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| **Application for Licence - Corporation**Specified under section 402 of the Securities and Futures Ordinance (“Ordinance”) (Cap 571) | **Form****A** |

|  |  |
| --- | --- |
| **Name of applicant** |       |
| English |
|       |
| Chinese |
| **Application for** | [ ]  **A licence under section 116(1) of the Ordinance** |
| [ ]  **A temporary licence under section 117(1) of the Ordinance**(Maximum 3 months. Both dates inclusive) |
| From (DD/MM/YYYY): |       |  |
|  |  |  |
| To (DD/MM/YYYY): |       |  |
|  |  |  |
| Please **tick**  “✓” the regulated activity(ies) applicable to your application: |
| [ ]  **Type 1** Dealing in securities | [ ]  **Type 6** Advising on corporate finance |
| [ ]  **Type 2** Dealing in futures contracts | [ ]  **Type 7** Providing automated trading services\* |
| [ ]  **Type 3** Leveraged foreign exchange trading\* | [ ]  **Type 8** Securities margin financing\* |
| [ ]  **Type 4** Advising on securities | [ ]  **Type 9** Asset management\* |
| [ ]  **Type 5** Advising on futures contracts | [ ]  **Type 10** Providing credit rating services |
| \* Not applicable to temporary licence applications  |  |
| **Contact person regarding any queries on this form** |       |
| English/Chinese name |
|       |
| Business title/Firm name |
|       |
| Relationship with the applicant |
|       |       |
| Mobile number | E-mail address |

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| **Interpretations**1. “Associate” is defined under Part 1 of Schedule 1 to the Ordinance.
2. “Associated entity” is defined under Part 1 of Schedule 1 to the Ordinance.
3. “Controlling entity” and “controlling entity relationship” are defined under Part 1 of Schedule 1 to the Ordinance.
4. “Executive director” is defined under section 113 of the Ordinance.
5. “Executive officer” is defined under Part 1 of Schedule 1 to the Ordinance.
6. “Responsible officer” means a person who is a licensed representative and is approved by the Commission under section 126(1) of the Ordinance to act as a responsible officer. He/she should have sufficient authority to supervise the regulated activity. He/she may or may not be an executive director.
7. “Shadow director” is defined under Part 1 of Schedule 1 to the Ordinance.
8. “Subsidiary” is defined under section 2 of Part 1 of Schedule 1 to the Ordinance.
9. “Substantial shareholder” is defined under section 6 of Part 1 of Schedule 1 to the Ordinance.
10. “Takeovers Code” refers to the Codes on Takeovers and Mergers and Share Buy-backs.
11. “You” in this form refers to the applicant.

**Instructions**1. This form is to be filled in by (i) a company; (ii) a registered non-Hong Kong company as defined under section 2(1) of the Companies Ordinance (Cap. 622); or (iii) a corporation (other than a company or a non-Hong Kong company) (a) which carries on a business principally outside Hong Kong in an activity which, if carried on in Hong Kong, would constitute a regulated activity; (b) to which section 114(1) would not apply but for the provisions of section 115(1)(i) and (ii); and (c) to which Part 16 of the Companies Ordinance (Cap. 622) would apply if it established a place of business in Hong Kong.
2. Please arrange each of your proposed responsible officers to complete Supplement C. This will also serve as an application under section 120(1), 122(1) or 122(2) (as the case may be) and 126(1) of the Ordinance for approval of an individual to be licensed as a representative and for a licensed representative to be approved as a responsible officer of the licensed corporation to which he/she is accredited.
3. Please fill in all parts of this form and ensure that (i) your identification document (e.g. certificate of incorporation); (ii) other documents required in this form; and (iii) correct application fee have been enclosed.
4. Incomplete application may increase the time taken for the Commission to process your application or may be returned. Please refer to [Licensing Handbook](https://www.sfc.hk/web/EN/rules-and-standards/codes-and-guidelines/guidelines/?rule=Licensing%20Handbook) on the Commission’s website (www.sfc.hk) for the return policy.
5. If there is not enough space, please use separate sheets of paper and clearly mark each separate sheet of paper with the relevant section number.
 |

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| 1. If the Commission is satisfied that a person has **substantial practical difficulties** in complying with any of the requirements under this form, it may exercise its discretion to dispense with the requirements to such extent as it considers necessary. If you consider that you have **substantial practical difficulties** in complying with any requirements under this form, please enclose a separate document setting out your **substantial practical difficulties** for the Commission’s consideration. Please note that the Commission would only exercise its discretion under special circumstances.
2. If there are any changes to the information provided in support of this application before it is concluded, you should notify the Commission in writing immediately after the changes take place. Any changes in information may result in delay in processing.
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| **Warning****All information and documents submitted to the Commission must be true, accurate and complete.** **Under section 383(1) of the Ordinance, a person commits an offence if –** * **he, in support of any application made to the Commission under or pursuant to any provision of this Ordinance, whether for himself or for another person, makes a representation, whether in writing, orally or otherwise, that is false or misleading in a material particular; and**
* **he knows that, or is reckless as to whether, the representation is false or misleading in a material particular.**
 |

**Index**

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| --- | --- |
| **Part** | **Details** |
| I | Background |
| II | Substantial Shareholders and Shareholding Structure |
| III | Proposed Business and Internal Controls |
| IV | Management and Governance Structure |
| V | Financial Strength |
| VI | Disclosure |
| VII | Declaration |

**Part I: Background**

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| **Section 1: Corporate Information** |

**1.1 Please provide the following information and supporting document(s):**

* A copy of your certificate of incorporation/registration and business registration.
* If you have changed your name, please provide the relevant supporting documents.
* If you have been conducting business, please provide a copy of your latest audited financial statements and auditor’s report, if any.

|  |  |
| --- | --- |
| **Full name (in English)** |       |
| **Full name (in Chinese)** |       |
| **Business name (in English)** |       |
| **Business name (in Chinese)** |       |
| **Former name(s), if any**  |       |
| English |       |
| Chinese |       |
| Effective period(s) (DD/MM/YYYY) | From |       | To |       |
| **Place of incorporation** |       |
| **Date of incorporation (DD/MM/YYYY)**  |       |
| **Date of registration (DD/MM/YYYY)\*** |       |
| **Hong Kong certificate of incorporation number** |       |
| **Hong Kong business registration certificate number** |       |
| **Financial year end (DD/MM)** |       |
| **Auditor name** |       |
| **Auditor appointment date\*\* (DD/MM/YYYY)** |       |

\* Date of registration is only applicable to a “registered non-Hong Kong company” as defined under the Companies Ordinance (Cap. 622).

