|  |  |
| --- | --- |
| **Application for New Registration and Post-registration Applications (For Authorized Institution only)**Specified under section 402 of the Securities and Futures Ordinance (“Ordinance”) (Cap 571) | **Form****C** |

|  |  |
| --- | --- |
| **Name of applicant** |       |
| English |
|       |
| Chinese |
| **CE number (if applicable)** |       |
| **Application for** | [ ]  **Registration under section 119(1) of the Ordinance** |
| [ ]  **Addition of regulated activity under section 127(1) of the Ordinance** |
| [ ]  **Reduction of regulated activity under section 127(1) of the Ordinance** |
| [ ]  **Change of registration condition under section 134(1) of the Ordinance** |
| [ ]  **Issuance of duplicate printed certificate of registration under section 124(1) of the Ordinance** |
| [ ]  **Other applications pertaining to registration matters under Part V of the Ordinance** |
| 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 4** Advising on securities | [ ]  **Type 9** Asset management |
| [ ]  **Type 5** Advising on futures contracts | [ ]  **Type 10** Providing credit rating services |
| **Contact person regarding any queries on this form** |       |
| English/Chinese name |
|       |
| Business title/Firm name |
|       |
| Relationship with the applicant |
|       |       |
| Mobile number | E-mail address |

|  |
| --- |
| **Interpretations**1. “Associated entity” is defined under Part 1 of Schedule 1 to the Ordinance.
2. “Controlling entity relationship” is defined under Part 1 of Schedule 1 to the Ordinance.
3. “Executive officer” is defined under Part 1 of Schedule 1 to the Ordinance.
4. “Substantial shareholder” is defined under section 6 of Part 1 of Schedule 1 to the Ordinance.
5. “Takeovers Code” refers to the Codes on Takeovers and Mergers and Share Buy-backs.
6. “You” in this form refers to the applicant.

**Instructions**1. This form is to be filled in by (i) an authorized institution as defined in section 2(1) of the Banking Ordinance applying for registration as Registered Institution under section 119(1) of the Ordinance; (ii) a registered institution applying for variation of regulated activity under section 127(1) of the Ordinance; (iii) a registered institution applying for change of registration condition under section 134(1) of the Ordinance; (iv) a registered institution applying for issuance of duplicate printed certificate of registration; or (v) a registered institution applying for other registration matters under Part V of the Ordinance.

 1. Please refer to the Completion Guidelines to identify which Part(s) of the form to fill in 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.
2. 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.
3. 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.
4. If you are a registered institution, please ensure your contact information (e.g. email address, address and telephone number) is maintained up-to-date with the Commission. If you need to update your contact information, please submit a notification to the Commission via the SFC Online Portal.
5. 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.
6. 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.**
 |

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|  |  |
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| V | Financial Strength |
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**Completion Guidelines**

**Please fill in the relevant parts of this form which are applicable to your application:**

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **Part** | **New** **registration** | **Addition of regulated activity** | **Reduction of regulated activity** | **Change of registration condition** | **Issuance of** **duplicate** **printed** **certificate of registration** | **Other applications** |
| I | ✓ |  |  |  |  |  |
| II | ✓ |  |  |  |  |  |
| III | ✓ | ✓ |  | ✓ |  |  |
| IV | ✓ |  |  |  |  |  |
| V | ✓ |  |  |  |  |  |
| VI |  | ✓ |  |  |  |  |
| VII |  |  | ✓ |  |  |  |
| VIII |  |  |  | ✓ |  |  |
| IX |  |  |  |  | ✓ |  |
| X |  |  |  |  |  | ✓ |
| XI | ✓ | ✓  |  | ✓  |  |  |
| XII | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |

**Part I: Background**

|  |
| --- |
| **Section 1: Corporate Information** |

* 1. **Please provide the following information and supporting document(s):**
* A copy of your certificate of incorporation/registration and business registration certificate.
* If you have changed your name, please provide the relevant supporting documents.

|  |  |
| --- | --- |
| **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, if applicable** |       |
| **Hong Kong business registration certificate number, if applicable** |       |
| **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 in 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.

|  |
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| **Section 2: Contact Information** |

* 1. **Please provide your contact and facsimile numbers, e-mail, website, principal place of business, registered office, correspondence and record keeping addresses below.**

