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| **Information on Corporation**Specified under section 402 of the Securities and Futures Ordinance (“Ordinance”) (Cap 571) | **Supplement****A** |

|  |  |
| --- | --- |
| **Name of corporation** |       |
| English |
|       |
| Chinese |
| **CE number (if applicable)** |       |
| **Name of licensed corporation/****licensed corporation applicant/ substantial shareholder/** **substantial shareholder applicant associated with****(see note 1 of the Instructions)** |       |
| English |
|       |
| Chinese |
| **CE number (if applicable)** |       |
| **Your role(s)****(You may select more than one item)** | [ ]  **A substantial shareholder applicant that has a “close link” to the** **licensed corporation(s)/licensed corporation applicant(s)** (see note 2 of the Instructions) |
| [ ]  **A substantial shareholder applicant that does not have** **a “close link” to the** **licensed corporation(s)/licensed corporation applicant(s)** (see note 2 of the Instructions) |
| [ ]  **A corporate director of a licensed corporation applicant** |
| [ ]  **A corporate director of a substantial shareholder/ substantial shareholder applicant** |
| **Contact person regarding any queries on this supplement** |       |
| English/Chinese name |
|       |
| Business title/Firm name |
|       |
| Relationship with the corporation providing information |
|       |       |
| Mobile number | E-mail address |

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| **Interpretations**1. “Associate” is defined under Part 1 of Schedule 1 to the Ordinance.
2. “Director” is defined under Part 1 of Schedule 1 to the Ordinance.
3. “Licensed Corporation(s)” in this supplement refers to the corporation(s) which is/are licensed under section 116(1) of the Ordinance that you are associated with.
4. “Licensed Corporation(s) Applicant(s)” in this supplement refers to the corporation(s) which is/are applying for a licence under section 116(1) of the Ordinance that you are associated with.
5. “Member” in this supplement refers to a member in a General Partnership or Limited Partnership.
6. “Substantial shareholder” is defined under section 6 of Part 1 of Schedule 1 to the Ordinance.
7. “You” in this supplement refers to the corporation providing information.

**Instructions**1. This supplement is to be filled in by (i) a corporation applying to become or continue to be a substantial shareholder of a Licensed Corporation(s) under section 132(1) of the Ordinance; (ii) a corporation which is a substantial shareholder of a corporation applying for a licence under section 116(1) of the Ordinance; (iii) a corporate director of a corporation applying for a licence under section 116(1) of the Ordinance; (iv) a corporate director of a substantial shareholder of a Licensed Corporation(s); (v) a corporate director of a corporation applying to become or continue to be a substantial shareholder of a Licensed Corporation(s) under section 132(1) of the Ordinance; or (vi) a corporate director of a substantial shareholder of a corporation applying for a licence under section 116(1) of the Ordinance.
2. For the purpose of completing this supplement, you, as a substantial shareholder applicant of a Licensed Corporation(s)/Licensed Corporation Applicant(s),will not be considered by the Commission to have a “close link” to Licensed Corporation(s)/Licensed Corporation Applicant(s), if you:-
* alone, do not have a direct or indirect interest in the Licensed Corporation(s)/Licensed Corporation Applicant(s) as described in section 6 of Part 1 of Schedule 1 to the Ordinance;
* together with any of your associates, have a direct or indirect interest in the Licensed Corporation(s)/Licensed Corporation Applicant(s) as described in section 6 of Part 1 of Schedule 1 to the Ordinance;
* are and will be controlled or influenced by another substantial shareholder(s) (including substantial shareholder applicant(s)) of the Licensed Corporation(s)/Licensed Corporation Applicant(s); and
* do not and will not have any involvement in the management and operation of the Licensed Corporation(s)/Licensed Corporation Applicant(s).

If you do not have a close link to the Licensed Corporation(s)/Licensed Corporation Applicant(s), you may choose to complete Parts I, II and VII of this supplement only. However, the Commission may request that you provide additional information, or complete the remaining parts of this supplement, if the Commission considers necessary**.**1. Please refer to the Completion Guidelines to identify which Part(s) of the supplement to fill in and ensure that (i) your identification document (e.g. certificate of incorporation); and (ii) other documents required in this supplement have been enclosed.
2. Incomplete supplement may increase the time taken for the Commission to process your related application or the related application 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.
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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 supplement, 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 supplement, 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 supplement 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.**

 **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.** |

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| II | Substantial Shareholders and Members |
| III | Management |
| IV | Financial Strength |
| V | Licence Record |
| VI | Disclosure |
| VII | Declaration |