\*\* Appointment date is the date on which a written agreement is signed with the auditor for the provision of services. Your attention is drawn to section 153(5) of the Ordinance which requires a licensed corporation to appoint an auditor within one month after it becomes licensed.

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| **Section 2: Contact Information** |

**2.1 Please provide your contact and facsimile numbers, e-mail, website, business, registered office, correspondence and record keeping addresses below. This will also serve as an application under section 130(1) of the Ordinance for approval of premises to be used for keeping records or documents.**

**(If there is not enough space, please copy this section and provide the required information.)**

|  |  |
| --- | --- |
| E-mail Address |       |
| Website Address |       |

|  |
| --- |
| Please tick “✓” where applicable. |
| [ ]  Principal place of business | [ ]  Registered office | [ ]  Correspondence address  | [ ]  Record keeping address  | [ ]  Other place of business |
|  | **Address in English** | **Address in Chinese** |
| Flat, floor and block number |       |       |
| **Building name** |       |       |
| **Street number and name** |       |       |
| **District and city** |       |       |
| **State and country** |       |       |
| **Postal code, if any** |       |       |
| **Contact number** |       |
| **Facsimile number** |       |
| **Effective date****(DD/MM/YYYY)** |       |

**2.2 What business records will you keep at the premises used for keeping records?**

[ ]  Accounting record

[ ]  Board record

[ ]  Client record

[ ]  Tape record

[ ]  Transaction record

[ ]  Others, please specify:

|  |
| --- |
|       |

**2.3 Please confirm whether your principal place of business, other place of business and/or record keeping premises as specified in section 2.1 (the “Business Premises”) are suitable for record keeping purpose as required by section 130 of the Ordinance.**

[ ]  Yes.

[ ]  No.

**2.4 Are the Business Premises located in a business centre?**

[ ]  Yes. Please go to section 2.7.

[ ]  No.

**2.5 Are the Business Premises located in a shared office?**

[ ]  Yes.

[ ]  No. Please go to section 3.1.

**2.6 Please provide the name of entity(ies), its/their nature of business and CE number (if applicable) which share(s) the Business Premises with you, and your relationship with the entity(ies).**

|  |
| --- |
|       |

**2.7 Please confirm whether there is secure and properly segregated office area, being situated within an enclosed area, which is able to be locked and designated for your own and exclusive use, in which your books and records are able to be securely held.**

[ ]  Yes.

[ ]  No.

**2.8 Please confirm whether essential office equipment and telecommunication systems are installed in such a way that they are situated within an enclosed area that is secure and accessible only by your staff and authorised personnel.**

[ ]  Yes.

[ ]  No.

**2.9 Please confirm whether sufficient measures are in place to prevent confusion to clients arising from the co-location or sharing of business premises with other business entities (e.g. clear signage at prominent area).**

[ ]  Yes.

[ ]  No.

**2.10 Please confirm whether your Business Premises are appropriately secure and that confidential/non-public information (such as price sensitive information) and client privacy will be sufficiently safeguarded against unauthorised access or leakage.**

[ ]  Yes.

[ ]  No.

**2.11 Please confirm whether your Business Premises will, at any reasonable time, be accessible for all formal regulatory visits, including investigations and inspections.**

[ ]  Yes.

[ ]  No.

**2.12 If you have answered “No” to any of sections 2.7 to 2.11, please explain why you consider the Business Premises fulfil the requirements under section 130 of the Ordinance.**

|  |
| --- |
|       |

**2.13 Please provide a copy of the floor plan of your Business Premises, setting out the area to be occupied by you.**

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| **Section 3: Complaints Officer and Emergency Contact Person** |

**3.1 You must appoint a Complaints Officer to handle complaints received by you. Please provide the following information on your Complaints Officer.**

**Note: The Complaints Officer should reside in Hong Kong to ensure that he/she will be immediately contactable as and when necessary.**

|  |  |
| --- | --- |
| Full name (in English) |       |
| Full name (in Chinese) |       |
| Hong Kong identity card number  |       |
| Passport number\* |       |
| Job title |       |
| Contact number | Office  |       | Residential  |       |
| Mobile number |       |
| Facsimile number | Office  |       | Residential  |       |
| Business address |       |
| E-mail address | Office  |       | Private  |       |

\* Only applicable to individuals who are non-Hong Kong permanent residents.

**3.2 You must also appoint a contact person whom the Commission may contact in the event of an emergency. Please provide the following information on your Emergency Contact Person.**

**Note: This person should have sufficient authority and be familiar with your overall affairs. The Emergency Contact Person should reside in Hong Kong to ensure that he/she will be immediately contactable as and when necessary.**

|  |  |
| --- | --- |
| Full name (in English) |       |
| Full name (in Chinese) |       |
| Hong Kong identity card number |       |
| Passport number\* |       |
| Job title |       |
| Contact number | Office  |       | Residential  |       |
| Mobile number |       |
| Facsimile number | Office  |       | Residential  |       |
| Business address |       |
| E-mail address | Office  |       | Private  |       |

\* Only applicable to individuals who are non-Hong Kong permanent residents.

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| **Section 4: Business History** |

**4.1 Have you carried on or been carrying on any business?**

[ ]  Yes.

[ ]  No. Please go to section 5.1.

**4.2 Please provide the following information:**

|  |  |
| --- | --- |
| **Nature of business** |       |
| **Date of commencement of business (DD/MM/YYYY)** |       |
| **Date of termination of business, if applicable (DD/MM/YYYY)** |       |
| **Reason for termination of business, if applicable** |       |

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| **Section 5: Licence/Registration Record** |

**5.1 Have you ever been licensed by or registered with the Commission and/or any regulatory body (including any stock or futures exchanges), in Hong Kong or elsewhere, to engage in any regulated or similarly regulated activity?**

[ ]  No.