**(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 | [ ]  Record keeping | [ ]  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)** |       |

|  |
| --- |
| Please **tick** “✓” where applicable. |
| [ ]  Principal place of business | [ ]  Registered office | [ ]  Correspondence | [ ]  Record keeping | [ ]  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)** |       |

|  |
| --- |
| **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 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 |       |
| Mobile number |       |
| Facsimile number |       |
| Business address |       |
| Office E-mail address |       |

\* 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: For group companies, it is preferable that this person should have sufficient authority and be familiar with the overall affairs of the group. The Emergency Contact Person should reside in Hong Kong to ensure 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.

|  |
| --- |
| **Section 4: Licence/Registration Record** |

**4.1** **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**

|  |
| --- |
| **Section 5: Corporate and Shareholding Structure** |

**5.1** **Please submit a group chart depicting the following:**

* group structure;
* percentage of shareholdings of each group member;
* principal business activities of each group member; and
* licence/registration status for regulated activities (both in Hong Kong and elsewhere) of each group member.

**5.2** **Please provide the following information on your substantial shareholders.**

|  |  |  |
| --- | --- | --- |
| Name of substantial shareholder | **CE number****(if applicable)** | **Class of shares** |
|       |       |       |
|       |       |       |
|       |       |       |
|       |       |       |
|       |       |       |
|       |       |       |

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

|  |
| --- |
| **Section 6: Nature and Scope of Business** |

**6.1 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\* | [ ]  |
| Acting as listing agent of exchange-traded funds | [ ]  |
| **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 | [ ]  |
| Giving advice on other corporate finance matters | [ ]  |
| **Electronic trading system/automated trading services operator** |
| Internet trading/direct market access/algorithmic trading\*^ for stocks/unit trusts/mutual funds/debt securities/stock derivatives/futures contracts/futures derivatives\* | [ ]  |
| 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**  |
| 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.

**6.2** **For each of your principal business mentioned in section 6.1 above, indicate the types of your target customers.**

|  |  |
| --- | --- |
|  | **Expected % of contribution to****gross operating income** |
| **Principal Business 1** | **Principal Business 2** | **Principal Business 3** |
| **Your group companies**  |       |       |       |
| **Hong Kong retail clients** |       |       |       |
| **Hong Kong Individual Professional Investors\*** |       |       |       |
| **Hong Kong Corporate Professional Investors\***  |       |       |       |
| **Hong Kong Institutional Professional Investors\*** |       |       |       |
| **Overseas retail clients** |       |       |       |
| **Overseas Individual Professional Investors\***  |       |       |       |
| **Overseas Corporate Professional Investors\*** |       |       |       |
| **Overseas Institutional Professional Investors\*** |       |       |       |
| **Others (please specify):** |       |       |       |
|       |
|  | 100% | 100% | 100% |

\* Defined under paragraph 15.2 of the Code of Conduct.

**6.3** **State your sources for new customers.**

[ ]  Introduction/referral

[ ]  Walk-in customers

[ ]  Others (please specify):

|  |
| --- |
|       |

**6.4** **Are you applying for a trading right of any stock or futures exchange in Hong Kong or elsewhere?**

[ ]  Yes. Please provide details as follows:

|  |  |  |
| --- | --- | --- |
| **Name of exchange** | **Type of participantship** | **Date of application****(DD/MM/YYYY)** |
|       |       |       |
|       |       |       |
|       |       |       |

[ ]  No.

**6.5 Please provide the following information on your telephone recording system.**

|  |  |  |  |
| --- | --- | --- | --- |
| a) | Name of system: |       |  |
|  |  |
| b) | Scope of conversations to be recorded |
|  | [ ]  Between account executives and clients |
|  | [ ]  Between account executives and dealers |
|  | [ ]  Others (please specify):  |       |  |
|  |  |
| c) | Tape retention:  |       | months |
|  |  |
| d) | Person monitoring irregularities |
|  | [ ]  Compliance staff |
|  | [ ]  Internal audit staff |
|  | [ ]  Executive officer |
|  | [ ]  Others (please specify): |       |  |
|  |  |
| e) | Method of data retrieval |
|  | [ ]  By time |
|  | [ ]  By channel |
|  | [ ]  Others (please specify): |       |  |
|  |  |

**6.6 This section is ONLY applicable where you intend to carry on Type 1 and/or Type 2 regulated activity and intend to be an exchange participant.**

**Please provide the following information on your estimated turnover.**

|  |  |
| --- | --- |
| Type 1 regulated activity | Projected total value of securities transaction in the first year of operation (in HK$’000): |
|  |       |  |
|  |
| **Type 2 regulated activity** | Projected total notional amount of futures and options contracts in the first year of operation (in HK$’000): |
|  |       |  |
|  |

**6.7 This section is ONLY applicable if you intend to carry on Type 6 regulated activity.**

**6.7.1 Do you intend to undertake activities in connection with matters regulated by the Takeovers Code?**

[ ]  Yes.