**Completion Guidelines**

**Please fill in the relevant parts of this supplement which are applicable to you:**

|  |  |  |  |
| --- | --- | --- | --- |
| **Part** | **A substantial shareholder applicant that has a “close link” to the Licensed Corporation(s)/Licensed Corporation Applicant(s)** **(see note 2 of the Instructions)** | **A substantial shareholder applicant that does not have a “close link” to the Licensed Corporation(s)/ Licensed Corporation Applicant(s) (see note 2 of the Instructions)** | **A corporate director of a licensed corporation applicant/substantial holder/substantial shareholder applicant\*** |
| I | **🗸** | **🗸** | **🗸** |
| II | **🗸** | **🗸** | **🗸** (Section 3 only) |
| III | **🗸** |  | **🗸** |
| IV | **🗸** |  |  |
| V | **🗸** |  | **🗸** |
| VI | **🗸** |  |  |
| VII | **🗸** | **🗸** | **🗸** |

\* Not applicable to a corporate director of a substantial shareholder/substantial shareholder applicant that does not have a “close link” to the Licensed Corporation(s)/Licensed Corporation Applicant(s) (see note 2 of the Instructions).

**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.

**1.2 Corporate details**

|  |  |
| --- | --- |
| **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/registration** |       |
| **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** |       |

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

**1.3 Your Entity Type:**

[ ]  Government authority

[ ]  Joint-venture

[ ]  Partnership

[ ]  Private limited company

[ ]  Public limited company

[ ]  Sole proprietorship

[ ]  Unlimited company

[ ]  Others, please specify:

|  |
| --- |
|       |

**1.4     Are you a state-owned entity?**

[ ]  Yes.

[ ]  By central government

[ ]  By reginal/provincial/municipal government

[ ]  Others, please specify:

|  |
| --- |
|       |

[ ]  No.

**1.5 Your Business Nature:**

[ ]  Financial industry

[ ]  Banking

[ ]  Insurance

[ ]  Investment service

[ ]  Securities

[ ]  Others, please specify:

|  |
| --- |
|       |

[ ]  Investment holding company

[ ]  Trust/Trustee

[ ]  Others, please specify:

|  |
| --- |
|       |

* 1. **Contact Information**

**Please provide your contact and facsimile numbers, e-mail, website and business addresses below.**

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

|  |  |  |
| --- | --- | --- |
|  | **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)** |       |

**Part II: Substantial Shareholders and Members**

|  |
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| **Section 2: Associates** |

**2.1 Are you an associate of another substantial shareholder(s)/substantial shareholder applicant(s) of the Licensed Corporation(s)/Licensed Corporation Applicant(s)?**

[ ]  Yes.

[ ]  No. Please go to section 3.1.

**2.2 Do you have a close link to the Licensed Corporation(s)/Licensed Corporation Applicant(s) of which you are applying to become or continue to be a substantial shareholder? (see note 2 of the Instructions)**

[ ]  Yes.

[ ]  No. Please go to Part VII.

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| **Section 3: Substantial Shareholders and Members** |

**Please complete section 3.1 or 3.2 where applicable.**

**3.1 Please provide the following information on your substantial shareholders, if applicable.**

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

|  |  |  |
| --- | --- | --- |
| Name ofsubstantial shareholder(s) | Class of share and percentage of shareholding | **Is the person:**1. **a licensed representative;**
2. **a licensed corporation/**

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

**shareholder of a licensed corporation?\*** |
|       |       |       | % | [ ]  Yes, CE No.[ ]  No\*\* |       |
|  |
|       |       |       | % | [ ]  Yes, CE No.[ ]  No\*\* |       |
|  |
|       |       |       | % | [ ]  Yes, CE No.[ ]  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 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 another Supplement A (for corporate) or Supplement B (for individual).

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

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

**3.2 If you are a general partner or limited partner, please provide the following information.**

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

|  |  |  |
| --- | --- | --- |
| Name of member | General partner (GP)/ Limited partner (LP) | **Is the person:**1. **a licensed representative;**
2. **a licensed corporation/**

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

**shareholder of a licensed corporation?\*** |
|       | [ ]  GP [ ]  LP | [ ]  Yes, CE No.[ ]  No\*\* |       |
|  |
|       | [ ]  GP [ ]  LP | [ ]  Yes, CE No.[ ]  No\*\* |       |
|  |
|       | [ ]  GP [ ]  LP | [ ]  Yes, CE No.[ ]  No\*\* |       |
|  |
|       | [ ]  GP [ ]  LP | [ ]  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 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 another Supplement A (for corporate) or Supplement B (for individual).

