

## **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. [●] ) (“the Ordinance”). The notification should be filed with The Stock Exchange of Hong Kong (“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.299 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.

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- (v) When the nature of your interest in such debentures changes.
- (vi) The granting by an associated corporation to your spouse, or your child under the age of 18, of a right to subscribe for debentures in the associated corporation or the exercise of such a right.
- (vii) If you have an interest in debentures of an associated corporation of a listed corporation at a time when it becomes a listed corporation.
- (viii) On commencement of the Ordinance if you have an interest in debentures of the associated corporation that has not previously been disclosed.
- (ix) If you have an interest in debentures of an associated corporation when you become a director or chief executive of that corporation.
- (x) If you have an interest in debentures of an associated corporation when it becomes an associated corporation.

*Timing of notification*

- 7. In the case of events (i) to (vi) in Note 6, you must give the notification within 3 business days of the day you became aware of the relevant event.
- 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.

*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 (i.e. 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 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 (discretionary interests may be ignored).

*General*

- 10. When making a disclosure you must satisfy yourself of the requirements of the Ordinance, and if in doubt, please seek appropriate legal advice.
- 11. Please use block letters (preferably type-written) when completing this Form. If there is insufficient space in any box please use Box 28 to complete your disclosures or use separate sheets. Continuation sheets must be securely annexed to this Form, clearly marked as "Continuation Sheet" and signed by you or on your behalf.
- 12. You must file a signed 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 signed copy of this Form (without these Notes) with SEHK using one of the following methods :

By Post -  
The SDI Unit  
Regulation Division  
The Stock Exchange of Hong Kong Ltd.  
G.P.O. Box 10023  
Hong Kong

By Hand -  
The SDI Unit  
Regulation Division  
The Stock Exchange of Hong Kong Ltd.  
Tower I & II, Exchange Square  
Central, Hong Kong

By Fax - Fax No. 2845 6328

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13. The G.P.O. Box set out above is a dedicated P.O. Box for use by the SDI Unit 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 [•]. Please restrict use of this service to significant or price sensitive notifications.

**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 20 and 29 to 33 of Form 3D. In the case of other events complete all boxes that apply to you. Boxes marked # must be completed only if they apply.

*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 (<http://www.hkex.com.hk>) in the section “Exchange Listings and Listed Companies” under the heading “Company/Securities Profile” by entering the name of the listed corporation. 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.

<b>Table 1 – Category of debentures</b>	<b>Code</b>	<b>Category of debentures</b>	<b>Code</b>
Mortgage bond	<b>101</b>	Subordinated debenture bond	<b>105</b>
Collateral trust bond	<b>102</b>	Convertible debenture	<b>106</b>
Guaranteed bond	<b>103</b>	Other securities constituting a charge on the assets of the corporation	<b>106</b>
Debenture bond	<b>104</b>	Other securities not constituting a charge on the assets of the corporation	<b>107</b>

- 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.

*Information relating to the director or chief executive*

Boxes 11 to 17 State the details as indicated. 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.

*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.

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**Box 19** In the case of events (i) to (vi) 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 relevant event 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 (vi) 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 first acquired debentures of the associated corporation it would use Code 201 and you should use the same codes.

<b>Table 2 – Event or change</b>	<b>Code</b>
<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	<b>201</b>
<i>Ceasing to have an interest</i>	
Ceasing to have an interest in debentures of the associated corporation	<b>202</b>
<i>Entering into a contract to sell debentures</i>	
Entering into a contract to sell debentures of the associated corporation	<b>203</b>
<i>Changes in nature of an interest</i>	
Exercising a right or an option in respect of debentures of the associated corporation	<b>204</b>
<i>Miscellaneous</i>	
Granting by the associated corporation of a right to subscribe for debentures of the associated corporation, the exercise of such a right and the assignment of such rights	<b>205</b>
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	<b>206</b>
On commencement of the Ordinance if you have an interest in debentures of the associated corporation	<b>207</b>
On becoming a director or chief executive of the listed corporation if you have an interest in debentures of the associated corporation	<b>208</b>
On a corporation becoming an associated corporation if you have an interest in debentures of the associated corporation	<b>209</b>
Granting by the associated corporation to your spouse, or your child under the age of 18, of a right to subscribe for debentures in the associated corporation or the exercise of such a right	<b>210</b>
Other	<b>211</b>

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 301.