[ ]  No. Please go to section 6.8.

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

* A list of proposed executive officers who will actively participate in, or be directly responsible for the supervision of, the matters or transactions regulated by the Takeovers Code.
* Details on the adequacy of your resources and internal procedures to ensure full compliance with the Takeovers Code. In particular, the names of the executives who will be responsible for compliance with Rule 22 of the Takeovers Code and a description of the internal procedures in this connection.
* Measures to ensure that all your staff handling matters or transactions under the Takeovers Code and your clients understand and comply with the Takeovers Code.
* Whether or not you have been involved in any transaction where you committed a breach of the Takeovers Code. Please disclose the details of any such transaction and the breach.
* Whether or not the Executive (as defined under the Takeovers Code) has ever raised any concern that your conduct fell below the standard expected or required by the Takeovers Code. Please disclose the details, if any.

**6.8 This section is ONLY applicable if you intend to carry on Type 7 regulated activity or provide trading services through electronic means.**

**6.8.1 The types of services you intend to provide (you may select more than one item).**

[ ]  Routing of orders on securities/futures\*

[ ]  Matching of orders on securities/futures\*

[ ]  Providing investment advice on securities/futures\*

[ ]  Publishing research or analysis on securities/futures\*

[ ]  Providing platform to facilitate trading activities

[ ]  Providing facilities for electronic clearing and settlement

[ ]  Bulletin board/chat room service\*

[ ]  Electronic subscription service (e.g. eIPO)

[ ]  Portfolio tracking

[ ]  Market price quotation

[ ]  Others (please specify):

|  |
| --- |
|       |

\* Delete where not applicable.

**6.8.2 The intended users of your automated or electronic trading services/facilities (you may select more than one item).**

[ ]  Retail clients

[ ]  Institutional clients

[ ]  High net worth clients

[ ]  Licensed brokers/fund houses\*

[ ]  Authorized financial institutions

[ ]  Trustees or custodians

[ ]  Others (please specify):

|  |
| --- |
|       |

\* Delete where not applicable.

**6.8.3 Your source of remuneration (you may select more than one item).**

|  |
| --- |
| [ ]  Fixed fees from users |
| Basis of computation of fee: |       |
| [ ]  Variable fees from users |
| Basis of computation of fee:  |       |
| [ ]  Advertisement fees |
| [ ]  Rebate or commission from intermediaries |
| [ ]  Others (please specify): |
|  |       |

**6.8.4 Your proposed steps to establish the true identity of a new client subscribing for your services (you may select more than one item).**

[ ]  Face to face meeting.

[ ]  Reliance on third party verification (i.e. verification performed by a licensed person/registered institution, an affiliate of a licensed person/registered institution, a Justice of the Peace, or a professional person such as a branch manager of a bank, certified public accountant, lawyer or notary public).

[ ]  Using certification services that are recognized by the Electronic Transactions Ordinance (such as the certification services available from the Hongkong Post).

[ ]  Obtaining from the client a copy of his identity document and a copy of the signed client agreement, and encashing a cheque issued by the client drawn on a licensed bank in Hong Kong.

[ ]  Others (please specify):

|  |
| --- |
|       |

**6.8.5 The information/services that you will provide to your clients (you may select more than one item).**

[ ]  Details of services to be provided via the Internet

[ ]  Electronic confirmation of execution

[ ]  Electronic statement

[ ]  Pre-deal preview and confirmation of order

[ ]  Default reading of risk statement

[ ]  Fees and charges for different types of services

[ ]  Level of security and capacity of system

[ ]  Contingency arrangement

[ ]  Alternative means of communication with the client in case of system failure

[ ]  Circumstances and procedures for cancellation of transactions

[ ]  Others (please specify):

|  |
| --- |
|       |

**6.8.6 Will the above information be disclosed on your website/client agreement?**

[ ]  Yes.

