

OFFICIAL TRANSLATION

Attachment of the Resolution
number 2018/01 by the Board
of Directors of 'Mongolian
Stock Exchange' JSC dated
January 25, 2018

MONGOLIAN STOCK EXCHANGE LISTING RULES

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CHAPTER ONE. GENERAL PROVISIONS

1 Article. General provisions

- 1.1 These Rules shall regulate matters concerning the listing of the issuer's shares and debt securities to the Securities List of the 'Mongolian Stock Exchange' JSC /hereinafter referred to as 'the Exchange', setting criteria for listing boards, offering the securities to the public, amending the listing and delisting the securities.
- 1.2 The general requirements and application documentation for listing may vary depending on the type of a security, the financial and operational situation of the issuer and the form of issuance.
- 1.3 These Rules shall be adhered to by the issuers, both listed and applying for listing on the Exchange, their members of the Board of Directors /hereinafter referred to as the 'Board', authorised persons, influential shareholders, underwriters, auditors, lawyers and valuation firms and the professional advisors providing independent expert opinion in the process of the issuance of securities.
- 1.4 Listing of investment trust units, asset backed securities, depository receipts and other derivative financial instruments shall not be regulated by these Rules and shall be governed by their respective regulations.
- 1.5 The secondary listing and public offering of the securities of foreign listed issuers shall be regulated by these Rules.

CHAPTER TWO. LISTING THE SHARES OF INITIAL PUBLIC OFFERING

2 Article. Preparation for listing

- 2.1 As part of the preparation process for listing at the Exchange, the issuer shall sign a contract with an entity holding an underwriting license /hereinafter referred to as the 'underwriter' and make preparation for listing, as prescribed in the Law.
- 2.2 The issuer shall sign contracts with the legal, valuation and auditing firms approved and regulated by the Financial Regulatory Commission /hereinafter referred to as the 'Commission' and have the opinions specified in 2.6, 2.7 and 2.8 of these Rules provided by the above entities. In addition, if the underwriter deems necessary, the issuer may sign a contract with an independent expert and have their opinion provided on the corporate governance practices of the issuer.
- 2.3 For foreign listed issuers, the opinions specified in 2.6, 2.7 and 2.8 of these Rules shall be accepted if provided by internationally recognised firms for providing legal opinion, asset valuation and financial audits.
- 2.4 Where appropriate, the issuer may sign a contract and have opinions and conclusions provided by independent experts and specialists, as specified in the Article 10.8 of the Securities Markets Law.
- 2.5 The firms providing legal opinion, audit report, valuation report and independent expert opinion are prohibited to be related persons to the issuer, to the underwriter and to each other.
- 2.6 The legal entity providing legal opinion as specified in the Provision 33.2.1 of the Securities Markets Law shall provide an opinion with regards to the following issues:
 - 2.6.1 Whether there exists any violation in relation to the company state registration, tax and social insurance payer account;
 - 2.6.2 Whether the company charter, and the draft company charter for a company going

- through initial public offering, and other internal rules and regulations comply with the relevant legislation, and the ‘Corporate Governance Codex’ issued by the Commission;
- 2.6.3 Whether the agreements in relation to procurement, sales and loan and other agreements and contracts that are significant to the issuer’s operations comply with relevant legislation; whether there exists any situation that may have potential adverse impact on company operations;
 - 2.6.4 Whether the large scale transactions and transactions with conflicts of interest concluded during the preceding year are compliant with the relevant regulations;
 - 2.6.5 Whether the operational special permits, licenses, copyright, patents, trademark, land use or ownership rights are valid and whether there is any condition that may have potential adverse impact on the company operations relating to the above mentioned rights such as near term expiration, cancellation, or pledge to the performance of obligation;
 - 2.6.6 Whether the ownership rights pertaining to its securities holdings and to its movable and immovable properties are valid and whether there is any pledge by these to the performance of an obligation;
 - 2.6.7 If the issuer belongs to the group structure as specified in the Article 6.13 of the Company Law, the person exercising control of the issuer needs to be determined based on the information of the parent company, subsidiaries, affiliates and dependent companies.
- 2.7 The issuer shall sign a contract with an asset valuation firm as specified in the Provision 33.2.2 of the Securities Markets Law and have the asset and business valuation performed and in case of the issuance of debt securities, have the asset valuation performed for the assets guaranteeing the repayment of the debt.
- 2.8 The issuer shall sign a contract with an auditing firm as specified in the Provision 33.2.3 of the Securities Markets Law and have an audit opinion provided with regards to the following issues:
- 2.8.1 The accounts for the most recent financial year shall be audited and audit report provided;
 - 2.8.2 Whether the company’s accounting policies and financial reports comply with the International Financial Reporting Standards /hereinafter referred to as the ‘IFRS’/;
 - 2.8.3 The financial statement information contained in the securities prospectus are true and valid.
- 2.9 In the contracts signed with the entities referred to in the Article 2.1, 2.2, and 2.4 of these Rules, the responsibilities of the parties shall be clearly specified and shall reflect the issuer’s duty to provide all the necessary information and documents for providing opinion, and the persons providing opinion shall review all the necessary documents, issue opinion in accordance with the applicable standards and assume full responsibility to the accuracy of the opinion.

3 Article. Application for listing

- 3.1 The application for listing and the securities prospectus shall be signed and sealed by the issuers’ Chairperson of the Board of Directors, Chief Executive Officer, Chief Financial Officer /or chief accountant/, and the CEO of the underwriter.
- 3.2 The following documents shall be attached to the listing application:
- 3.2.1 Listing application /Form 1 or Form 2/;
 - 3.2.2 Issuer’s declaration /Form 3/;
 - 3.2.3 Underwriter’s declaration /Form 4/;
 - 3.2.4 Listing decision by the issuer’s competent authority;
 - 3.2.5 Securities prospectus;

- 3.2.6 Legal opinion as specified in the Article 2.6 of these Rules;
 - 3.2.7 Valuation report as specified in the Article 2.7 of these Rules;
 - 3.2.8 Audit report as specified in the Article 2.8 of these Rules;
 - 3.2.9 Conclusions and opinions as specified in the Article 2.4 of these Rules, where applicable;
 - 3.2.10 The receipt confirming the payment of the listing application fee as specified in the Article 22.2.1 of these Rules.
- 3.3 The documents specified in Articles 3.2.5-3.2.9 of these Rules may not be provided in case of the securities issued or fully guaranteed by the Government.

4 Article. Contents and form of securities prospectus

- 4.1 The securities prospectus shall contain all the necessary information to make informed investment decision.
- 4.2 The information in the securities prospectus shall consist of three parts: the issuer's information, the securities' information and the information on the parties involved in the issuance process.
- 4.3 The issuer's information shall contain the following:
- 4.3.1 The issuer's name, address, contact address, its operational type, whether the issuer is listed on other exchanges, and in case of foreign listed issuers, the information about the home exchange;
 - 4.3.2 The issuer's state registration and register number and the date of registration;
 - 4.3.3 The issuer's influential shareholders' name, surname, the position s/he holds, in case of a legal person, its name, state registration number, and if it belongs to a group structure, information about the companies belonging to the group, control structure, and the number and percentage of shareholdings held individually or with related persons and the information about the related persons;
 - 4.3.4 The issuer's organizational structure, the information about its competent persons, the number and percentage of their shareholdings in the company;
 - 4.3.5 The issuer's share capital, number, type and nominal price of the declared, issued and repurchased securities, amount of equity, tangible and intangible assets;
 - 4.3.6 The issuer's financial report and audit report;
 - 4.3.7 The agreements and contracts where the issuer is responsible for payment of more than 5% of its share capital and information about their performance;
 - 4.3.8 The issuer's related persons;
 - 4.3.9 The market share of the issuer in the market of its primary operation and the information about its competitors;
 - 4.3.10 The dividend policy approved by the company's competent authority;
 - 4.3.11 Business plan for use of the proceeds from the securities issuance;
 - 4.3.12 Overview of medium term business plan;
 - 4.3.13 Risks to the issuer's operations and risk management plan;
- 4.4 The information on the securities to be issued and the rights pertaining to the securities shall contain the following:
- 4.4.1 Type, quantity, class, nominal price of the securities to be offered to the public, the conditions for offering and trading, in case of debt securities, the duration, principal amount, the coupon payment policy and payment rules;
 - 4.4.2 The rights and responsibilities attached to the securities being offered to the public;
 - 4.4.3 Conditions and rules for conversion in case of convertible securities;
 - 4.4.4 Repayment guarantee and collateral information in case of debt securities;
- 4.5 The information on parties involved in securities issuance shall contain the following:
- 4.5.1 The regulated person and other persons providing professional services involved in

- the securities offering;
- 4.5.2 The information on the the rights, responsibilities and liabilities in accordance with the contracts signed with these persons.
- 4.6 The securities prospectus shall meet the following requirements:
- 4.6.1 On the first page of the prospectus shall be the following warning in bold letters:
- 4.6.2 “Be advised that the Mongolian Stock Exchange’s approval of the listing of the securities does not constitute any guarantee on the risks of the securities. Be warned that the purchase of these securities is ALWAYS RISKY for you as an investor and be reminded to make your investment decision after careful examination of the securities prospectus and securities issuance procedure.”
- 4.6.3 The securities prospectus shall be signed and sealed by the issuer’s Chairperson of the Board of Directors, CEO, chief accountant, and the underwriter’s CEO and shall contain a declaration stating “The securities prospectus submitted to the Stock Exchange is the same as the one submitted to the Financial Regulatory Commission and does not contain any inconsistency”;
- 4.6.4 The securities prospectus shall be no more than 400 pages and shall be a document filed and bound, containing table of contents;
- 4.6.5 All the pages of the securities prospectus shall be paged; and each page shall be signed and dated by the issuer’s CEO and the underwriter’s CEO on the bottom right corner.
- 4.7 If the securities prospectus is produced in foreign language, a Mongolian translation by an accredited body shall be attached.
- 4.8 The following documents shall be attached to the securities prospectus:
- 4.8.1 Notarised copy of state registration certificate;
- 4.8.2 Copy of the Company Charter registered in the state registration and the decision to make amendments to the Charter following the offering of securities and the draft Charter;
- 4.8.3 Copy of the decision to issue securities by a competent authority;
- 4.8.4 Copy of an agreement signed with a market maker where applicable;
- 4.8.5 Information on parent company, subsidiaries and dependent companies and copies of relevant documents to prove the relations;
- 4.8.6 Profile of company’s authorized persons and proof of their experience sufficient to run the company operations;
- 4.8.7 Information on the person in charge of securities and Exchange communications and their contact details;
- 4.8.8 The copies of the contracts signed with the parties specified in Articles 2.1, 2.2 and 2.4 of these Rules and the reports and opinions specified in Articles 2.6, 2.7, 2.8;
- 4.8.9 Proof of compliance of company’s Board of Directors with the requirements set out in Articles 75, 79, and 81 of the Company Law;
- 4.8.10 Proof of adoption of the corporate governance principles /codex/ that is accepted domestically and internationally and in case of an absence of an adoption of the codex, the proof of the approval of the internal governance regulations for the purposes of compliance with the codex, and the proof of the company’s authorized persons’ compliance with the requirements set out in Article 75.8 of the Company Law;
- 4.8.11 Mining companies shall attach the following documents in addition to those specified in Articles 4.8.1-4.8.10:
- 4.8.11.1 Technical report, expert opinion and report prepared and authorized by a specialized expert as specified in Article 4.1.26 of the Mineral Law and a declaration that there has been no material changes to the report;
- 4.8.11.2 Future outlook, class and grade of the exploration, mining and land

- use licenses and mining, operation, production rights;
- 4.8.11.3 Declaration on the existence of any legal claims relating to the exploration or mining licenses or any other legal event that could have an impact on the company operations;
- 4.8.12 Other documents and evidence to prove the information contained in the prospectus.
- 4.9 The issuer shall submit to the Exchange two printed originals of the listing application, securities prospectus and other documents that comply with the requirements set out in these Rules.
- 4.10 The issuer is responsible for submitting the amendments to the prospectus and additional information with the signed authorization by the issuer's CEO and the underwriter if the following changes occurred since the submission of a prospectus to the Exchange or from the date of listing decision by the Exchange until the commencement of primary market trading.
 - 4.10.1 There has been material changes to the contents of the prospectus;
 - 4.10.2 There has been an event with potential impact on investors' investment decision in the company operations or in the market in which it operates, since the issuance of a prospectus.

