



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>) | <input type="checkbox"/> | Type 10 | Providing credit rating services |

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 4 or 5 regulated activity if you are registered for Type 9 regulated activity AND your Type 4 or 5 regulated activity is performed solely for the purpose of carrying on Type 9 regulated activity under a collective investment scheme.
5. 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.
6. 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 participanship	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.