[ ]  No. Please specify the method of disclosure:

|  |
| --- |
|       |

**6.8.7 Names of the following persons/entities:**

|  |  |
| --- | --- |
| System developer or application service provider |       |
| System administrator |       |
| Database administrator |       |
| System maintenance person |       |

**6.8.8 In an attachment, briefly describe the qualifications of the persons/entities identified in section 6.8.7 and their experience in the respective areas.**

**6.8.9 Provide the following information regarding your application service provider (“ASP”) in an attachment.**

* Track record of the ASP in providing similar service
* Upfront capital charges
* Extent of service provided
* Extent of customer support provided (e.g. training and hotline operations)
* Fall back procedures in the event of system failure
* Provisions for route exit and recourse

**6.8.10 The location of your host server and backup server.**

|  |
| --- |
|       |

**6.8.11 The encryption technology used to secure communication over the Internet.**

|  |
| --- |
|       |

**6.8.12 Provide the following information regarding your user password for accessing the system.**

|  |  |
| --- | --- |
| **Number of digits required** |       |
| **Password string** |  |
| [ ]  Alphabet only |
| [ ]  Number only |
| [ ]  Alphanumeric |
| [ ]  Others (please specify): |       |
| **Person assigning user password** |       |
| **Time interval for changing user password** |       |
| **Time interval for automatic time out feature** |       |
| **Number of failed attempts for resetting password** |       |

**6.8.13 Has the system been fully tested and that issues on security, reliability, capacity and contingency been resolved before commencement?**

[ ]  Yes.

[ ]  No. Please provide reason:

|  |
| --- |
|       |

**6.8.14 Have written policies and procedure manuals describing the process flow from receiving through execution of a client order been distributed and explained to all relevant staff to ensure that they understand the policies and procedures?**

[ ]  Yes.

[ ]  No. Please provide reason:

|  |
| --- |
|       |

**6.8.15 Your system capacity including the known limitations and restrictions.**

|  |
| --- |
|       |

**6.8.16 Have you disclosed your name, licence/registration status and exchange trading participantship (if any) on your website?**

[ ]  Yes.

[ ]  No. Please provide reason:

|  |
| --- |
|       |

**6.8.17 Are there any hyperlinks to overseas websites which target the Hong Kong investor?**

[ ]  Yes. Please provide details:

|  |
| --- |
|       |

[ ]  No.

**6.8.18 Are there any hyperlinks to other entities which facilitate clients to open accounts with these entities?**

[ ]  Yes. Please provide details:

|  |
| --- |
|       |

[ ]  No.

**6.8.19 A guest login name and password to enable us to visit your website and review your trading process.**

|  |
| --- |
|       |

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

* An infrastructure diagram showing the network connecting your servers, routers and firewalls.
* Description of your procedures for ascertaining new clients’ financial situation, investment objectives and experience prior to providing service to them.
* Description of your intrusion detection system for detecting and recording unauthorised access or attempt to access your host system.
* Description of your physical security measures to ensure no unauthorised access to your host and server systems.
* A copy of your written contingency plan (including emergency back-up server and power arrangement and alternative means of communication in the event of system failure).
* Description of your control procedures to ensure timely update on your system documentation and retention of audit trails of all the system changes and maintenance.
* A procedure manual describing the process flow from receiving through execution of a client order.

**6.9 This section is ONLY applicable if you intend to carry on Type 9 regulated activity.**

**6.9.1 Provide the following information on your asset management business.**

|  |  |
| --- | --- |
| **Assets under management** | **Estimated amount (in HK$’000) after****one year of operation** |
| Total assets for investment in Hong Kong |       |
| Total assets for investment overseas |       |

**6.9.2 State the sources of your remuneration and the corresponding contribution to your total income.**

|  |  |
| --- | --- |
| **Sources of remuneration** | **Approximate percentage** |
| [ ]  Rebates or commissions from brokers |       |
| [ ]  Fixed management fees |       |
| [ ]  Variable management fees |       |
| [ ]  Others (please specify): |       |       |

|  |
| --- |
| **Section 7: Business Plan, Organizational Chart, and Internal Control Procedures** |

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

* Business plan with details of each of your proposed regulated activities and the related internal control measures.
* Operational flowcharts describing your proposed business operations in each of the proposed regulated activities.
* Organizational 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 Management Principally Responsible for Businesses that Constitute Regulated Activities and their respective reporting lines (ie, 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 as set out in the “Circular on Management Accountability at Registered Institution” issued by the Hong Kong Monetary Authority on 16 October 2017.
* The form at the Appendix to the “Circular on Management Accountability at Registered Institution” issued by the Hong Kong Monetary Authority on 16 October 2017, completed with the relevant information on individual chief executives, alternate chief executives, directors and section 72B managers principally responsible for regulated activities as required.
* Inherent risks to your proposed regulated activities (such as market risk, credit risk, liquidity and operational risk) and details of your risk control strategy.
* Potential areas of conflict of interests, and measures to address the conflict.
* Procedures to achieve segregation of duties.
* Business contingency plan.

|  |
| --- |
| **Section 8: Associated Entities** |

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

[ ]  Yes.