[ ]  Yes. Please provide details as follows:

|  |
| --- |
| **Licence/Registration** **(If there is not enough space, please copy this section and provide the required information.)** |
| **Name and place of regulatory authority** |       |
| **Type of licence/registration** |       |
| **Date of approval (DD/MM/YYYY)** |       |
| **Licence or registration number (eg. CRD number, firm registration number with Financial Conduct Authority, etc.)** |       |
| **Conditions attached to the licence or registration, if any** |       |
| **Is the licence or registration still valid?** | [ ]  Yes | [ ]  No |
| **Date of expiry, if applicable (DD/MM/YYYY)** |       |

|  |
| --- |
| **Licence/Registration** **(If there is not enough space, please copy this section and provide the required information.)** |
| **Name and place of regulatory authority** |       |
| **Type of licence/registration** |       |
| **Date of approval (DD/MM/YYYY)** |       |
| **Licence or registration number (eg. CRD number, firm registration number with Financial Conduct Authority, etc.)** |       |
| **Conditions attached to the licence or registration, if any** |       |
| **Is the licence or registration still valid?** | [ ]  Yes | [ ]  No |
| **Date of expiry, if applicable (DD/MM/YYYY)** |       |

**Part II: Substantial Shareholders and Shareholding Structure**

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| **Section 6: Corporate and Shareholding Structure** |

**6.1 Please submit your shareholding chart showing all your corporate and individual shareholders (with their percentage of holdings and complete official names) and include the following information:**

* all ultimate beneficiary owners;
* all entities within the same corporate group that are listed companies or licensed/registered with any regulatory bodies or applying for licence or registration with any regulatory bodies; and
* all associate relationship (as defined under Schedule 1 of the Ordinance).

**6.2 Please provide the following information on your substantial shareholders. This will also serve as an application by the following persons to continue to be substantial shareholders of a licensed corporation under section 132(1) of the Ordinance.**

**(If there is not enough space, please copy this section and provide the required information.)**

|  |  |  |
| --- | --- | --- |
| Name ofsubstantial shareholder(s) | Is that person an associate of another substantial shareholder? | **Is the person:**1. **a licensed representative;**
2. **a licensed corporation/**

**registered institution; or**1. **an approved substantial**

**shareholder of a licensed corporation?\***  |
|       | [ ]  Yes\*\*[ ]  No | [ ]  Yes, CE No.:[ ]  No\*\*\* |       |
|  |
|       | [ ]  Yes\*\*[ ]  No | [ ]  Yes, CE No.:[ ]  No\*\*\* |       |
|  |
|       | [ ]  Yes\*\*[ ]  No | [ ]  Yes, CE No.:[ ]  No\*\*\* |       |
|  |
|       | [ ]  Yes\*\*[ ]  No | [ ]  Yes, CE No.:[ ]  No\*\*\* |       |
|  |
|       | [ ]  Yes\*\*[ ]  No | [ ]  Yes, CE No.:[ ]  No\*\*\* |       |
|  |
|       | [ ]  Yes\*\*[ ]  No | [ ]  Yes, CE No.:[ ]  No\*\*\* |       |
|  |

\* For an approved corporate substantial shareholder, please provide an updated list of directors in a separate document. If any director in the list has not previously submitted to the Commission a separate supplement as prescribed by the Commission and is not a person falling under (a), (b) or (c) as stated above, please arrange for such director to complete a Supplement A (for corporate) or Supplement B (for individual).

\*\* If you tick YES to any of the above, please complete section 6.3.

\*\*\* If you tick NO to any of the above,

* Please arrange for your corporate substantial shareholder(s) to complete Supplement A.
* Please arrange for your individual substantial shareholder(s) to complete Supplement B.

**6.3 If a substantial shareholder applicant is an associate of another substantial shareholder applicant(s), please provide details of the corresponding associate relationship in the table below.**

**(If there is not enough space, please copy this section and provide the required information.)**

|  |  |  |
| --- | --- | --- |
| **Name of substantial shareholder(s)** | **Name of other substantial shareholder applicant(s) associated with** | **Type of associate relationship\*** |
|       |       |       |
|       |       |       |
|       |       |       |
|       |       |       |

\* Relationship type: (i) family member; (ii) companies within the same group of companies; (iii) employer and employee; (iv) a director and/or shareholder of the corporation; (v) trust, trustee and beneficiary owner; or (vi) others (please specify).

**6.4 Please provide information on each of your substantial shareholder(s) ultimately providing your financial support.**

**(If there is not enough space, please copy this section and provide the required information.)**

|  |  |
| --- | --- |
| **Name of substantial shareholder** |       |
| **Class of shares to be subscribed/acquired/held\*** |       |
| **Number of shares to be subscribed/acquired/held\*** |       |
| **Respective cost of consideration (HK$)** |       |
| **Source of funding of the person providing your financial support** |
| [ ]  **Personal savings** |
| [ ]  **Personal investment** |
| [ ]  **Internal capital** |
| [ ]  **Issuance of new shares** |
| Number of shares to be issued/issued : |       |  |
|  |  |  |
| Total amount of capital raised (HK$) : |       |  |
|  |  |  |
| [ ]  **Financial arrangement from group companies or other third party** |
| Name of the party providing the funding : |       |  |
| Nature of the financial arrangement :  |
| [ ]  Secured loan | [ ]  Unsecured loan  | [ ]  Subordinated loan | [ ]  Others: |       |
| Total amount provided by the party (HK$) : |       |  |
|  |  |  |
| Tenor : |       |  |
|  |  |  |
| Repayment term : |       |  |
|  |  |  |
| [ ]  **Others, please provide details :** |       |  |
|  |  |  |
| **Is the funding subject to any foreign exchange controls?** | [ ]  Yes | [ ]  No |  |

\* This refers to your shares that the person proposes to subscribe/acquire/hold.

|  |
| --- |
| **Section 7: Subsidiaries** |

**7.1 Do you have any subsidiaries?**

[ ]  Yes.

[ ]  No. Please go to section 8.1.

**7.2 Please provide the following information on your subsidiaries.**

|  |  |  |
| --- | --- | --- |
| **Name of subsidiary** | **Nature of business** | **CE number****(if applicable)** |
|       |       |       |
|       |       |       |
|       |       |       |

|  |
| --- |
| **Section 8: Associated Entity**  |

**8.1 Do you propose to have any associated entity?**

[ ]  Yes.

[ ]  No. Please go to section 8.4.

**8.2 Please provide the following information on your associated entities.**

|  |  |  |
| --- | --- | --- |
| Name of associated entity\* | **Is it a licensed corporation or****registered institution?** | **Effective date of becoming an associated entity****(DD/MM/YYYY)** |
|       | [ ]  Yes, CE number:  |       | [ ]  No\*\* |       |
|       | [ ]  Yes, CE number:  |       | [ ]  No\*\* |       |
|       | [ ]  Yes, CE number:  |       | [ ]  No\*\* |       |
|       | [ ]  Yes, CE number:  |       | [ ]  No\*\* |       |

**\*** Please arrange for each of your associated entity to complete Form F.

**\*\*** If you tick NO to any of the above, please complete section 8.3.

**8.3 Please provide the following identification documents and information on your associated entity(ies) and their executive officer(s):**

* A copy of the certificate of incorporation/registration and business registration.
* A copy of the Hong Kong identification card or passport of each executive officer.

