



SECURITIES AND FUTURES COMMISSION

Form 2

Application for Registration – Authorized Institution

Important: A corporation applying for registration as a Registered Institution must be an authorized institution as defined in section 2(1) of the Banking Ordinance.

Name of applicant

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

- | | | | | | |
|--------------------------|---------------|---|--------------------------|---------------|---|
| <input type="checkbox"/> | Type 1 | Dealing in securities (<i>note 1</i>) | <input type="checkbox"/> | Type 6 | Advising on corporate finance (<i>note 4</i>) |
| <input type="checkbox"/> | Type 2 | Dealing in futures contracts (<i>note 1</i>) | <input type="checkbox"/> | Type 7 | Providing automated trading services |
| <input type="checkbox"/> | Type 4 | Advising on securities (<i>note 2</i>) | <input type="checkbox"/> | Type 9 | Asset management (<i>note 5</i>) |
| <input type="checkbox"/> | Type 5 | Advising on futures contracts (<i>note 3</i>) | | | |

Notes:

1. You do NOT need a registration for Type 1 or 2 regulated activity if you are registered for Type 9 regulated activity AND your Type 1 or 2 regulated activity is performed solely for the purpose of carrying on your Type 9 regulated activity.
2. You do NOT need a registration for Type 4 regulated activity if you are registered for Type 1 regulated activity AND your Type 4 regulated activity is wholly incidental to your carrying on of Type 1 regulated activity.
3. You do NOT need a registration for Type 5 regulated activity if you are registered for Type 2 regulated activity AND your Type 5 regulated activity is wholly incidental to your carrying on of Type 2 regulated activity.
4. You do NOT need a registration for Type 6 regulated activity if you are registered for Type 1 regulated activity AND your Type 6 regulated activity is wholly incidental to your carrying on of Type 1 regulated activity.
5. You do NOT need a registration for Type 9 regulated activity if you are registered for Type 1 or 2 regulated activity AND your Type 9 regulated activity is wholly incidental to your carrying on of Type 1 or 2 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 –

- (a) *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*
- (b) *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 3: Share capital

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

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

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

Class of shares <input type="checkbox"/> Ordinary <input type="checkbox"/> Preference <input type="checkbox"/> Others (please specify) _____ _____	Par value
	Number of authorised shares
	Authorised 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	CE No. (if any)	Class of shares

Section 5: Executive officers

“Executive officer” in relation to a registered institution means a person who is an executive officer of the registered institution under the Banking Ordinance (Cap.155).

A registered institution must appoint at least 2 executive officers to supervise each regulated activity.

5.1 Please provide the following information on your proposed executive directors.

Name of executive officer (in English and Chinese)	HKID/ Passport number*	Passport details*		Regulated activity	Date of Appointment (dd/mm/yyyy)
		Date of expiry	Issuing country		
				Type ____	/ /
				Type ____	/ /
				Type ____	/ /
				Type ____	/ /
				Type ____	/ /
				Type ____	/ /
				Type ____	/ /
				Type ____	/ /
				Type ____	/ /
				Type ____	/ /

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

Section 6: Directors

6.1 Please provide the following information on your directors.

Name of director	HKID/ Passport number*	Passport details*		Date of Appointment (dd/mm/yyyy)
		Date of expiry	Issuing country	
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

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

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 Question 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: Proposed business activities

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

Section 10: Licence record

10.1 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.

10.2 Are you applying for a trading right of any stock or futures exchange in Hong Kong or elsewhere?

Yes. Please provide details as follows:

Name of exchange	Type of participation	Date of application (dd/mm/yyyy)
		/ /
		/ /
		/ /

No.

Section 11: Disciplinary actions and investigations

Sections 11 to 13 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.

- 11.1** 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
- 11.2** 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
- 11.3** 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 12: Financial status

- 12.1** 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 (in relation to your proposed regulated activities)?
- Yes No
- 12.2** Are you presently a party to any civil litigation (in relation to your proposed regulated activities)?
- Yes No
- 12.3** Are there any judgments or court orders with which you have not complied?
- Yes No
- 12.4** 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

- 12.5 Have you ever had a receiver, administrator or liquidator appointed to manage your affairs? Yes No
- 12.6 Have you ever been served with a winding-up petition? Yes No
- 12.7 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
- 12.8 Have you ever been a partner of a firm which was dissolved other than with the consent of all the partners? Yes No

Section 13: Character

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

Section 14: 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 registered.

- 14.1 Have you answered "Yes" to any of the questions in Sections 11, 12 or 13?
- Yes. In an attachment, please explain why you are fit and proper to be registered in the light of your "Yes" answer(s). You may wish to refer to *the Fit and Proper Guidelines*.
 - No.

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

Section 15: 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.

Section 16: Applicant's declaration

We:

.....
Name of authorized institution applying for a registration

- **Declare** that all the information provided in this application (including all supplements and attachments) is complete, true and correct.
- **Declare** that the board of directors has passed a resolution approving this application.
- **Understand** that providing false or misleading information in support of an application for a registration is an offence under section 383 of the Ordinance.
- **Understand** that the Commission may take disciplinary action against a person who has made a false or misleading representation when applying for a registration.
- **Understand** that if any information in this application changes before this application is approved, we must notify the Commission in writing immediately of the changes.

(To be signed by any two directors or chief executive of the authorized institution applying for registration.)

.....
*Name of director/chief executive**

.....
Signature

.....
Date

.....
*Name of director/chief executive**

.....
Signature

.....
Date

* Delete where not applicable