

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

NOTIFICATION OF INTERESTS IN DEBENTURES OF ASSOCIATED CORPORATION OF LISTED CORPORATION

General Notes

1. This Form 3D is for use by a director or chief executive disclosing an interest in debentures of an associated corporation 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 3A if you are notifying interests in shares of the listed corporation of which you are a director or chief executive.
 - 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.

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”, “debentures” and “associated corporation” in Form 3D and these Notes.

3. In Form 3D and these Notes the word “you” refers to the person that is the director or chief executive and his/her interests in debentures. The term “debentures” describes interests in the debentures of an associated corporation of the listed corporation of which you are a director or chief executive.
4. A director or chief executive must give notification of interests in debentures of an associated corporation of a listed corporation. The term “debenture” includes debenture stock, bonds and other securities of a corporation whether constituting a charge on the assets of the corporation or not.
5. An “associated corporation” is –
 - (i) a subsidiary, or holding company, of the listed corporation;
 - (ii) a subsidiary of the listed corporation’s holding company (e.g. a fellow subsidiary); or
 - (iii) a corporation in which the listed corporation holds 20% or more of the issued shares of any class of its share capital.

“Relevant event”

6. You must give notification of interests in debentures of an associated corporation of a listed corporation, 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 debentures of the associated corporation.
 - (ii) When you cease to be interested in such debentures.
 - (iii) When you enter into a contract to sell any such debentures.
 - (iv) When an associated corporation grants you a right to subscribe for debentures of the associated corporation, or you exercise or assign such rights.
 - (v) When the nature of your interest in such debentures changes.

Form 3D

- (vi) If you have an interest in debentures of an associated corporation of a listed corporation at a time when it becomes a listed corporation.
- (vii) On commencement of the Ordinance if you have an interest in debentures of the associated corporation that has not previously been disclosed.
- (viii) If you have an interest in debentures of an associated corporation when you become a director or chief executive of that corporation.
- (ix) If you have an interest in debentures of an associated corporation when it becomes an associated corporation.

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

Timing of notification

- 7. In the case of events (i) to (v) in Note 6, you must give the notification within 3 business days of the day 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.
- 8. For an Initial Notification, you must normally give the notification on this Form 3D within 10 business days after the relevant event. However, if at that date you were not aware that you had an interest in the debentures of the listed corporation concerned, then you must give the notification within 10 business days of the day you became aware that you had such an interest.

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 debentures or the delivery of the debentures), not the day that you realize that the event gave rise to a duty of disclosure under Part XV.

Working out the amount of debentures in which you are interested

- 9. In calculating the total amount of debentures in which you are interested you must include all joint interests (see Note to Box 26 below), and any interests in debentures of the same listed corporation that any of following persons and trusts have :
 - (i) Your spouse and any child of yours under the age of 18 (see notes to Box 24);
 - (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 25);
 - (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 debentures according to the directions of the beneficial owner) (see notes to Box 27);
 - (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 27);
 - (v) A trust of which you are a beneficiary.

General

- 10. 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.
- 11. 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 th PDF version of this Form. If there is insufficient space in any box please use continuation sheets to complete your disclosures. 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 3D which can be downloaded from the HKEx web-site (see paragraph 15 below).
- 12. Do not send copies of any purchase agreements and other documents to SEHK or the listed corporation concerned when filing this Form 3D. Attaching a document that explains the transaction in question does not

Form 3D

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.

13. You must file a copy of this Form 3D (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

14. 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

15. Instead of sending Form 3D to SEHK in the manner set out in note 13 you can file this Form 3D electronically with SEHK. To file electronically please download a soft copy of Form 3D 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 be interested in debentures of an associated corporation of a listed corporation then you need only complete boxes 1 to 21 and 28 to 30 of Form 3D. 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.

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.

Information relating to an associated corporation of the listed corporation

Boxes 3 to 10. Please state the details of the associated corporation as indicated.

Box 6 Please select from table 1 below the Code which best describes the class of debentures in which you are interested and enter that Code in Box 6. If you have an interest in two classes of debentures then you should complete a separate notice for each class of debentures.

Table 1 Category of debentures	Code
Freely transferable and convertible into shares of the associated corporation	707
Freely transferable and convertible into shares of a corporation other than the associated corporation	708
Not freely transferable but convertible into shares of the associated corporation	709
Not freely transferable but convertible into shares of a corporation other than the associated corporat	710
Not freely transferable and not convertible into shares of a corporation	711
Other	706

In the event that codes 707 or 709 apply then you have an interest in shares of an associated corporation of the listed corporation and must also file a notice on form 3B in addition to this form 3D.