CHAPTER THREE. SECONDARY LISTING OF FOREIGN LISTED ISSUER

5 Article. General requirements for foreign listed issuers

- 5.1 Issuers listed on a foreign exchange /hereinafter referred to as "foreign listed issuer"/ shall be listed on the exchange included in the 'List of exchanges approved for secondary listing' approved by the Commission as specified in the Article 18.4 of the Securities Markets Law, and the listing shall be effective at the time of application.
- 5.2 Foreign listed issuer shall appoint an authorized representative to receive notifications on behalf of the issuer with regards to the securities offering and to communicate with the Exchange and the shareholders.
- 5.3 The issuer shall inform the following to the Exchange when appointing or terminating the appointment of the person specified in the Article 5.2 of these Rules.
 - 5.3.1 Permanent address to receive notifications;
 - 5.3.2 If the address to receive notifications is not an office address or if the person is not employed, the residential address and email address;
 - 5.3.3 Contact number, email address, and fax number;
 - 5.3.4 Notifications of the changes to the details specified in Articles 5.3.1-5.3.3 of these Rules;
- 5.4 Foreign listed issuer may be exempted from certain requirements in these Rules and other rules, regulations and instructions approved by the Exchange with the official request and the order of the CEO of the Exchange.
- 5.5 The Exchange is entitled to make a decision or issue an opinion with regards to whether the domestic investors' rights and interests shall be affected by the foreign listed issuer's failure to comply with the relevant rules and regulations of its home exchange.

6 Article. Application for listing on the exchange by foreign listed issuers

- 6.1 The foreign listed issuers may apply simultaneously for the official list of the Commission and the Exchange; and the decision by the Exchange to list the issuer shall be provided to the Commission within 2 working days since the date of the decision.
- 6.2 The foreign listed issuers shall attach the following documents with the listing application to the Exchange:
 - 6.2.1 Listing application form /Form 1/;
 - 6.2.2 Securities prospectus that comply with the Article 18.3 of the Securities

- Markets Law and the requirements set out in the Article 6.3 of these Rules;
- 6.2.3 The copies in English of the securities prospectus, supplementary prospectus and other relevant attachments registered with the foreign regulator and the exchange, and Mongolian translations of their summary;
 - 6.2.4 Issuer's declaration /Form 3/;
 - 6.2.5 Underwriter's declaration /Form 4/;
 - 6.2.6 Listing decision by the issuer's authorized person;
 - 6.2.7 Legal opinion and audit report provided by an authorized domestic or internationally recognised firms;
 - 6.2.8 Notification of an appointment of an authorized representative as specified in Article 5.2 of these Rules and their details;
 - 6.2.9 The receipt confirming the payment of the listing application fee as specified in the Article 22.2.1 of these Rules.
- 6.3 The prospectus issued by the foreign listed issuers shall comply with the "Regulation on listing the securities issued by foreign listed issuers and registering the foreign listing of securities issued by domestic issuers" approved by the Commission.
- 6.4 The listing application of a foreign listed issuer shall be verified with the signature of the two officials from the Board of Directors or a similar body or appointed authorized representatives.

7 Article. Exemptions from certain ongoing obligations

- 7.1 Foreign listed issuer may follow the laws, rules and regulations of the country and exchange of primary listing when submitting any reports or information to the Commission and the Exchange. All the information and documents provided to the foreign exchange and regulator shall be submitted simultaneously to the Exchange with Mongolian translation on a regular basis /where necessary, the brief summary of the information in Mongolian can be provided/. In case of a time difference due to the geographic location of the Exchange and the foreign exchange, the information may be released on the foreign exchange first with the simultaneous submission of the information through email to the Exchange. The Exchange shall publish the information to the public at the start of the following business day.
- 7.2 The Exchange is entitled to make enquiries relating to the foreign listed issuer from the foreign regulator, the exchange or other government organisations of the country where the foreign listed issuer is listed, via the issuer or directly.
- 7.3 The issuer may be exempted from compliance with the following obligations stated in relevant legislation throughout the time the foreign issuer is listed in the Exchange and follow the legislation of the jurisdiction where it is incorporated or listed, if so requested in the listing application:
- 7.3.1 Regulations concerning the company organization and management structure such as the Board of Directors, its composition, the number of independent directors and executive management, their functions and organisation;
 - 7.3.2 Regulations on financial reports and the information on financial situation;
 - 7.3.3 Regulations on restrictions of share repurchase, priority rights to purchase or sell securities;
 - 7.3.4 Regulations on organizing shareholders meeting and dividend allocation;
 - 7.3.5 Ongoing reporting obligations;
 - 7.3.6 Regulations on defining the large-scale transactions and contract values;
 - 7.3.7 Regulations on the issuer's restructuring;
 - 7.3.8 Regulations on exemptions and waivers as specified in Article 5.4 of these Rules.

CHAPTER FOUR. LISTING DECISION OR REFUSAL OF LISTING

8 Article. Listing decision or refusal of listing

- 8.1 The Exchange shall review the listing application within 15 business days since receiving the application and other documents specified in these Rules.
- 8.2 The start date of the review shall be the day of submission of complete documents that meet the relevant requirements and if necessary, the Exchange may conduct on-site inspection, request clarifications and additional documentations from the company management in relation to the securities and the use of proceeds from the offering and may obtain evidence in a form of a meeting or an interview.
- 8.3 The decision to list shall be made by the Order of the CEO of the Exchange on the basis of the issuer's and the offered securities' compliance with the listing criteria and requirements and the copy of the decision shall be delivered to the Commission and the issuer.
- 8.4 The decision to amend the listing shall be made by the Order of the CEO of the Exchange and the copy of the decision shall be delivered to the Commission.
- 8.5 The review period may be extended by 15 business days in case of a request of an additional documentation, independent expert opinions and reports such as audit report and valuation report that are necessary for making a listing decision as specified in the Article 8.4 of these Rules.
- 8.6 The Commission shall approve the commencement of primary market trading based on the official notification by the Exchange of the listing of the securities and completion of necessary preparations for the commencement of trading as per Article 12.2 of Securities Markets Law and the issuer's official request to commence the trading of the securities to the Commission within 2 business days.
- 8.7 The Exchange shall sign the 'Listing Agreement' with the issuer to list the securities and deliver the copy of the listing decision along with Form 5 to the Central Securities Depository.
- 8.8 The securities shall be assigned a name and a symbol taking into account the issuer's request.
- 8.9 The symbol of the securities shall consist of 3 to 4 Latin letters representing the abbreviation of the name of the issuer.
- 8.10 The debt securities shall be listed by the name of the instrument and the name shall contain the maturity, coupon rate and coupon payment frequency.
- 8.11 The symbols and names shall not be duplicated.
- 8.12 In the following cases, the securities shall be refused from listing.
- 8.12.1 The listing application is not made in accordance with these Rules and the rules approved by the Commission;
 - 8.12.2 The issuer, its application and other attached documents did not meet the listing criteria and requirements set out by these rules or the issuer failed to meet the criteria set by the Exchange corresponding to the Board it applied for listing;
 - 8.12.3 Application does not contain the necessary information or contains incomplete information;
 - 8.12.4 Application contains false, misleading, inaccurate or inconsistent information;
 - 8.12.5 Additional documentation was not provided within the given timeframe;
 - 8.12.6 The Exchange concluded that the listing of the securities shall be detrimental to the rights and interests of the investors based on the audit report, valuation report and legal opinion as specified in these Rules.;
 - 8.12.7 Six months have elapsed since the issuer's application to listing or amendment to the listing to the Exchange and during this time, the requirements necessary for approving the listing have not been fully met.
- 8.13 The issuer shall keep all the necessary documents related to listing at the Exchange such as the securities prospectus, the attachments thereof and the reports by independent experts

for 10 years in its archive since the decision of listing.

8.14 The Exchange is prohibited to list securities on meeting certain conditions.

8.15 The issuer is entitled to make a complaint to the Commission in case of a dispute over the refusal of listing by the Exchange.

9 Article. Methods of securities listing

9.1 The securities may be listed by the following methods:

9.1.1 To offer its own shareholdings: The issuer's current shareholder or the person subscribed for shares of the issuer may offer his/her holdings to the public. In this case, the company shall not raise capital from the offering.

9.1.2 Private placement: prior to the offering of the securities to the public, the issuer may place privately to the underwriter or other persons specified by the issuer.

9.1.3 Rights offering:

9.1.3.1 As per Articles 25.6, 34.2 and 38 of the Company Law, the rights offering enabling the current shareholders to have priority over subscriptions shall be organised by an underwriter.

9.1.3.2 The issuer shall meet the following conditions in case that the proceeds from the rights offering shall increase the company's share capital or the market capitalization by more than 50%.

9.1.3.2.1 The rights offering must have been discussed and decided by the Shareholders' Meeting;

9.1.3.2.2 The issuer must have prepared a securities prospectus that provides specific information on the ways to inform the shareholders entitled to the priority rights, the effective duration to exercise their rights and the implications for not exercising the rights.

9.1.4 *Public offering:* Any person irrespective of their current holdings in the company shall be able to purchase the securities offered to the public and there must be a contract with an underwriter;

9.1.5 Offer securities upon conversion of retained earnings, paid-in capital, dividends, reserves and debts to equity;

9.1.6 Offer securities following the merger and acquisition of a company.

9.2 Debt securities issued or fully guaranteed by the Government shall be listed and traded on the Exchange as per the approval from the Ministry of Finance.

