

HKEX News Update: Consultation Conclusions on Proposed Amendments relating to Ongoing Public Float Requirements

On 17 December 2025, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) published [Consultation Conclusions](#) regarding proposed amendments to the Listing Rules relating to the ongoing public float requirements.

The key changes include:

(a) An Alternative Ongoing Public Float Threshold for All Issuers (including PRC Issuers with No Other Listed Shares, but excluding PRC Issuers with Other Listed Shares)

- An issuer must maintain its public float, which requires an issuer’s portion of the class of shares (or H shares, in respect of a PRC issuer) listed on the Stock Exchange and held by the public must, at all times, represent at least:
 - (i) 25% of the issuer’s total number of issued shares in that class of shares (excluding treasury shares); or
 - (ii) any lower minimum percentage of public float prescribed at the time of listing, (the “**Initial Prescribed Threshold**”);
- The Stock Exchange has introduced an optional alternative ongoing public float threshold, which requires an issuer’s portion of the class of shares listed on the Stock Exchange and held by the public must, at all times:
 - (i) have a market value¹ of at least HK\$1 billion; and
 - (ii) represent at least 10% of the issuer’s total number of issued shares in that class of shares (excluding treasury shares), (the “**Alternative Threshold**”);
- The Alternative Threshold will not apply to newly listed issuers whose shares have traded for fewer than 125 trading days since listing on the Stock Exchange; and
- In case an issuer changes its reliance on the Initial Prescribed Threshold to the Alternative Threshold, or on the Alternative Threshold to the Initial Prescribed Threshold, it must, as soon as practicable, publish an announcement containing the reasons for the change, the market value of its public float (in case change to Alternative Threshold) and percentage of its public float as at the latest practicable date.

(b) Bespoke Ongoing Public Float Threshold for PRC Issuers with Other Listed Shares (e.g., A+H Issuers)

- A PRC issuer with other listed shares must comply with the new bespoke ongoing public float threshold which requires the PRC issuer’s portion of H shares listed on the Stock Exchange and held by the public must, at all times:
 - (i) have a market value¹ of at least HK\$1 billion; or
 - (ii) represent at least 5% of the issuer’s total number of issued shares in the class to which H shares belong (excluding treasury shares).

¹ Market value thresholds for all issuers (including PRC issuers with no other listed shares) relying on the Alternative Threshold and PRC issuers with other listed shares (e.g. A+H issuers) relying on the bespoke ongoing public float threshold is calculated by multiplying (a) the number of shares (in case of PRC Issuers, the PRC Issuers’ H shares) held by the public as of the date of determination; by (b) the volume weighted average price of the relevant class of shares listed on the Stock Exchange over 125 trading days (or all trading days since listing, if shorter, in case of PRC issuers with other listed shares) immediately prior to the date of determination.

For an issuer changing its reliance to the Alternative Threshold, if its listed shares have been suspended from trading for more than five consecutive business days during the above reference period, the Stock Exchange may require the issuer to extend the reference period to demonstrate that the market value of the relevant shares can meet the Alternative Threshold over a reasonable period after resumption of trading.

(c) Non-PRC Issuers with Shares Listed on a PRC Stock Exchange (e.g., RMB shares)

- Ongoing public float threshold applicable to PRC issuers with other listed shares (e.g., A+H issuers) also applies to non-PRC issuers with shares listed on a PRC stock exchange (e.g., RMB shares), if those shares are in the same class as, but are not fungible with, the shares listed on the Stock Exchange; and
- The references to “H shares” in the relevant requirement are modified to mean their shares listed on the Stock Exchange.

(d) Monthly and Annual Reporting on Public Float

- Regular public float disclosure obligations are summarized below:

Reporting obligation	Monthly returns	Annual reports
Confirmation of compliance with the applicable ongoing public float threshold	All issuers	All issuers
Minimum public float percentage threshold	Issuers relying on the Initial Prescribed Threshold	Issuers relying on the Initial Prescribed Threshold
Actual public float percentage	Issuers relying on the market value-based thresholds ^(note 1)	All issuers ^(note 2)
Actual public float market value		Issuers relying on the market value-based thresholds ^(notes 1 & 2)
Share ownership composition	Not applicable	All issuers
Share capital structure	Not applicable	All issuers

Notes:

1. Issuers include issuers relying on the Alternative Threshold; and PRC issuers with other listed shares (e.g., A+H issuers) replying on the market value limb of the ongoing public float threshold.
 2. Issuers that have relied on the market value-based thresholds at any time within a financial year shall additionally disclose the following:
 - (a) The market value and percentage of their public float as at the end of each month in which they relied on the market value-based thresholds; and
 - (b) A commentary on all material changes to their public float levels during the financial year.
- the disclosure shall be based on information that is publicly available to the issuer or otherwise within the knowledge of its directors or supervisors (in the case of a PRC issuer); and
 - An issuer must make reasonable efforts to determine its public float, and is expected to:
 - (i) incorporate shareholdings reported under Part XV of the Securities and Future Ordinance;
 - (ii) put in place internal control procedures to ensure its core connected persons (and other persons who are not considered “the public”) are aware of the requirement, and will promptly inform the issuer of their initial shareholdings and any subsequent changes in their shareholders; and
 - (iii) take into account non-public shareholding that has not been disclosed in public filings but is known to directors or supervisors (in the case of a PRC issuer).