- Box 7 Please state the amount of debentures of the same class of debentures in which you are interested which have been issued at the date of the relevant event. You can find the number of debentures issued by the associated corporation by asking the corporation concerned.
- Box 8 You should only complete Box 8 if the associated corporation has a Hong Kong business registration number.
- Box 9 You should state the place where the associated corporation was incorporated and give the number on the certificate of incorporation.
- Box 10 If the associated corporation is a listed corporation you should state the name of the exchange on which it is listed. If the associated corporation is listed on several exchanges give the primary listing.

Information relating to the director or chief executive

Boxes 11 to 17 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 11 as follows :

11. 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 11 as follows :

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

You need not fill in Boxes 14 and 15 if you do not have a Chinese name. Equally you need not fill in Box 11 if you do not have an English name. Box 17 is optional. The data entered in Boxes 12, 16 and 17 (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 3D 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 18 Please state the date of the relevant event (explained in Note 6) which gave rise to the Notice.
- Box 19 In the case of events (i) to (v) in Note 6, if you became aware of the relevant event on a date later than the date that it occurred, then you should state the date that you became aware of the event that triggers the reporting obligation in Box 19.

For an Initial Notification, if you were not aware that you had an interest in the debentures of the listed corporation at the date of the relevant event, then put the date that you became aware that you had an interest in the debentures in Box 19.

Box 20 Box 20 asks for details of the relevant event. This is the event that triggers the Notice. In the case of relevant events (i) to (v) in Note 6 the details that you must give in Box 20 relate to the debentures bought/sold or involved at that time – not the debentures which you already have.

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

In Box 20 column 1 enter the Code from Table 2 below which best describes the relevant event. You will see from Note 9 above that if a person connected with you acquires an interest in debentures their interest will be treated as your interest. For example, if a company that you control acquires debentures of the associated corporation you should treat the acquisition as your acquisition and use the appropriate code – in this case 170.

Table 2 – Event or change	Code
<i>Acquiring an interest</i>	
Becoming interested in debentures of the associated corporation. This includes all acquisitions whether by purchase or gift, or by rights/bonus issue or taking a security interest in debentures	170
<i>Ceasing to have an interest</i>	
Ceasing to have an interest in debentures of the associated corporation	171
<i>Changes in nature of an interest</i>	
Entering into a contract to sell debentures of the associated corporation	172
Exercising a right or an option in respect of debentures of the associated corporation	173
<i>Miscellaneous</i>	
On listing of the listed corporation of which you are a director or chief executive if you have an interest in debentures of the associated corporation	174
On commencement of the Ordinance if you have an interest in debentures of the associated corporation	175
On becoming a director or chief executive of the listed corporation if you have an interest in debentures of the associated corporation	176
On a corporation becoming an associated corporation if you have an interest in debentures of the associated corporation	177
Other (This covers any notifiable event not mentioned above)	178

Select from Table 3 below the Code which best describes the capacity or nature of your interest and enter the Code in Box 20 column 2 and/or 3. If you have disposed of an interest in debentures you should choose the Code describing the capacity in which you held the debentures immediately before you disposed of them and enter this Code in Box 20 column 2. If you have acquired an interest in debentures you should choose the Code describing the capacity in which you held the debentures immediately after you acquired them and enter this Code in Box 20 column 3. If you are giving notice of a change in the nature of your interest in debentures, you should complete the Codes describing the capacity in which you held your interest in those debentures before and after the relevant event i.e you must complete both columns 2 and 3. If you are or were the beneficial owner but another Code also applies, please use the latter Code rather than Code 201.

Table 3 – Capacity	Code
Beneficial owner	201
Person having a security interest in debentures	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 9(iv))	209
Beneficiary of a trust	210
<i>Miscellaneous</i>	
Interests held jointly with another person	213
Other	214

In Box 20 column 4 choose the currency in which the price for the interest in debentures described in column 6 was paid or received.

In Box 20 column 5 state the denomination, or unit size, of the debentures concerned (e.g. \$5,000 in the worked example below).

In Box 20 column 6 state the amount of debentures concerned (e.g. the amount of debentures you bought that triggered the disclosure obligation). In the case of a change in the nature of an interest (e.g. on exercise of an option) the amount of debentures affected by the change should be stated.