9.3 These Rules are not applicable to the debt securities issued by foreign listed issuer, debt securities denominated in foreign currency and foreign bonds and the debt securities previously issued on a foreign exchange.

CHAPTER FIVE. LISTING BOARDS AND CRITERIA

10 Article. Listing criteria for shares

10.1 The issuer shall meet the criteria specified in these Rules when initially applying for listing and during the entire time that the securities are listed.

10.2 The issuer issuing new or additional shares, or listing its shares as a result of mergers, acquisitions, spinoffs and divestitures shall meet the respective listing criteria specified in this Chapter.

10.3 The Exchange shall list shares on Board "I", "II", and "III" that set different listing criteria.

10.4 The listing application is applicable to all the securities of that type issued by the issuer.

10.5 The issuer shall meet the following general conditions in addition to the listing criteria specific to the Board that it is seeking listing for:

- 10.5.1 The issuer, its potential controlling shareholders, members of the Board of Directors and the CEO shall not have significant tax or overdue liabilities;
- 10.5.2 The issuer's assets shall not comprise mostly of cash or short-term securities. This requirement may be waived in consideration of the industry in which the issuer operates;
- 10.5.3 There shall not be any changes to the reporting period within the most recent financial year prior to the listing application;
- 10.5.4 No more than six months shall have elapsed since the date of the latest financial report at the time of listing and in case that more than six months have elapsed, the most recent quarterly report shall be verified by an auditing firm or the issuer shall provide official declaration that there has been no material changes since the date of the quarterly report;
- 10.5.5 The issuer shall be fully compliant with the relevant legislation, rules, regulations and its own legal documents;
- 10.5.6 Members of the Board of Directors, executive management and the influential shareholders shall be persons of good character;
- 10.5.7 Authorised persons shall have necessary knowledge and experience to run the company operations;
- 10.5.8 The issuer's management and the controlling shareholders agree to a lockup period of six months, or 12 months in case of mining companies. In case of foreign listed issuers, this clause is not applicable if the float on domestic market is less than 15% of the company's total market capitalization.

11 Article. Criteria for Board I listing

- 11.1 The issuer shall meet the following requirements when applying for listing on Board I:
 - 11.1.1 Shall have stable operations in its main industry for a minimum of 3 years prior to the date of listing application;
 - 11.1.2 The financial reports for the most recent 3 financial years shall be prepared in accordance with the IFRS and verified by an auditing firm along with an audit report. In case of a foreign listed issuer, the financial reports are accepted if prepared in accordance with a different accounting standard that is accepted by the foreign exchange. In such case, the issuer shall report material changes on the financial report that are caused by the difference between the IFRS and the accounting standard in which the reports are originally prepared;
 - 11.1.3 The issuer shall have no less than 5 000 000 000 /five billion/ tugriks sales revenue or no less than 1 000 000 000 /one billion/ tugriks net profit and the calculation of revenue, costs and net profit shall not contain other revenues, costs and non-recurring gains and losses not accruing from the company's main operations;
 - 11.1.4 There shall be no changes to the 2/3 size of the management team within the most recent two years and there shall be no material changes to the controlling shareholders within the most recent one year;
 - 11.1.5 The issuer shall be compliant with the corporate governance principles effective domestically or internationally;
 - 11.1.6 Mining companies shall meet the following criteria in addition to those specified in Articles 11.1.1-11.1.5 of these Rules.
 - 11.1.6.1 Must have a minimum of 10 years operational proved or probable reserves as evaluated by an independent specialized expert;
 - 11.1.6.2 Must have sufficient working capital /current assets minus short term liabilities/ for running the business operations;
 - 11.1.6.3 No less than 30% of the asset structure shall be equity;
 - 11.1.6.4 No less than 5 000 000 000 /five billion/ tugriks worth of net

tangible assets /total assets minus total liabilities, preference shares and intangible assets /.

11.2 The securities to be listed on Board I shall meet the following criteria:

- 11.2.1 The market capitalization of the issuer shall be no less than 10 000 000 000 /ten billion/ tugriks on the day of admission to trading. The market capitalization shall be calculated as a product of the number of total shares issued and the price offered to the public;
- 11.2.2 The public free float shall be no less than 25% and the issuer shall maintain the minimum free float requirements throughout the time the issuer is listed, or the issuer's semiannual trading value is more than 5% of the total trading value of the Exchange during the period. The minimum free float requirement may be waived for foreign listed issuers seeking secondary listing on the Exchange and the issuers with more than 20 000 000 000 /twenty billion/ tugriks market capitalization;
- 11.2.3 The number of shareholders shall be no less than 100 and the issuer shall continue to meet this requirement throughout the entire time that the issuer is listed;
- 11.2.4 There shall be no restrictions on the free movement and trading of the securities such as being pledged or sealed and shall be freely transferable and tradable.

12 Article. Criteria for Board II listing

12.1 The issuer shall meet the following requirements when applying for listing on Board II:

- 12.1.1 Shall have stable operations in its industry for a minimum of 2 years prior to the date of listing application;
- 12.1.2 The financial reports for the most recent 2 financial years shall be prepared in accordance with the IFRS and verified by an auditing firm along with an audit report. In case of a foreign listed issuer listed on an exchange approved by the Commission, the financial reports are accepted if prepared in accordance with a different accounting standard that is accepted by the foreign exchange. In such case, the issuer shall report material changes on the financial report that are caused by the difference between the IFRS and the accounting standard in which the reports are originally prepared;
- 12.1.3 The issuer shall have sufficient working capital /current assets minus short term liabilities/ for running its business operations for at least 12 months after the listing or must have a net profit of no less than 100 million tugriks;
- 12.1.4 The issuer shall comply with the corporate governance principles or explain if it is not in compliance;
- 12.1.5 Mining companies shall meet the following criteria in addition to those specified in Articles 12.1.1-12.1.4 of these Rules.
 - 12.1.5.1 Must have a minimum of 5 years operational proved or probable reserves as evaluated by an independent specialized expert;
 - 12.1.5.2 No less than 30% of the asset structure shall be equity;
 - 12.1.5.3 No less than 1 500 000 000 /one billion and five hundred million/ tugriks worth of net tangible assets /total assets minus total liabilities, preference shares and intangible assets /.

12.2 The securities to be listed on Board II shall meet the following criteria:

- 12.2.1 The market capitalization of the issuer shall be no less than 1 000 000 000 /one billion/ tugriks on the day of admission to trading. The market capitalization shall be calculated as a product of the number of total shares issued and the price offered to the public;
- 12.2.2 The public free float shall be no less than 25% and minimum free float

- requirement shall be maintained throughout the time the issuer is listed;
- 12.2.3 The number of shareholders shall be no less than 100 and this requirement shall be maintained throughout the time that the issuer is listed;
- 12.2.4 Shall comply with the requirement specified in Article 11.2.4.

13 Article. Criteria for Board III listing

- 13.1 The issuer shall meet the following requirements when applying for listing on Board III:
 - 13.1.1 Board III does not specify a minimum number of years of operation or the minimum free float requirements and is therefore suited for innovative, risky, and small and medium-sized companies at the growth stage of its operations, or mining companies holding exploration or mining licenses offering its securities to the persons specified in Article 13.1.2 of these Rules;
 - 13.1.2 The securities listed on Board III shall be offered and traded among the professional investors specified in Article 4.1.19 of the Securities Markets Law;
 - 13.1.3 Non-professional investors may be able to invest in the securities listed on Board III and in such case, the investor must notify in writing to its broker that s/he made the investment decision understanding that the securities are being offered to professional investors.
- 13.2 The issuer to be listed on Board III shall meet the following criteria:
 - 13.2.1 Innovative, risky, and small and medium-sized companies at the growth stage of its operations as specified in Article 13.1.1 of these Rules shall meet the following criteria:
 - 13.2.1.1 The issuer shall comply with the corporate governance principles accepted domestically or internationally or explain if it is not in compliance;
 - 13.2.1.2 Market capitalization shall meet the requirement set by the Exchange for the issuer upon consideration of the proposal of the issuer.
 - 13.2.1.3 Shall comply with the requirement specified in Article 11.2.4.
 - 13.2.2 Mining companies holding exploration licenses as specified in Article 13.1.1 of these Rules shall meet the following criteria:
 - 13.2.2.1 Shall have a minimum of 2 years of stable operations in its industry or the management of the issuer shall provide evidence of the sufficiency of their knowledge and experience of running exploration activities;
 - 13.2.2.2 Shall hold minerals exploration license;
 - 13.2.2.3 Shall hold no less than 50% of the minerals deposit with probable and possible reserves;
 - 13.2.2.4 Shall have work plan with minimum cost of exploration of 500 000 000 /five hundred million/ tugriks, according to the technical reports produced by an independent specialized expert as specified in Article 4.1.26 of the Minerals Law;
 - 13.2.2.5 Shall have sufficient working capital /current assets minus short term liabilities/ for running the business operations, including covering the costs of general and administrative expenses, property costs, planned exploration and development works, and implementation of a work plan, for 12 months since the date of listing;
 - 13.2.2.6 Shall have no less than 500 000 000 /five hundred million/ tugriks worth of net tangible assets /total assets minus total liabilities, preference shares and intangible assets/
 - 13.2.2.7 The specialized expert shall meet the following criteria:
 - 13.2.2.7.1 Shall be a member holding professional accreditation certificate of the Mongolian Professional Institute of

- Geosciences and Mining or shall have membership of an internationally recognised professional body;
- 13.2.2.7.2 The specialized expert shall have at least 5 years of active working experience pertaining to mineralization and mineral deposits.
- If writing a report on exploration results, the expert shall have relevant experience with mineral explorations, if performing evaluation and confirmation of mineral reserves, shall have experiences on mineral reserve evaluation, calculation, and economic valuation;
- 13.2.2.7.3 Shall be independent of the issuer, its Board, executive management and its advisors;
- 13.2.2.7.4 Specialised expert shall prepare the technical reports in accordance with the reporting standards specified in Article 13.2.2.8 of these Rules, and shall be prepared within six months prior to the date of listing application;
- 13.2.2.7.5 The technical report shall contain sufficient information on the geological and exploration results and the evaluation of the mineral resources and the reserves;
- 13.2.2.7.6 Shall be fully liable for the accuracy of the technical report;
- 13.2.2.8 The minerals resources, mineral reserves and exploration results shall be reported in accordance with either one of the Mongolian Code for the Public Reporting of Exploration Results, Mineral Resources and Mineral Reserves /MRC code/, or internationally accepted Canadian NI 43-101, Australian JORC code, and South African SAMREC code, and mineral asset valuation report in accordance with either one of MRC code or internationally accepted Canadian CIMVAL code, NI 43-101, South African SAMVAL code, and Australian VALMIN code;
- 13.2.2.9 The financial reports for the most recent 2 financial years shall be prepared in accordance with the IFRS and verified by an auditing firm along with an audit report.;
- 13.2.2.10 The issuer shall comply with the corporate governance principles accepted domestically or internationally or explain if it is not in compliance;
- 13.2.2.11 Market capitalization shall meet the requirement set by the Exchange upon consideration of the proposal of the issuer.
- 13.2.2.12 Shall comply with the requirement specified in Article 11.2.4.
- 13.2.3 Mining companies holding mining licenses as specified in Article 13.1.1 of these Rules shall meet the following criteria:
- 13.2.3.1 Shall hold mining license with a minimum of 10 years operational proved or probable reserves as evaluated by an independent specialized expert;
- 13.2.3.2 Shall have a work plan for bringing mining production to a commercial level;
- 13.2.3.3 Shall have sufficient reserve capital to make the budgeted capital expenditures and conduct mining operations;
- 13.2.3.4 Shall have no less than 1 000 000 000 /one billion/ tugriks worth of net tangible assets /total assets minus total liabilities, preference shares and intangible assets/ and shall be able to demonstrate its future profitability based on feasibility study;
- 13.2.3.5 Shall meet the criteria specified in Articles 13.2.2.7-13.2.2.12 of

these Rules.

