

FORM 3A – DIRECTOR’S/CHIEF EXECUTIVE’S NOTICE

NOTIFICATION OF INTERESTS IN SHARES OF LISTED CORPORATION

General Notes

1. This Form 3A is for use by a director or chief executive disclosing an interest in shares of a Hong Kong listed corporation of which he/she is a director or chief executive under Part XV of the Securities and Futures Ordinance (Cap.571)(“the Ordinance”). You must complete the notice in accordance with the directions and instructions in these Notes and then file the notice with The Stock Exchange of Hong Kong Limited (“SEHK”) and the listed corporation concerned at the same time or one immediately after the other.
2. Use :
 - Form 1 if you are an individual with an interest of 5% or more of the voting shares of a listed corporation (and are not a director or chief executive of the listed corporation).
 - Form 2 if you are a corporation with an interest of 5% or more of the voting shares of a Hong Kong listed corporation making a disclosure.
 - Form 3B if you are notifying interests in shares of any associated corporation of the listed corporation of which you are a director or chief executive.
 - Form 3C if you are notifying interests in debentures of the listed corporation of which you are a director or chief executive.
 - Form 3D if you are notifying interests in debentures of any associated corporation of the listed corporation of which you are a director or chief executive.

Please use separate forms to disclose your interests if you are interested in more than one class of shares or debentures of a listed corporation of which you are a director or chief executive, or an associated corporation of that listed corporation. Chinese versions of these forms are also available.

Meaning of “you” and “shares” in Form 3A and these Notes.

3. In Form 3A and these Notes the word “you” refers to the person that is the director or chief executive. The term “shares” describes interests in the shares of a listed corporation.

“Relevant event” and “Initial Notification”

4. You must give notification of interests in shares of a listed corporation, and any “short position” (explained in Note 14 below) on the occurrence of certain events - called “relevant events” (see s. 308 of the Ordinance). If you are a director or chief executive of a listed corporation relevant events include :
 - (i) When you become interested in the shares of the listed corporation.
 - (ii) When you cease to be interested in such shares.
 - (iii) When you enter into a contract to sell any such shares.
 - (iv) When you assign any right granted to you by the listed corporation to subscribe for such shares.
 - (v) When the nature of your interest in such shares changes (e.g. on exercise of an option)(see further below).
 - (vi) When you come to have, or cease to have, a short position in the shares of a listed corporation.
 - (vii) If you have an interest, or a short position, in shares of a listed corporation at the time when it becomes a listed corporation.
 - (viii) On commencement of the Ordinance if you have an interest, or if you have a short position, in shares of a listed corporation which has not previously been disclosed.
 - (ix) If you have an interest, or a short position, in shares of a listed corporation when you become a director or chief executive of that corporation.

A notification of relevant events (vii) to (ix) is described in Form 3A and these Notes as an “Initial Notification”.

Timing of notification

5. In the case of events (i) to (vi) in Note 4, you must give the notification within 3 business days of the day on which you became aware of the relevant event. The term “business day” means a day other than a public holiday and a day on which a black rainstorm warning, or a gale warning, is in force i.e. it would normally include Saturdays but not Sundays. The period is calculated excluding the day that the relevant event occurred.
6. For an Initial Notification, you must normally give the notification on this Form 3A within 10 business days after the relevant event. However, if at that date you were not aware that you had an interest, or a short position, then you must give the notification within 10 business days of the day you became aware that you had such an interest or short position.

The period allowed for filing a notice runs from the time you know of the facts that constitute the event (e.g. the purchase of the shares or the delivery of the shares), not the day that you realize that the event gave rise to a duty of disclosure under Part XV.

Working out the percentage figure of your interest

7. In Boxes 15 and 16 of Form 3A you are asked to state separately the percentage figure of your interest in shares of the listed corporation. To work this out you express the total number of shares in which you are interested as a percentage of the number of shares of the listed corporation, of the same class, in issue (i.e. the number in Box 4). Round this figure to two decimal places.
8. In calculating the total number of shares in which you are interested you must include all joint interests (see Note to Box 21 below), interests through equity derivatives (see Note 10 below) and any such interests in shares of the same listed corporation that any of the following persons and trusts have :
 - (i) Your spouse and any child of yours under the age of 18 (see notes to Box 19);
 - (ii) A corporation which you control (a corporation is a “controlled corporation” if you control one-third or more of the voting power at general meetings of the corporation, or if the corporation or its directors are accustomed to act in accordance with your directions) (see notes to Box 20);
 - (iii) A trust, if you are a trustee of the trust (other than a trust where you are a bare trustee i.e. where you have no powers or duties except to transfer the shares according to the directions of the beneficial owner) (see notes to Box 22);
 - (iv) A discretionary trust, if you are the “founder” of the trust (e.g. you had the trust set up or put assets into it), and can influence how the trustee exercises his discretion (see notes to Box 22);
 - (v) A trust of which you are a beneficiary;
 - (vi) All persons who have agreed to acquire interests in shares in the listed corporation, if you are a party to the agreement (see notes to Box 23).
9. You must also count as your short position any short positions that the persons and trusts mentioned in Note 8 have. This may create a short position (if you do not have a short position already) or increase the size of your short position.
10. In calculating the level of your interest in shares you must add together both direct and indirect interests. You must not net off long positions and short positions but must disclose these separately. Indirect interests include interests in shares underlying “equity derivatives”. Equity derivatives include instruments such as options, warrants, stock futures and are referred to in these notes as “derivatives”. “Underlying shares” are the shares that may be required to be delivered to you, or by you, under the derivatives, and include the shares used to determine the price or value of the derivatives (e.g. In the case of an issue of “European Style Cash Settled Call Warrants 2001-2002 relating to ordinary shares of HK\$10.00 each in XYZ Ltd. issued by ABC Investment Bank” the “underlying shares” are ordinary shares of HK\$10.00 each in XYZ Ltd.).

