|  |  |
| --- | --- |
| **Notification by Substantial Shareholder**  Specified under section 402 of the Securities and Futures Ordinance (“Ordinance”) (Cap 571) | **Form**  **E** |

|  |  |  |
| --- | --- | --- |
| **Name of substantial shareholder** |  | |
| English | |
|  | |
| Chinese | |
| **CE number** |  | |
| **Notification of** | **Change in share capital** | |
| **Change in shareholding structure** | |
| **Change in contact information** | |
| **Change in particulars** | |
| **Others** | |
| **Contact person regarding any queries on this form** |  | |
| English/Chinese name | |
|  | |
| Business title/Firm name | |
|  | |
| Relationship with the substantial shareholder | |
|  |  |
| Mobile number | E-mail address |

|  |
| --- |
| **Interpretations**   1. “Associate” is defined under Part 1 of Schedule 1 to the Ordinance. 2. “Contact information” refers to:  * business addresses; * registered business address (only applicable to corporate substantial shareholder); * correspondence address; * residential address (only applicable to individual substantial shareholder); * website address (only applicable to corporate substantial shareholder); and * telephone, facsimile numbers and e-mail address.  1. “Licensed Corporation” in this form refers to the corporation licensed under section 116(1) of the Ordinance of which you are a substantial shareholder. 2. “Substantial shareholder” is defined under section 6 of Part 1 of Schedule 1 to the Ordinance. 3. “You” in this form refers to the substantial shareholder making the notification.   **Instructions**   1. This form is to be filled in by a substantial shareholder of a licensed corporation.      1. Please refer to the Completion Guidelines to identify which Part(s) of the form to fill in and ensure that other documents required in this form have been enclosed. 2. Incomplete notification may increase the time taken for the Commission to process your notification. 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 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. 5. If there are any changes to the information provided in support of this notification 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. |

|  |
| --- |
| **Warning**  **All information and documents submitted to the Commission must be true, accurate and complete.**  **Under section 384(1) of the Ordinance, subject to section 384(2), a person commits an offence if –**   * **he, in purported compliance with a requirement to provide information imposed by or under any of the relevant provisions, provides to a specified recipient any information which is false or misleading in a material particular; and** * **he knows that, or is reckless as to whether, the information is false or misleading in a material particular.**   **Under section 384(3) of the Ordinance, subject to section 384(4), a person commits an offence if –**   * **he, otherwise than in purported compliance with a requirement to provide information imposed by or under any of the relevant provisions but in connection with the performance by a specified recipient of a function under any of the relevant provisions, provides to the specified recipient any record or document which is false or misleading in a material particular; and** * **he –** * **knows that, or is reckless as to whether, the record or document is false or misleading in a material particular; and** * **has, in relation to the provision of the record or document, received prior written warning from the specified recipient to the effect that the provision of any record or document which is false or misleading in a material particular in the circumstances of the case would constitute an offence under this subsection.**   **A “specified recipient” includes the Commission.** |

**Index**

|  |  |
| --- | --- |
| **Part** | **Details** |
| I | Change in Share Capital |
| II | Change in Shareholding Structure |
| III | Change in Contact Information |
| IV | Change in Particulars |
| V | Other Notifications |
| VI | Declaration |

**Completion Guidelines**

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

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Part** | **Change in share capital** | **Change in shareholding structure** | **Change in contact information** | **Change in particulars** | **Other notifications** |
| I | ✓ |  |  |  |  |
| II |  | ✓ |  |  |  |
| III |  |  | ✓ |  |  |
| IV |  |  |  | ✓ |  |
| V |  |  |  |  | ✓ |
| VI | ✓ | ✓ | ✓ | ✓ | ✓ |

**Part I: Change in Share Capital**

|  |
| --- |
| **Section 1: Details of the Change** |

**1.1 Please provide the following share capital information before and after the change.**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Class of shares** | | | **Details** | **Before the change** | **After the change** |
| Ordinary | | | Number of issued shares |  |  |
| Preference | | | Issued share capital (HK$) |  |  |
| Others (please specify): | | | Par value\* |  |  |
|  |  |  | Number of authorised shares\* |  |  |
|  | Authorised share capital (HK$)\* |  |  |
|  | Premium paid (HK$)\* |  |  |
|  | Paid-up share capital (HK$) |  |  |
|  |  | Unpaid share capital (HK$) |  |  |
| **Please state the effective date of the change (DD/MM/YYYY).** | | | |  | |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Class of shares** | | | **Details** | **Before the change** | **After the change** |
| Ordinary | | | Number of issued shares |  |  |
| Preference | | | Issued share capital (HK$) |  |  |
| Others (please specify): | | | Par value\* |  |  |
|  |  |  | Number of authorised shares\* |  |  |
|  | Authorised share capital (HK$)\* |  |  |
|  | Premium paid (HK$)\* |  |  |
|  | Paid-up share capital (HK$) |  |  |
|  |  | Unpaid share capital (HK$) |  |  |
| **Please state the effective date of the change (DD/MM/YYYY).** | | | |  | |

\* If applicable.