14 Article. Criteria for Debt Securities

- 14.1 The issuer for debt securities shall meet the criteria for Board II listing.
- 14.2 If the issuer fails to meet the criteria specified in Article 14.1 of these Rules, the issuer shall meet any of the following criteria:
- 14.2.1 The issuer shall have conducted its main operations for no less than 3 years and holds sufficient collateral assets to guarantee full repayment of the principal and interest payments for the debt securities;
 - 14.2.2 Fully guaranteed by the Government;
 - 14.2.3 The debt securities offered to the public shall be insured by more than 80% of its total value.
- 14.3 The debt securities shall meet the following criteria:
- 14.3.1 There shall be no restrictions on the free movement and trading of the securities such as pledge and seal and shall be freely transferable and tradable;
 - 14.3.2 The value of the debt securities offered to the public shall meet the conditions set out in the Article 16.4 of the Securities Markets Law.
- 14.4 In case of offering debt securities, underwriter may not be required depending on the scale of offering and the nature of the issuer.
- 14.5 In case of convertible securities, the shares for future conversion shall be listed on the Exchange and shall meet the requirements and conditions set out in Article 39 of Company Law.
- 14.6 The issuer may be required to provide collateral for the property and property rights or provide guarantee by an independent third party in case that the Exchange considers the debt securities to have potential adverse impact on the rights and interests of the investors.

15 Article. Waivers and exemptions from listing criteria

- 15.1 The issuer and the regulated person providing professional services to the issuer are entitled to make a request on reasonable grounds for exemptions and waivers from listing criteria for shares and debt securities set in these Rules.
- 15.2 The listing criteria for Board I, II may be waived or exempted in the following cases:
- 15.2.1 The company to implement 'infrastructure projects' that are of high significance to the national and regional economic development shall meet the following criteria:
 - 15.2.1.1 Shall have a permit to run infrastructure project;
 - 15.2.1.2 Shall have no other types of operations except the infrastructure project and those specified in the contract, at the time of listing application;
 - 15.2.1.3 The infrastructure project shall be based on long term concession agreement or special rights;
 - 15.2.1.4 If there is one or more projects run by the company, most of the projects shall be in construction or pre-construction phase;
 - 15.2.1.5 The proceeds from public offering shall not be used for payment of debt or procurement of assets for non-project purposes;
 - 15.2.1.6 The influential shareholders and the management shall have sufficient technical expertise to run the project and shall have an experience of a successful completion of a project;
 - 15.2.1.7 Shall provide documentation such as the business valuation, feasibility study and cash management plan.
 - 15.2.2 In the special case that the Exchange considers the issuer to be of high interest to the investors and there is a strong demand in the market for the securities of

- the issuer;
 - 15.2.3 In secondary listing by a foreign listed issuer;
 - 15.2.4 In case that the company's operations support the implementation of United Nations Sustainable Development Goals.
- 15.3 The decision specified in Article 15.2 of these Rules shall be made by the Order of the CEO of the Exchange. Such decision may specify a certain condition to be met by the issuer within a predefined timeframe.

CHAPTER SIX. AMENDMENTS TO LISTING

16 Article. Issuance of additional shares for private placement

- 16.1 Amendments shall be made to the listing of the issuer, in cases such as the issuer converts debt to equity, implements employee stock ownership plan, issues options to purchase shares, pays dividend by securities, and issues additional shares and debt securities via a private placement to strategic investors.
- 16.2 In case of dividend payment in form of securities, the following information shall be contained in the decision:
- 16.2.1 Number of additional securities per each share;
 - 16.2.2 The record date of the list of shareholders that are entitled to receive shares for dividend.
- 16.3 The value of the total shares to be paid as dividends shall not be more than the amount of the company's retained earnings.
- 16.4 The securities to be paid as dividends shall be listed on the Exchange and the notification of the listing decision shall be delivered to the Commission and the Central Securities Depository within 3 business days.
- 16.5 The issuance of shares shall be discussed and decided by the shareholders' meeting in cases other than the issuance from declared shares as specified in Article 16.1 of these Rules.
- 16.6 The issuer shall deliver the meeting materials and documents within 3 business days since the date of the decision specified in Article 16.5 of these Rules, and shall apply for listing amendment to the Exchange within 30 days along with the respective documents.
- 16.7 The following documents shall be attached to the application of issuance of additional shares:
- 16.7.1 Listing application /Form 1/;
 - 16.7.2 Shareholders meeting decision, materials and other relevant documentation pertaining to the issuance of additional securities;
 - 16.7.3 Draft plan for additional share issuance;
 - 16.7.4 Business plan for the use of proceeds if capital is raised with the issuance of additional shares;
 - 16.7.5 Authorised person's decision setting prices for priority rights offering and for buyback of shares on demand as stated in the Articles 54, 55 of the Company Law and the price for offering the securities to the public;
 - 16.7.6 As specified in Article 54 of Company Law, regulations on exercising the rights of shareholders demanding buyback of their shares and the authorised person's decision approving the regulation;
 - 16.7.7 As stated in Article 38 of the Company Law, the regulation on exercising the priority rights;
 - 16.7.8 Declaration by the issuer /Form 3/
 - 16.7.9 Receipt for payment of listing application fee
- 16.8 The issuer may not be required to issue prospectus, provide legal opinion and valuation report, in case that the additionally issued securities are to be owned by the employees, or debt converted to equity or placed privately to strategic investors, and those cases do not lead to the failure to meet the minimum free float requirements set by the Exchange. The additionally issued shares in these cases may be listed on the Exchange directly.

- 16.9 As specified in Article 16.8 of these Rules, the following documents shall be attached to the listing amendment application and submitted to the Exchange:
- 16.9.1 In case of a debt-to-equity conversion, the reasons for debt formation, relevant contracts, decisions, auditor's report to prove the inclusion of debt in the financial reports, the decision by the debt holder agreeing to the conversion, and the grounds for setting the price for conversion;
 - 16.9.2 In case of an issuance of additional shares for implementation of an employee stock ownership plan, the rules for implementing the plan, information regarding introduction of the plan, the list of employees agreeing to participate in the plan, the conditions for exercising the stock ownership plan by the employees, and the regulations on exercising voting rights.
- 16.10 Information relating to the party to the contract and the information on share price shall be provided, in case that the company is issuing additional shares to sign an options contract with a specific person to sell its shares at predefined price at a predefined point in time.
- 16.11 In case that the issuer of debt securities is not able to pay its interest and principal payments, the terms and conditions of the debt securities may be amended once and in such case, there must be a repayment plan and a decision by an authorized person and such decision shall be communicated to the public by the Exchange.
- 16.12 In case of a private placement, if the issuer agreed payment in the form of property and property rights, the list of properties accepted as payment, the information and remarks on the necessity of these property to company operations, valuation report issued by a valuation firm and the decision of the Board of Directors based on the report shall be submitted to the Exchange.
- 16.13 In case that the issuer is issuing additional securities for private placement, the priority rights for current shareholders must be provided in case that the additionally issued shares are offered at more than 10% discount to the weighted average of last 6 months trading price and the last 30 days trading price.
- 16.14 The Exchange shall deliver the copy of the Order of the CEO for listing amendment to the Commission and deliver the copy of the Order along with the Listing Amendment Notification /Form 5/ to the Central Securities Depository and the Securities Clearing Company.

17 Article. Issuance of additional shares for public offering

- 17.1 The regulations set out in Chapter Two of these Rules shall be followed in case of the issuance of additional shares for public offering by the issuer.
- 17.2 The documents specified in Chapter 2 and Article 16.7 of these Rules and the issuers declaration /Form 3/ shall be attached to the listing application for issuing additional securities.

18 Article. Restructuring of the issuer and amending the listing

- 18.1 The listing of the issuer shall be amended in case of a restructuring of an issuer by mergers and divestitures and the issuer shall submit the following documents along with the listing amendment application to the Exchange:
- 18.1.1 Decision from the shareholders' meeting to restructure the company by a merger or a divestiture;
 - 18.1.2 Proposal to restructure the company complying with the provisions of the Company Law;
 - 18.1.3 Decision by the authorised person of the company being acquired by the issuer;
 - 18.1.4 Ratio, calculation and their grounds for converting the shares of the acquiree company to the shares of the issuer;

- 18.1.5 In case of a divestiture, the rules regarding the division ratio and the number of shares of each company resulting from the divestiture;
 - 18.1.6 Rules on enabling implementation of the rights of the shareholders pertaining to the restructuring of the issuer;
 - 18.1.7 The amount of equity and debt, the rights, duties and responsibilities of the company as a result of restructuring and notification regarding the transfer of rights and responsibilities;
 - 18.1.8 Dividend allocation and the proof of payment of the dividends to the shareholders accounts at the Central Securities Depository in case that there is a remainder of dividends to be paid;
 - 18.1.9 Proof of compliance with Article 18.2 of these Rules;
 - 18.1.10 Issuer's declaration /Form 3/;
 - 18.1.11 Receipt for payment of the fee specified in Articles 22.2.1; 22.2.2 of these Rules;
- 18.2 Restructuring proposal shall be distributed to the shareholders and their opinions must be collected following the regulations on announcing shareholders meeting.
- 18.3 The issuer shall submit the documents as prescribed in these Rules in case of changing the name of the company, the nominal price of the securities, the type of the securities, and to partially delist the securities. The listing shall be amended by the Order of the CEO of the Exchange.

19 Article. Stock split and merger

- 19.1 The issuer shall submit the listing amendment application containing the following information in case of a merger or a split of shares:
- 19.1.1 Grounds for stock split/ merger and the rules on conducting such activities;
 - 19.1.2 Stock split and merger ration and calculation;
 - 19.1.3 Rules on exercising the rights of the shareholders arising from the stock split or merger.
 - 19.1.4 Issuer's declaration /Form 3/
 - 19.1.5 Receipt for payment of the fee specified in Article 22.2.1 of these Rules
- 19.2 The fractional shares resulting from the stock merger shall be purchased at a market price as stated in the Company Law.
- 19.3 The Exchange shall amend the listing of the issuer resulting from the stock split and merger and notify the Commission, Central Securities Depository and the Securities Clearing Company within 3 business days.