[ ]  No. Please go to section 8.3.

**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\*\* |       |

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

\*\* If you tick NO to any of the above, please complete the following basic information of each associated entity:

|  |
| --- |
| **Corporate Information on Associated Entity** |
| Full name (in English) |       |
| Full 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 | [ ]  KL | [ ]  NT |
| Contact number |       |
| Facsimile number |       |
| **Email address** |       |
| **Website address** |       |
| **Effective date (DD/MM/YYYY)** |       |

Please provide the following information on the executive officers of the associated entity:

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

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

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

[ ]  Yes.

[ ]  No. Please go to next part.

**8.4 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 IV: Management and Governance Structure**

|  |
| --- |
| **Section 9: Executive Officers and Directors** |

A registered institution must appoint at least two executive officers to supervise each regulated activity.

* 1. **Please provide the following information on your proposed executive officers.**

**The related applications for approval to become your executive officers should be separately submitted to the Hong Kong Monetary Authority.**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Name of****executive officer****(in English and Chinese)** | **Hong Kong identity card number** | Passport details\* | **Type(s) of regulated activity** | **Date of appointment****(DD/MM/YYYY)** |
| **Passport number** | **Issuing country/Date of expiry (DD/MM/YYYY)** |
|       |       |       |       |       |       |
|       |       |       |       |       |       |
|       |       |       |       |       |       |
|       |       |       |       |       |       |

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

**9.2** **Please provide the following information on your directors.**

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

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

**Part V: Financial Strength**

|  |
| --- |
| **Section 10: Share Capital** |

**10.1** **Please provide details of your share capital.**

|  |  |  |
| --- | --- | --- |
| **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.

**10.2 Have any shares been issued for consideration other than cash?**

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

[ ]  No.

**Part VI: Application for Addition of Regulated Activity**

|  |
| --- |
| **Section 11: Addition of Regulated Activity** |

**11.1 Please tick “✓” the regulated activities you intend to add.**

|  |  |
| --- | --- |
| **Regulated activity** | **Proposed effective date****(DD/MM/YYYY)** |
|[ ]  Type 1 (dealing in securities) |       |
|[ ]  Type 2 (dealing in futures contracts) |       |
|[ ]  Type 4 (advising on securities)  |       |
|[ ]  Type 5 (advising on futures contracts) |       |
|[ ]  Type 6 (advising on corporate finance) |       |
|[ ]  Type 7 (providing automated trading services)  |       |
|[ ]  Type 9 (asset management)  |       |
|[ ]  Type 10 (providing credit rating services)  |       |

**11.2 Please complete Part III of this form - Proposed Business and Internal Controls in respect of your proposed business activities.**

**11.3 Each regulated activity must be supervised by at least two executive officers. Please state the names of the executive officers responsible for supervising each of your proposed regulated activities.**

**The related applications for approval to become your executive officers should be separately submitted to the Hong Kong Monetary Authority.**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Name of executive officer** | **Hong Kong identity card number** | Passport details\* | **Type(s) of regulated activity** | **Is he/she currently registered to carry on a regulated activity under the Ordinance?** |
| **Passport number** | **Issuing country/Date of expiry (DD/MM/YYYY)** |
|       |       |       |       |       | [ ]  Yes | [ ]  No |
|       |       |       |       |       | [ ]  Yes | [ ]  No |
|       |       |       |       |       | [ ]  Yes | [ ]  No |
|       |       |       |       |       | [ ]  Yes | [ ]  No |