“Long positions” and “short positions”

11. You have a “long position” if you have an interest in shares, including interests through holding, writing or issuing financial instruments (including derivatives) under which, for example :
 - (i) you have a right to take the underlying shares;
 - (ii) you are under an obligation to take the underlying shares;

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- (iii) you have a right to receive money if the price of the underlying shares increases; or
 - (iv) you have a right to avoid or reduce a loss if the price of the underlying shares increases.
12. You have a “short position” if you borrow shares under a securities borrowing and lending agreement, or if you hold, write or issue financial instruments (including derivatives) under which for example :
- (i) you have a right to require another person to take the underlying shares;
 - (ii) you are under an obligation to deliver the underlying shares;
 - (iii) you have a right to receive money if the price of the underlying shares declines; or
 - (iv) you have a right to avoid a loss if the price of the underlying shares declines.
13. The number of shares in which you are taken to be interested, or to have a short position, through derivatives is:
- (i) the number of shares required to be delivered to you, or by you, under the derivatives;
 - (ii) the number of shares by reference to which the amount payable under the derivatives is derived or determined; or
 - (iii) (in the case of stock futures contracts) the contract multiplier times the number of contracts you hold.

If any party to a derivative can choose whether to settle in cash or by delivery then use (i) to work out the number of shares in which you are interested. If it is not possible to determine the number of shares in which you are taken to be interested (or have a short position) at the date when you first acquire an interest in the underlying shares through an equity derivative then you need not file a notice. However, you should file a notice when you first become aware of the number of shares that will be delivered to you/will be required to be delivered by you. For example, if the number of shares that you will receive under an equity derivative is determined by the price of the shares on a given date in the future (and there is no minimum or maximum number that you are bound to get) then no duty of disclosure arises on entering into the derivative. Once the number of shares that you will receive is known a duty of disclosure arises.

General

14. The “Outline of Part XV” (“Outline”) published by the Securities and Futures Commission (“SFC”) gives further guidance on the situations in which a notice will have to be filed under Part XV. A copy of the Outline can be downloaded from the SFC’s web site <http://www.hksfc.org.hk>. However, when making a disclosure you must satisfy yourself of the requirements of the Ordinance, and if in doubt, please seek appropriate legal advice.
15. Forms are available in Adobe Portable Document format (“PDF”) for printing out and completion in manuscript or in Microsoft Excel format for completion offline using the Excel program. You may file a notice using either format. Please use block letters (preferably type-written) when completing the PDF version of this Form. If there is insufficient space in any box please use continuation sheets. Copies of continuation sheets for those boxes that may need to be extended can be found on the soft copy of the Excel version of this Form 3A which can be downloaded from the HKEx web-site (see paragraph 19 below).
16. Do not send copies of share purchase agreements and other documents to SEHK or the listed corporation concerned when filing this Form 3A (except as indicated in the Notes to Box 23). Attaching a document that explains the transaction in question does not discharge the duty to complete the prescribed form. Copies of any documents that are sent to SEHK will be available for inspection by the public.
17. You must file a copy of this Form 3A (without these Notes) with the listed corporation at its registered office or principal place of business in Hong Kong and a separate copy of this Form (without these Notes) with SEHK using one of the following methods :

By Post -

Primary Market Information
E-Business & Information Services
Hong Kong Exchanges and Clearing Ltd.
G.P.O. Box 10023
Hong Kong

Ref: DI Forms

By Hand -

Primary Market Information
E-Business & Information Services
Hong Kong Exchanges and Clearing Ltd.
Tower I & II, Exchange Square
Central, Hong Kong

Ref: DI Forms

By Fax -

Fax No. 2845 6328

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18. The G.P.O. Box set out above is a dedicated P.O. Box for use of DI forms submission only. Please do not use the general SEHK P.O. Box. For security reasons, no other SEHK fax number should be used. Telephone confirmations of fax notification can be obtained from 2523 3799. Please restrict use of this service to significant or price sensitive notifications.

Electronic filing of notices

19. Instead of sending Form 3A to SEHK in the manner set out in note 17 you can file this Form 3A electronically with SEHK. To file electronically please download a soft copy of Form 3A from the HKEx web-site <https://sdinotice.hkex.com.hk> and complete the form off-line. Then file the form with SEHK following the instructions regarding electronic filing which are posted on the web-site. Listed Corporations can download and file the form by using the e-Submission System from the web site <https://www.esubmission.hkex.com.hk>. You must file a separate copy of the form with the listed corporation concerned by printing out the completed Excel form and sending it to the listed corporation by hand, by post, by fax or by email.