20 Article. Classification of listing boards

- 20.1 The Exchange shall update the issuers' classification of Boards once a year.
- 20.2 Upgrading or downgrading an issuer from a board prior to the date specified in Article 20.1 of these Rules shall be decided in accordance with Articles 20.3, 20.4 of these Rules. Upgrading or downgrading an issuer from the board shall be decided by the Order of the CEO of the Exchange.
- 20.3 Upgrading the issuer's listing on a Board:
- 20.3.1 Issuers listed on Board II and Board III may make a request to upgrade their listing to Board I and Board II respectively upon satisfaction of the requirements for the upper level Board;
 - 20.3.2 The issuer and its authorised persons shall not have breached law, rules, regulations and contracts and received punishment within 6 months prior to the application for upgrading its listing on a Board;
 - 20.3.3 The application for upgrading the listing on a Board shall be submitted along with the proof of the issuer's satisfaction of the criteria for the upper level

- Board;
- 20.3.4 The issuer shall inform the public as soon as the Exchange has made a decision to upgrade the listing of the issuer or within one business day;
- 20.3.5 In case of an upgrade its Board, the convertible securities, similar rights and options shall be upgraded to correspond to the securities listed in an upper Board;
- 20.3.6 Upon consultation with the issuer, the Exchange may upgrade the listing of the issuer that meet the criteria for upper Board.
- 20.4 Downgrading the issuer's listing on a Board:
- 20.4.1 The issuer listed in Board I and II may be downgraded to a lower Board in case that it still meets the criteria for Board II and III respectively although failing to comply with the criteria of the current Board, either by the initiative of the Exchange or by the request of the issuer.
- 20.4.2 The Exchange shall notify the issuer in advance of the decision specified in Article 20.4.1 of these Rules, and may set conditions to meet within a specific timeframe.
- 20.4.3 In case of the downgrading the Board of a listing, the reporting obligations referred to in Article 20.3.4 of these Rules shall be equally applicable.

CHAPTER SEVEN. ONGOING OBLIGATIONS OF ISSUER

21 Article. Issuer's ongoing obligations during the time of listing

- 21.1 The issuer shall fully exercise the duties for investors and authorised bodies as specified in the legislation, rules, regulations and instructions effective in Mongolian securities market.
- 21.2 The issuer shall continue to meet the criteria specified in these Rules for listing shares and debt securities during the time that its securities are listed on the Exchange.
- 21.3 The financial reports shall be prepared accurately in accordance with the IFRS and shall be regularly verified by an approved auditing company.
- 21.4 The issuer shall comply with the relevant legislation, rules, regulations and decisions for corporate actions such as the organisation of shareholders' meeting and allocation of dividends. Such corporate actions shall be organised in the Mongolian territory either by the issuer or by its authorised representative.
- 21.5 The issuer shall have a dedicated securities specialist in charge of disseminating information pertaining to the securities to the public, and to ensure implementation of the duties to shareholders and authorised bodies.
- 21.6 The issuer shall comply with the corporate governance principles or explain to the shareholders and the public in case of non-compliance with the principles. The issuer listed on Board I shall be fully compliant with corporate governance principles.
- 21.7 The issuer shall pay the annual listing fee as specified in these Rules and the listing agreement within the applicable timeframe throughout the time that the issuer is listed on the Exchange.
- 21.8 The issuer shall implement the duties specified in the Listing agreement signed with the Exchange throughout the time that the issuer is listed on the Exchange.
- 21.9 The issuer shall inform the public and the Exchange the information about its operations, financial situation, and any information that may have an impact on the price and trading activity of the securities as per the law and the relevant regulations from the Commission. In case of a foreign listed issuer, such issuer shall follow Article 7.1 for publishing information.

CHAPTER EIGHT. FEES FOR ISSUERS

22 Article. Fees for issuers

- 22.1 As stated in Article 49.3 of the Securities Markets Law, the Exchange is entitled to set and charge fees to exercise its functions such as reviewing listing applications, listing the securities, making arrangements for purchase and sales contracts through public offering, and organising the trading.
- 22.2 The fees charged by the Exchange to the issuers are of the following types:
- 22.2.1 Listing application review fee;
 - 22.2.2 Initial listing fee;
 - 22.2.3 Annual listing fee.
- 22.3 The issuer shall pay non-refundable payment of the listing application review fee when applying for listing, amending the listing or delisting. The receipt of payment shall be attached to the application.
- 22.4 The listing application review fee shall be charged as specified in Attachment 1 of these Rules for issuers applying for initial or additional listing of securities, listing amendments and delisting.
- 22.5 The initial listing fee shall be calculated as specified in Attachment 1 of these Rules based on the product of the total number of outstanding shares by the price offered to the public and shall be paid to the Exchange's account within 3 business days since the successful conclusion of the primary market trading.
- 22.6 In case of a foreign listed issuer, the total trading value as specified in Attachment 1 of these Rules refers to the value traded on the Mongolian Exchange.
- 22.7 The issuer shall pay initial listing fee in case of offering additional securities, and the fee shall be based on the market capitalisation corresponding only to the portion being listed additionally.
- 22.8 The issuer shall pay the listing application review fee and the initial listing fee as specified in Articles 22.2.1, 22.2.2 of these Rules when applying for listing of debt securities.
- 22.9 The initial listing fee for debt securities shall be calculated from the cash proceeds from the trading and the fees shall vary as specified in Attachment 1 of these Rules for corporate and Government bonds.
- 22.10 In case of debt securities issued by the Government, the minimum listing fee may be set differently according to the agreement signed between the Exchange and the Government or other authorised bodies.
- 22.11 The issuer shall pay to the Exchange's account the annual listing fees based on the market capitalisation within the first quarter of the following year. In case of a foreign listed issuer, fee shall be based on the market capitalisation of the shares issued on the domestic market only.
- 22.12 The market capitalisation referred to in Article 22.11 of these Rules shall be calculated by a weighted average price of the trading within the last month of the previous year.
- 22.13 The annual listing fees shall be determined in accordance with the Attachment 1 of these Rules.
- 22.14 The annual listing fees for the issuers listed on Board I shall receive a 10% discount on its fees.
- 22.15 In case that the issuer is delisted, the issuer may request to pay the annual listing fee on a pro rata basis.
- 22.16 The trading halt or suspension of trading shall not serve as grounds for not paying the annual listing fee.
- 22.17 The issuer shall be exempt from the annual listing fee in the year that it is initially listed.
- 22.18 In the following circumstances, the initial listing fee may be discounted by 20% by the Order of the CEO of the Exchange:

- 22.18.1 The issuer issuing additional securities in Board I;
- 22.18.2 Issuing securities along with an upgrade on the Board where it is listed;
- 22.18.3 Listing securities without raising capital such as payment of dividends by securities, mergers and acquisitions;
- 22.18.4 Listing the securities of a state-owned enterprise or a private company that operates on a strategically important industry with significant potential benefits to the Mongolian economy;
- 22.18.5 Listing of securities of an issuer that have operations directed towards implementing the UN Sustainable Development Goals.

CHAPTER NINE. DELISTING THE SECURITIES

23 Article. Delisting the securities

- 23.1 The decision to delist the securities shall be made by the CEO of the Exchange in case of the changing the company type to limited liability company or closed stock company, or being liquidated or in other circumstances specified in the Law and these Rules.
- 23.2 The Exchange shall delist the securities issued by a foreign listed company on the domestic market based on the grounds stated in the legislation, rules and regulations, the Commission's decision or upon the issuer's request.
- 23.3 The foreign listed issuer being delisted from its primary exchange may serve as grounds for delisting the shares listed on the domestic Exchange.
- 23.4 The issuer shall submit to the Exchange the delisting application along with the following documents, with regards to the decision to change the company type:
 - 23.4.1 Shareholders meeting decision to change the company type;
 - 23.4.2 The proposal that complies with the Article 23.3 of the Company Law;
 - 23.4.3 Decision by the Board of Directors setting the price for buyback in accordance with the regulations set out in Article 54 of the Company Law and the reports by the valuation and auditing firms;
 - 23.4.4 Letter from the Central Securities Depository and the Securities Clearing Company confirming the fulfillment of the obligations to them;
 - 23.4.5 Contract signed with a brokerage firm to facilitate the buyback of shares from the shareholders who did not participate in the shareholders' meeting discussing the change of company type or those who had opposed the decision or demanded the company to buy back the shares;
- 23.5 The proposal specified in Article 23.4.2 of these Rules shall reflect provisions for exercising the rights of shareholders specified in Article 24 of Company Law and the rights to demand buyback of shares referred to in Article 54 of the aforementioned law.
- 23.6 The issuer shall notify the Exchange upon the conclusion of the buyback of shares from the shareholders who demanded buyback according to the regulations set out in Article 23.5 of these Rules.
- 23.7 Upon conclusion of the actions specified in Article 23.6 of these Rules, the shareholders who did not demand buyback of their shares shall remain as shareholders and the Central Securities Depository shall register the shareholders into their records, if the issuer is changing its incorporation type to closed stock company.
- 23.8 Upon conclusion of the actions specified in Article 23.6 of these Rules, the shareholders who did not demand buyback of their shares and who have not requested to remain as shareholders shall receive payment for their shares in their accounts at the Central Securities Depository, if the issuer is changing its incorporation type to limited liability company.
- 23.9 The delisting process shall be concluded with the fulfillment of the activities specified in

- Article 23.8 of these Rules and upon provision of the proof of such fulfillment to the Exchange.
- 23.10 The Exchange shall make a decision to delist the securities upon the satisfaction that the share buyback provisions have been fully implemented in accordance with the regulations set out in the Law.
- 23.11 The Exchange shall delist the securities in the following circumstances:
- 23.11.1 There has been a decision by the court or a competent authority appointing a liquidator or a nominee as stated in the Bankruptcy Law, Banking Law and the Securities Markets Law;
 - 23.11.2 The liquidity of the securities have fallen and it has become clear that the issuer is no longer able to meet the listing criteria set by the Exchange;
 - 23.11.3 Upon consecutive failure by the issuer to meet its ongoing obligations and duties as stated in the law, rules, regulations and contracts, and failed to pay the annual listing fee for more than 2 years;
 - 23.11.4 More than one year has elapsed since the suspension of the securities trading and the trading has not resumed or the causes for suspension have not been rectified;
 - 23.11.5 Debt instruments fully repaid;
 - 23.11.6 Other grounds stated in the Law and rules.
- 23.12 The copies of the decision to delist the securities shall be delivered to the Commission and the Central Securities Depository within 3 business days since the date of the decision.
- 23.13 The Exchange shall notify its decision to delist the securities to the public through its website.

