



SECURITIES AND FUTURES COMMISSION

Form 1A

Application for Temporary Licence - Corporation

Important: A corporation applying for a temporary licence must satisfy the statutory requirements stated under section 117(2) of the Securities and Futures Ordinance (*note 1*).

Name of applicant

Please tick “√” the regulated activities you intend to carry out:

- | | | | | | |
|--------------------------|---------------|--|--------------------------|---------------|---|
| <input type="checkbox"/> | Type 1 | Dealing in securities | <input type="checkbox"/> | Type 5 | Advising on futures contracts (<i>note 3</i>) |
| <input type="checkbox"/> | Type 2 | Dealing in futures contracts | <input type="checkbox"/> | Type 6 | Advising on corporate finance (<i>note 4</i>) |
| <input type="checkbox"/> | Type 4 | Advising on securities (<i>note 2</i>) | <input type="checkbox"/> | | |

Notes:

- Section 117(2) prescribes that the Commission shall refuse to grant a temporary licence to carry on a regulated activity unless the applicant, among others, satisfies the Commission that:
 - it carries on a business in the regulated activity principally outside Hong Kong;
 - it seeks to be licensed solely for carrying on such regulated activity in Hong Kong;
 - it is authorized by a regulatory body to carry on such regulated activity;
 - the granting of the licence would not result in the applicant being granted temporary licences for respective licence periods that in total exceeds 6 months in any period of 24 months; and
 - it has nominated at least 1 individual for approval by the Commission to supervise the regulated activity.
- You do NOT need a licence for Type 4 regulated activity if you are licensed for Type 1 regulated activity AND your Type 4 regulated activity is wholly incidental to your carrying on of Type 1 regulated activity.
- You do NOT need a licence for Type 5 regulated activity if you are licensed for Type 2 regulated activity AND your Type 5 regulated activity is wholly incidental to your carrying on of Type 2 regulated activity.
- You do NOT need a licence for Type 6 regulated activity if you are licensed for Type 1 regulated activity AND your Type 6 regulated activity is wholly incidental to your carrying on of Type 1 regulated activity.

Warning:

You must fill in this form accurately and truthfully. Section 383(1) of the Securities and Futures Ordinance (“the Ordinance”) states:

“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.”

The punishment for this offence is a fine of up to \$1 million and imprisonment for up to 2 years.

Section 1: Corporate information

Name

Full name in English

.....

Full name in Chinese

.....

Business name in English

.....

Business name in Chinese

.....

Former name(s) and effective period(s)

.....
(Former name in English)

.....
(Former name in Chinese)

From / / to / /
 dd / *mm* / *yyyy* to *dd* / *mm* / *yyyy*

Place of incorporation

.....

Date of incorporation

..... / /
 dd / *mm* / *yyyy*

Date of registration*

..... / /
 dd / *mm* / *yyyy*

Hong Kong business registration
certificate number

.....

Financial year end

..... /
 dd / *mm*

Auditor and appointment date

..... / /
 (Name of auditor) *dd* *mm* *yyyy*

* Date of registration is only applicable to a corporation incorporated **outside** Hong Kong and registered as an overseas company with the Registrar of Companies of Hong Kong under Part XI of the Companies Ordinance (Cap. 32).

Section 2: Contact information

2.1 Please provide your telephone and facsimile numbers, and e-mail, website, business, registered office, correspondence and record keeping addresses in *Supplement 1 – Contact Information and Record Keeping Address for Corporation*. This will also serve as an application under section 130(1) of the Ordinance for approval of premises to be used for keeping records or documents. No separate application fee is required.

2.2 What business records will be kept at the premises used for keeping records?

.....
.....

2.3 Are the premises wholly or partly used for residential purpose?

- Yes.
- No.

