

FORM 2 – CORPORATE SUBSTANTIAL SHAREHOLDER NOTICE

General Notes

1. This Form 2 is for use by a corporation disclosing a notifiable interest in a Hong Kong listed corporation under Part XV of the Securities and Futures Ordinance (Cap.571) (“SFO”). 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”).

2. Use :

Form 1	if you are an individual with an interest of 5% or more of the voting shares of a listed corporation making a disclosure (and are not a director or chief executive of the listed corporation).
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.
Form 3D	if you are notifying interests in debentures of any associated corporation of the listed corporation of which you are a director or chief executive.
Form 4	if you are a listed corporation that is required by section 330(1) or 333(1) of the SFO to notify the SEHK of information received in pursuance of a requirement imposed by the listed corporation under section 329 of the SFO, or to deliver a report prepared under section 332 of the SFO to the SEHK.

3. Please use separate forms to disclose your interest if you are interested in (i) more than one class of voting shares of the listed corporation, or shares or debentures of a listed corporation of which you are a director or chief executive, and shares or debentures of an associated corporation of such listed corporation; or (ii) shares or debentures of more than one associated corporation of a listed corporation of which you are a director or chief executive. Chinese versions of these forms are also available.

Meaning of “notifiable interest”, “shares”, “substantial shareholder” and “you” in these Notes

4. A “notifiable interest” is an interest of 5% or more of the voting shares of a Hong Kong listed corporation (in Form 2 and these Notes shortened to “shares”). Form 2 and these Notes use the term “substantial shareholder” to describe a person with a notifiable interest. In these Notes the word “you” refers to the corporation that is the substantial shareholder.

“Relevant event” and “Initial Notification”

5. You must give notification of interests in shares of a listed corporation, and any “short position” (explained in General Note 12 below) on the occurrence of certain events - called “relevant events” (see section 308 of the SFO). Relevant events include :
 - (i) When you first become interested in 5% or more of the shares of a listed corporation (i.e. when you first acquire a notifiable interest).
 - (ii) When your interest drops below 5% (i.e. you cease to have a notifiable interest).
 - (iii) When there is an increase or decrease in the percentage figure of your holding that results in your interest crossing over a whole percentage number which is above 5% (e.g. your interest increases from 6.8% to 7.1% - crossing over 7% or it decreases from 8.1% to 7.8% crossing over 8%).
 - (iv) When you have a notifiable interest and the nature of your interest in the shares changes (e.g. on exercise of an option) (see further below).
 - (v) When you have a notifiable interest and you come to have, or cease to have, a short position of more than 1% (e.g. you are already interested in 6.8% of the shares of a listed corporation and write, issue or become the holder of an equity derivative under which you have a short position of 1.9%).
 - (vi) When you have a notifiable interest and there is an increase or decrease in the percentage figure of your short position that results in your short position crossing over a whole percentage number which is above 1% (e.g. you are already interested in 6.8% of the shares of a listed corporation and increase your short position from 1.9% to 2.1%).
 - (vii) If you have an interest in 5% or more of the shares of a corporation that is being listed, shares of a class that is being listed, or shares of a class which are being given full voting rights.

- (viii) If the 5% threshold is reduced (and you have a notifiable interest immediately after the reduction) or the 1% threshold for short positions is reduced (and you have a notifiable interest and a short position that is notifiable immediately after the reduction).

A notification of relevant events (vii) and (viii) is described in Form 2 and these Notes as an “Initial Notification”.

Relevant event (iv) may not always give rise to a duty to give a notification. The change in the nature of your interest is not required to be reported if the percentage level (see General Note 7) of your interest that has not changed, and the percentage level of your interest at the last notification given by you are both the same. For example, if you have an interest in 5.6% of the shares of a listed corporation and lend 0.5% the percentage level of your interest that has not changed is 5.0% (i.e. 5.6% less 0.5% equals a percentage figure of 5.1% which is then rounded down to a percentage level of 5.0%) and no notification need be made. However, if you have an interest in 5.6% of the shares of a listed corporation and lend 1.0% the percentage level of your interest that has not changed is 4.0% (i.e. a percentage figure of 4.6% rounded down to a percentage level of 4.0%) and a notification must be made.

Timing of notification

6. In the case of events (i) to (vi) in General Note 5, 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 Saturday, a public holiday and a day on which a black rainstorm warning, or a gale warning, is in force. The period is calculated excluding the day that the relevant event occurred.

For an Initial Notification, you must normally give the notification on this Form 2 within 10 business days after the relevant event. However, if at that date you were not aware that you had a notifiable interest, or a short position, then you must give the notification within 10 business days of the day you became aware that you had such an interest or short position.

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 shares, the delivery of the shares, the buy back of shares by the listed corporation), not the day that you realize that the event gave rise to a duty of disclosure under Part XV of the SFO.

Working out the percentage figure of your interest

7. In Boxes 18 and 19 of Form 2 you are asked to state the percentage figure of your interest in shares of the listed corporation. To work this out you express the total number of shares in which you are interested as a percentage of the number of shares of the listed corporation, of the same class, in issue (i.e. the number in Box 6). Round this figure to two decimal places. To work out the *percentage level* of your interest you simply round down the percentage figure of your interest to the next whole number.
8. In calculating the total number of shares in which you are interested you must include all joint interests (see Specific Note to Box 23 below), interests through equity derivatives (see General Note 10 below) and any such interests in shares of the same listed corporation that any of the following persons and trusts have :
- (i) A corporation which you control (a corporation is a “controlled corporation” if you control, directly or indirectly, 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 Specific Notes to Box 22);
 - (ii) 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 shares according to the directions of the beneficial owner) (see Specific Notes to Box 24);
 - (iii) 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 Specific Notes to Box 24);
 - (iv) A trust of which you are a beneficiary (discretionary interests may be ignored); or
 - (v) All persons who have agreed to act in concert to acquire interests in shares in the listed corporation, if you are a party to the agreement (see Specific Notes to Box 25).
9. You must also count as your short position any short positions that the persons and trusts mentioned in General Note 8 have. This may create a short position (if you do not have a short position already) or increase the size of your short position.
10. In calculating the percentage figure of your interest in shares you must add together both direct and indirect interests. You must not net off long positions and short positions but must disclose them separately. Indirect interests include interests in shares underlying “equity derivatives”. Equity derivatives include instruments such as options, warrants,

stock futures and are referred to in these Notes as “derivatives”. “Underlying shares” are the shares that may be required to be delivered to you, or by you, under the derivatives, and include the shares used to determine the price or value of the derivatives (e.g. in the case of an issue of “European Style Cash Settled Call Warrants 2001-2002 relating to ordinary shares of HK\$10.00 each in XYZ Ltd. issued by ABC Investment Bank” the “underlying shares” are ordinary shares of HK\$10.00 each in XYZ Ltd.).