**(If there is not enough space, please copy this section and provide the required information.)**

|  |
| --- |
| **Corporate Information on associated entity** |
| Name (in English) |       |
| Name (in Chinese) |       |
| Business name, if applicable |       |
| Place of incorporation |       |
| Date of incorporation (DD/MM/YYYY) |       |
| **Principal place of business in Hong Kong** |
| Flat, floor and block number |       |
| Building name |       |
| Street number and name |       |
| District  |       |
| Area | [ ]  HK | [ ]  KLN | [ ]  NT |
| Contact number |       |
| Facsimile number |       |
| **Email address** |       |
| **Website address** |       |

|  |  |  |  |
| --- | --- | --- | --- |
| Name of executive officer | Hong Kong identity card number | **Passport number\*** | Issuing country/ Date of expiry (DD/MM/YYYY)\* |
|       |       |       |       |
|       |       |       |       |
|       |       |       |       |
|       |       |       |       |

\* Only applicable to individuals who are non-Hong Kong permanent residents.

**8.4 Are you currently acting as an associated entity of a licensed corporation and/or registered institution?**

[ ]  Yes.

[ ]  No. Please go to section 9.1.

**8.5 Please provide the names of the licensed corporations/registered institutions for which you act as their associated entity.**

|  |  |
| --- | --- |
| **Name of licensed corporation/registered institution** | **CE number** |
|       |       |
|       |       |
|       |       |

**Part III: Proposed Business and Internal Controls**

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| **Section 9: Business Plan, Organisational Structure, and Internal Control Procedures** |

**9.1 Please submit the following information in a separate document:**

* Organisational chart depicting your management and governance structure, business and operational units and key human resources and their respective reporting lines. It should include all your Managers-In-Charge of Core Functions and their respective reporting lines (i.e, the job titles of the persons to whom they report within your corporation and, if applicable, within your corporate group). It should also include the job titles of the persons reporting directly to them in relation to your operations.
* Operational flowcharts describing your proposed business operations in each of the proposed regulated

 activities.

**9.2 Please complete Questionnaire A - General Business Profile and Internal Control Summary.**

**9.3 Please indicate whether you will carry out the following business activity(ies):**

|  |
| --- |
| [ ]  Asset management  |
| [ ]  Securities or futures brokerage   |
| [ ]  Securities margin financing  |
| [ ]  Electronic trading or automated trading services |
|  |

**If yes, please complete the relevant part(s) of Questionnaire B – Specific Business Profile and Internal Control Summary.**

**9.4 Please state the business activity(ies) you propose to carry out (you may select more than one item).**

|  |  |
| --- | --- |
| **Broker/Introducing broker** | **“**✓**”** |
| Broking stocks/unit trusts/mutual funds/debt securities/stock derivatives/structured products\* | [ ]  |
| Introducing brokerage | [ ]  |
| Broking futures contracts/futures derivatives\* | [ ]  |
| Placing/underwriting securities | [ ]  |
| Market making - securities/futures contracts\* | [ ]  |
| Inter-dealer brokerage - securities/futures contracts\* | [ ]  |
| Serving as a central dealing function for group companies | [ ]  |
| Stock borrowing and lending | [ ]  |
| Providing incidental discretionary account service - securities/futures contracts\* | [ ]  |
| Securities margin financing (not applicable to temporary licence) | [ ]  |
| Acting as listing agent of exchange-traded funds | [ ]  |
| **Leveraged foreign exchange trading** (not applicable to temporary licence) |
| Leveraged foreign exchange trading | [ ]  |
| Providing incidental discretionary account service | [ ]  |

|  |
| --- |
| **Sales and advisory** |
| Giving advice on stocks/unit trusts/mutual funds/debt securities/stock derivatives/structured products/futures contracts\* | [ ]  |
| Marketing/distributing unit trusts/mutual funds/structured products/virtual asset funds\* | [ ]  |
| Publishing research or analyses on securities/futures contracts\* | [ ]  |
| Robo-advisory service on stocks/unit trusts/mutual funds/debt securities/stock derivatives/structured products/futures contracts\* | [ ]  |
| Undertaking activities in connection with matters regulated by the Takeovers Code | [ ]  |
| Sponsor/compliance adviser | [ ]  |
| Giving advice on other corporate finance matters | [ ]  |
| **Electronic trading system/automated trading services operator** (not applicable to temporary licence) |
| Internet trading/direct market access/algorithmic trading\*^ for stocks/unit trusts/mutual funds/debt securities/stock derivatives/futures contracts/futures derivatives/leveraged foreign exchange contracts\* | [ ]  |
| Alternative liquidity pool# | [ ]  |
| Operating a pre-initial public offering/odd-lot/bond trading platform\* | [ ]  |
| Operating an equity crowd funding platform | [ ]  |
| Operating a virtual asset trading platform | [ ]  |
| Other automated trading services, please specify: | [ ]  |
|       |
| **Asset manager** (not applicable to temporary licence) |
| Managing public funds/real estate investment scheme/discretionary accounts/private funds/virtual asset funds\* | [ ]  |
| **Credit rating agency** |
| Providing credit rating services | [ ]  |
| **Over-the-counter derivatives** |
| Dealing in/advising on over-the-counter derivatives products | [ ]  |
| Clearing over-the-counter derivatives products | [ ]  |
| Internet trading/direct market access/algorithmic trading\*^ for over-the-counter derivatives products | [ ]  |
| Managing portfolios of over-the-counter derivative transactions | [ ]  |
| **Proprietary trading** |
| Proprietary trading in securities/futures contracts/over-the-counter derivatives products\* | [ ]  |
| **Others** |
| Selling insurance products/mandatory provident fund products/other pension products\* | [ ]  |
| Providing custody | [ ]  |
| Other activities, please specify: | [ ]  |
|       |

\* Delete where not applicable

^ Definitions of “internet trading”, “direct market access” and “algorithmic trading” can be found in paragraph 18 of the Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission (“Code of Conduct”).