Section 3: Share capital

3.1 Please provide details of your share capital. State the currency.

<p>Class of shares</p> <p><input type="checkbox"/> Ordinary</p> <p><input type="checkbox"/> Preference</p> <p><input type="checkbox"/> Others (please specify)</p> <p>_____</p> <p>_____</p>	Par value
	Number of authorized shares
	Authorized share capital
	Issued share capital
	Premium paid
	Paid-up share capital

<p>Class of shares</p> <p><input type="checkbox"/> Ordinary</p> <p><input type="checkbox"/> Preference</p> <p><input type="checkbox"/> Others (please specify)</p> <p>_____</p> <p>_____</p>	Par value
	Number of authorized shares
	Authorized share capital
	Issued share capital
	Premium paid
	Paid-up share capital

<p>Class of shares</p> <p><input type="checkbox"/> Ordinary</p> <p><input type="checkbox"/> Preference</p> <p><input type="checkbox"/> Others (please specify)</p> <p>_____</p> <p>_____</p>	Par value
	Number of authorized shares
	Authorized share capital
	Issued share capital
	Premium paid
	Paid-up share capital

3.2 Have any shares been issued for consideration other than cash?

- Yes. Please provide details (including the class of shares, number of shares, and type and value of consideration) in an attachment.
- No.

Section 4: Corporate and shareholding structure

4.1 Please submit as an attachment a tree diagram depicting the following:

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

“Substantial shareholder” has the same meaning as in Part 1 of Schedule 1 to the Ordinance.

4.2 Please provide the following information on your substantial shareholders.

Name of substantial shareholder	Class of shares	Is the person: a) a licensed representative; b) a licensed corporation or registered institution; c) an approved substantial shareholder of a licensed corporation; or d) a substantial shareholder of a registered institution?	
		<input type="checkbox"/> Yes, CE No. _____	<input type="checkbox"/> No*
		<input type="checkbox"/> Yes, CE No. _____	<input type="checkbox"/> No*
		<input type="checkbox"/> Yes, CE No. _____	<input type="checkbox"/> No*
		<input type="checkbox"/> Yes, CE No. _____	<input type="checkbox"/> No*
		<input type="checkbox"/> Yes, CE No. _____	<input type="checkbox"/> No*
		<input type="checkbox"/> Yes, CE No. _____	<input type="checkbox"/> No*
		<input type="checkbox"/> Yes, CE No. _____	<input type="checkbox"/> No*
		<input type="checkbox"/> Yes, CE No. _____	<input type="checkbox"/> No*

* If you tick NO to any of the above:

- Please request your **corporate substantial shareholder** to complete *Supplement 2 – Information on Corporate Substantial Shareholder*.
- Please request your **individual substantial shareholder** to complete *Supplement 3 – Statement of Personal Information*.

Section 5: Directors

5.1 Please provide the following information on your directors.

Name of director	Is the person: a) a licensed representative; b) a licensed corporation or registered institution; c) an approved substantial shareholder of a licensed corporation; or d) a substantial shareholder of a registered institution?	
	<input type="checkbox"/> Yes, CE No. _____	<input type="checkbox"/> No*
	<input type="checkbox"/> Yes, CE No. _____	<input type="checkbox"/> No*
	<input type="checkbox"/> Yes, CE No. _____	<input type="checkbox"/> No*
	<input type="checkbox"/> Yes, CE No. _____	<input type="checkbox"/> No*
	<input type="checkbox"/> Yes, CE No. _____	<input type="checkbox"/> No*

“Shadow director” means a person in accordance with whose directions or instructions the directors of a corporation are accustomed or obliged to act. A person shall not be regarded as a shadow director by reason only of the fact that the directors act on advice given by him in a professional capacity.

5.2 Please provide the following information on your shadow directors.

Name of shadow director	Is the person: a) a licensed representative; b) a licensed corporation or registered institution; c) an approved substantial shareholder of a licensed corporation; or d) a substantial shareholder of a registered institution?	
	<input type="checkbox"/> Yes, CE No. _____	<input type="checkbox"/> No*
	<input type="checkbox"/> Yes, CE No. _____	<input type="checkbox"/> No*
	<input type="checkbox"/> Yes, CE No. _____	<input type="checkbox"/> No*
	<input type="checkbox"/> Yes, CE No. _____	<input type="checkbox"/> No*
	<input type="checkbox"/> Yes, CE No. _____	<input type="checkbox"/> No*

* If you tick NO to any of the above:

- Please request your **corporate director** to complete *Supplement 4 – Information on Corporate Director*.
- Please request your **individual director** to complete *Supplement 3 – Statement of Personal Information*.