“Long positions” and “short positions”

11. You have a “long position” if you have an interest in shares, including interests through holding, writing or issuing financial instruments (including derivatives) under which, for example :
- (i) you have a right to take the underlying shares;
 - (ii) you are under an obligation to take the underlying shares;
 - (iii) you have a right to receive from another person an amount if the price of the underlying shares is above a certain level;
 - (iv) you are under an obligation to pay another person an amount if the price of the underlying shares is below a certain level; or
 - (v) you have any of the rights or obligations referred to in (i) to (iv) above embedded in a contract or instrument.
12. You have a “short position” if you borrow shares under a securities borrowing and lending agreement, or if you hold, write or issue financial instruments (including derivatives) under which, for example:
- (i) you have a right to require another person to take the underlying shares;
 - (ii) you are under an obligation to deliver the underlying shares;
 - (iii) you have a right to receive from another person an amount if the price of the underlying shares is below a certain level;
 - (iv) you have an obligation to pay another person an amount if the price of the underlying shares is above a certain level; or
 - (v) you have any of the rights or obligations referred to in (i) to (iv) embedded in a contract or instrument.
13. The number of shares in which you are taken to be interested, or to have a short position, through derivatives is:
- (i) the number of shares that may have to be delivered to you, or by you, on the exercise of rights under the derivatives;
 - (ii) the number of shares by reference to which the amount payable under the derivatives is derived or determined; or
 - (iii) (in the case of stock futures contracts) the contract multiplier times the number of contracts you hold.

If any party to a derivative can choose whether to settle in cash or by delivery then use (i) to work out the number of shares in which you are interested. If it is not possible to determine precisely the number of shares in which you are taken to be interested (or have a short position) at the date when you first acquire an interest in the underlying shares through an equity derivative then you should still file a notice if the number of shares in which you are interested may exceed 5% or more of the issued shares of the listed corporation concerned. For example, if the number of shares that you will receive under an equity derivative is determined by the price of the shares on a given date in the future (and there is a minimum number that you are bound to get) then if that minimum number (together with any other shares in which you are interested) exceeds 5% or more of the issued shares of the listed corporation concerned, a duty arises on entering into the derivative. If the derivative specifies only a maximum, then disclose the maximum figure. If the derivative specifies both a maximum and a minimum, then disclose the figure which is most appropriate. If the derivative does not specify any minimum or maximum, then no duty of disclosure arises on entering into the derivative. Once the number of shares that you will receive is known a duty of disclosure arises.

General

14. 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 website <http://www.sfc.hk>. However, when making a disclosure you must satisfy yourself of the requirements of the SFO, and if in doubt, please seek appropriate legal advice.

Electronic filing of notices

15. Upon the commencement of Part 4 of the Securities and Futures (Amendment) Ordinance 2014 on 3 July 2017 (“Commencement”), you should file this Form 2 electronically with SEHK by using the Disclosure of Interests Online System (“DION System”) from HKEX website <https://sdinotice.hkex.com.hk>. Upon Commencement, other than in the circumstances set out in paragraph 19 below, filings sent by fax, by post, by email or delivered by hand will not be accepted

and will not be in compliance with the requirements under Part XV of the SFO.

16. Forms are available in Adobe Portable Document format (“PDF”) or in Microsoft Excel format. If you are a Windows user, you may download and file a notice using either format. If you are a Mac user, you may only download and file a notice in PDF. You may download a soft copy of this Form 2 (and these Notes) for completion from HKEX website at <https://sdinotice.hkex.com.hk> or the SFC website <http://www.sfc.hk/web/EN/rule-book/sfo-part-xv-disclosure-of-interests/di-notices.html>. If you download this Form 2 from the HKEX website, you can either download (i) a complete blank Form without logging in the DION System; or (ii) a blank Form prefilled with certain profile information after logging in the DION System. You can only download a complete blank Form from the SFC website. If you are using Excel format, you must click "Enable Content" when opening the Excel forms - otherwise the macros will not work. If you are using PDF, you must click “Trust this document always” and save the changes.
17. You are also required to separately submit this Form 2 to the listed corporation concerned but SEHK will send this Form 2 to the listed corporation on your behalf if you complete and file this Form 2 properly. The completed Form 2 that you filed with SEHK will be sent to the listed corporation concerned based on the stock code and the date of relevant event on the Form. Based on the stock code on the Form, the system will fill in the name of the listed corporation. If you decide to state a corporation name which is different from what is suggested by the system, there is a risk that the system is not able to associate the corporation name with the relevant stock code and thus fails to direct your Form to the relevant listed corporation.
18. Do **not** send copies of share purchase agreements and other documents to SEHK when filing this Form 2 (except in relation to copies of concert party documents as indicated in the Specific Notes to Box 25). Attaching a document that explains the transaction in question does **not** discharge the duty to complete the prescribed form. Unless otherwise stated, copies of any documents that are sent to SEHK will be displayed together with this Form 2 on HKEX website <http://www.hkexnews.hk/di/di.htm> and be available for viewing by the public when searching the DI pages of the HKEX website.
19. If your duty to file a notification on Form 2 arose before the date of Commencement, you may either (i) submit this Form 2 to SEHK by using the DION System; or (ii) submit the prescribed Form 2 available for use immediately before the date of Commencement to SEHK by fax, by post, by email or by hand. All filings made after the period of 3 months from the date of Commencement should be made by using the DION System.