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

**Part VII: Application for Reduction of Regulated Activity**

|  |
| --- |
| **Section 12: Reduction of Regulated Activity** |

**12.1 Please tick “✓” the regulated activities you intend to cease.**

|  |  |
| --- | --- |
| **Regulated activity** | **Proposed effective date****(DD/MM/YYYY)** |
|[ ]  Type 1 (dealing in securities) |       |
|[ ]  Type 2 (dealing in futures contracts) |       |
|[ ]  Type 4 (advising on securities)  |       |
|[ ]  Type 5 (advising on futures contracts) |       |
|[ ]  Type 6 (advising on corporate finance) |       |
|[ ]  Type 7 (providing automated trading services)  |       |
|[ ]  Type 9 (asset management)  |       |
|[ ]  Type 10 (providing credit rating services)  |       |

**12.2 Please state the reason for ceasing the above regulated activities.**

[ ]  Unfavourable business conditions

[ ]  Sale of business

[ ]  Group consolidation

[ ]  Relocation of business out of Hong Kong

[ ]  Others (please specify):

|  |
| --- |
|       |

**12.3 Have you notified your clients of the cessation of the above regulated activities?**

[ ]  Yes.

[ ]  No. Please state the reason for not notifying your clients of the cessation.

|  |
| --- |
|       |

**12.4 Have you returned your clients’ assets, if any?**

[ ]  Yes.

[ ]  No. Please elaborate on the measures you have taken to safeguard your clients’ assets, if any.

|  |
| --- |
|       |

**12.5 Please state the names of the executive officers who will apply for reduction of the above regulated activities:**

|  |  |  |
| --- | --- | --- |
| **Name of executive officer** | **CE number** | **Type(s) of regulated activities to be reduced** |
|       |       |       |
|       |       |       |
|       |       |       |
|       |       |       |

**Part VIII: Application for Change of Registration Condition**

|  |
| --- |
| **Section 13: Change of Registration Condition** |

**13.1 Please set out your proposed change and reason for the change.**

|  |  |
| --- | --- |
| **Type(s) of regulated activity** |       |
| **Registration condition** **to be changed** |       |
| **Nature of the proposed change** |[ ]  Cancellation |
|  | [ ]  | Modification (please specify): |
|  |  |       |
| **Reason for the change** |       |

|  |  |
| --- | --- |
| **Type(s) of regulated activity** |       |
| **Registration condition** **to be changed** |       |
| **Nature of the proposed change** |[ ]  Cancellation |
|  | [ ]  | Modification (please specify): |
|  |  |       |
| **Reason for the change** |       |

**13.2 Please complete Part III of this form - Proposed Business and Internal Controls in respect of your proposed business activities.**

**Part IX: Application for Issuance of Duplicate Printed Certificate of Registration**

|  |
| --- |
| **Section 14: Issuance of Duplicate Printed Certificate of Registration** |

**14.1 Please state the reason for requiring a duplicate printed certificate of registration.**

[ ]  Lost. Please submit a statutory declaration stating that you have lost your printed certificate.

[ ]  Defaced. Please submit a statutory declaration stating that the printed certificate has been defaced and return the printed certificate for cancellation.

[ ]  Destroyed. Please submit a statutory declaration stating that the printed certificate has been destroyed.

**Part X: Other Applications Pertaining to Registration Matters under Part V of the Ordinance**

|  |
| --- |
| **Section 15: Other Applications** |

**15.1 Please state below the nature of your application and the reason for making such application.**

|  |
| --- |
|       |

**Part XI: 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-2); 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-3)?
 | [ ]  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-4); 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-5) 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-6) 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-7)?  | [ ]  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-8)?  | [ ]  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 registered.

**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 registered institution 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 XII: Declaration**

**We:**

|  |  |  |
| --- | --- | --- |
| * **Have completed** Part(s)
 |       | of this application. |

* **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.
* **Understand** that providing false or misleading information in support of this application 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 registration.
* **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.

**(For new registration application, this declaration must be signed by any two directors\*, chief executive or person authorised by the board of directors of the authorized institution.**

**For post-registration application, this declaration must be signed by a director, executive officer, chief executive or person authorised by the board of directors of the registered institution.)**

|  |  |
| --- | --- |
| **For and on behalf of:** |       |
|  | Name of applicant |

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

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

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

\*\* Delete where not applicable.

**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-9) 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-10) 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-2)
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-3)
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-4)
4. This includes a claim or counterclaim. [↑](#footnote-ref-5)
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-6)
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-7)
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-8)
8. Personal Data means personal data as defined in the Personal Data (Privacy) Ordinance, Cap 486 (“PDPO”) [↑](#footnote-ref-9)
9. “Matching procedure” is defined in section 2 of the PDPO. [↑](#footnote-ref-10)