<b>Table 3 – Capacity</b>	<b>Code</b>
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Beneficial owner	<b>301</b>
Person having a security interest in debentures	<b>302</b>
<i>Interests by attribution</i>	
Interest of your child under 18 or spouse	<b>303</b>
Interest of corporation controlled by you	<b>304</b>
<i>Trusts and similar interests</i>	
Nominee for another person (other than a bare trustee)	<b>305</b>
Trustee (other than a bare trustee)	<b>306</b>
Custodian	<b>307</b>
Person who set up a discretionary trust	<b>308</b>
Beneficiary of a trust (other than a discretionary interest)	<b>309</b>
<i>Miscellaneous</i>	
Other	<b>310</b>

In Box 20 column 4 state the denomination, or unit size, of the debentures concerned (e.g. \$5,000 in the worked example above).

In Box 20 column 5 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 5) in Box 20 columns 6/7 or 8/9 under “On Exchange” or “Off Exchange” as appropriate. In column 6 you should state the highest price per unit of the debentures whilst in columns 7 and 8 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 the price or consideration should be stated as “NIL”. 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 9. If none of the Codes applies then you should describe the nature of the consideration in Box 28.

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 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 9 relates to the nature of the consideration paid by you in the 4 months immediately before the relevant date.

<b>Table 4 - Nature of consideration</b>	<b>Code</b>	<b>Nature of consideration</b>	<b>Code</b>
Cash	<b>401</b>	Surrender of rights to shares or debentures	<b>403</b>
Assets other than cash	<b>402</b>	Services	<b>404</b>

*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 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 31<sup>st</sup> December 2000 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 “31.12.2000” and you should complete Box 20 in the following manner. The Codes to be used are described below.

**20. Details of relevant event**

Code describing circumstances (see Table 2)	Code describing capacity in which debentures were/are held (see Table 3)		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	Code describing nature of consideration (see Table 4)
201	N/A	301	HK\$5,000	HK\$400,000	N/A	N/A	HK\$4,500	401

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The second example shows how Box 20 should be completed for in the case of an Initial Notification. Assume that you are person who, prior to 1<sup>st</sup> September 2000 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 31<sup>st</sup> December 2000 you are appointed a director of the listed corporation. On 15<sup>th</sup> September 2000 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 “31.12.2000” and you should complete Box 20 in the following manner.

**20. Details of relevant event**

Code describing circumstances (see Table 2)	Code describing capacity in which debentures were/are held (see Table 3)		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	Code describing nature of consideration (see Table 4)
208	306	306	HK\$5,000	HK\$400,000	N/A	N/A	HK\$4,500	401

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

Box 21 In column 1 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 2 please state amount debentures in the associated corporation concerned in which you were interested immediately after the date of the relevant event.

*Capacity in which interests in column 2 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 2 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 columns 2.

*Debentures and rights to debentures granted by the associated corporation*

Box 23 If the interest in the debentures described in Box 20 has been granted directly to you, or to any of the persons mentioned in Note 10 (i) or (ii), by the associated corporation, and you have an option under, or in respect of, the debentures please complete Box 23. In column 1 state the first date that the option can be exercised and in column 2 the last date on which the option can be exercised.

*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. State the details of each additional family member who holds debentures in the associated corporation concerned using Box 28.

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.

*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

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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 has debentures in the associated corporation. State the name of the corporation, its address and the amount of debentures in which it is interested in Box 25. If there is more than one corporation then details of each corporation must be stated separately. Use Box 28 if there is not enough room.

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.

*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 has 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, and any discretionary interest (of a beneficiary).

If this is an Initial Notification, you must complete Box 27 if you are interested in debentures of a associated corporation through a trust. State the name of the Trust which owns the interest in the debentures, its address and the amount of debentures in which the trust is interested in Box 27.

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.

*Continuation Box*

**Box 28** If there is not enough space in any Box use Box 28 and state the number of the Box from which it is continued and use the same headings. If there is still not enough space annex continuation sheet(s) to the Form stating the number of the Box from which it is continued and using the same headings and format.

*Signing and dating and completion by agent*

**Box 29** You should sign the Form and state the position you hold within the listed corporation. An agent may complete and sign Form 3D only if the agent has been specifically authorized in writing by you to do so.

**Boxes 30 and 31** If a person signs the Form as agent for the director or chief executive the agent should state his full name and give his Hong Kong Identity Card number/Passport number.

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Box 32 Date Form 3D the same day as it is signed.

Box 33 Please state the number of continuation sheets and pages of attachments or, if there are none, state "NIL".