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

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

|  |
| --- |
| **Section 4: Supplementary Information** |

4.1 Are you listed in Hong Kong or elsewhere?

[ ]  Yes.

|  |  |
| --- | --- |
| Name of the exchange |       |
| Stock code |       |

[ ]  No.

4.2 Are you part of a corporate group?

[ ]  Yes.

|  |  |
| --- | --- |
| Name of the corporate group |       |
| Principal business of the group |       |

[ ]  No.

4.3 Are you a trustee/nominee holding the shares of the Licensed Corporation(s) directly or indirectly on behalf of the beneficiary(ies)?

[ ]  Yes.

[ ]  No. Please go to section 4.6.

4.4 Are you a professional trustee company?

[ ]  Yes.

[ ]  No.

4.5 Please provide the following information.

|  |  |
| --- | --- |
| Name of the trust\* |       |
| Is the trust a discretionary trust?\* | [ ]  Yes [ ]  No |
| Name of beneficiary(ies)/ beneficial owner(s) |       |

\* If applicable

**4.6 Please describe your business activities, if applicable.**

|  |
| --- |
|       |

**4.7 Will there be any interconnectedness (for example, business/operational/financial cooperation and other resources sharing arrangement) between you and the Licensed Corporation(s)/Licensed Corporation Applicant(s)?**

[ ]  Yes.

|  |
| --- |
|       |

[ ]  No.

**Part III: Management**

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| **Section 5: Management** |

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

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

|  |  |  |
| --- | --- | --- |
| Name of director | Is/ will the director be involved in the daily operations and management of the Licensed Corporation(s) /Licensed Corporation Applicant(s)? | **Is the director:**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\*\* |       |
|  |

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

**Part IV: Financial Strength**

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| **Section 6: Details of the Share Capital** |

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

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

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

**6.2 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).

|  |
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|       |

[ ]  No.

**Part V: Licence Record**

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| **Section 7: Licence Record** |

**7.1 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 VI: Disclosure**

Sections 8.1 to 10.3 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.

|  |
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| **Section 8: Disciplinary Actions and Investigations** |

|  |  |  |  |
| --- | --- | --- | --- |
| **8.1** | 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 |
|  |  |  |  |
| **8.2** | 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 |
|  |  |  |  |
| **8.3** | 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 |
|  |  |  |  |
|  |  |  |  |
| **8.4** | 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 8.1 to 8.4, 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 9: Financial Status

|  |
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|  |
| **9.1**  | 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 |
|  |  |  |  |
| **9.2**  | 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 |
|  |  |  |  |
| **9.3** | Are there any judgments or court orders with which you have not complied?  | [ ]  Yes | [ ]  No |
|  |  |  |  |
| **9.4** | Have you ever had a receiver, administrator or liquidator appointed to manage your affairs? | [ ]  Yes | [ ]  No |

|  |  |  |  |
| --- | --- | --- | --- |
|  |  |  |  |
| **9.5** | Have you ever been served with a winding-up petition?  | [ ]  Yes | [ ]  No |
|  |  |  |  |
| **9.6**  | 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 |
|  |  |   |  |
| **9.7** | 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 9.1, 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 9.2, 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 9.3 to 9.7, please provide details of the case or matter in a separate document. |
|  |  |  |  |
|  |  |  |  |

###### Section 10: Character

|  |  |  |  |
| --- | --- | --- | --- |
| **10.1** | 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 |
|  |  |  |  |
| **10.2** | 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 |
|  |  |  |  |
| **10.3** | 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 10.1 to 10.3, please provide details of the case or matter in a separate document. |

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| **Section 11: Additional Information** |

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

**11.1 Have you answered “Yes” to any of sections 8.1 to 10.3?**

[ ]  Yes. Please explain why your association with the Licensed Corporation(s)/Licensed Corporation Applicant(s) will not affect its fitness and properness in the light of your “Yes” answers. You may wish to refer to the Fit and Proper Guidelines.

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|       |

[ ]  No.

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

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|       |

**Part VII: Declaration**

**We:**

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

* **Declare** that all the information provided in this supplement and any associated documentation is complete, true and correct.
* **Understand** that providing false or misleading information in support of this supplement or its relating application or notification is an offence under section 383 and/or 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 supplement or its relating application or notification.
* **Understand** that if any information contained in this supplement, 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.

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

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|       |  |  |  |       |
| 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:

 (i) a practicing solicitor, notary public or Justice of the Peace; or

(ii) 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.

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)