**Part II: Change in Shareholding Structure**

|  |
| --- |
| **Section 2: Details of the Change** |

**2.1 Please provide the following details in separate documents:**

1. a shareholding chart showing all the corporate and individual shareholders of the Licensed Corporation(s) (with their percentage of holdings and complete official names) before the shareholding change.
2. a shareholding chart showing all the corporate and individual shareholders of the Licensed Corporation(s) (with their percentage of holdings and complete official names) after the shareholding change and 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).

**2.2 Please state the effective date of the change (DD/MM/YYYY).**

|  |
| --- |
|  |

**2.3 Please state the reason for changing the shareholding structure.**

|  |
| --- |
|  |

Note: The new substantial shareholder of a licensed corporation is required to apply for a prior approval to become substantial shareholder under section 132 of the Ordinance. Please complete Form D.

**Part III: Change in Contact Information**

|  |
| --- |
| **Section 3: Details of the Change** |

**3.1 Please describe the change in contact information.**

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

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **Address (Please tick “✓” where applicable.)** | | | Addition | | Deletion | |
| Principal place of business | Registered office | Correspondence | | Other place of business | | Residential |
|  | **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** |  | | | | | |
| **Mobile number\*** |  | | | | | |
| **Facsimile number** |  | | | | | |
| **E-mail address** |  | | | | | |
| **Website address\*** |  | | | | | |
| **Effective date**  **(DD/MM/YYYY)** |  | | | | | |

\* If applicable.

**Part IV: Change in Particulars**

|  |
| --- |
| **Section 4: Change in Name** |

**4.1 Please provide the following information:**

|  |  |
| --- | --- |
| **Former name** |  |
| **New name** |  |
| **Effective date (DD/MM/YYYY)** |  |
| **Reason for the change** |  |

**4.2 Please enclose the relevant supporting document(s), e.g. copy of the Certificate of Change of Name or other legal document for record.**

|  |
| --- |
| **Section 5: Change in Passport Information**  **(only applicable to individual substantial shareholder)** |

**5.1 Please provide the following information:**

|  |  |
| --- | --- |
| **Particulars to be changed** |  |
| **Description of the change** |  |
| **Effective date (DD/MM/YYYY)** |  |

|  |  |
| --- | --- |
| **Particulars to be changed** |  |
| **Description of the change** |  |
| **Effective date (DD/MM/YYYY)** |  |

|  |
| --- |
| **Section 6: Others** |

**6.1 Please provide the following information:**

|  |  |
| --- | --- |
| **Particulars to be changed** |  |
| **Description of the change** |  |
| **Effective date (DD/MM/YYYY)** |  |

|  |  |
| --- | --- |
| **Particulars to be changed** |  |
| **Description of the change** |  |
| **Effective date (DD/MM/YYYY)** |  |

**Part V: Other Notifications**

|  |
| --- |
| **Section 7: Details of the Change** |

**7.1 Please provide the following information:**

|  |  |
| --- | --- |
| **Particulars to be changed** |  |
| **Description of the change** |  |
| **Effective date (DD/MM/YYYY)** |  |

|  |  |
| --- | --- |
| **Particulars to be changed** |  |
| **Description of the change** |  |
| **Effective date (DD/MM/YYYY)** |  |

**You may use this section to notify the changes stipulated in the Securities and Futures (Licensing and Registration) (Information) Rules.**

**Part VI: Declaration**

|  |
| --- |
| **Section 8: Corporate Substantial Shareholder’s Declaration** |

**We:**

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

* **Declare** that all the information provided in this notification and any associated documentation is complete, true and correct.
* **Understand** that providing false or misleading information in this notification is an offence under section 384 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, this notification.
* **Understand** that if any information contained in this notification, or any associated documentation changes prior to the Commission making a decision in respect of any relating 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.

**(This declaration must be signed by a director or person authorised by the Board of Directors.)**

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

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

\* Delete where not applicable.

|  |
| --- |
| **Section 9: Individual Substantial Shareholder’s Declaration** |

|  |  |  |
| --- | --- | --- |
| **I**, |  |  |
|  | Name of individual |  |

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

* **Declare** that all the information provided in this notification and any associated documentation is complete, true and correct.
* **Understand** that providing false or misleading information in this notification is an offence under section 384 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, this notification.
* **Understand** that if any information contained in this notification, or any associated documentation changes prior to the Commission making a decision in respect of any relating application, I should notify the Commission in writing immediately of the changes.
* **Confirm** that I have read and understood the enclosed Personal Information Collection Statement.
* **Consent** to the Commission using any personal information I have provided in this notification, or any associated documentation, and any personal information I may provide in the future, for the purposes described in the Personal Information Collection Statement.
* **Understand** that the Commission may make such enquiries and seek such further information as it thinks appropriate.

|  |  |  |  |
| --- | --- | --- | --- |
|  |  |  |  |
|  | Signature |  | Date |

**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[[1]](#footnote-1) 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[[2]](#footnote-2) 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. Personal Data means personal data as defined in the Personal Data (Privacy) Ordinance, Cap 486 (“PDPO”) [↑](#footnote-ref-1)
2. “Matching procedure” is defined in section 2 of the PDPO. [↑](#footnote-ref-2)