Specific Notes

An approved lending agent (“ALA”) or the holding company of an ALA should read the Special Notes on pages 10-11.

- Box 1 State the date of the relevant event (explained in General Note 5) which gave rise to the notice.
- Box 2 In the case of events (i) to (vi) in General Note 5, if you became aware of the relevant event on a date later than the date that it occurred, then state the date that you became aware of the event that triggers the reporting obligation in Box 2.
- For an Initial Notification, if you were not aware that you had an interest, or a short position, at the date of the relevant event, or were not aware that you had 5% or more of the shares of the listed corporation, then state the date that you became aware that you had such an interest in the shares in Box 2.
- Box 3 State the stock code of the listed corporation in whose shares you are interested. You can find the stock code on the HKEX website. Alternatively you can get it from the corporation itself.
- If you file this Form to disclose your interests in any class of shares of the listed corporation which is not listed on the SEHK (e.g. “A” shares or domestic shares), state the stock code of the class of shares of the listed corporation which is listed on the SEHK.
- Box 4 Complete the name of the listed corporation in whose shares you are interested. The system will auto-fill the name of the listed corporation based on the date of relevant event in Box 1 and the stock code in Box 3.
- Box 5 Select the class of shares in which you are interested. Some corporations have more than one classes of share capital, each with voting rights (e.g. “A” and “H” shares). If you have an interest in 5% or more in each of two classes of shares, complete a separate Form 2 for each class of shares. However, if you file this Form to disclose your interests in ordinary shares and preference shares as share stapled units of a listed corporation, you need not complete two separate Form 2.

If you select “Other”, state the class of shares in which you are interested in Box 27.

Box 6 State the number of shares (in the class of shares in which you are interested) which have been issued at the date of the relevant event. You can find the number of shares issued on the HKEX website by clicking the link to the HKEX website on the Form or you can ask the corporation.

Boxes 7 to 14 State the details as indicated. State your company name in full as it appears on the Certificate of Incorporation. You should only complete Box 10 if you have a Hong Kong business registration number. In Box 11 you should state the place where you were incorporated and give the number on the Certificate of Incorporation. Please fill in “N/A” if there is no Certificate of Incorporation number. You **must** provide an email address in Box 14. The data entered in Boxes 10 to 14 will not be available for viewing by the public when searching the DI pages of the HKEX website.

Box 15 If you are a listed corporation, state the name of the exchange on which you are listed.

Box 16 If your parent company is a listed corporation, state the name of your listed parent and the exchange on which it is listed. If your parent company is listed on several exchanges, give the primary listing.

Box 17 State details of the relevant event (i.e. the event that triggers the notice). In the case of relevant event (i) to (vi) in General Note 5 the details that you must give in Box 17 relate to the shares bought/sold or involved at that time – not the shares which you already have. Where the relevant event is prompted by a transaction that forms part of a series of transactions effected on the same day, the details of the relevant event that you give in Box 17 shall relate to all shares in which you acquired an interest, ceased to have an interest or the nature of your interest changed on that day as a result of that series of transactions.

“Brief description of relevant event” column

State the description which best describes the relevant event either by entering the Code from **Table 1** or selecting the Code from the menu. If a person connected with you acquired an interest in shares, their interest may be treated as your interest (See General Note 8 above). For example, if a company that you control first acquired 5% or more of the shares of the listed corporation, such company would use the Code 1001 and you should treat the acquisition as your acquisition and use the appropriate Code – in this case Code 1001 if you did not already have a notifiable interest yourself.

Use the “short position” row if you are filing the notice because of a change in a short position. The normal position is that either a long position or a short position will give rise to a duty of disclosure (not both simultaneously).

In the case of an Initial Notification in Box 17, you need only to complete the column “Brief description of relevant event” (as the notification is not prompted by an acquisition or disposal of an interest in shares).

See **Table 1** for the Codes of Relevant Events.

“Capacity in which shares were/are held” column

State the description which best describes the capacity in which the shares were/are held before and after the relevant event either by entering the Code from **Table 2** or selecting the Code from the menu. If you have disposed of an interest in shares, select the Code describing the capacity in which you held the shares immediately before the disposal and enter this Code in the “Before relevant event” column. If you have acquired an interest in shares, select the Code describing the capacity in which you held the shares immediately after your acquisition and enter this Code in the “After relevant event” column. If you are giving a notice of a change in the nature of your interest in shares, select the Codes describing the capacity in which you held your interest in those shares before and after the relevant event, i.e. complete both the “Before relevant event” and “After relevant event” columns. If you are, or were, the beneficial owner but another Code also applies, please use the latter Code rather than 2101. If you ceased to have an interest in at least 5% of the shares in the listed corporation after the relevant event, you must use Code 1704 and describe the relevant event in Box 27.

Use the “short position” row if you are filing because of a change in a short position.

See **Table 2** for the Codes of Capacity.

“Number of shares brought/sold or involved” column

State the number of shares concerned (e.g. the number of shares you bought that triggered the notice). For a change in the nature of an interest (e.g. on exercise of an option), state the number of shares affected by the change.

“Currency of transaction” column

Select the currency in which the price for the interest in shares described in the “Number of shares brought/sold or involved” column was paid or received.

“On Exchange” and “Off Exchange” columns

State the consideration per share paid or received for the interests in shares described in the “Number of shares brought/sold or involved” column in the “On Exchange” or “Off Exchange” columns as appropriate. 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. For an on-exchange transaction, state the highest price per share in the “Highest price (per share)” column and the average price/consideration per share in the “Average price (per share)” column. For an off-exchange transaction, state the average price/consideration per share in the “Average consideration (per share)” column and select a Code which best describes the nature of the consideration you paid or received in the “Nature of consideration” column.