Specific Notes

If you are giving notification that you have ceased to have a notifiable interest then you need only complete boxes 1 to 16 and 24 of Form 3A. In the case of other events complete all boxes that apply to you. If there are some boxes in the Form that do not apply to you these should be either left blank or you should insert "NIL". If you complete the box in any other manner this will either be treated as part of your notification or it will generate an exception report. A director or chief executive who is also a substantial shareholder of the listed corporation concerned should read the Special Notes for completion of Boxes 17 to 22 on page 13.

Information relating to the listed corporation

- Box 1 Please complete the name of the listed corporation of which you are a director or chief executive.
- Box 2 You can find the stock code on the HKEx web site . Alternatively you can get it from the corporation itself or a newspaper.
- Box 3 A few corporations have two classes of share capital, each with voting rights (e.g. "A" and "B" shares). Please state the class of shares in which you are interested. If you have an interest in two classes of shares then you should complete a separate notice for each class of shares.
- Box 4 Please state the number of shares (in the class of shares in which you are interested) which have been issued at the date of the relevant event. If the number of shares in issue is greater immediately after the relevant event than it was immediately before that event then state the higher figure. You can find the number of shares issued HKEx Web Site or you can ask the listed corporation concerned. Use the number of shares in issue to calculate the percentage figures in Boxes 15 and 16.

Information relating to the director or chief executive

Boxes 5 to 11. State the details as indicated. Please state your name in full as it appears on your Hong Kong identity card. If you have no Hong Kong identity card please state your name in full as it appears on your passport, with your surname first. For example, a director whose name appears on his HKID Card as "Wong Ging Teng Anthony" would complete Box 5 as follows :

5. Name of director (English) as printed on HKID/Passport	
Wong (Surname)	Ging Teng Anthony (Other names)

Whereas a director who has no HKID Card and whose name appears in his passport as "Anthony James Hay Wood" would complete Box 5 as follows :

5. Name of director (English) as printed on HKID/Passport	
Wood (Surname)	Anthony James Hay (Other names)

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You need not fill in Boxes 8 and 9 if you do not have a Chinese name. Equally you need not fill in Box 5 if you do not have an English name. Box 11 is optional. The data entered in Boxes 6, 10 and 11, (i.e. HKID/Passport number and telephone number and e-mail address) will not be available for viewing by the public when searching the DI pages of the HKEx web-site. If completing Form 3A using Excel please enter your telephone number and Chinese Character Code without any gaps or blanks (e.g. 12345678 rather than as 1234 5678).

Information relating to the relevant event

Box 12 Please state the date of the relevant event (explained in Note 4) which gave rise to the Notice.

Box 13 In the case of events (i) to (vi) in Note 4, if you became aware of the relevant event on a date later than the date that it occurred, then put the date that you became aware of the event that triggers the reporting obligation in Box 13.

For an Initial Notification, if you were not aware that you had an interest, or a short position, at the date of the relevant event then put the date that you became aware that you had such an interest in the shares in Box 13.

Box 14 Box 14 asks for details of the relevant event. This is the event that triggers the Notice. In the case of relevant events (i) to (vi) in Note 4 the details that you must give in Box 14 relate to the shares bought/sold or involved at that time – not the shares which you already have.

In the case of an Initial Notification the details that you must give relate to the shares bought by you in the 4 months immediately before the date of the relevant event.

In Box 14 column 2 enter the Code from Table 1 below which best describes the relevant event. You will see from Note 8 above that if a person connected with you acquires an interest in shares their interest will be treated as your interest. For example, if a company that you control acquires shares of the listed corporation you should treat the acquisition as your acquisition and use the appropriate Code – in this case Code 121.

Use the row entitled “short position” in Box 14 if you are filing the notice because of a change in a short position. The normal position is that either a long position or a short position will give rise to a duty of disclosure (not both simultaneously) and a warning is generated automatically by the Excel form if you try to complete both rows in the box entitled “Details of relevant event”. However if you are sure that the transaction creates both a long and a short position simultaneously (such as borrowing shares which gives rise to both a long and a short position) then you can ignore the warning and complete both rows.

Table 1 – Event or change	Code
LONG POSITIONS	
<i>Acquiring an interest</i>	
Becoming interested in shares of the listed corporation. This includes all acquisitions whether by purchase or gift, or by rights/bonus issue or taking a security interest in shares	121
<i>Ceasing to have an interest</i>	
Ceasing to have an interest in shares of the listed corporation	122
<i>Changes in nature of an interest</i>	
Entering into a contract to sell shares of the listed corporation	123
Exercising a right or an option in respect of shares of the listed corporation	124
Lending of shares of the listed corporation under a securities borrowing and lending agreement	125
Return of shares of the listed corporation lent under a securities borrowing and lending agreement	126
<i>Other events</i>	
Assigning a right granted by the listed corporation to subscribe for shares of the listed corporation	127
On listing of the corporation if you have an interest in shares of the listed corporation	128
On commencement of the Ordinance if you have an interest in shares of the corporation	129
On becoming a director or chief executive if you have an interest in shares of the corporation	130
SHORT POSITIONS	
Coming to have a short position in shares of the listed corporation. This includes a short position through holding derivatives and borrowing shares under a securities borrowing and lending agreement	131
Ceasing to have a short position in shares of the listed corporation	132
On listing of the corporation if you have a short position in shares of the corporation	133