# Definition of “alternative liquidity pool” can be found in paragraph 19 of the Code of Conduct.

**Part IV: Management and Governance Structure**

|  |
| --- |
| **Section 10: Responsible Officers and Managers-In-Charge****(Not applicable to temporary licence applications)** |

**Each regulated activity must be supervised by at least two responsible officers and at least one of them must be an executive director.**

* 1. **Please provide the following information on your responsible officer.**

**(If there is not enough space, please copy this section and provide the required information.)**

|  |  |  |  |
| --- | --- | --- | --- |
| **Name of the responsible officer** | CE Number **(if applicable)** | **Executive** **director** | Regulated activities to be supervised |
|       |       | [ ]  Yes [ ]  No |       |
|       |       | [ ]  Yes [ ]  No |       |
|       |       | [ ]  Yes [ ]  No |       |
|       |       | [ ]  Yes [ ]  No |       |
|       |       | [ ]  Yes [ ]  No |       |
|       |       | [ ]  Yes [ ]  No |       |

**10.2 Please provide the following information on your individuals who have been appointed by the board of directors as your Managers-In-Charge of Core Functions (see Interpretations on Supplement E for details). For each Core Function, you should appoint at least one individual as your Manager-In-Charge of Core Function responsible for managing that function. You may appoint one individual to act as the Manager-In-Charge of Core Functions for several Core Functions where appropriate considering your scale of operations and control measures. You may also appoint two or more individuals as Managers-In-Charge of Core Function(s) to jointly manage a particular Core Function.**

**(If there is not enough space, please copy this section and provide the required information.)**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Core Function** | **Name of****Managers-In-Charge** | **CE Number****(if applicable)** | **Job title\*** | **Director** | **Reports to\*\***  |
| Overall Management Oversight |       |       |       |  [ ]  Yes [ ]  No |       |
| Key Business Line\*\*\*Description: |       |       |       |  [ ]  Yes [ ]  No |       |
|       |
| Operational Control and Review |       |       |       |   [ ]  Yes [ ]  No |       |
| Risk Management |       |       |       |   [ ]  Yes [ ]  No |       |
| Finance and Accounting |       |       |       |   [ ]  Yes [ ]  No |       |
| Information Technology |       |       |       |   [ ]  Yes [ ]  No |       |
| Compliance |       |       |       |  [ ]  Yes [ ]  No |       |
| Anti-Money Laundering and Counter-Terrorist Financing |       |       |       |  [ ]  Yes [ ]  No |       |

\* The job title should indicate an individual’s positions and his or her particular business or operational areas (e.g., Chief Executive Officer, Chief Investment Officer, Chief Administrative Officer, Head of Risk Management and Head of Corporate Finance).

\*\* Please state the individual’s reporting line(s) within your corporation (and, if applicable, within your corporate group) in respect of the relevant Core Function(s).) For example, reports to (i) the Board of Directors or Chief Executive Officer of your corporation and (ii) the Head of Global Risk Management of your group.

\*\*\* If the individual is in charge of two or more key business lines of your corporation, please state each of the relevant business lines, his or her reporting line(s) for each business line.

**10.3 For each of your Managers-In-Charge of Core Functions who is not a responsible officer, please complete a** [**Supplement E**](http://www.sfc.hk/web/EN/files/LIC/form/s8A_eng_20170418.docx)**.**

**10.4 You should inform, and obtain acknowledgement from, each of your Managers-In-Charge of Core Functions regarding (a) his or her appointment as your Manager-In-Charge and (b) the particular Core Function(s) which he or she is principally responsible for managing.**

|  |
| --- |
| **Section 11: Persons Supervising the Regulated Activities****(Applicable to temporary licence applications only)** |

**Each regulated activity must be supervised by at least one individual approved by the Commission under section 117(5)(a) of the Ordinance.**

**11.1 Please provide the following information on the proposed individuals responsible for supervising your regulated activity(ies).**

|  |  |  |
| --- | --- | --- |
| Name of individual\* | CE Number**(if applicable)** | Regulated activities to be supervised |
|       |       |       |
|       |       |       |
|       |       |       |
|       |       |       |

\* Please arrange each of your proposed individual(s) to complete Supplement C.

|  |
| --- |
| **Section 12: Directors** |

**12.1 Please provide the following information on your non-executive directors (for licence application under section 116(1) of the Ordinance) and directors (for temporary licence application under section 117(1) of the Ordinance).**

|  |  |
| --- | --- |
| **Name of non-executive director****(for licence application)****Name of director****(for temporary licence application)** | **Is the person:****a) a licensed representative;****b) a licensed corporation or registered institution; or****c) an approved substantial shareholder of a licensed corporation?\*** |
|       | [ ]  Yes, CE number:  |       | [ ]  No\*\* |
|       | [ ]  Yes, CE number:  |       | [ ]  No\*\* |
|       | [ ]  Yes, CE number:  |       | [ ]  No\*\* |
|       | [ ]  Yes, CE number:  |       | [ ]  No\*\* |

**12.2 Please provide the following information on your shadow director.**

|  |  |
| --- | --- |
| **Name of shadow director** | **Is the person:****a) a licensed representative;** **b) a licensed corporation or registered institution; or****c) an approved substantial shareholder of a licensed corporation?\***  |
|       | [ ]  Yes, CE number:  |       | [ ]  No\*\* |
|       | [ ]  Yes, CE number:  |       | [ ]  No\*\* |
|       | [ ]  Yes, CE number:  |       | [ ]  No\*\* |
|       | [ ]  Yes, CE number:  |       | [ ]  No\*\* |

\* For an approved corporate substantial shareholder, please provide an updated list of directors in a separate document. If any director in the list has not previously submitted to the Commission a separate supplement as prescribed by the Commission and is not a person falling under (a), (b) or (c) as stated above, please arrange for such director to complete a Supplement A (for corporate) or Supplement B (for individual).

\*\* If you tick NO to any of the above,

* Please arrange for your **corporate director(s)** to complete Supplement A.
* Please arrange for your **individual director(s)** to complete Supplement B.

**Part V: Financial Strength**

|  |
| --- |
| **Section 13: Share Capital** |

**13.1 Please provide a projection of the following information on your share capital immediately prior to the approval of the current application, if granted.**

|  |  |  |
| --- | --- | --- |
| **Class of shares** | **Number of issued shares** |       |
| [ ]  Ordinary | **Issued share capital (HK$)** |       |
| [ ]  Preference | **Par value\*** |       |
| [ ]  Others (please specify): | **Number of authorised shares\*** |       |
|  |       |  | **Authorised share capital (HK$)\*** |       |
| **Premium paid (HK$)\*** |       |
| **Paid-up share capital (HK$)** |       |
|  | **Unpaid share capital (HK$)** |       |

|  |  |  |
| --- | --- | --- |
| **Class of shares** | **Number of issued shares** |       |
| [ ]  Ordinary | **Issued share capital (HK$)** |       |
| [ ]  Preference | **Par value\*** |       |
| [ ]  Others (please specify): | **Number of authorised shares\*** |       |
|  |       |  | **Authorised share capital (HK$)\*** |       |
|  | **Premium paid (HK$)\*** |       |
|  | **Paid-up share capital (HK$)** |       |
|  |  | **Unpaid share capital (HK$)** |       |

\* If applicable.

