 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 AND WAIVERS

1. In certain circumstances, the Exchange may grant discounts in respect of original and/or additional listing of securities where the:

- (i) company, in the current financial year of the Exchange, has done or is about to do two or more original and/or additional listings;
- (ii) listing involves option shares in favour of directors and employees;
- (iii) number of shares being listed is less than 100,000;
- (iv) listing involves the issue of a prospectus supplement for *part* of a series of offers or rights for which an initial shelf registered prospectus is not more than four (4) years old; and
- (v) Council deems it necessary.

2. Fees to be applied in the cases under (1) shall be determined as follows:-

- (i) The executive of 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 25% of the total fees ordinarily payable.
- (ii) The Council may grant a discount higher than 25% if it deems it necessary.

H. FEES OR COMMISSIONS FOR ACQUISITIONS

1. Fees and/or commissions are chargeable when acquisitions are made and the fees and commissions are derived from the schedule of listing fees and/or the schedule of commissions on transactions.
2. In this part, “Acquisitions” shall have the meaning as defined in the Code of Take-Overs & Mergers of the Securities and Exchange Commission and shall include direct acquisitions, indirect acquisitions, take-overs, mergers, scheme of arrangements, business transfers and all such transactions in the shares of a company listed on the Ghana Stock Exchange.
3. The fees or commissions are chargeable whenever a listed company is involved in the types of transactions indicated in (1) and (2) of this part whether the transaction is structured as a share exchange or cash payment, whether the transaction is executed using the Exchange’s Trading System or not and irrespective of whether the transaction was executed in Ghana or outside Ghana.
4. The fees or commissions for such transactions indicated in (1) and (2) are payable in the following manner:
 - a. The fees or commission for a cash transaction shall have a cap of 2.5% of the total 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. The component of the fee or commission of 2.5% are: Regulators – 0.70%; and Licensed Dealing Member 1.80%. The 1.80% component of the commission due to the dealer is negotiable between the client (buyer or seller) and the dealer. The 0.70% regulatory component is not negotiable. The breakdown of the regulatory component of the fee or commission is: GSE – 0.40%; Central Securities Depository – 0.15%; and SEC – 0.15%.
 - c. Where the transaction or part thereof is structured and approved as a cash transaction (i.e. consideration is cash), the following rules shall apply to the fees or commission.
 - i. Rule (4)(a) and 4(b) above shall apply to the part of the transaction which is for cash.
 - ii. Both the buyer as well as the seller shall pay the fees or commission.
5. Where the transaction or part thereof is structured as a share exchange, the following rules shall apply to the fees or commission.
 - (a) A fee or commission as in (5) to (6) above shall still be applicable, based on the value of the shares being used as consideration for the transactions.

- (b) Both the buyer as well as the seller shall pay the fees or commission.
- (c) The Exchange shall hold the acquirer or the merged (or surviving entity) responsible for the payment of the fees or commission in 8 (b).
- (d) An undertaking on 8(b) and/or 8(c) will be required prior to the Exchange's approval of the transaction and the listing of the relevant shares.

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Schedule IV

Documents Required From External Companies under Section 303 of Chapter V of the Companies Act

- (1) 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.
- (1) A statement in duplicate in the prescribed form giving the following particulars regarding the company:
 - (a) its name;
 - (b) the nature of its business or businesses or other main objects;
 - (c) the present forenames and surnames and any former forename or surname, and the address and business occupation of one or more persons(s), including a local manager authorized to manage the business in Ghana of the company;
 - (d) if the company has shares, the number and nominal value, if any, of its authorized 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;
 - (e) 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
 - (f) the name and address in Ghana of a person (herein called a process agent) authorized by the company to accept service of process and other documents on its behalf.
- (2) 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 Companies Act or if there are no such charges, a statement in the prescribed form to that effect.