On commencement of the Ordinance if you have a short position in the shares of the listed corporation	134
On becoming a director or chief executive if you have a short position in shares of the corporation	135
MISCELLANEOUS (Long or Short positions)	
Other (This covers any notifiable event not mentioned above)	136

Select from Table 2 below the Code which best describes the capacity or nature of your interest and enter the Code in Box 14 column 3 and/or 4. If you have disposed of an interest in shares you should choose the Code describing the capacity in which you held the shares immediately before you disposed of them and enter this Code in Box 14 column 3. If you have acquired an interest in shares you should choose the Code describing the capacity in which you held the shares immediately after you acquired them and enter this Code in Box 14 column 4. If you are giving notice of a change in the nature of your interest in shares, you should complete the Codes describing the capacity in which you held your interest in those shares before and after the relevant event i.e you must complete both columns 3 and 4. If you are the beneficial owner but another Code also applies, please use the latter Code rather than Code 201.

Use the row entitled “short position” if you are filing the notice because of a change in a short position.

Table 2 – Capacity	Code
Beneficial owner	201
Person having a security interest in shares	203
<i>Interests by attribution</i>	
Interest of your child under 18 or spouse	204
Interest of corporation controlled by you	205
<i>Trusts and similar interests</i>	
Nominee for another person (other than a bare trustee)	206
Trustee (other than a bare trustee)	207
Custodian	208
Founder of a discretionary trust (see General Note 8(iv))	209
Beneficiary of a trust	210
<i>Persons acting in concert</i>	
Interests of any parties to an agreement to acquire interests in a particular listed corporation required to be disclosed under s. 317 (1)(a) and s. 318	211
Interests of any parties to an agreement to acquire interests in a particular listed corporation required to be disclosed under s. 317 (1)(b) and s. 318 (controlling shareholder providing cash/making a loan to other parties to such an agreement)	212
<i>Miscellaneous</i>	
Interests held jointly with another person	213
Other	214

In Box 14 column 5 state the number of shares concerned (e.g. the number of shares you bought that triggered the Notice). For a change in the nature of an interest (e.g. on exercise of an option) state the number of shares affected by the change.

In Box 14 column 6 choose the currency in which the price for the interest in shares described in column 5 was paid or received.

Lastly, state the consideration per share paid or received (for the interest in shares described in column 5) in columns 7/8 or 9/10 of Box 14 under “On Exchange” or “Off Exchange” as appropriate. In column 7 you should state the highest price per share whilst in columns 8 and 9 you should state the average price/consideration per share. An acquisition or disposal is made “On-Exchange” when the transaction took place in the ordinary course of trading on a recognized exchange and “Off-Exchange” covers all other transactions. If no price or consideration has been paid or received, or if the consideration is services provided, the price or consideration should be stated as “0”. Codes describing the principal types of consideration for Off-Exchange transactions are set out in Table 3 below. Using Table 3 select the Code which best describes the nature of the consideration you paid or received and enter it in Box 14 column 10.

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If the transaction that prompts disclosure is a change in the nature of your interest in shares (e.g. a securities borrowing and lending transaction), a transaction in derivatives, or a change in a short position, the highest price per share and the average price per share (average amount and nature of the consideration for off-exchange trades) should be left blank in Box 14 but the consideration for derivatives may have to be disclosed in Box 18.

In the case of an Initial Notification the details that must be given in column 8 or 9 of the average prices/consideration paid for the interest in shares described in column 5 relate to the average prices/consideration paid by you in the 4 months immediately before the relevant date. Similarly the nature of the consideration given in column 10 relates to the nature of the consideration paid by you in the 4 months immediately before the relevant date.

Table 3 – Nature of consideration	Code	Nature of consideration	Code
Cash	301	Surrender of rights to shares	303
Assets other than cash	302	Services	304

Examples for completing Box 14

The first example shows how to complete Box 14 for relevant events (i) to (vi) in Note 4. Assume that you are a director who already owns 4,500,000 shares in the listed corporation of which you are a director. On 31st December 2003 you purchased (through the Stock Exchange) 400,000 shares for HK\$800,000 and 100,000 shares for HK\$210,000 (all shares to be held beneficially). The relevant date to be inserted in Box 12 would be “31.12.2003” and you should complete Box 14 in the following manner.

14. Details of relevant event

	Relevant event code describing circumstances (see Table 1)	Code describing capacity in which shares were held (see Table 2)		Number of shares bought/ sold or involved	Currency	On Exchange		Off Exchange	
		Before relevant event	After relevant event			Highest price per share	Average price per share	Average consideration per share	Consideration Code (see Table 3)
Long position	121		201	500,000	HKD	2.10	2.02	0	
Short position									

The second example shows how Box 14 should be completed in the case of an Initial Notification. Assume that you are shareholder who, prior to 1st September 2003 owns 4,500,000 shares in a listed corporation. On 31st December 2003 you are appointed a director of the listed corporation. On 15th September 2003 you had purchased (through the Stock Exchange) 400,000 shares for HK\$800,000 and 100,000 shares for HK\$210,000 (all shares held as trustee). The relevant date to be inserted in Box 12 would be “31.12.2003” and you should complete Box 14 in the following manner.