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”. If the transaction that prompts disclosure is a change in nature of your interest in shares (e.g. a securities borrowing and lending transaction), a transaction in derivatives, or a change in short position, the highest price per share and the average price per share (average consideration per share and nature of the consideration for off-exchange transactions) should be left blank.

See **Table 3** for the Codes of Nature of Consideration.

Example of how to complete Box 17

Assume that you already own 4,500,000 shares in the listed corporation or 4.5% of the shares in issue. On 31 December 2003, you purchased (through the SEHK) 400,000 shares for HK\$800,000 and 100,000 shares for HK\$210,000 (all shares to be held beneficially) increasing your total shareholding to 5%. As the two transactions are a series of transactions on the same date the details of the relevant event that you give in Box 17 shall relate to the purchase of 500,000 shares which is the relevant event. The date of the relevant event to be inserted in Box 1 would be “31.12.2003” and you should complete Box 17 in the following manner. The Codes to be used are described below.

Details of relevant event

	Brief description of relevant event		Capacity in which shares were/are held				Number of shares bought / sold or involved	Currency of transaction	On Exchange		Off Exchange	
			Before relevant event		After relevant event				Highest price (per share)	Average price (per share)	Average consideration (per share)	Nature of consideration
Long position	Enter code or double click below	*	Enter code or double click below		Enter code or double click below	*	500,000	HKD	2.10	2.02		Enter code or double click below
	1001				2101							
Short position	Enter code or double click below		Enter code or double click below		Enter code or double click below							

* Due to limited space in these Notes, the description of relevant event and capacity in which shares were/are held are not shown but will be displayed in the Form.

Box 18 State the total number of shares in which you were interested, and those in which you had a short position (if any), immediately before the relevant event in column 2. This figure includes all joint interests, interests through equity derivatives and deemed interests (see General Note 8 above).

State the percentage figure of your interest, your short position (if any), immediately before the relevant event in column 3. General Note 7 above explains how you calculate the percentage figure.

If you file this Form to disclose any interests in the shares in a lending pool, together with your other interests in the shares, do not aggregate your interests in the lending pool with your other interests in which you had a long position or a short position.

In the case of an Initial Notification, you need not complete Box 18.

Box 19 State the total number of shares in which you were interested, and those in which you had a short position (if any), immediately after the relevant event in column 2. This figure includes all joint interests, interests through equity derivatives and deemed interests (see General Note 8 above).

State the percentage figure of your interest, your short position (if any), immediately after the relevant event in column 3. General Note 7 above explains how you calculate the percentage figure.

Box 20 State the description which best describes the capacity in which you hold the shares or short position listed in Box 20 either by entering the Code from **Table 2** or selecting the Code from the menu in column 1. If you hold some of your interests in one capacity (e.g. as beneficial owner), and other interests in other capacity (e.g. as trustee), then use two Codes (on different rows) and the number of the interests in shares held in each capacity (in different rows) in column 2 (or 3).

Box 21 If you derive all or part of your interest in shares (or your short position) which are listed in Box 19 from equity derivatives, state the description which best describes the derivatives that you hold either by entering the Code from **Table 4** or selecting the Code from the menu in column 1. State the number of shares in which you derive an interest (or a short position) from the derivatives in column 2 (or 3). General Note 13 explains how to work this out.

If you have more than one derivative of the same category, add them together and state the total number (in one row) in column 2 (or 3). If you have more than one derivative but they are in different categories, use two or more Codes (on different rows) and state the number of shares for each category of derivative (on different rows) in column 2 (or 3).

If any party to a derivative can choose whether to settle in cash or by delivery, treat that derivative as physically settled.

See **Table 4** for the Codes of Category of Derivatives.

Box 22 If you are entitled to exercise, or control the exercise of, one-third or more of the voting power at general meetings of a corporation, or the corporation or its directors are accustomed to act in accordance with your directions, and that corporation is interested in shares of the listed corporation concerned, give details of that corporation (referred to in these Notes as a “controlled corporation”). If there is more than one corporation that you control, then details of each controlled corporation must be stated separately in Box 22.

You must also add the controlled corporation’s interest to your interests in working out whether you are under a duty of disclosure and when completing Boxes 17 to 21. If the corporation that you control also has a short position, then the same principles apply.

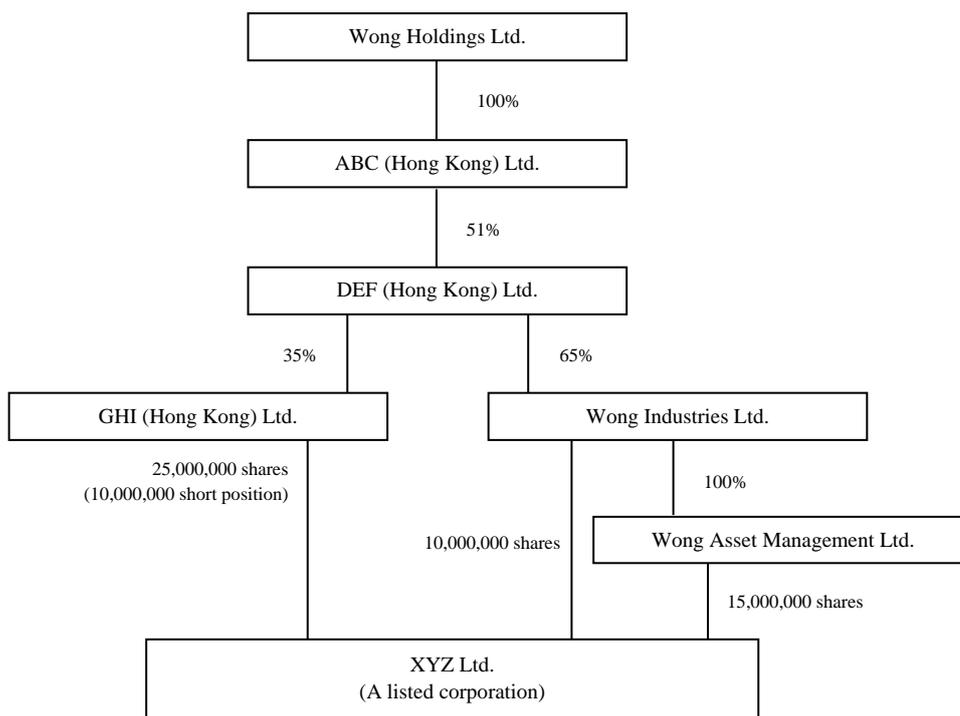
Box 22 should be completed as follows :