**13.2 Will your shares be issued for consideration other than cash?**

[ ]  Yes. Please provide details (including the class of shares, number of shares, and type and value of consideration).

|  |
| --- |
|       |

[ ]  No.

|  |
| --- |
| **Section 14: Charges, Pledges, Liens or Encumbrances** |

**14.1 Are any of your assets subject to any charge (including pledge, lien or encumbrance)?**

[ ]  Yes. Please set out all such charges with the date of the charge; description of the assets; and amount secured.

|  |
| --- |
|       |

[ ]  No.

|  |
| --- |
| **Section 15: Financial Resources** |

**15.1 Please provide details of your bank accounts\*.**

**(If there is not enough space, please copy this section and provide the required information.)**

|  |  |  |
| --- | --- | --- |
| **Type of account:** | **Name of bank** |       |
| [ ]  Current | **Account number** |       |
| [ ]  Savings | **Date opened (DD/MM/YYYY)** |       |
| [ ]  Others (please specify) | **Currency** |       |
|  |       |  | **Is it a segregated trust account\*\*?** | [ ]  Yes | [ ]  No |
|  |  |  |

|  |  |  |
| --- | --- | --- |
| **Type of account:** | **Name of bank** |       |
| [ ]  Current | **Account number** |       |
| [ ]  Savings | **Date opened (DD/MM/YYYY)** |       |
| [ ]  Others (please specify) | **Currency** |       |
|  |       |  | **Is it a segregated trust account\*\*?** | [ ]  Yes | [ ]  No |
|  |  |  |

**\*** You are expected to have bank account(s) prior to the approval of the licence application (if granted). If you are currently in the process of opening your bank account(s), you may leave the above table blank and provide the above information via Supplement D prior to the approval of the licence application (if granted).

**\*\*** You are required to establish and maintain in Hong Kong one or more segregated accounts with an authorized financial institution for client money in accordance with section 4(2) of the Securities and Futures (Client Money) Rules.

**15.2 Please provide a projection of your (i) paid-up capital; (ii) liquid capital; and (iii) total major operating expenses incurred during the first six months after the approval of the current application, if granted.**

 **Projection of paid-up capital and liquid capital as of the date immediately prior to the approval of the current application, if granted:**

|  |  |
| --- | --- |
| **Details** | **(HK$’000)** |
| **Paid-up capital**  |       |
| **Liquid capital computation**  |  |
| Total liquid assets |       |
| Total ranking liabilities |       |
| **Liquid capital****(Total liquid assets minus total ranking liabilities)** |       |

**Projection of total major operating expenses incurred during the first six months after the approval of the current application, if granted:**

|  |  |
| --- | --- |
| **Details** | **(HK$’000)** |
| **Office rental and utilities** |       |
| **Salary and staff benefits**  |       |
| **Others, please specify:** |       |
|       |
| **Total**  |       |

**15.3 You are required to provide the updated financial information via Supplement D prior to the approval of the current application, if granted. If your excess liquid capital (immediately prior to the approval of the current application, if granted) cannot cover the projected total major operating expenses incurred during the first six months after the approval of the current application, if granted, you are required to provide a funding plan\* to demonstrate that you will be able to meet the minimum capital requirement under the Securities and Futures (Financial Resources) Rules.**

**\*** The funding plan should set out the sources and size of funding support available to you, being supported by proper documentation of liquidity facilities and commitments by the funding provider(s).

**Part VI: Disclosure**

Sections 16.1 to 18.3 are about your activities both in **Hong Kong and elsewhere**. If there are ongoing investigations which you cannot lawfully disclose, you should notify the Commission of the results within seven business days after the completion of the investigations.

|  |
| --- |
| **Section 16: Disciplinary Actions and Investigations** |

|  |  |  |  |
| --- | --- | --- | --- |
| **16.1** | Have—* you;
* a company of which you are or were a director;
* a company of which you are or were involved in the management; or
* a company of which you are or were a substantial shareholder,

ever been refused or restricted from the right to carry on any trade, business or profession for which a specific licence, registration or other authorisation is required by law by—1. the Commission[[1]](#footnote-1); or
2. any professional or regulatory body (including a stock or futures exchange)?
 | [ ]  Yes | [ ]  No |
| [ ]  Yes | [ ]  No |
|  |  |  |  |
| **16.2** | In the past five years, have—* you;
* a company of which you are or were a director;
* a company of which you are or were involved in the management; or
* a company of which you are or were a substantial shareholder,

been—* censured, disciplined or disqualified by—
1. the Commission1; or
2. any professional or regulatory body(including a stock or futures exchange) in relation to any trade, business or profession; or
* the subject of an investigation conducted by—
1. the Commission1; or
2. any regulatory, criminal investigatory or professional body (e.g. disciplinary tribunal, inspector appointed under any enactment)[[2]](#footnote-2)?
 | [ ]  Yes | [ ]  No |
| [ ]  Yes | [ ]  No |
| [ ]  Yes | [ ]  No |
| [ ]  Yes | [ ]  No |
|  |  |  |  |
| **16.3** | Are there any disciplinary actions or proceedings pending against— * you;
* a company of which you are or were a director;
* a company of which you are or were involved in the management; or
* a company of which you are or were a substantial shareholder,

in relation to any trade, business or profession? | [ ]  Yes | [ ]  No |
|  |  |  |  |
|  |  |  |  |
| **16.4** | Have—* you;
* a company of which you are or were a director;
* a company of which you are or were involved in the management; or
* a company of which you are or were a substantial shareholder,

ever been—1. investigated about any offence involving fraud or dishonesty[[3]](#footnote-3); or
2. adjudged by a court to be civilly liable for fraud, dishonesty or misfeasance?
 | [ ]  Yes | [ ]  No |
| [ ]  Yes | [ ]  No |
|  |  |  |  |
| If you answer “Yes” to any of the questions in sections 16.1 to 16.4, please provide the following information in a tabular format in a separate document:-* date of event
* name of regulatory, criminal investigatory or professional body
* description of the case
* your role or involvement in the case
* outcome or current status (e.g. ongoing, settled, etc.)
* contingent liability (if any)
 |
|  |