14. Details of relevant event

	Relevant event code describing circumstances (see Table 1)	Code describing capacity in which shares were held (see Table 2)		Number of shares bought/ sold or involved	Currency	On Exchange		Off Exchange	
		Before relevant event	After relevant event			Highest price per share	Average price per share	Average consideration per share	Consideration Code (see Table 3)
Long position	130		207	500,000	HKD	2.10	2.02	0	0
Short position									

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Box 15 In column 2 of Box 15 state the number of shares in the listed corporation concerned in which you were interested, and those in which you had a short position, immediately before the relevant event. This figure includes all joint interests, interests through equity derivatives and deemed interests (see note 8). In column 3 please state the percentage figure of your interest immediately before the relevant event. Note 7 explains how you calculate the percentage figure.

Box 16 Complete Box 16 in the same manner as Box 15 specifying the number of shares in the listed corporation concerned in which you were interested, and those in which you had a short position immediately after the relevant event. This figure includes all joint interests, interests through equity derivatives and deemed interests (see note 8).

Capacity in which interests in Box 16 are held

Box 17 If the notification is an Initial Notification you must complete Box 17. Select from Table 2 the Code which best describes the capacity in which you hold the shares listed in Box 16 and enter that Code in Box 17 column 1. If you hold some of your interests in one capacity (e.g. as beneficial owner), and other interests in another capacity (e.g. as trustee) then use two Codes (on different rows) and state the number of the interests in shares held in each capacity (on different rows) in column 2.

If you also have a short position state the capacity or capacities in which you hold that short position, using the appropriate Code(s), in column 3.

If the notification is not an Initial Notification you need not complete Box 17. However, a director who is also a substantial shareholder of the listed corporation concerned should read the special notes for completion of Boxes 17 to 22 on page 13.

Derivative interests

Box 18 If this is an Initial Notification, you must give details in relation to all the shares in which you are interested through derivatives.

If this is not an Initial Notification, and are not also a substantial shareholder, you must only give details in relation to the shares involved in the relevant event.

In either case, select from Table 4 the code which best describes those derivatives and enter it in Box 18 column 2.

Table 4 – Category of derivatives	Code	Category of derivatives	Code
<i>Derivatives listed or traded on a Stock Exchange or traded on a Futures Exchange</i>		<i>Unlisted derivatives</i>	
Physically settled options	405	Physically settled options	409
Cash settled options	406	Cash settled options	410
Cash settled futures	407	Other	411
Other	408		

If any party to a derivative can choose whether to settle in cash or by delivery then you should treat that derivative as physically settled.

If you have an option, please state the first date that the option can be exercised in Box 18 column 3 and the last date on which any option can be exercised in column 4. If you have another type of derivative please state the maturity date in column 4.

State the number of shares in which you derive an interest (or a short position) from the derivatives in column 8. Note 13 explains how to work this out. If you have more than one derivative of the same category, add them together and state the total number (in one row) in column 8. If you have more than one derivative but they are in different categories use 2 or more codes (on different rows) and state the number of shares for each category of derivative (on different rows) in column 8.

Derivatives granted by the listed corporation

If the derivatives have been granted to you by the listed corporation then you must give details of those equity derivatives on a separate row in Box 18 if the relevant event was :

- (i) the grant of derivatives or rights under the derivatives - when you should state the price per share paid or received, or the consideration per share given or received, for the grant of the derivatives or rights under the derivatives in column 5.
- (ii) the exercise of rights under the derivatives - when you should state the price per share paid or received, or the consideration per share given or received, on the exercise of rights under the derivatives in column 6.
- (iii) the assignment of the derivatives or of rights under the derivatives - when you should state the price per share paid or received, or the consideration per share given or received, on the assignment of the derivatives or rights under the derivatives in column 7.

If no price was paid or received, and no consideration given or received, then you should insert the figure “0” in the column which applies to you.

If the derivatives were granted to any of the persons mentioned in Note 8 by the listed corporation, and the relevant event is the grant, the exercise of rights under or the assignment of those derivatives then you must give the details mentioned in the preceding paragraph.

Interests of children under 18 and/or spouse

Box 19 If your spouse (or child under 18) is interested in shares in the same listed corporation then your spouse’s interest/your child’s interest is taken to be your interest. Details of that interest must also be taken into account in completing Boxes 15 and 16.

If this is an Initial Notification, you must complete Box 19 if your spouse/child has shares in the listed corporation. State the name and address of the spouse (or child under 18), his/her address and the number of shares in which you are interested through your spouse (or child under 18) in Box 19. Use a continuation sheet if there is not enough room (copies of continuation sheets for Box 19 can be found on the soft copy of Form 3A which can be downloaded from the HKEx website <https://sdinotice.hkex.com.hk>).