Section 6: Persons supervising the regulated activities

Each regulated activity must be supervised by at least one individual approved by the Commission under section 117(5)(a) of the Ordinance.

6.1 Please provide the following information on the proposed individuals responsible for supervising your regulated activities.

Name of individual	CE No. (if any)	Regulated activity	Is the individual applying for licence as a representative?	
			<input type="checkbox"/> Yes	<input type="checkbox"/> No*
		Type _____	<input type="checkbox"/> Yes	<input type="checkbox"/> No*
		Type _____	<input type="checkbox"/> Yes	<input type="checkbox"/> No*
		Type _____	<input type="checkbox"/> Yes	<input type="checkbox"/> No*
		Type _____	<input type="checkbox"/> Yes	<input type="checkbox"/> No*

* If you tick NO to any of the above:

- Please request the individual to complete *Supplement 3 – Statement of Personal Information*.

Section 7: Complaints officer and emergency contact person

7.1 You must appoint a complaints officer to handle complaints received by you. Please provide the following information on your complaints officer.

Name in English	
Name in Chinese	
HKID/Passport Number*	
Job title	
Telephone number	
Facsimile number	
Correspondence address	
E-mail address	

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

7.2 You must also appoint a contact person whom the Commission may contact in the event of an emergency or other urgent need. Please provide the following information on your emergency contact person. [Note: For group companies, it is preferable that this person should have sufficient authority and be familiar with the overall affairs of the group.]

Name in English			
Name in Chinese			
HKID/Passport Number*			
Job title			
Telephone number	Office		Residential
Mobile phone number			
Facsimile number	Office		Residential
Correspondence address			
E-mail address	Office		Private

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

Section 8: Associated entities

“Associated entity” is a company which is in a controlling entity relationship with you, and receives or holds in Hong Kong your clients’ assets. Controlling entity and controlling entity relationship are defined in Part 1 of Schedule 1 to the Ordinance.

8.1 Do you propose to have any associated entity?

Yes.

No. Go to Question 8.3

8.2 Please provide the following information on your associated entities. [Note: Your associated entities are required to complete relevant sections of *Form 6 - Notification - Associated Entity*.]

Name of associated entity	Is it a licensed corporation or registered institution?		Effective date of becoming an associated entity (dd/mm/yyyy)
	<input type="checkbox"/> Yes, CE No. _____	<input type="checkbox"/> No*	/ /
	<input type="checkbox"/> Yes, CE No. _____	<input type="checkbox"/> No*	/ /
	<input type="checkbox"/> Yes, CE No. _____	<input type="checkbox"/> No*	/ /

* If you tick NO to any of the above:

- Please complete *Supplement 5 – Basic Information on Associated Entity* for each associated entity.

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

Yes.

No. Go to Section 9.

8.4 Please provide the names of the licensed corporations/registered institutions for which you act as their associated entity.

Name of licensed corporation/registered institution	CE number

Section 9: Subsidiaries

“Subsidiary” has the same meaning as in Part 1 of Schedule 1 to the Ordinance.

9.1 Do you have any subsidiaries?

Yes.

No. Go to Section 10.

9.2 Please provide the names of your subsidiaries that carry on a business in any regulated activity.

Name of subsidiary	CE number

Section 10: Bank accounts

10.1 Please provide details of your major operational and segregated trust accounts in *Supplement 6 – Bank Accounts*.

Section 11: Financial resources

11.1 Please complete *Supplement 7 – Financial Resources*.

Section 12: Charges, pledges, liens or encumbrances

12.1 Are any of your assets subject to any charge (including pledge, lien or encumbrance)?

Yes. In an attachment, set out all such charges and provide the following details:

- date of the charge;
- description of the assets; and
- amount secured.