###### Section 17: Financial Status

|  |
| --- |
|  |
| **17.1**  | In the past five years, have you been a defendant or respondent[[4]](#footnote-4) to— 1. any dispute, civil litigation, arbitration or mediation, the nature of which involves fraud, dishonesty or misfeasance; or
2. any dispute, civil litigation, arbitration or mediation with any person(s) in relation to the provision of financial services[[5]](#footnote-5) and such dispute, civil litigation, arbitration or mediation is of material financial implication (e.g. involves either (i) claim(s), liability or contingent liability of an amount which is equal to or greater than 1% of your current shareholders’ equity or net assets, or (ii) case(s) that is/are disclosed in your audited annual financial statements)?
 | [ ]  Yes | [ ]  No |
| [ ]  Yes | [ ]  No |
|  |  |  |  |
| **17.2**  | In the past five years, have you— 1. been a party to a scheme of arrangement; or
2. entered into any form of compromise with your creditor,

involving an amount which is equal to or greater than 1% of your current shareholders’ equity or net assets?  | [ ]  Yes | [ ]  No |
| [ ]  Yes | [ ]  No |
|  |  |  |  |
| **17.3** | Are there any judgments or court orders with which you have not complied?  | [ ]  Yes | [ ]  No |
|  |  |  |  |
| **17.4** | Have you ever had a receiver, administrator or liquidator appointed to manage your affairs? | [ ]  Yes | [ ]  No |
|  |  |  |  |
| **17.5** | Have you ever been served with a winding-up petition?  | [ ]  Yes | [ ]  No |
|  |  |  |  |
| **17.6**  | Have you ever been a director, substantial shareholder, or involved in the management of a corporation which was wound up other than by a members’ voluntary wind up?  | [ ]  Yes | [ ]  No |
|  |  |   |  |
| **17.7** | Have you ever been a partner of a firm which was dissolved other than with the consent of all the partners? | [ ]  Yes | [ ]  No |
|  |  |  |  |
| If you answer “Yes” to the question in section 17.1, please provide the following information in a tabular format in a separate document:-* date of event
* description of the case
* amount or estimated amount involved
* financial implication of the claims, liabilities or contingent liabilities (amount or estimated amount involved as a % of your current shareholders’ equity or net assets)
* outcome or current status of the case (e.g. dismissed, settled, under appeal, etc.)
 |
|  |
| If you answer “Yes” to the question in section 17.2, please provide the following information in a tabular format in a separate document:-* the nature and purpose of scheme of arrangement
* party(ies) in the arrangement
* date of arrangement
* total amount
* outstanding amount
* repayment schedule or details
 |
|  |  |  |  |
| If you answer “Yes” to any of the questions in sections 17.3 to 17.7, please provide details of the case or matter in a separate document. |
|  |  |  |  |
|  |  |  |  |

###### Section 18: Character

|  |  |  |  |
| --- | --- | --- | --- |
| **18.1** | Have you ever been charged with any criminal offence other than a minor offence (as defined under section 2 of the Securities and Futures (Licensing and Registration) (Information) Rules (“**Information Rules**”))[[6]](#footnote-6)?  | [ ]  Yes | [ ]  No |
|  |  |  |  |
| **18.2** | Have you ever been convicted of any criminal offence other than a minor offence (as defined under section 2 of the Information Rules)[[7]](#footnote-7)?  | [ ]  Yes | [ ]  No |
|  |  |  |  |
| **18.3** | Have you ever been subject to any order of the court or other competent authority for fraud, dishonesty or misfeasance? | [ ]  Yes | [ ]  No |
|  |  |  |  |
| If you answer “Yes” to any of the questions in sections 18.1 to 18.3, please provide details of the case or matter in a separate document. |

|  |
| --- |
| **Section 19: Additional Information** |

Under the Ordinance, you are required to satisfy the Commission that you are a fit and proper person to be licensed.

**19.1 Have you answered “Yes” to any of sections 16.1 to 18.3?**

[ ]  Yes. Please explain why you are fit and proper to be a licensed corporation in the light of your “Yes” answers. You may wish to refer to the Fit and Proper Guidelines.

|  |
| --- |
|       |

[ ]  No.

**19.2 Please provide any information you consider relevant to your application that we would reasonably expect you to give which you have not provided elsewhere.**

|  |
| --- |
|       |

**Part VII: Declaration**

**We:**

* **Declare** that all the information provided in this application form and any associated documentation is complete, true and correct.
* **Declare** that the board of directors has passed a board resolution approving the making of this application.
* **Confirm** that we have been authorised in writing by the substantial shareholders named in this application form to apply on their behalf for approval to continue to be our substantial shareholders pursuant to section 132(1) of the Ordinance.
* **Confirm** that the individual whose particulars contained in section 10.2 under Part IV has been informed of and acknowledged (a) his or her appointment as a Manager-In-Charge of the corporation and (b) the particular Core Function(s) which he or she is principally responsible for managing.
* **Understand** that providing false or misleading information in support of an application for a licence is an offence under section 383 of the Ordinance.
* **Understand** that the Commission may take criminal and/or disciplinary action against a person who has made a false or misleading representation in, or in support of, an application for a licence.
* **Understand** that if any information contained in this application, or any associated documentation changes prior to the Commission making a decision in respect of this application, we should notify the Commission in writing immediately of the changes.
* **Understand** that the Commission may make such enquiries and seek such further information as it thinks appropriate.

**(To be signed by two directors\* or person authorised by the board of directors of the corporation applying for licence.)**

|  |  |
| --- | --- |
| **For and on behalf of:** |       |
|  | Name of corporation applying for a licence |

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|       |  |  |  |       |
| Name of director/person authorised by the board of directors\*\* |  | Signature  |  | Date |

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|       |  |  |  |       |
| Name of director/person authorised by the board of directors\*\* |  | Signature  |  | Date |

\* Can be signed by one director if the corporation has only one director.

\*\* Delete where not applicable.

|  |
| --- |
| **Vetting Authorisation** |

|  |  |  |
| --- | --- | --- |
| **We**,  |       | , (“the Company”), hereby: |

1. Give consent to the Securities and Futures Commission to release the particulars of the Company to the Commissioner of Police/any local or overseas criminal investigatory body or regulatory authority, or their representatives for vetting purposes.
2. Authorise the Commissioner of Police/any local or overseas criminal investigatory body or regulatory authority, or their representatives, to release full particulars of any pertinent information and materials on the Company, including all criminal convictions recorded against the Company, to the Securities and Futures Commission.

The particulars of the Company are as follows:

|  |  |
| --- | --- |
| **Name of the company** |       |
| **Registered address of the company** |       |
| **Date and place of incorporation of the company** |       |
| **Company number** |       |

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|       |  |  |  |       |
| Name of director/person authorised by the board of directors\* |  | Signature |  | Date |

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|       |  |  |  |       |
| Name of director/person authorised by the board of directors\* |  | Signature |  | Date |

|  |  |
| --- | --- |
| **Witnessed by\*\*:** |  |
| **Signature of witness** |  |
| **Name of witness** |       |
| **Designation** |       |
| **Company name** |       |
| **Notary Public number, if applicable** |       |
| **Hong Kong identity card number** |       |
| **Passport number\*\*\*** |       |
| **Country of issue\*\*\*** |       |

**\*** Delete where not applicable.

\*\* The witness must be one of the following persons:

1. a practicing solicitor, notary public or Justice of the Peace; or
2. a director or responsible officer of the licensed corporation/corporation applying for a licence.