If this is not an Initial Notification, you must only give details if your spouse (or child under 18) was interested in the shares involved in the relevant event. State the name and address of the spouse (or child under 18), his/her address and the number of shares involved in the relevant event in which he/she was interested. However, a director who is also a substantial shareholder of the listed corporation concerned should read the special notes for completion of Boxes 17 to 22 on page 13.

If your family member has a short position then the same principles apply.

The data entered in column 2 of Box 19 (the address of children and/or spouse) will not be available for viewing by the public when searching the DI pages of the HKEx web-site.

Interests held by a corporation that you control

Box 20 If you are (a) entitled to exercise, control the exercise of, one-third or more of the voting power at general meetings of a corporation, or (b) a corporation or its directors are accustomed to act in accordance with your directions, and that corporation is interested in shares of the listed corporation concerned then the corporation’s interest will be taken to be your interest. Details of that interest must also be taken into account in completing Boxes 15 and 16.

If this is an Initial Notification, you must complete Box 20 if a corporation that you control (referred to in these notes as a “controlled corporation”) has shares in the listed corporation. If there is more than one corporation then details of each corporation must be stated separately. Use a continuation sheet if there is not enough room (copies of continuation sheets for Box 20 can be found on the soft copy of the Excel version of Form 3A which can be downloaded from the HKEx website <https://sdinotice.hkex.com.hk>).

If this is not an Initial Notification, you must only give details if a corporation that you control was interested in the shares involved in the relevant event. State the name and address of the corporation that you control and the number of shares involved in the relevant event in which it was interested. However, a director who is also a

substantial shareholder of the listed corporation concerned should read the special notes for completion of Boxes 17 to 22 on page 13.

If the corporation that you control has a short position then the same principles apply.

Box 20 should be completed as follows -

Column 1 : State the name of the controlled corporation starting with the top controlled corporation in the group (if you control more than one corporation).

Column 2 : State the address and place of incorporation (in brackets) of the controlled corporation.

Column 3 : If you control the controlled corporation state your name in column 3. If another corporation named in column 1 of Box 20 controls the controlled corporation then state that corporation's name in column 3. (The substantial shareholder's name will normally appear in the first row of column 3. The controlled corporation named in the first row of column 1 normally appears in the second row of column 3 and so on).

Column 4 : State the percentage of the shares in the controlled corporation that the person named in column 3 controls.

Column 5 : If the controlled corporation holds the interest in shares of the listed corporation directly (as opposed to the interest being a deemed interest) please place a "Y" in column 5, if the interest is a deemed interest please place a "N" in column 5. If the controlled corporation holds some shares of the listed corporation directly, and some shares indirectly, details of the interest held directly should be given in one row of Box 20 and the shares held indirectly (the deemed interest) should be given in the following row (see the example below where the direct and indirect interests of Wong Industries Ltd. are stated separately).

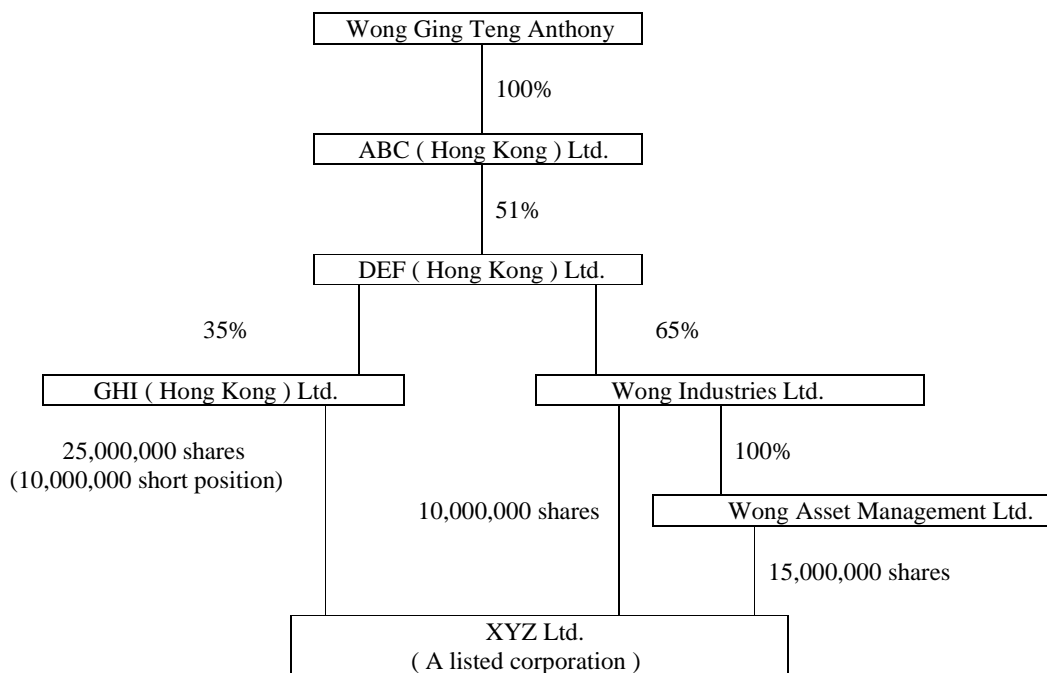
Column 6 and 7 : State the number of shares of the listed corporation in which the controlled corporation is interested (has a short position).