- Column 1: State the name of the controlled corporation starting with the top controlled corporation in the group (if you control more than one 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 controls the controlled corporation, state that corporation’s name in column 3. (The substantial shareholder’s name will normally appear in the first row of column 3. The controlled corporation named in the first row of column 1 normally appears in the second row of column 3 and so on).
- Column 4: State the percentage of the shares in the controlled corporation that the person named in column 3 of the same row controls.
- Column 5: If the controlled corporation holds the interest in shares of the listed corporation directly (as opposed to the interest being a deemed interest), select “Y” in column 5; if the interest is a deemed interest, select “N” in column 5. If the controlled corporation holds some shares of the listed corporation directly, and some shares indirectly, details of the interest held directly should be given in one row and the shares held indirectly (the deemed interest) should be given in the following row (see the example below where the direct and indirect interests of Wong Industries Ltd. are stated separately).
- Column 6 and 7: State the number of shares of the listed corporation in which the controlled corporation is interested (or has a short position).

Example of how to complete Box 22

Assume that Wong Holdings Ltd. 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.

The group holdings in XYZ Ltd. (a listed corporation) are as follows : GHI (Hong Kong) Ltd. has a call option over 25,000,000 shares (physically settled) and has a short position in 10,000,000 shares under a cash settled equity derivative (details of these derivative interests will have been given in Box 21). Wong Industries Ltd. owns 10,000,000 shares and Wong Asset Management Ltd. owns 15,000,000 shares.

Group structure and holdings :

In this example, the entries in Box 22 would be as follows :

22. Further information in relation to interests of corporations controlled by substantial shareholder

Name of controlled corporation	Address and place of incorporation	Name of controlling person	% control	Direct Interest (Y/N)	Number of shares	
					Long position	Short position
ABC (Hong Kong) Ltd.	Unit 1, 26/F Wong Industrial Bldg, Chai Wan, HK (Hong Kong)	Wong Holdings Ltd.	100%	N	50,000,000	10,000,000
DEF (Hong Kong) Ltd.	Unit 1, 26/F Wong Industrial Bldg, Chai Wan, HK (Hong Kong)	ABC (Hong Kong) Ltd.	51%	N	50,000,000	10,000,000
GHI (Hong Kong) Ltd.	Unit 1, 26/F Wong Industrial Bldg, Chai Wan, HK (Hong Kong)	DEF (Hong Kong) Ltd.	35%	Y	25,000,000	10,000,000
Wong Industries Ltd.	Unit 1, 26/F Wong Industrial Bldg, Chai Wan, HK (Bermuda)	DEF (Hong Kong) Ltd.	65%	Y	10,000,000	
Wong Industries Ltd.	Unit 1, 26/F Wong Industrial Bldg, Chai Wan, HK (Bermuda)	DEF (Hong Kong) Ltd.	65%	N	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	15,000,000	

Box 23

If you are interested in shares of the listed corporation concerned jointly with another person, you are both taken to be interested in all of the shares held jointly in calculating whether you have to file a notice, and in completing Boxes 17 to 21. State the name of the person who owns the interest in the shares jointly with you, his/her/its address and the number of shares in which he/she/it is interested. The same principles apply to short positions held jointly.

- Box 24 If you are a trustee of a trust, a beneficiary of a trust, or if you are the “founder” of a discretionary trust (e.g. you had a discretionary trust set up or you put assets into it) and can influence how the trustee exercises his discretion, then add all of the shares in which the trust has an interest (or a short position) to your interests in working out whether you must file a notice. Disclose details of that interest (or short position) when completing Boxes 17 to 21. You need not state the name of the trust which owns the interest in the shares and its address in columns 1 and 2 if you wish these to remain private. State the description which best describes your status in relation to the trust either by entering the Code from **Table 5** or selecting the Code from the menu in column 3. State the number of shares in which the trust is interested (or has a short position) in column 4 (or 5). Ignore an interest in reversion or remainder, an interest of a bare trustee, and any discretionary interest (of a beneficiary).

See **Table 5** for Codes of Status in relation to a Trust.

- Box 25 If you are a party to an agreement with other parties to acquire interests in shares in the listed corporation concerned in the circumstances set out in section 317(1)(a) or (b) of the SFO, then add any shares in which any other party to the agreement is interested to your own interests in working out whether you must file a notice. Details of the interests of any other party must also be taken into account in completing Boxes 17 to 21. You must state the name of each of the other parties to the agreement, his/her/its address and the number of shares in which he/she/it is interested “apart from the agreement” in Box 25. In the last row of Box 25, state the number of shares in which you are interested under sections 317 and 318 of the SFO. This will be the total of firstly all shares which have been purchased pursuant to the agreement by any of the parties to the agreement and secondly all shares in which the other parties to the agreement are interested “apart from the agreement” (defined in section 318(2) of the SFO).