CHAPTER TEN. LIABILITIES

24 Article. Liabilities for violation

- 24.1 The issuer, its authorised persons and the underwriter shall be held liable for any violation of these Rules and other relevant rules and regulations. The type and amount of liability shall be decided in accordance with these Rules and relevant legislation.
- 24.2 If the issuer fails to pay the annual listing fees within the timeframe specified in these Rules, the issuer shall pay 0.5% penalty on each day the payment is delayed.
- 24.3 The Exchange shall monitor the issuer's compliance with the relevant legislation, rules and regulations as set out in Article 26.1 of these Rules and impose requirements to remedy the violations detected and may impose penalties as specified in these Rules and the listing agreement.
- 24.4 The issuer, its authorised persons and underwriters may be imposed the following sanctions separately or in combination.
- 24.4.1 Warning;
 - 24.4.2 Penalty specified in the listing agreement;
 - 24.4.3 Suspension of securities trading;
 - 24.4.4 Downgrading of a listing to a lower board;
 - 24.4.5 Restriction on the rights to issue additional securities;
 - 24.4.6 Delisting the securities.
- 24.5 Matters relating to the suspension of securities trading shall be regulated by the Surveillance Rules of the Exchange. In case that the foreign listed issuer's trading is suspended at the primary Exchange and if the reasons for suspension are considered not to have any significant impact on the securities trading in the Exchange in Mongolia, the trading of that issuer shall not be suspended. The Exchange is entitled to form its independent opinion and decision on whether the suspension of trading shall have impact on the securities listing, trading and the rights and interests of investors in Mongolia.

- 24.6 The sanction shall be chosen based on the type and degree of severity of the violation by the issuer, its authorised person and the underwriter.
- 24.7 Parties involved in the preparation of the securities prospectus, and other relevant documents shall be liable for the damages caused to others in relation to the services provided by such person.

CHAPTER ELEVEN. MISCELLANEOUS

25 Article. Resolution of dispute

- 25.1 The issuer may make a complaint to the Commission in case of a refusal to accept the decision made by the Exchange in relation to the issuer or its securities within 10 business days since receiving the decision.

26 Article. Surveillance

- 26.1 The Exchange's Surveillance Department shall monitor the issuer's compliance with the relevant legislation, rules, regulations and instructions as set out in relevant surveillance regulation and may conduct on-site inspections.

Attachments:

Attachment 1	Fees for issuers
Attachment 2-Form 1	Listing application form /for initial and additional issue of securities/
Attachment 3-Form 2	Listing application form /for issue of debt securities/
Attachment 4-Form 3	Issuer's declaration
Attachment 5-Form 4	Underwriter's declaration
Attachment 6-Form 5	Notification to the Central Securities Depository
Attachment 7	Listing agreement

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FEES FOR ISSUERS

1. Listing application review fee

Table 1 / in MNT/

	Board I	Board II	Board III
For initial and additional listing of securities	2,000,000	2,000,000	2,000,000
Listing amendment and delisting	1,500,000	1,500,000	1,500,000

2. Initial listing fee

Table 2 / in MNT/

	Board I	Board II	Board III
Shares /0.1% of the total market capitalisation/	No less than MNT 50,000,000 and no more than MNT500,000,000	No less than MNT 25,000,000 and no more than MNT250,000,000	No less than MNT 5,000,000 and no more than MNT50,000,000
For foreign listed issuers, the listing fee shall be calculated from the value of securities offered in the domestic market, not from the total number of outstanding shares and shall be 1% of such value.			
Debt securities			
The fees shall be calculated based on the total proceeds from the offering and shall be 0.1% for corporate bonds, and 0.025% for Government bonds. The initial listing fee for the debt securities shall be no less than MNT 2 500 000 /two million and five hundred thousand tugriks/.			

3. Annual listing fee

Table 3 / in MNT/

	Board I	Board II	Board III
Annual listing fee /0.005% of the total market capitalisation/	No less than MNT 1,200,000 and no more than MNT50,000,000	No less than MNT 1,200,000 and no more than MNT50,000,000	No less than MNT 500,000 and no more than MNT25,000,000

LISTING APPLICATION FORM

/For initial and additional listing of securities/

To: “Mongolian Stock Exchange” JSC,
Listing Department

Date:.....

Dear sir,

On behalf of the issuer [The issuer’s name], we are hereby applying to the listing and admission to trading of the securities specified in Form 2 in accordance with the Financial Regulatory Commissions’s Listing Rules and the Listing Rules of the ‘Mongolian Stock Exchange’ JSC /hereinafter referred to as the ‘Exchange’/.

I. Issuer’s information:

- 1.1 Name:
- 1.2 Registered country, state registration number:
- 1.3 Register number:
- 1.4 Operation type:
- 1.5 Year of incorporation: /years of continuous operation/*
- 1.6 Official permanent address: /the address of the representative office where applicable/
- 1.7 Postal and email address, contact number:
- 1.8 Name of a person in charge of listing application, his/her position, address, contact number:

- 1.9 Information on shareholders holding more than 5% of the total issued shares individually or with related persons: /if 5 or more percentage of the shares is held by a company, the controlling shareholder exercising beneficial ownership of the company shall be included/
- 1.10 Current executive management team of the company, members of the Board of Directors /in its absence, authorised officials/, and specialist in charge of securities:* /Information on the educational qualification, and experience must be clearly stated for executive management team members/
- 1.11 Dependent company and subsidiaries, the companies belonging to the group structure:*
- 1.12 Information on the listing of an issuer at other exchanges:*/If listed on other exchanges, information on whether the securities to be listed are of same type and terms as the securities previously listed on other exchanges/
- 1.13 Information on the listing of an issuer at other exchanges, the country of listing and the name of the relevant stock exchange:
- 1.14 The name of the competent authority that approved the public offering of the securities previously listed on other exchanges and the decision date and number of the relevant stock exchange:
- 1.15 Type, nominal price, quantity, symbol and ISIN code of the previously issued securities:
- 1.16 Whether a listing application has been made to any stock exchange in the six months preceding this application:*

II. Securities information:

- 2.1 Name of the security:
- 2.2 Securities code /symbol and numeric code/:
/The company applying for initial listing shall provide suggestions on its securities symbol/
- 2.3 Type of security:
- 2.4 Classification of security:
- 2.5 Method of listing the securities:*
- 2.6 Information on underlying securities when applying for listing of a Depository receipt:* /listed exchange, listed quantity, price and type etc/
- 2.7 Number of securities to be listed, nominal price, and value:
/for each type of shares, the pre-and post-offering information shall be provided/
- 2.8 Free float percentage, price and method of offering
/by each type of shares (ordinary and preferred)/
- 2.9 Amount of proceeds planned to raise from the offering:
/by each type of shares (ordinary and preferred)/
- 2.10 Brief information on the use of proceeds from the offering:
- 2.11 Planned date of admission to trading:

3 Information on the regulated person that provided professional advice to the issuer:

3.1 Underwriter's name: /in case of a syndicate, all participating parties shall complete this and the following parts/

3.1.1 Registered country, state registration number:

3.1.2 Register number:

3.1.3 Number and date of the special license authorising the conduct of such professional services issued by an authorised body:
/Evidence shall be attached/

3.1.4 Official permanent address: /the address of the representative office where applicable/

3.1.5 Postal and email address, contact number:

3.2 Name of the company that provided legal services:

3.2.1 Registered country, state registration number:

3.2.2 Register number:

3.2.3 Number and date of the special license authorising the conduct of such professional services issued by an authorised body:
/Evidence shall be attached /

3.2.4 Official permanent address: /the address of the representative office where applicable/

3.2.5 Postal and email address,
contact number:

3.3 Relevant information if the
issuer has signed a contract with
independent expert or specialist
in relation to the securities
issuance:

/Name, position, qualification,
in case of a legal person, its
address, location, and the degree
of participation in securities
offering/

3.4 The persons that provided services
specified in section 3 of this Form
shall make declarations in accordance
with Form 3

3.5 Comments on the reason for
not having regulated persons involved
in securities offering where applicable

We shall be fully liable for the accuracy of the information contained in this application and its attachments. The securities prospectus provides accurate and complete reflection of the potential risks for the investors and contains all the necessary information for making an informed decision.

Application signed by:

<p>1.Surname, name:</p> <p>Position: Issuer company “.....” Chairperson of the Board of Directors</p> <p>Signature: (Stamp/Seal)</p>	<p>4.Surname, name:</p> <p>Position: Underwriter company “.....” Chairperson of the Board of Directors</p> <p>Signature: (Stamp/Seal)</p>
<p>2.Surname, name:</p> <p>Position: Issuer company “.....” Chief Executive Officer</p> <p>Signature: (Stamp/Seal)</p>	<p>5 Surname, name:</p> <p>Position: Underwriter company “.....” Chief Executive Officer</p> <p>Signature: (Stamp/Seal)</p>
<p>3.Surname, name:</p> <p>Position: Issuer company “.....” Chief Accountant</p> <p>Signature: (Stamp/Seal)</p>	<p>6. Surname, name:</p> <p>Position: Legal firm “.....” Chief Executive Officer</p> <p>Signature: (Stamp/Seal)</p>

SPECIAL REMARKS /for official use/

Surname, name of the specialist who received the application:	Date and time of the receipt of the application:	Number of pages of listing application and its attachments

LISTING APPLICATION FORM

/For listing of debt securities/

To: “Mongolian Stock Exchange” JSC,
Listing Department

Date:.....

Dear sir,

On behalf of the issuer [The issuer’s name], we are hereby applying to the listing and admission to trading of the securities specified in Form 2 in accordance with the Financial Regulatory Commissions’s Listing Rules and the Listing Rules of the ‘Mongolian Stock Exchange’ JSC /hereinafter referred to as the ‘Exchange’/.