Example of how to complete Box 20.

Assume that Mr. Wong is appointed a director of XYZ Ltd. (a listed corporation). He already owns 100% of the shares in a private corporation ABC (Hong Kong) Ltd. which owns 51% of the shares in DEF (Hong Kong) Ltd. which owns 35% of GHI (Hong Kong) Ltd. and 65% of Wong Industries Ltd. Wong Industries Ltd. in turn owns 100% of the shares in Wong Asset Management Ltd.

The group holdings in XYZ Ltd. are as follows : GHI (Hong Kong) Ltd. has a call option over 25,000,000 shares (physically settled) and has a short position in 10,000,000 shares under a cash settled equity derivative (details of these derivative interests will have been given in Box 18). Wong Industries Ltd. owns 10,000,000 shares and Wong Asset Management Ltd. owns 15,000,000 shares.

Group structure and holdings



In this example the entries in Box 20 would be as follows –

20. Further information in relation to interests of corporations controlled by director

Name of controlled corporation	Address and place of incorporation	Name of controlling Shareholder	% control	Direct Interest (Y/N)	Number of shares	
					Long positions	Short positions
ABC (Hong Kong) Ltd.	Unit 1, 26/F Wong Industrial Bldg Chai Wan, HK (Hong Kong)	Wong Ging Teng Anthony	100%	N	50,000,000	10,000,000
DEF (Hong Kong) Ltd.	Unit 1, 26/F Wong Industrial Bldg Chai Wan, HK (Hong Kong)	ABC (Hong Kong) Ltd.	51%	N	50,000,000	10,000,000
GHI (Hong Kong) Ltd.	Unit 1, 26/F Wong Industrial Bldg Chai Wan, HK (Hong Kong)	DEF (Hong Kong) Ltd.	35%	Y	25,000,000	10,000,000
Wong Industries Ltd.	Unit 1, 26/F Wong Industrial Bldg Chai Wan, HK (Bermuda)	DEF (Hong Kong) Ltd.	65%	Y	10,000,000	
Wong Industries Ltd.	Unit 1, 26/F Wong Industrial Bldg Chai Wan, HK (Bermuda)	DEF (Hong Kong) Ltd.	65%	N	15,000,000	
Wong Asset Management Ltd.	Unit 1, 26/F Wong Industrial Bldg Chai Wan, HK (British Virgin Islands)	Wong Industries Ltd.	100%	Y	15,000,000	

Joint interests

Box 21 If you are interested in shares of the listed corporation concerned jointly with another person then you are both taken to be interested in all of the shares held jointly. Details of that interest must also be taken into account in completing Boxes 15 and 16.

If this is an Initial Notification, you must complete Box 21 if you are interested in shares of the listed corporation concerned jointly with another person. State the name of the person who owns the interest in the shares jointly with you, his/her address and the number of shares in which he/she is interested in Box 21.

If this is not an Initial Notification, you must only give details if the shares in which you are interested jointly with another person were involved in the relevant event. State the name of the person who owns the interest in the shares jointly with you, his/her address and the number of shares involved in the relevant event in which he/she was interested. However, a director who is also a substantial shareholder of the listed corporation concerned should read the special notes for completion of Boxes 17 to 22 on page 13.

The same principles apply to short positions held jointly.

Interests of trustee or beneficiary of a trust or person who has set up a discretionary trust

Box 22 If you are : (a) a trustee of a trust, (b) a beneficiary of a trust, or (c) a person who is the “founder” of a discretionary trust (e.g. you had a discretionary trust set up or put assets into a discretionary trust) and can influence how the trustee exercises his discretion, then you are taken to be interested in all of the shares of the listed corporation in which the trust has an interest (or a short position). Details of that interest must also be taken into account in completing Boxes 15 and 16. You should ignore an interest in reversion or remainder, an interest of a bare trustee.

If this is an Initial Notification, you must complete Box 22 if you are interested in shares of a listed corporation through a trust. You need not state the name of the Trust which owns the interest in the shares and its address in Box 22 columns 1 and 2 if you wish these to remain private. Select from Table 5 below the Code which best describes your status in relation to the trust and enter the Code in Box 22 column 3. State the number of shares in which the trust is interested (has a short position) in Box 22 column 4 (and 5).

Table 5 - Status in relation to a trust	Code
Trustee of a trust	501
Beneficiary of a trust	502

Founder of a discretionary trust	503
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If this is not an Initial Notification, you must only give details if the shares in which you are interested through a trust were the shares involved in the relevant event. State the name of the Trust which owns the interest in the shares, its address and the number of shares involved in the relevant event in which the trust was interested. However, a director who is also a substantial shareholder of the listed corporation concerned should read the special notes for completion of Boxes 17 to 22 on page 13.