Lastly, state the consideration per unit of the debentures paid or received (for the interest in debentures described in column 6) in Box 20 columns 7/8 or 9/10 under “On Exchange” or “Off Exchange” as appropriate. In column 7 you should state the highest price per unit of the debentures whilst in columns 8 and 9 you should state the average price/consideration per unit of the debentures. 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 4 below. Using Table 4 you should select the Code which best describes the nature of the consideration you paid or received and enter it in Box 20 column 10.

If the transaction that prompts disclosure is a change in the nature of your interest in debentures (e.g. due to the exercise of an option), the highest price per unit and the average price per unit (average amount and nature of the consideration for off-exchange trades) should be left blank in Box 20.

In the case of an Initial Notification the details that must be given of the average prices/consideration paid for the interest in debentures described in column 6 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 4 - Nature of consideration	Code	Nature of consideration	Code
Cash	301	Surrender of rights to shares or debentures	303
Assets other than cash	302	Services	304

Examples for completing Box 20.

The first example shows how Box 20 should be completed for relevant events (i) to (vi) in Note 6. Assume that you are a director who already owns debentures of the associated corporation of a principal amount of HK\$4,500,000. The debentures are issued in denominations, or units, of HK\$5,000 each. On 31st December 2003 you purchased (directly from the listed corporation) debentures of a principal amount of HK\$400,000 for consideration of HK\$360,000 paid in cash (all debentures to be held beneficially). The relevant date to be inserted in Box 18 would be “31.12.2003” and you should complete Box 20 in the following manner. The Codes to be used are described below.

20. Details of relevant event

Relevant event code describing circumstances (see Table 2)	Code describing capacity in which debentures were/are held (see Table 3)		Currency	Denomination or unit size of debentures	Amount of debentures bought/ sold or involved	On Exchange		Off Exchange	
	Before relevant event	After relevant event				Highest price per unit	Average price per unit	Average consideration per unit	Consideration Code (see Table 4)
170	0	201	HKD	5,000	400,000	0	0	4,500	301

The second example shows how Box 20 should be completed for in the case of an Initial Notification. Assume that you are a person who, prior to 1st September 2003 owns debentures of an associated corporation of the listed corporation, of a principal amount of HK\$4,500,000. The debentures are issued in denominations, or units, of HK\$5,000 each. On 31st December 2003 you are appointed a director of the listed corporation. On 15th September 2003 you had purchased (directly from the associated corporation) debentures of a principal amount of HK\$400,000 for consideration of HK\$360,000 paid in cash (all such debentures to be held as trustee). The relevant date to be inserted in Box 18 would be “31.12.2003” and you should complete Box 20 in the following manner.

20. Details of relevant event

Relevant event code describing circumstances (see Table 2)	Code describing capacity in which debentures were/are held (see Table 3)		Currency	Denomination or unit size of debentures	Amount of debentures bought/ sold or involved	On Exchange		Off Exchange	
	Before relevant event	After relevant event				Highest price per unit	Average price per unit	Average consideration per unit	Consideration Code (see Table 4)
176		207	HKD	5,000	400,000	0	0	4,500	301

Total amount of debentures of associated corporation in which you are interested

Box 21 In column 2 of Box 21 state the total amount of debentures in the associated corporation concerned in which you were interested, immediately before the relevant event. In column 3 please state amount debentures in the associated corporation concerned in which you were interested immediately after the date of the relevant event. Both of these totals include all joint interests and deemed interests (see note 9).

Capacity in which interests in column 3 of Box 21 are held – required for Initial Notification only

Box 22 If the notification is an Initial Notification you must complete Box 22. Select from table 3 the Code which best describes the capacity in which you hold the debentures listed in column 3 of Box 21 (total amount of debentures immediately after the relevant event and enter that Code in Box 22 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 amount of the interests in debentures held in each capacity (on different rows) in column 2.

Debentures and rights to debentures granted by the associated corporation

Box 23 If this is an Initial Notification, you must give details in relation to all debentures and rights to debentures granted to you by the listed corporation.

If the debentures or rights to subscribe for debentures described in Box 20 have been granted to you by the associated corporation then you must give details of those debentures or rights in Box 23. If you have an option in respect of, the debentures please state in Box 23 column 1 the first date that the option can be exercised and in column 2 the last date on which the option can be exercised. If the relevant event was :

- (i) the grant of or rights to subscribe for the debentures - when you should state the price paid or received, or the consideration given or received, for the grant of the debentures or rights to subscribe for the debentures in column 3.