No.

Section 13: Proposed business activities

13.1 Please complete *Supplement 8 – Business Plan and Proposed Business Activities*.

13.2 Please indicate the required period for the temporary licence. (Maximum 3 months.)

1 Month 2 Months 3 Months Others (please specify) _____

Section 14: Business history

14.1 Have you in the past five years carried on any business?

Yes.

No. Go to Section 15.

14.2 Please provide the following information:

Nature of business	
Date of commencement of business	_____ / _____ / _____ <i>dd mm yyyy</i>
Date of termination of business (if applicable)	_____ / _____ / _____ <i>dd mm yyyy</i>
Reason for termination of business (if applicable)	

Section 15: Licence record

15.1 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?

Yes. Please complete *Supplement 9 – Licence Record*.

No.

Section 16: Disciplinary actions and investigations

Sections 16 to 18 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 7 business days after the completion of the investigations.

- 16.1** Have
- you;
 - a company of which you are or were a director;
 - a company of which you are or were involved in the management; or
 - a company of which you are or were a substantial shareholder ever been
 - refused or restricted from the right to carry on any trade, business or profession for which a specific licence, registration or other authorization is required by law;
 - censured, disciplined or disqualified by 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 a regulatory or criminal investigatory body (i.e. disciplinary tribunal, inspector appointed under any enactment, or other regulatory body)?
- Yes No
- 16.2** Are there any disciplinary actions or proceedings pending against
- you;
 - a company of which you are or were a director;
 - a company of which you are or were involved in the management; or
 - a company of which you are or were a substantial shareholder in relation to any trade, business or profession?
- Yes No
- 16.3** 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
 - investigated about offences involving fraud or dishonesty; or
 - adjudged by a court to be civilly liable for fraud, dishonesty or misfeasance?
- Yes No

Section 17: Financial status

- 17.1** Have you ever been a party to any civil litigation in the past ten years involving an amount in excess of HK\$100,000 or equivalent? Yes No
- 17.2** Are you presently a party to any civil litigation? Yes No
- 17.3** Are there any judgments or court orders with which you have not complied? Yes No
- 17.4** Have you ever
- been a party to a scheme of arrangement; or
 - entered into any form of compromise with your creditor
- in the past ten years involving an amount in excess of HK\$100,000 or equivalent? Yes No
- 17.5** Have you ever had a receiver, administrator or liquidator appointed to manage your affairs? Yes No
- 17.6** Have you ever been served with a winding-up petition? Yes No

- 17.7 Have you ever been a director, substantial shareholder, or involved in the management of a corporation which was wound up other than by a members' voluntary wind up? Yes No
- 17.8 Have you ever been a partner of a firm which was dissolved other than with the consent of all the partners? Yes No

Section 18: Character

- 18.1 Have you ever been charged with or convicted of an offence (including spent conviction) other than a minor traffic or littering offence? Yes No
- 18.2 Have you ever been subject to any order of the court or other competent authority for fraud, dishonesty or misfeasance? Yes No

Section 19: Additional information

Under the Ordinance, it is up to you, the applicant, to satisfy the Commission that you are a fit and proper person to be licensed.

- 19.1 Have you answered "Yes" to any of the questions in Sections 16, 17 or 18?
- Yes. In an attachment, please explain why you are fit and proper to be licensed in the light of your "Yes" answers. You may wish to refer to *the Fit and Proper Guidelines*.
 - No.

19.2 Please give us any other information that you think will be relevant to us in considering your application.

Section 20: Checking your application

Before signing, please check that you have provided everything that we need to process your application.

- Answered every question (unless directed otherwise).
- Provided all relevant supplements and attachments.
- Enclosed the application fee.
- Attached a certified true copy of your authorization to carry out the regulated activity in your home jurisdiction. (It may be certified by your director, a notary public or solicitor, or a professional accountant.)