(e) Public Float Shortfall

- An issuer is required to take active steps to restore its public float as soon as possible and shall:
 - (i) Publish an initial announcement within one business day of it becoming aware of its public float shortfall, disclosing the non-compliance and information of its public float, including the market value (if applicable) and percentage of its public float, the composition of ownership of the relevant class of shares listed on the Stock Exchange, reason for the non-compliance, and the plan and expected timeline for restoration. Details of the restoration plan could be included in a subsequent announcement published within 15 business days of it becoming aware of its public float shortfall; and
 - (ii) Publish monthly update announcement, disclosing the market value (if applicable) and percentage of its public float, the status of its restoration plan, the expected timing for restoration, and clear explanations for any material delay(s) or deviation(s) from its original restoration plan; and
- An issuer, its directors (and its supervisors, in the case of a PRC issuer) are restricted from any actions that may further lower its public float percentage, except in exceptional circumstance.

(f) Significant Public Float Shortfall

- The current requirement of suspension of trading in an issuer's shares due to public float shortfall is abolished;
- An issuer with a public float shortfall will be considered as having a Significant Public Float Shortfall unless a portion of the issuer's class of shares (or H shares in respect of a PRC Issuer) listed on the Stock Exchange and held by the public:

For All Issuers (including PRC Issuers with No Other Listed Shares, but excluding PRC Issuers with Other Listed Shares)

- (ii) represents at least 15% of the issuer's total number of issued shares in that class of shares (excluding treasury shares) (or at least 50% of the issuer's applicable Initial Prescribed Threshold which is below 25%); or
- (iii) has a market value of at least HK\$500 million and represents at least 5% of the issuer's total number of issued shares in that class of shares (excluding treasury shares). However, this second limb does not apply to an issuer whose shares have traded for less than 125 trading days since listing on the Stock Exchange.

For PRC Issuers with Other Listed Shares

- (i) has a market value of at least HK\$500 million; or
- (ii) represents at least 5% of the issuer's total number of issued shares in that class of shares (excluding treasury shares).

This also applies to non-PRC Issuers that have shares listed on a PRC stock exchange, such shares are in the same class as, but are not fungible with, the shares listed on the Stock Exchange (e.g., RMB shares). In this connection, references to "H shares" are modified to mean their shares listed on the Stock Exchange;

- An issuer with a Significant Public Float Shortfall will be delisted if it fails to restore its public float to meet the applicable ongoing public float threshold within 18 months (GEM: 12 months) of the date of commencement of the Significant Public Float Shortfall;

- An issuer with a Significant Public Float Shortfall will be identified with a special stock marker in its stock name, which will be removed when the issuer has restored its public float to meet the applicable threshold; and
- An issuer is required to comply the following additional disclosure obligations:
 - (i) announce within one business day upon becoming aware of a Significant Public Float Shortfall;
 - (ii) include a warning statement in all announcements and documents required to be published under the Listing Rules. The warning statement should inform the market that the issuer's shares will be delisted if it fails to restore its public float to meet the required ongoing public float threshold within the prescribed period, and shareholders and potential investors should exercise caution when trading its shares; and
 - (iii) announce the restoration of its public float.

(g) Offers under the Takeovers Code

- The Stock Exchange retains the current practice and may consider granting a timing-relief waiver to an issuer from the ongoing public float requirements, for a reasonable period following a general offer, to enable the issuer to restore its public float, provided that the public float shortfall is not a Significant Public Float Shortfall after completion of the general offer; and
- An issuer granted with a timing-relief waiver will be subject to the same requirement as if it had been in breach of the public float requirement.

The amendments to the Listing Rules in relation to the ongoing public float will come into effect on 1 January 2026 and apply to all listed issuers (including all issuers listed before 1 January 2026 and those that are to be listed on or after that date).

The new monthly disclosure requirements will apply to monthly returns from the month ending 31 January 2026 onwards.

The new annual disclosure requirements will apply to annual reports for financial years commencing on or after 1 January 2026.

To view the full details of HKEX's news, please click [HERE](#).

To view details in respect of the following:

- New Guidance on the Public Float: please click [HERE](#); and
- Revised e-Forms for the monthly return: please click [HERE for Main Board Issuers](#) and [HERE for GEM Issuers](#).