Form 3D

- (ii) the exercise of rights to subscribe for the debentures - when you should state the price paid or received, or the consideration given or received, on the exercise of rights to subscribe for the debentures in column 4.
- (iii) the assignment of the debentures or of rights to subscribe for the debentures - when you should state the price paid or received, or the consideration given or received, on the assignment of the debentures or rights to subscribe for the debentures in column 5.

If no price was paid or received, and no consideration given or received, then you should state “0” in the column which applies to you. In column 6 state the amount of debentures involved.

If the debentures were granted to any of the persons mentioned in Note 9 by the listed corporation, and the relevant event is the grant, the exercise of rights under or the assignment of those debentures then you must give the details mentioned in the preceding paragraphs.

Interests of children under 18 and/or spouse

Box 24 If your spouse (or child under 18) is interested in debentures in the same associated corporation then your spouse’s interest/your child’s interest is taken to be your interest. That interest should also have been taken into account in completing the total amount of debentures in which you are interested in Box 21.

If this is an Initial Notification, you must complete Box 24 if your spouse/child has debentures in the associated corporation. State the name and address of the spouse (or child under 18), his/her address and the amount of debentures in which you are interested through your spouse (or child under 18) in Box 24.

If this is not an Initial Notification, you must only give details if your spouse (or child under 18) was interested in the debentures involved in the relevant event. State the name and address of the spouse (or child under 18), his/her address and the amount of debentures involved in the relevant event in which he/she was interested.

The data entered in column 2 of Box 24 (the address of children an/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 which you control

Box 25 If you are (a) entitled to exercise, or 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 debentures of the associated 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 Box 21.

If this is an Initial Notification, you must complete Box 25 if a corporation that you control (referred to in these notes as a “controlled corporation”) has debentures in the associated 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 25 can be found on the soft copy of the Excel version of Form 3D 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 debentures involved in the relevant event. State the name and address of the corporation that you control and the amount of debentures involved in the relevant event in which it was interested.

Box 25 should be completed as follows -

Column 1: State the name of the controlled 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 25 controls the controlled corporation then state that corporation’s name in column 3.

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

Form 3D

Column 5 : If the controlled corporation holds the interest in debentures of the associated 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 debentures of the associated corporation directly, and some debentures indirectly, details of the interest held directly should be given in one row of Box 25 and the debentures held indirectly (the deemed interest) should be given in the following row .

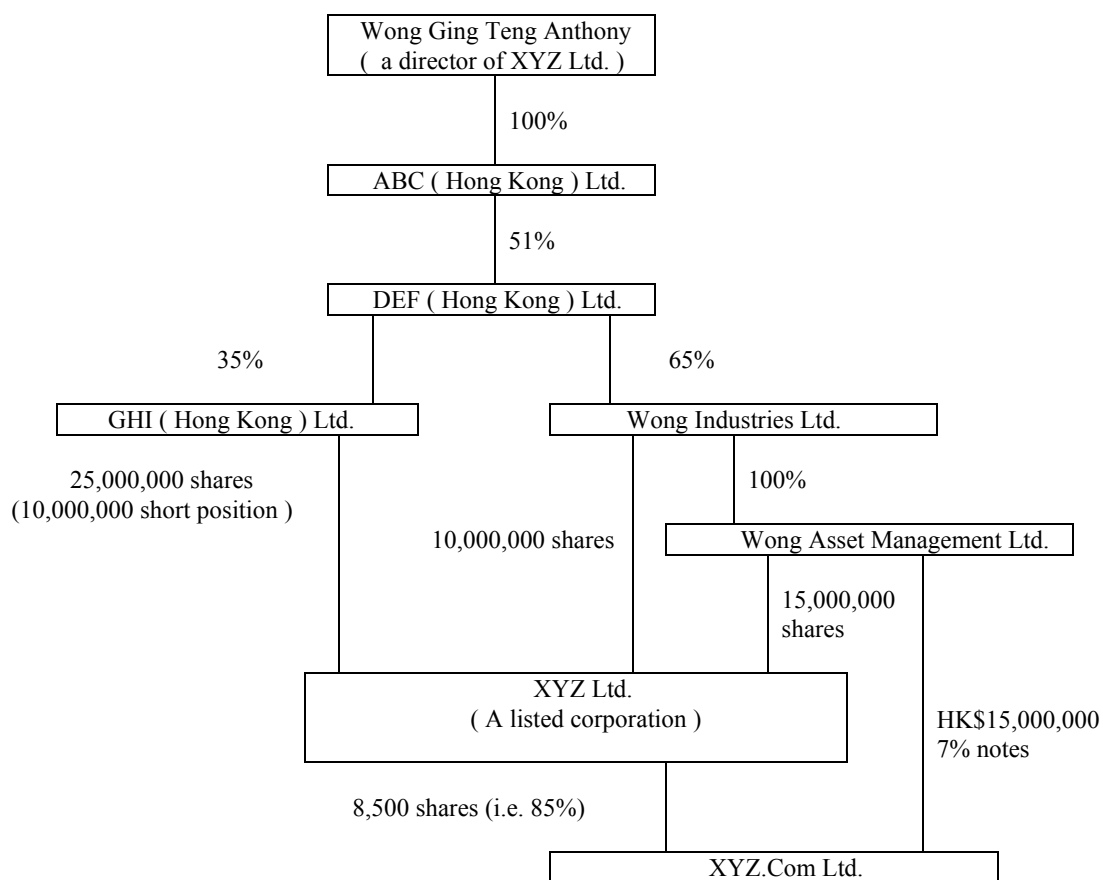
Column 6: State the amount of debentures of the associated corporation in which the controlled corporation is interested.