Example of how to complete Box 25

Assume that Wong Holdings Ltd. and 2 other persons agree to buy shares in XYZ Ltd. (a listed corporation). They are each already interested in a number of shares of XYZ Ltd. which they purchased before they entered into the s.317 agreement. Under the s.317 agreement, Wong Holdings Ltd. purchased 25,000,000 shares, Mr. A purchased 20,000,000 shares and Mr. B purchased 15,000,000 shares in XYZ Ltd. Their shareholdings are as follows –

Concert parties	Shares not connected to the s.317 agreement	Shares purchased pursuant to the s.317 agreement	Total
Wong Holdings Ltd.	50,000,000	25,000,000	75,000,000
Mr. A	4,000,000	20,000,000	24,000,000
Mr. B	2,000,000	15,000,000	17,000,000
Total	56,000,000	60,000,000	116,000,000

Assume also that Wong Holdings Ltd. is completing the notice. It will already have stated in Box 19 that it is interested in 116,000,000 shares. It has to state the number of shares in which the other parties are interested “apart from the agreement” and the total shares in which it is interested by the application of sections 317 and 318 (the 60,000,000 shares bought pursuant to the agreement and the further shares that the other parties are interested in “apart from the agreement”). Accordingly, Wong Holdings Ltd. will then complete Box 25 as follows –

25. Further information from a party to an agreement under section 317 (Please see Notes for further information required)

Names of other parties	Address	Number of
Mr. A	Unit 1, 25/F Wong Industrial Bldg, Chai Wan, HK	24,000,000
Mr. B	Unit 1, 24/F Wong Industrial Bldg, Chai Wan, HK	17,000,000
Total number of shares in which substantial shareholder is interested under sections 317 and 318		66,000,000

You must also -

- (i) attach a separate sheet to the notification stating that you are a party to an agreement to which section 317(1)(a) or (b) applies;
- (ii) include a copy of any written agreement, contract or other document which records any terms or details of the agreement; and
- (iii) if there are no such papers as are mentioned in (ii), or if such papers do not record the material terms of the agreement, include a written memorandum setting out the material terms of the agreement.

If the agreement or document required under (ii) records terms or details other than any arrangement to which section 317(1)(a) or (b) applies, you need to provide the extracts of the agreement or document which relates to any arrangement to which section 317(1)(a) or (b) applies.

The memorandum required under (iii) should include details of any cash or consideration involved and the identity of all persons between whom such cash or other consideration is passed or is intended to pass. If the parties are interested in any derivatives, the exercise or conversion price, expiration date and exercise period should be disclosed. The memorandum must be signed by the substantial shareholder or his duly authorized agent.

A notification that a person has ceased to be a party to an agreement to which section 317(1)(a) or (b) applies shall also state that he or the other party (as the case may be) has ceased to be a party to the agreement and, in the latter case, include the name and address of the other party.

Copies of any documents that are submitted to the SEHK by using the DION System will be available for inspection by the public on HKEX website. If you wish to keep any personal information in private, redact such information before submitting the document.

Do **not** submit copies of any documents which are password-protected or otherwise encrypted so as to ensure the documents can be properly opened and displayed on the DI pages of the HKEX website.

Box 26 If you, or your directors, are accustomed or obliged to act in accordance with the directions or instructions of any person, or persons, (referred to in these Notes as a “controller”) state the name and address of each such person in Box 26. State the description which best describes the relationship of the controller to you either by entering the Code from **Table 6** or selecting the Code from the menu in column 3. State the percentage of your shares that the controller owns. You need not complete Box 26 if you are a listed corporation or the wholly owned subsidiary of a listed corporation.

See **Table 6** for Codes of Relationship with Controller.

Box 27 Provide any supplementary information, e.g. the class of shares if you select “Other” in Box 5; the description of the relevant event if you select Code 1013 (any other event), Code 1113 (any other event), Code 1213 (any other event), Code 1316 (any other event), Code 1403 (any other event), Code 1503 (any other event), Code 1702 (Notice filed to remove outdated information), Code 1704 (Notice filed because you ceased to have a notifiable interest in the shares of the listed corporation), Code 1710 (Voluntary disclosure) or Code 1711 (Other); the capacity if you select Code 2501; the category of derivatives if you select Code 4104 or 4108.

The word limit of this Box is 500 characters of text and numbers.

Box 28 Tick this box if this Form 2 is a revision of a previously submitted Form and insert the log/serial number of the Form which you intend to revise.

Box 29 State the number of document stating that you are a party to an agreement to which section 317(1)(a) or (b) applies, concert party agreement or memorandum in relation to any agreement to which you are a party to acquire interests in shares listed in Box 25.

Do **not** send copies of share purchase agreements and other documents to the SEHK when filing this Form. Attaching a document that explains the transaction in question does **not** discharge the duty to complete the prescribed form.

Special Notes

Securities Borrowing and Lending

If you are an ALA giving notification under section 5(4) of the Securities and Futures (Disclosure of Interests – Securities Borrowing and Lending) Rules (Cap.571X) (“SBL Rules”) then you need only complete Boxes 1 to 14, “Brief description of relevant event” and “Number of shares bought/sold or involved” columns of Box 17, Boxes 18 and 19 of Form 2.

If you are the holding company of an ALA giving notification under section 5(4) of the SBL Rules then you need only complete Boxes 1 to 14, “Brief description of relevant event” and “Number of shares bought/sold or involved” columns of Box 17, Boxes 18 to 20, 22 and 23 of Form 2. All boxes should be completed in accordance with the Notes set out above with the exception of Boxes 18 and 19. Boxes 18 and 19 should be completed as follows.

Box 18 In column 2 of Box 18, state the total number of shares in which you were interested, and those in which you had a short position, immediately before the relevant event. In column 3, state the percentage figure of your interest, and short position (if any), immediately before the relevant event. You should include shares that you are authorized to lend (or, if you are a holding company of an ALA, the shares that the ALA is authorized to lend) in the total of shares in which you are interested when completing row 1 of columns 2 and 3 of Box 18.

In column 2, row 3 of Box 18 (labelled "Lending pool"), an ALA and a holding company of an ALA, should state only the number of shares that the ALA is authorized to lend immediately before the relevant event (referred to as "qualified shares" in the SBL Rules). In column 3, row 3 of Box 18, state the percentage figure of the interest of the ALA in qualified shares immediately before the relevant event.

Box 19

Complete rows 1 and 2 of Box 19 in the same manner as Box 18 specifying the total number of shares in which you were interested, and those in which you had a short position immediately after the relevant event.