\*\*\* Only applicable to individuals who are non-Hong Kong permanent residents.

Personal Information Collection Statement

1. The Personal Information Collection Statement (“PICS”) is made in accordance with the guidelines issued by the Office of the Privacy Commissioner for Personal Data. The PICS sets out the policies and practices of the Securities and Futures Commission (“SFC”) with regard to your Personal Data[[8]](#footnote-8) and what you are agreeing to with respect to the SFC’s use of your Personal Data for the purposes identified below.

# Purpose of Collection

1. The Personal Data provided in this application form/statement of personal information/annual return/notification on change of information/any other form of request for information (as the case may be) will be used by the SFC for one or more of the following purposes:
	* + to administer the relevant Ordinances, rules, regulations, codes and guidelines made or promulgated pursuant to the powers vested in the SFC as in force at the relevant time, including:

the Securities and Futures Ordinance (“SFO”);

the Fit and Proper Guidelines;

the Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission;

the Management, Supervision and Internal Control Guidelines;

the Codes on Takeovers and Mergers and Share Buy-backs; and

the Code on Unit Trusts and Mutual Funds.

* + - to process any application you may make under the relevant Ordinances;
		- to assess your fitness and properness in relation to any of your applications for licence/registration under the SFO, as the case may be;
		- to monitor your fitness and properness to remain licensed under the relevant Ordinances as an ongoing compliance process;
		- to consider any application under the relevant Ordinances where you are named as a referee or may otherwise have a connection;
		- for the purposes of performing the SFC’s statutory functions under the relevant Ordinances, including surveillance, investigation, inspection or enforcement/disciplinary action;
		- for research or statistical purposes; and
		- other purposes as permitted by law.
1. Failure to provide the requested Personal Data may result in the SFC being unable to process your application or perform its statutory functions under the relevant Ordinances.

# Transfer/Matching of Personal Data

1. Personal Data may be disclosed by the SFC to other financial regulators in Hong Kong (including the Hong Kong Exchanges and Clearing Limited and the Hong Kong Monetary Authority), the Hong Kong Police Force, the Customs and Excise Department, overseas regulatory bodies and other government bodies as required under the law or pursuant to any regulatory/investigatory assistance arrangements between the SFC and other regulators (local/overseas).
2. Personal Data may be disclosed by the SFC to other financial regulators, the Hong Kong Police Force, the Customs and Excise Department, other government bodies, corporations, organisations or individuals in Hong Kong, the People’s Republic of China or overseas for the purposes of verifying/matching[[9]](#footnote-9) those data.

## Public Registers

1. The SFC is required to maintain public registers containing specified data relating to licensed or registered persons and to publish such specified data in the Gazette (or in such manner as it considers appropriate), pursuant to the relevant provisions of the SFO or any rules or regulations made thereunder. Any member of the public may inspect the public registers for the purposes of ascertaining whether he is dealing with a licensed or registered person in matters of or connected with any regulated activity, and the particulars of the licence or registration of such persons.

# Access to Data

1. You have the right to request access to and correction of your Personal Data in accordance with the provisions of the PDPO. Your right of access includes the right to obtain a copy of your Personal Data provided in the application form/statement of personal information/annual return/notification on change of information/any other form of request for information (as the case may be). The SFC has the right to charge a reasonable fee for processing of any data access request.

# Enquiries

1. Any enquiries regarding the Personal Data provided in the application form/statement of personal information/annual return/notification on change of information/any other form of request for information (as the case may be), or requests for access to Personal Data or correction of Personal Data, should be addressed in writing to:

The Data Privacy Officer

Securities and Futures Commission

**54/F, One Island East
18 Westlands Road**

**Quarry Bay**

**Hong Kong**

A copy of the Privacy Policy Statement adopted by the SFC is available upon request.

1. You must answer this question and there is no need to seek the Commission’s specific consent. Please refer to <https://www.sfc.hk/web/EN/regulatory-functions/enforcement/secrecy-provision.html> for more information or seek independent legal advice. [↑](#footnote-ref-1)
2. Where there has been no further disciplinary or enforcement action taken by the regulatory, criminal investigatory or professional body as a result of the investigation for a prolonged period, or you (or the company) have been informed by the regulatory, criminal investigatory or professional body that no such action would be taken, you are still obliged to disclose details of the investigation to the Commission. [↑](#footnote-ref-2)
3. Where you (or the company) have been investigated about any such offence but no prosecution has been instituted as a result of the investigation for a prolonged period, or you (or the company) have been informed that such prosecution would not be instituted, or the investigation of any such offence resulted in a conviction which was subsequently quashed, you are still obliged to disclose details of the offence involved and the relevant conviction (if any) to the Commission. [↑](#footnote-ref-3)
4. This includes a claim or counterclaim. [↑](#footnote-ref-4)
5. Where there are more than three closed disputes, litigation, arbitration or mediation, please only provide:

details of the three most significant disputes, litigation, arbitration or mediation in terms of monetary amount involved;

the total number of cases (excluding the three most significant disputes, litigation, arbitration or mediation in terms of monetary amount involved); and

the total amount or estimated amount involved (excluding the three most significant disputes, litigation, arbitration or mediation in terms of monetary amount involved).

For avoidance of doubt, if you are a defendant or respondent of

any ongoing dispute, litigation, arbitration or mediation; or

any dispute, litigation, arbitration or mediation which involves fraud, dishonesty or misfeasance,

please provide details of each of the cases. [↑](#footnote-ref-5)
6. Where you have been charged with any such offence but not convicted, or the offence charged resulted in a conviction which was subsequently quashed, you are still obliged to disclose details of the offence involved and the relevant conviction (if any) to the Commission. [↑](#footnote-ref-6)
7. Where the conviction of any such offence was subsequently quashed, you are still obliged to disclose details of the offence involved and the relevant conviction to the Commission. [↑](#footnote-ref-7)
8. Personal Data means personal data as defined in the Personal Data (Privacy) Ordinance, Cap 486 (“PDPO”) [↑](#footnote-ref-8)
9. “Matching procedure” is defined in section 2 of the PDPO. [↑](#footnote-ref-9)