Box 23 If you are a party to an agreement with other parties to acquire interests in shares in the listed corporation in Box 1 in the circumstances set out in s. 317 (1)(a) or (b) then add any shares in which any other party to the agreement is interested to your own interests in working out whether (together) you are interested in 5% or more of the shares in a listed corporation and must file a notice. If (together) you are interested in more than 5% you will be a substantial shareholder in addition to being a director. Details of the interests of any other party must also be taken into account in completing Boxes 14 to 18. You must state the name of each of the other parties to the agreement, his/her address and the number of shares in which he/she is interested apart from the agreement in Box 23. In the last row of Box 23 you must state the number of shares in which you are interested under sections 317 and 318. This will be the total of firstly all shares which have been purchased pursuant to the agreement by any of the parties to the agreement and secondly all shares in which the other parties to the agreement are interested “apart from the agreement” (defined in s.318(2)).

Example of how to complete Box 23

For example, assume that Mr. Wong Ging Teng and 2 other persons agree to buy shares in XYZ Ltd. (a listed corporation). They are each already interested in a number of shares of XYZ Ltd. which they purchased before they entered into the s.317 agreement. Under the s.317 agreement they each purchased a further 20,000,000 shares in XYZ Ltd. Their shareholdings are as follows –

Concert party	Number of shares apart from the s.317 agreement	Number of shares purchased pursuant to the s.317 agreement	Total
Mr. Wong Ging Teng	50,000,000	20,000,000	70,000,000
Mr. A	4,000,000	20,000,000	24,000,000
Mr. B	2,000,000	20,000,000	22,000,000
Totals	56,000,000	60,000,000	116,000,000

Assume also that Mr. Wong is completing the notice. He will have already stated in Box 16 that he is interested in 116,000,000 shares. He has to state the number of shares in which the other parties are interested “apart from the agreement” and the total shares in which he is interested by the application of s.317 and 318 (the 60,000,000 shares bought pursuant to the agreement and the further shares that the other parties are interested in “apart from the agreement”). Accordingly, Mr. Wong will then complete Box 23 as follows –

23. Further information from a party to an agreement under section 317 (Please see Notes for further information required)

Names of other parties	Address	Number of shares
Mr. A	Unit 1, 25/F Wong Industrial Bldg, Chai Wan, HK	4,000,000
Mr. B	Unit 1, 24/F Wong Industrial Bldg, Chai Wan, HK	2,000,000
Total number of shares in which substantial shareholder is interested under section 317 and 318		66,000,000

You must also -

- (i) attach a separate sheet to the notification stating that you are a party to an agreement to which s. 317 (1)(a) or (b) applies;
- (ii) include a copy of any written agreement, contract or other document which records any terms or details of the agreement; and

Form 3A

- (iii) if there are no such papers as are mentioned in (ii), or if such papers do not record the material terms of the agreement, include a written memorandum setting out the material terms of the agreement.

The memorandum required under (iii) should include details of any cash or consideration involved and the identity of all persons between whom such cash or other consideration is passed or is intended to pass. If the parties are interested in any derivatives, the exercise or conversion price, expiration date and exercise period should be disclosed. The memorandum must be signed by the substantial shareholder or his duly authorized agent.

A notification that a person has ceased to be a party to an agreement to which s. 317 (1)(a) or (b) applies shall also state that he or the other party (as the case may be) has ceased to be a party to the agreement and, in the latter case, include the name and address of the other party.

Box 24 Date Form 3A the same day as it is filed with SEHK.

Box 25 Please state the number of continuation sheets of the form. There should only be continuation sheets where the Boxes in the form were not big enough to take all of the details required to be provided. If there are no continuation sheets, you need not complete Box 25.

Box 26 Please state the number of attachments filed with the form. The only documents that should be submitted are those referred to in relation to Box 23. If you are filing electronically, or if there are no attachments, you need not complete Box 26.

Signing of Form 3A

Forms filed by post, by hand or by fax need not be signed. If you are filing electronically you may sign the Form with a digital signature (as defined in section 2(1) of the Electronic Transactions Ordinance Cap. 553) but this is also not required.

Special Notes

Directors who are also substantial shareholders – Notes for completion of Boxes 17 to 22

1. If you are a person who is both a director and a substantial shareholder of the listed corporation concerned, you may have separate duties to file notices (one in each capacity) as a result of a single event. For example, a person who is interested in 5.9% of the shares of a listed corporation and buys a further 0.2% will have to file a notice because he is a director (and therefore has to disclose all transactions) and will also have to file a notice as a substantial shareholder because his interest has crossed the 6% level.
2. If you are a director and also a substantial shareholder then you must use this Form 3A to discharge your duty to disclose your interests (short position) in your capacity as both a substantial shareholder and as a director. This avoids the need to file both Form 1 (Individual substantial shareholder notice) and this Form 3A.
3. If you are completing Form 3A as both a director and a substantial shareholder you must complete Boxes 17 to 22 giving the details requested in respect of all the shares in which you are interested or have a short position. Hence in Box 17 you have to state the capacity in which you hold all the shares that you are interested in; in Box 18 you must give details in relation to all the shares in which you are interested through derivatives; in Box 19 you must give details of any interest your spouse/child has shares in the listed corporation; in Box 20 you must give details of any interest a corporation controlled by you has in such shares; in Box 21 you must give details of any joint interests you have; and in Box 22 you must give details of any shares you are interested in through a trust.