Example of how to complete Box 26.

Assume that Mr. Wong is appointed a director of XYZ Ltd. (a listed corporation) prompting disclosure. Mr. Wong 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.

Wong Asset Management Ltd. owns some debentures issued by XYZ.Com Ltd. These are HK\$15,000,000 of 7% notes maturing on 12-3-2003. XYZ.Com Ltd. is an associated corporation of XYZ Ltd. as XYZ Ltd owns 85% of its shares.

Group structure and holdings



Form 3D

In this example the entries in Box 25 of this Form 3D would be as follows –

25. 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	Amount of debentures
ABC (Hong Kong) Ltd.	Unit 1, 26/F Wong Industrial Bldg Chai Wan, HK (Hong Kong)	Wong Ging Teng Anthony	100%	N	HK\$15,000,000
DEF (Hong Kong) Ltd.	Unit 1, 26/F Wong Industrial Bldg Chai Wan, HK (Hong Kong)	ABC (Hong Kong) Ltd.	51%	N	HK\$15,000,000
Wong Industries Ltd.	Unit 1, 26/F Wong Industrial Bldg Chai Wan, HK (Bermuda)	DEF (Hong Kong) Ltd.	65%	N	HK\$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	HK\$15,000,000

Note that the interests in shares of XYZ Ltd. need not be disclosed in this Form 3D. However, those interests should be disclosed in Form 3A as the appointment of Mr. Wong as a director of XYZ Ltd. is an Initial Notification requiring disclosure of all his interests in shares of the listed corporation of which he is a director, and any associated corporations.

Joint interests

Box 26 If you are interested in debentures of the associated corporation concerned jointly with another person then you are both taken to be interested in all of the debentures held jointly. Details of that interest must also be taken into account in completing Box 21.

If this is an Initial Notification, you must complete Box 26 if you are interested in debentures of the associated corporation concerned jointly with another person. State the name of the person who owns the interest in the debentures jointly with you, his/her address and the amount of debentures in which he/she is interested in Box 26.

If this is not an Initial Notification, you must only give details if the debentures 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 debentures jointly with you, his/her address and the amount of debentures involved in the relevant event in which he/she was interested.

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

Box 27 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 have 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 debentures of the associated corporation in which the trust has an interest. Details of that interest must also be taken into account in completing Box 21. Ignore an interest in reversion or remainder, an interest of a bare trustee.

If this is an Initial Notification, you must complete Box 27 if you are interested in debentures of a associated 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 27 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 27 column 3. State the amount of debentures in which the trust is interested in column 4.

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

Form 3D

If this is not an Initial Notification, you must only give details if the debentures in which you are interested through a trust were the debentures involved in the relevant event. State the name of the Trust which owns the interest in the debentures, its address and the amount of debentures involved in the relevant event in which the trust was interested.

Box 28 Date Form 3D the same day as it is filed with SEHK.

Box 29 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 you are filing electronically or if there are no continuation sheets, you need not complete Box 29.

Box 30 Please state the number of attachments filed with the form. There should be no attachments save in exceptional circumstances. If you are filing electronically, or if there are no attachments, you need not complete Box 30.

Signing of Form 3D

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.