J. Issuer’s information:

- | | |
|---|----------------------|
| 1.1 Name: | <input type="text"/> |
| 1.2 Registered country, state registration number: | <input type="text"/> |
| 1.3 Register number: | <input type="text"/> |
| 1.4 Operation type: | <input type="text"/> |
| 1.5 Year of incorporation: /years of continuous operation/* | <input type="text"/> |
| 1.6 Official permanent address: /the address of the representative office where applicable/ | <input type="text"/> |
| 1.7 Postal and email address, contact number: | <input type="text"/> |
| 1.8 Name of a person in charge of listing application, his/her position, address, contact number: | <input type="text"/> |

1.14 Information on shareholders holding more than 5% of the total issued shares individually or with related persons: /if 5 or more percentage of the shares is held by a company, the controlling shareholder exercising beneficial ownership of the company shall be included/

--

1.15 Current executive management team of the company, members of the Board of Directors /in its absence, authorised officials/, and specialist in charge of securities:* /Information on the educational qualification, and experience must be clearly stated for executive management team members/

--

1.16 Dependent company and subsidiaries, the companies belonging to the group structure:*

--

1.17 Information on the listing of an issuer at other exchanges:* /If listed on other exchanges, information on whether the securities to be listed are of same type and terms as the securities previously listed on other exchanges/

--

1.18 Information on the listing of an issuer at other exchanges, the country of listing and the name of the relevant stock exchange:

--

1.14 The name of the competent authority that approved the public offering of the securities previously listed on other exchanges and the decision date and number of the relevant stock exchange:

--

1.17 Type, nominal price, quantity, symbol and ISIN code of the previously issued securities:

--

1.18 Whether a listing application has been made to any stock exchange in the six

--

months preceding this application:*

JJ. Securities information:

2.1 Name of the security:	<input type="text"/>
2.3 Securities code /symbol and numeric code/ /The company applying for initial listing shall provide suggestions on its securities symbol/	<input type="text"/>
2.6 Type of security:	<input type="text"/>
2.7 Classification of security:	<input type="text"/>
2.8 Method of listing the securities:*	<input type="text"/>
2.9 Information on underlying securities when applying for listing of a Depository receipt:* /listed exchange, listed quantity, price and type etc/	<input type="text"/>
2.10 Number of securities to be listed, nominal price, and value: /for each type of shares, the pre-and post-offering information shall be provided/	<input type="text"/>
2.11 Free float percentage, price and method of offering /by each type of shares (ordinary and preferred)/	<input type="text"/>
2.10 Amount of proceeds planned to raise from the offering: /by each type of shares (ordinary and preferred)/	<input type="text"/>
2.12 Brief information on the use of proceeds from the offering:	<input type="text"/>
2.13 Planned date of admission to trading:	<input type="text"/>

3. Information on the regulated person that provided professional advice to the issuer:

3.1 Underwriter's name: /in case of a syndicate, all participating parties shall complete this and the following parts/

3.1.2 Registered country, state registration number:

3.1.2 Register number:

3.1.6 Number and date of the special license authorising the conduct of such professional services issued by an authorised body:
/Evidence shall be attached/

3.1.7 Official permanent address: /the address of the representative office where applicable/

3.1.8 Postal and email address, contact number:

3.2 Name of the company that provided legal services:

3.2.1 Registered country, state registration number:

3.2.2 Register number:

3.2.6 Number and date of the special license authorising the conduct of such professional services issued by an authorised body:
/Evidence shall be attached /

3.2.7 Official permanent address: /the address of the representative office where applicable/

3.2.8 Postal and email address,
contact number:

3.6 Relevant information if the
issuer has signed a contract with
independent expert or specialist
in relation to the securities
issuance:

/Name, position, qualification,
in case of a legal person, its
address, location, and the degree
of participation in securities
offering/

3.7 The persons that provided services
specified in section 3 of this Form
shall make declarations in accordance
with Form 3

3.8 Comments on the reason for
not having regulated persons involved
in securities offering where applicable

We shall be fully liable for the accuracy of the information contained in this application and its attachments. The securities prospectus provides accurate and complete reflection of the potential risks for the investors and contains all the necessary information for making an informed decision.

Application signed by:

1.Surname, name:

Position: Issuer company
“.....”

Chairperson of the Board of Directors
.....

Signature:
(Stamp/Seal)

2.Surname, name:

Position: Issuer company
“.....”

Chief Executive Officer
.....

Signature:
(Stamp/Seal)

3.Surname, name:

Position: Issuer company
“.....”

Chief Accountant

Signature:
(Stamp/Seal)

4.Surname, name:

Position: Underwriter company
“.....”

Chairperson of the Board of Directors
.....

Signature:
(Stamp/Seal)

5 Surname, name:

Position: Underwriter company
“.....”

Chief Executive Officer
.....

Signature:
(Stamp/Seal)

6. Surname, name:

Position: Legal firm
“.....”

Chief Executive Officer
.....

Signature:
(Stamp/Seal)

SPECIAL REMARKS /for official use/

Surname, name of the specialist who received the application:	Date and time of the receipt of the application:	Number of pages of listing application and its attachments

ISSUER'S DECLARATION

Date.....

I. Issuer's declaration:

1. On behalf of the Issuer[Issuer company's name], we declare that we have performed the following activities to the fullest capacity of our knowledge and skills:
 - 1.1. We have submitted true, accurate and complete documentation in relation to the listing, public offering, or amending the listing of securities in accordance with the Listing Rules of the "Mongolian Stock Exchange" JSC /hereinafter referred to as 'the Exchange'/ and other legislation.
 - 1.2. We have fully satisfied the criteria set for the issuer and the securities as specified in the Listing Rules.
 - 1.3. All the information and documents prescribed by the Listing rules and relevant legislation have been attached to the listing application. In rare instance that the most recent version of the documents have not been submitted or the documents contain incomplete information, the additional information shall be provided and the documents shall be amended promptly.
 - 1.4. There does not exist any documents or materials that are inconsistent with the information contained in the application for listing or listing amendment. In case an inconsistency is found, the Exchange shall be notified immediately.
 - 1.5. We shall take full responsibility for false and inaccurate information.
2. The issuer declares that we will take the following measures on regular basis throughout the time that we are listed on the Exchange:
 - 2.1. If our securities are listed, we shall continuously satisfy the criteria set out by the Listing rules and other relevant rules, regulations and instructions.
 - 2.2. If the decision is made to approve the listing of our securities, we shall make an official request to the Financial Regulatory Commission /hereinafter referred to as the 'Commission'/ and the Exchange in accordance with relevant law and regulations.
 - 2.3. The issuer has read and understood the Listing Rules and other relevant law, rules and regulations, and agree that the maintenance of listing of the securities is dependent upon our compliance with the currently effective as well as the future rules and regulations to be approved from time to time.

II. Declaration by the executive officer of the issuer:

1. I[executive officer of the issuer] shall adhere to and fully comply with the Mongolian Securities markets legislation, the rules, regulations and instructions approved by the Commission and the Exchange within my authority.
2. The following actions shall be taken promptly within the timeframe set by the Exchange:
 - 2.1. Provide information and documents required by the Exchange to protect the rights and interests of investors and to maintain an orderly market;

- 2.2. Provide clarifications, documentations and information required by the Exchange and collaborate with it in order to ensure compliance with the Listing Rules;
- 2.3. Provide comments on the issues directly related to me;
3. I declare that I satisfy the criteria and requirements for an authorised person specified in these Rules.
4. I have worked as the executive officer of the issuer for years and I shall notify the Exchange immediately in case of a change in my position and contact details.
5. I confirm that the information about me contained in the listing application, its attachments /including the prospectus/ are true and accurate.
6. I shall be liable for not providing the notifications stated in 3 & 4 of this Declaration / the above clauses/ within the given timeframe or proven to have provided incorrent or inaccurate information.

III. Declaration on fees for the issuer:

1. I confirm the payment of listing application review fee of MNT on the date..... to the account number of bank /the payment receipt to be attached/
2. In case of a successful conclusion of primary market trading, I confirm to pay the initial listing fee by the set amount within the stated timeframe.
3. I agree that the listing application review fee is non-refundable in case that the Exchange refuses to list the securities, or the primary market placement has been unsuccessful.
4. I declare that the annual listing fees shall be paid by the amount stated in the Listing Rules within the defined timeframe throughout the time that our securities are listed on the Exchange.

Declared:

Surname, name:

.....

Position: Issuer company

“.....”

.....

Signature:

(Stamp/seal)

Declared:

Surname, name:

.....

Position: Issuer company

“.....”

.....

Signature:

(Stamp/seal)

UNDERWRITER’S DECLARATION

Date

On behalf of the underwriting company [Underwriting company name] located....., we are providing underwriting services for the issuer company’s public offering of its securities in accordance with the Listing Rules of the “Mongolian Stock Exchange” JSC /hereinafter referred to as ‘the Exchange’/ and provides the following declaration as stated in the rules.

1. We submitted the listing application form along with all the necessary documents specified in the Listing Rules to the Exchange.
2. We declare that we have verified the following information based on thorough investigation within the norms provided in the law utilizing our full capacity:
 - 2.1.1. We, the underwriter, have adhered to the Mongolian Securities markets legislation, and relevant rules and regulations; and the submitted documentation contains all the necessary information without any omissions.
 - 2.1.2. Underwriter’s opinion provided along with the securities prospectus and the listing application form is true, accurate and complete.
 - 2.1.3. Underwriter is not a related party to the issuer or to any of its shareholders and has issued independent opinion.
 - 2.1.4. We consider ourselves to have sufficient expertise and resources required for a professional conduct such as issuing underwriter’s opinion and preparing securities prospectus.
 - 2.1.5. We consider that the executive officials of the issuer have sufficient knowledge, experience and skills to run the business operations of the company independently and realises their responsibilities and obligations as a listed company.
 - 2.1.6. The issuer has drafted its rules and regulations and internal rules on management responsibilities to adopt both prior to and after the listing.

Declared:

Declared:

Surname, name:

Surname, name:

.....

.....

Position: Issuer company

Position: Issuer company

“.....”

“.....”

.....

.....

Signature:

Signature:

(Stamp/seal)

(Stamp/seal)

**NOTIFICATION TO THE CENTRAL
SECURITIES DEPOSITORY**

To whom:№

Date:

Indicators		SECURITIES LISTING	LISTING AMENDMENT	DELISTING
Content of Notification:		Regarding		
Grounds:				
Financial instrument: /share, debt securities etc/				
Name of security:				
Code of security: /symbol and number/				
Type of security: /ordinary, preferred/				
Form of security: /certificate, book entry/				
Quantity of security: /number/				
Ordinary	/number/			
	percent %/			
	Quantity			
Preferred	/number/			
	percent %/			
	Quantity			
State ownership	/number/			
	percent %/			
	Quantity			
Public ownership	/number/			
	percent %/			
	Quantity			
Private placement	/number/			
	percent %/			
	Quantity			
Nominal price of security: /MNT/				
Total value of securities: /MNT/				
Terms of the security: /discounted, convertible, regular coupon payment, callable etc/				

Interest/ yield percentage of the security:				
Duration of security:				
Interest payment /frequency/				
Miscellaneous:				

CHIEF EXECUTIVE OFFICER

/...../

Approved:

‘Mongolian Stock Exchange’ JSC
Chief Executive Officer

.....

/KH. ALTAI/

Approved:

‘.....’ JSC
Chief Executive Officer

.....

/...../

LISTING AGREEMENT

Date:

Number:

Ulaanbaatar

This agreement made between on behalf of the 'Mongolian Stock Exchange' JSC /hereinafter referred to as 'the Exchange'/ and on behalf of company /hereinafter referred to as 'the Issuer', together as 'Parties'/ under the following terms and conditions.

One. GENERAL PROVISIONS

- 1.1. This agreement sets out the rights, duties and responsibilities of the parties in relations arising from the Exchange, listing the issuer and its securities and organizing the trading in accordance with relevant rules and regulations and the Issuer, fulfilling its ongoing obligations as a listed company in accordance with relevant regulations and paying the fees.
- 1.2. The Exchange shall register into its Securities List the /...../ number of shares with nominal price of MNT..... /...../ issued by the Issuer with the total value of MNT..... /...../.
- 1.3. Matters concerning the relations between the parties, not regulated by this Agreement shall be governed by the Securities Markets Law, Company Law, other relevant legislation, and the rules, regulations and instructions approved by the Financial Regulatory Commission /hereinafter referred to as the 'Commission'/ and the Exchange.
- 1.4. This agreement shall become effective when signed by the Parties and shall remain in effect until the securities are delisted.

