

6. Considerations for Chinese Companies Seeking to List on the TSX or TSXV

Chinese companies that wish to list on the TSX or TSXV face certain unique issues.

6.1 Redomiciling

As a threshold issue, under Chinese law, a company incorporated in China cannot list on the TSX or TSXV. Any company incorporated in China would have to redomicile to an offshore jurisdiction. Usually, this means redomiciling as a company incorporated under one of the Canadian corporate statutes, although other offshore jurisdictions, such as the United States, are also acceptable. However, the exchange may require certain amendments to the company's constituting documents where the Chinese company redomiciles into an offshore jurisdiction with corporate laws that are not similar to Canadian corporate statutes in terms of shareholder protection.

As a result of regulations that have been promulgated by the Chinese Ministry of Commerce, the State Assets Supervision and Administration Commission, the State Administration for Taxation, the State Administration for Industry and Commerce, the China Securities Regulatory Commission and the State Administration for Foreign Exchange, redomiciling raises complex Chinese legal issues which require sophisticated legal advice from experienced Chinese counsel. It is crucial that any Chinese company seeking to list on the TSX or TSXV obtain sound Chinese legal advice upfront.

In addition, there are frequently tax consequences for the principal shareholders as a result of redomiciling a Chinese company to an offshore jurisdiction. These matters will also require cross-border tax advice from counsel experienced in international taxation issues.

6.2 Financial Statement Requirements

As mentioned, issuers intending to list on the TSX or TSXV are usually required to produce three years of audited financial statements. Currently, the financial statements must be prepared in accordance with International Financial Reporting Standards and audited in accordance with International Auditing Standards for preparing and auditing financial statements. Financial statements prepared in accordance with Chinese accounting principles and audited in accordance with Chinese auditing standards will not be acceptable. In addition, with very few limited exceptions, the audit report must not contain any qualifications or reservations.

With respect to issuers with primary business in China, the TSX and TSXV have historically demonstrated heightened concern over the issuer's internal control over financial reporting and disclosure controls and procedures, and whether the issuer's management has adequate training to comply with Canadian financial reporting requirements. Issuers intending to list on the TSX or TSXV should ensure that their finance staff have sufficient training and experience to satisfy the exchange's concerns in this regard.

Tsx Venture Listing Manual

JA Banks



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Getting and Staying Listed in Canada Timothy Sean Baikie, 2003 *Venture Capital* Douglas Cumming, 2010-04-29 An essential guide to venture capital Studies have shown that venture capital backed entrepreneurial firms are on average significantly more successful than non venture capital backed entrepreneurial firms in terms of innovativeness profitability and share price performance upon going public Understanding the various aspects of venture capital is something anyone in any industry should be familiar with This reliable resource provides a comprehensive view of venture capital by describing the current state of research and best practices in this arena Issues addressed include sources of capital such as angel investment corporate funds and government funds financial contracts and monitoring and the efficiency implications of VC investment to name a few Opens with a review of alternative forms of venture capital Highlights the structure of venture capital investments Examines the role venture capitalists play in adding value to their investee firms This informative guide will help you discover the true potential of venture capital **Handbook of Research on IPOs** Mario Levis, Silvio Vismara, 2013-11-29 The chapters offer some important new insights into issues that will be of interest not only to the academic community but also to professionals involved in the preparation structure and execution of such transactions market regulators and private a **Mergers, Acquisitions and International Financial Regulation** Daniele D'Alvia, 2021-11-29 This is a much needed work in the financial literature and it is the first book ever to analyse the use of Special Purpose Acquisition Companies SPACs from a theoretical and practical perspective By the end of 2020 more than 240 SPACs were listed in the US on NASDAQ or the NYSE raising a record 83 billion The SPAC craze has been shaking the US for months mainly because of its simplicity a bunch of investors decides to buy shares at a fixed price in a company that initially has no assets In this way a SPAC also known as a blank check company is created as an empty shell with lots of money to spend on a corporate shopping spree Could the trend be here to stay Are SPACs the new legitimate path to traditional IPO This book tackles those questions and more The author provides a thorough analysis of SPACs including their legal framework and how they are used as a risk mitigation tool to structure transactions The main objectives of the book are focused on finding a working definition for SPACs and theorising on their origins definition and evolution identifying the objectives of financial regulation within the context of the recent financial crisis 2007 2010 and the one that is currently unfolding Covid 19 and also describing practical examples of SPACs through a comparative study that for the first time outlines every major capital market on which SPACs are listed in order to identify a possible international standard of regulation The book is relevant to academics as well as policymakers international financial regulators corporate finance lawyers as well as to the financial industry tout court **SEC Docket** United States. Securities and Exchange Commission, 2012 **Insider Trading and Market Manipulation** Janet Austin, 2017-12-29 This book explores how the globalization of securities markets has affected market manipulation and insider trading It delves into the responses of

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