In column 2, row 3 of Box 19 (labelled "Lending pool"), an ALA and a holding company of an ALA, should state only the number of shares that the ALA is authorized to lend ("qualified shares") immediately after the relevant event. In column 3, row 3 of Box 19, state the percentage figure of the interest of the ALA in qualified shares immediately after the relevant event.

Table 1 – Codes of Relevant Events

Please note that :

- (1) It may be necessary to go through two to three levels of questions before reaching the relevant event and an event code is only assigned to the last level of question. Code numbers in brackets are interim level(s) of questions and they are not event codes. Only the ultimate event codes will be available for selection.
- (2) The same set of event codes apply to all Forms so some code numbers are “skipped” because certain events are not relevant to this Form.
- (3) The word “your interest/short position” in these event codes refers to your own interest/short position and also includes an interest/short position of a corporation that is controlled by you, that is taken to be your interest/short position by attribution.
- (4) The “shares” are the voting shares in the listed corporation.

Code No. (Level 1)	Code No. (Level 2)	Code No. (Level 3)	Description of event (Box 17)
(100)			You first acquire a notifiable interest because:
(110)			The percentage level of your interest in the shares has increased because:
(120)			The percentage level of your interest in the shares has reduced because:
(130)			There has been a change in nature of your interest in the shares because:
(140)			You came to have a short position of 1% or more in the shares, or the percentage level of your short position in such shares increased because:
(150)			You ceased to have a short position of 1% or more in the shares, or the percentage level of your short position in such shares decreased because:
(160)			Approved Lending Agents
(170)			Miscellaneous
(100)			You first acquire a notifiable interest because:
	1001		you purchased the shares
	1002		you were given the shares
	(1003)		you became the holder of, wrote or issued equity derivatives under which (choose one):
		10031	you have a right to take the underlying shares
		10032	you are under an obligation to take the underlying shares
		10033	you have a right to receive from another person an amount if the price of the underlying shares is above a certain level
		10034	you are under an obligation to pay another person an amount if the price of the underlying shares is below a certain level
		10035	you have any of the rights or obligations referred to in 10031 to 10034 above embedded in a contract or instrument
	1004		you acquired a security interest in the shares
	1005		you inherited the shares
	1006		you became a beneficiary under a trust interested in the shares
	1007		you took steps to enforce your rights in the shares you hold by way of security as a qualified lender
	1009		you entered into an agreement for the exchange of an instrument for another instrument in respect of the same underlying shares
	1010		you were placed the shares as a placee under a top-up placing
	1011		new shares were issued to you after you have reduced your interest in shares by placing them to placee(s) under a top-up placing
	1012		you became a member of a concert party group or a member of the concert party group acquired more of the shares
	1013		any other event (you must briefly describe the relevant event in the Supplementary Information box)

Code No. (Level 1)	Code No. (Level 2)	Code No. (Level 3)	Description of event (Box 17)
(110)			The percentage level of your interest in the shares has increased because:
	1101		you purchased the shares
	1102		you were given the shares
	(1103)		you became the holder of, wrote or issued equity derivatives under which (choose one):
		11031	you have a right to take the underlying shares
		11032	you are under an obligation to take the underlying shares
		11033	you have a right to receive from another person an amount if the price of the underlying shares is above a certain level
		11034	you are under an obligation to pay another person an amount if the price of the underlying shares is below a certain level
		11035	you have any of the rights or obligations referred to in 11031 to 11034 above embedded in a contract or instrument
	1104		you acquired a security interest in the shares
	1105		you inherited the shares
	1106		you became a beneficiary under a trust interested in the shares
	1107		you took steps to enforce your rights in the shares you hold by way of security as a qualified lender
	1109		you entered into an agreement for the exchange of an instrument for another instrument in respect of the same underlying shares
	1110		you were placed the shares as a placee under a top-up placing
	1111		new shares were issued to you after you have reduced your interest in shares by placing them to placee(s) under a top-up placing
	1112		you became a member of a concert party group or a member of the concert party group acquired more of the shares
	1113		any other event (you must briefly describe the relevant event in the Supplementary Information box)
(120)			The percentage level of your interest in the shares has reduced because:
	1201		you completed a sale of the shares
	1202		you made a gift of the shares
	1203		you delivered the shares or an amount due under equity derivatives
	(1204)		expiry or cancellation without exercise of equity derivatives under which (choose one):
		12041	you had a right to take the underlying shares
		12042	you were under an obligation to take the underlying shares
		12043	you had a right to receive from another person an amount if the price of the underlying shares was above a certain level
		12044	you were under an obligation to pay another person an amount if the price of the underlying shares was below a certain level
		12045	you had any of the rights or obligations referred to in 12041 to 12044 above embedded in a contract or instrument
	1205		you ceased to have a security interest in the shares
	1206		you did not take up, or sold, rights in a rights issue
	1208		you entered into an agreement for the exchange of an instrument for another instrument in respect of the same underlying shares
	1209		you placed the shares to placee(s) under a top-up placing
	1210		new shares were issued in a top-up placing
	1211		you have ceased to be a member of a concert party group or a member of the concert party group has disposed of some of the shares
	1213		any other event (you must briefly describe the relevant event in the Supplementary Information box)
(130)			There has been a change in nature of your interest in the shares because:

Code No. (Level 1)	Code No. (Level 2)	Code No. (Level 3)	Description of event (Box 17)
	1301		the shares have been delivered to you and you have not previously notified the purchase of the shares
	1302		you have entered into an agreement for the sale of shares in which you are interested but are not required to deliver them within 4 trading days
	1303		you have exercised rights to the shares under equity derivatives
	1304		rights to the shares under equity derivatives have been exercised against you
	1305		you have provided an interest in the shares as security to a person other than a qualified lender
	1306		an interest in the shares, that you provided as security to a person other than a qualified lender, has been released
	1307		you have taken steps to enforce a security interest in the shares, or rights to such shares held as security, and you are not a qualified lender
	1308		steps have been taken to enforce a security interest in the shares, or rights to such shares held as security, against you
	1309		you are a beneficiary under a will and the shares have been transferred to you by an executor
	1310		you are a beneficiary under a trust and the shares have been transferred to you by a trustee
	1311		you have delivered the shares to a person who had agreed to borrow them
	1312		the shares lent by you have been returned to you
	1313		you have lent the shares under a securities borrowing and lending agreement
	1314		you have recalled the shares under a securities borrowing and lending agreement
	1315		you have declared a trust over shares that you continue to hold
	1316		any other event (you must briefly describe the relevant event in the Supplementary Information box)
(140)			You came to have a short position of 1% or more in the shares, or the percentage level of your short position in such shares increased because:
	(1401)		you became the holder of, wrote or issued equity derivatives under which (choose one):
		14011	you have a right to require another person to take delivery of the underlying shares
		14012	you are under an obligation to deliver the underlying shares
		14013	you have a right to receive from another person an amount if the price of the underlying shares is below a certain level
		14014	you are under an obligation to pay another person an amount if the price of the underlying shares is above a certain level
		14015	you have any of the rights or obligations referred to in 14011 to 14014 above embedded in a contract or instrument
	1402		you borrowed the shares under a securities borrowing and lending agreement
	1403		any other event (you must briefly describe the relevant event in the Supplementary Information box)
(150)			You ceased to have a short position of 1% or more in the shares, or the percentage level of your short position in such shares decreased because:
	(1501)		expiry or cancellation without exercise of equity derivatives under which (choose one):
		15011	you have a right to require another person to take delivery of the underlying shares
		15012	you are under an obligation to deliver the underlying shares
		15013	you have a right to receive from another person an amount if the price of the underlying shares is below a certain level
		15014	you are under an obligation to pay another person an amount if the price of the underlying shares is above a certain level
		15015	you have any of the rights or obligations referred to in 15011 to 15014 above embedded in a contract or instrument
	1502		you returned the shares borrowed under a securities borrowing and lending agreement
	1503		any other event (you must briefly describe the relevant event in the Supplementary Information box)
(160)			Approved Lending Agents

Code No. (Level 1)	Code No. (Level 2)	Code No. (Level 3)	Description of event (Box 17)
	(1601)		Notice under section 5(4) of the Securities and Futures (Disclosure of Interests – Securities Borrowing and Lending) Rules by an approved lending agent (choose one):
		16011	the percentage level of your interest in the shares held in your lending pool is taken to have increased
		16012	the percentage level of your interest in the shares held in your lending pool is taken to have reduced
	(1602)		Notice under section 5(4) of the Securities and Futures (Disclosure of Interests – Securities Borrowing and Lending) Rules by a person that controls an approved lending agent (choose one):
		16021	the percentage level of your interest in the shares held in the lending pool of the approved lending agent is taken to have increased
		16022	the percentage level of your interest in the shares held in the lending pool of the approved lending agent is taken to have reduced
(170)			Miscellaneous
	1701		On listing of the corporation or a class of shares of the listed corporation
	1702		Notice filed to remove outdated information (if you select this Code you must state the outdated information in the Supplementary Information box and identify the box which contains the updated information)
	1703		Notice filed because of a change in the threshold for disclosure
	1704		Notice filed because you ceased to have a notifiable interest in the shares of the listed corporation (you must briefly describe the relevant event in the Supplementary Information box)
	1710		Voluntary disclosure (you must briefly describe the relevant event in the Supplementary Information box)
	1711		Other (you must briefly describe the relevant event in the Supplementary Information box)

Table 2 – Codes of Capacity

Please note the same set of capacity codes apply to all Forms so some code numbers are “skipped” because certain capacities are not relevant to this Form.

Code No.	Description of the capacity in which you held the interest or short position in shares that is acquired, disposed of or changed (Boxes 17 and 20)
	Common capacities
2101	Beneficial owner
2102	Investment manager
2103	Interests held jointly with another person
2104	Agent
2105	Underwriter
2106	Person having a security interest in shares
	Interests by attribution
2201	Interest of corporation controlled by you
	Trusts and similar interests
2301	Trustee
2302	Custodian (other than an exempt custodian interest)
2303	Depository
2304	Executor or administrator
2305	Beneficiary of a trust (other than a discretionary interest)
2306	Nominee for another person (other than a bare trustee)
2307	Founder of a discretionary trust who can influence how the trustee exercises his discretion
	Persons acting in concert
2401	A concert party to an agreement to buy shares described in s.317(1)(a)
2402	A person making a loan or providing security to buy shares described in s.317(1)(b)
	Miscellaneous
2501	Other (you must describe the capacity in the Supplementary Information box)
2502	Approved lending agent

Table 3 – Codes of Nature of Consideration

Code No.	Description of consideration for off-exchange transactions (Box 17)
3101	Cash
3102	Assets other than cash
3103	Surrender of rights to shares/debentures
3104	Services

Table 4 – Codes of Category of Derivatives

Code No.	Common categories of derivatives (Box 21)
	Listed derivatives
4101	Physically settled
4102	Cash settled
4103	Convertible instruments
4104	Other (you must describe the category of derivatives in the Supplementary Information box)
	Unlisted derivatives
4105	Physically settled
4106	Cash settled
4107	Convertible instruments
4108	Other (you must describe the category of derivatives in the Supplementary Information box)

Table 5 – Codes of Status in relation to a Trust

Code No.	Status in relation to a trust (Box 24)
5101	Trustee of a trust
5102	Beneficiary of a trust (other than a discretionary interest)
5103	Founder of a discretionary trust who can influence how the trustee exercises his discretion

Table 6 – Codes of Relationship with Controller

Code No.	Relationship with controller (Box 26)
6101	Controller is your immediate holding company
6102	Controller is your intermediate holding company
6103	Controller is your ultimate holding company
6104	Controller is a director
6105	Controller is a shadow director
6106	Other