Two. FEES

- 2.1. The Issuer shall pay the following fees to the Exchange.
 - 2.1.1. Listing application review fee
 - 2.1.1.1. For initial listing of securities: MNT 2,000,000 /two million/;
 - 2.1.1.2. For additional listing of securities: MNT 2,000,000 /two million/;
 - 2.1.2. Initial listing fee
 - 2.1.2.1. Debt securities: 0.1% of the cash proceeds from the offering and no less than MNT 2,500,000 /two million and five hundred thousand/.
 - 2.1.2.2. Shares: 0.1% of the total market capitalization. 1% of the total value of securities listed on the Exchange, in case of foreign listed issuers:
 - For Board I listing, no less than MNT 50,000,000 /fifty million/ and no more than MNT 500,000,000 /five hundred million/;
 - For Board II listing, no less than MNT 25,000,000 /twenty five million/ and no more than MNT 250,000,000 /two hundred fifty million/;
 - For Board III listing, no less than MNT 5,000,000 /five million/ and no more than MNT 50,000,000 /fifty million/;
- 2.1.3. The annual listing fee shall be 0.005% of the total market capitalization of the issuer and 0.05% of the market value of the securities listed on the Exchange in case of foreign listed issuers.
 - For issuers listed on Board I and II, no less than MNT 1,200,000 /one million and two hundred thousand/ and no more than MNT

50,000,000 /fifty million/;

For issuers listed on Board III, no less than MNT 500,000 /five hundred thousand/ and no more than MNT 25,000,000 /twenty five million/;

- 2.1.4. Listing amendment fee: MNT 1,500,000 /one million and five hundred thousand/
- 2.1.5. Delisting fee: MNT 1,500,000 /one million and five hundred thousand/
- 2.2. The fee stated in Clause 2.1.1 of this Agreement shall be paid to the Exchange prior to the submission of listing application and shall be non-refundable.
- 2.3. The fee stated in Clause 2.1.2 of this Agreement shall be paid to the Exchange within 3 business days of the successful conclusion of the primary market trading.
- 2.4. The fee stated in Clause 2.1.3 of this Agreement shall be paid to the Exchange within the first quarter of the year.
- 2.5. The market capitalization stated in Clause 2.1.3 shall be calculated on the basis of the weighted average price of the securities trading within the last month of the previous year.
- 2.6. The issuer shall be exempt from the annual listing fee in the year that it is listed.
- 2.7. In case that the issuer is delisted, the issuer may request to pay the annual listing fee on a pro rata basis.
- 2.8. The trading halt or suspension of trading shall not serve as grounds for not paying the annual listing fee.
- 2.9. The initial listing fee may be discounted by up to 20% in the circumstances specified in the Listing Rules of the Exchange. The annual listing fee for issuers listed on Board I may be discounted by 10%.

Three. RIGHTS AND DUTIES OF THE EXCHANGE

- 3.1. The Exchange exercises the following rights:
 - 3.1.1. Monitor the trading of securities and conduct inspections in accordance with specific guidelines and directions;
 - 3.1.2. Inspect whether the decisions made by the Issuer in relation to the matters stated in Chapters 4, 7, 11, & 12 of the Company Law are in compliance with relevant legislation;
 - 3.1.3. Demand necessary information and documents from the Issuer;
 - 3.1.4. Demand explanations and clarifications in relation to the matters stated in Chapters 4, 7, 11, & 12 of the Company Law;
 - 3.1.5. Publish the information received from the Issuer to the public and demand the disclosure of information by the Issuer;
 - 3.1.6. Report to the public any violation of securities market legislation by the Issuer or failure to fulfill the legitimate demands from the Exchange;
 - 3.1.7. Demand the payment of fees as stated in Article 2 of these Rules;
 - 3.1.8. Demand the Issuer to fulfill its general obligations as prescribed by Articles 20, and 56 of the Securities Markets Law;
 - 3.1.9. Conduct special inspections on the Issuer's business and financial operations in accordance with relevant regulations and directions, where necessary;
 - 3.1.10. Impose sanctions on the Issuer within its power in accordance with the Listing Rules, Surveillance Rules of the Exchange and this Agreement in case of a violation by the Issuer of relevant law, rules and regulations;
 - 3.1.11. Other rights stated in law and regulations.
- 3.2. The Exchange has the following duties:

- 3.2.1. Register the securities issued by the Issuer in its Securities List, make necessary amendments to the listing as required, and organize the securities trading in accordance with the relevant rules and regulations;
- 3.2.2. Provide advice, instructions, training and seminar on regulations and decisions relating to the securities market upon the issuer's request;
- 3.2.3. Inform the Issuer through its website any amendments made to the Exchange's rules, regulations and instructions that are of relevance to the Issuer and any other necessary information;
- 3.2.4. Provide securities listing and trading information and research reports in accordance with applicable rules, based upon the Issuer's request;
- 3.2.5. Publish on its website the information provided by the Issuer for dissemination to the public.

Four. RIGHTS AND DUTIES OF THE ISSUER

4.1. The Issuer has the following rights:

- 4.1.1. Apply for listing of securities, amendments to the listing or delisting of the securities;
- 4.1.2. Make a request to commence the primary and secondary market trading for the listed securities upon the approval of the Commission;
- 4.1.3. Apply for waivers and exemptions from compliance with certain provisions of Mongolian legislation, rules and regulations, in case of a secondary listing of foreign listed issuer;
- 4.1.4. Receive advice and instructions from the Exchange in relation to making amendments to the listing, organizing regular or special shareholders meeting, and conducting activities on the securities market;
- 4.1.5. Provide suggestions to the Exchange in relation to the listing procedure and receive response within the timeframe stated in the Rules and consult with the Exchange to find a solution;
- 4.1.6. Receive discounts on the fees if the issuer meets certain requirements;
- 4.1.7. Receive information and research reports in relation to the securities listing and trading, if the conditions stated in the relevant rules and regulations are met;
- 4.1.8. Make a complaint to the Commission in relation to the decision made by the Exchange that is related to the issuer.

4.2. The Issuer has the following duties:

- 4.2.1. Fulfill the ongoing obligations as a listed company as stated in the Articles 20 & 56 of the Securities Markets Law and Article 22 of the Listing Rules of the Exchange throughout the time the issuer is listed on the Exchange;
- 4.2.2. Adhere to the Securities Markets Law, Company Law, and rules, regulations and instructions approved by the Commission and the Exchange; and fulfill the legitimate demands made by the Exchange;
- 4.2.3. Fulfill the demands made by the Exchange, and its employees in charge of securities listing and surveillance; provide necessary information, research, explanations and clarifications and be inspected on the use of proceeds from the securities offering;
- 4.2.4. Treat its shareholders and investors fairly and equally;
- 4.2.5. Comply with the corporate governance principles that is accepted domestically or

- internationally and explain to the Exchange and the public in case of a non-compliance;
- 4.2.6. Continue to meet the listing criteria for the Board in which it is listed as stated in the Listing Rules of the Exchange throughout the time that it is listed on the Exchange;
 - 4.2.7. The Issuer assumes the following reporting and disclosure duties to the investors and the Exchange.
 - 4.2.7.1. Disclose the information required by the Securities Markets Law, Company Law and other relevant rules and regulation for dissemination to the investors, within the defined timeframe through public media and inform the Exchange;
 - 4.2.7.2. Deliver to the Exchange in electronic and printed formats the information required from the issuers by the rules and regulations approved by the Exchange and the Commission such as the “Instructions on submission of electronic information by listed companies” and other rules and regulations concerning the reporting obligations, within the defined timeframe;
 - 4.2.7.3. Submit to the Commission and the Exchange the primary and secondary market information as stated in the Chapter 5 of the Securities Markets Law, in written and electronic formats and disclose to the public through its website;
 - 4.2.7.4. Publish simultaneously and fairly the undisclosed information that is price-sensitive or that may provide certain advantage in the securities trading as stated in the Securities Markets Law;
 - 4.2.7.5. Disclose to the public any price-sensitive information prior to the start of the next trading day and inform the Exchange;
 - 4.2.7.6. Submit to the Exchange the report on the use of proceeds from the public offering and project progress report every six months by the 15th of the following month until the closure of the project that is being financed by the proceeds of public offering;
 - 4.2.7.7. Securities prospectus and the information in relation to the securities, and issuer’s operations that are more than two A4 pages shall be provided to the Exchange in both printed and electronic format.
 - 4.2.8. Pay the fees stated in Article 2 of this Agreement within the given timeframe;
 - 4.2.9. Fulfill the demands made by the Exchange in relation to the performance of an obligation assumed by the effective law, rules, regulations, instructions and agreements, and report the performance of the obligations to the Exchange;
 - 4.2.10. Provide an immediate written explanation to the Exchange if the Issuer does not accept the legitimate demands made by the Exchange;
 - 4.2.11. The demands are considered to have been accepted in the absence of an explanation specified in Clause 4.2.10 of this Agreement.

Five. LIABILITY

- 5.1. The Exchange shall take measures within the power given by the legislation, rules and regulations if the Issuer fails to meet the duties specified in Clause 4.2 of this Agreement.
- 5.2. The Parties shall be responsible for the accuracy of the information.
- 5.3. The Issuer shall pay a penalty of MNT 100 000 for each type of information in accordance with the Clause 232.5 of Civil Law, if it violates the duty specified in Clause 4.2.7.2 of this Agreement.
- 5.4. The Issuer shall pay the penalty as stated in Clause 24.2 of the Listing Rules of the Exchange if it fails to pay the fees specified in Article 2 of this Agreement.

- 5.5. The Exchange shall not be liable for the damages caused to the shareholders and other persons arising from the suspension of trading or other measures taken by the Exchange due to the wrongful conduct of the Issuer.
- 5.6. The Issuer, jointly with the person responsible for the decision, shall be liable for the damages caused to others due to reporting of false, inaccurate, incomplete, misleading and inconsistent information in the securities prospectus and other documents, in accordance with the Clause 9.14 of the Securities Markets Law.

Six. MISCELLANEOUS

- 6.1. This Agreement shall become effective when signed and sealed by the parties.
- 6.2. This Agreement may be amended with approval of both parties.
- 6.3. The Parties agree that if any provision of the Agreement is found to be ineffective by the law, the other provisions shall continue to be effective.
- 6.4. The Parties shall strive to settle disputes amicably. Provided that the disputes are not settled amicably, it shall be settled in court.

PARTIES TO THE AGREEMENT:

On behalf of the Exchange:

On behalf of the Issuer:

Chief Executive Officer

“.....” JSC

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