

**FORM 3B – DIRECTOR/CHIEF EXECUTIVE NOTICE**

**NOTIFICATION OF INTERESTS IN SHARES OF ASSOCIATED CORPORATION OF A LISTED CORPORATION**

**General Notes**

1. This Form 3B is for use by a director or chief executive disclosing an interest in shares 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.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 2	if you are a corporation with an interest of 5% or more of the voting shares of a 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 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.

Please use separate forms to disclose your interests if you are interested in (i) 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; 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 “you”, “shares”, “listed corporation” and “associated corporation” in Form 3B and these Notes*

3. In Form 3B and these Notes the word “you” refers to the person that is the director or chief executive. The term “shares” describes interests in the shares of an associated corporation of the listed corporation of which you are a director or a chief executive. The term “listed corporation” refers to the listed corporation of which you are a director or chief executive.
4. 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” and “Initial Notification”*

5. You must give notification of interests in shares of an associated corporation of a listed corporation, and any “short position” (explained in General Note 13 below) on the occurrence of certain events - called “relevant events” (see section 308 of the SFO). If you are a director or chief executive of a listed corporation, relevant events include :
  - (i) When you become interested in the shares of any associated corporation of the listed corporation.
  - (ii) When you cease to be interested in such shares.
  - (iii) When you enter into a contract to sell any such shares.
  - (iv) When an associated corporation grants you a right to subscribe for shares in the associated corporation, or you exercise or assign such rights.
  - (v) When the nature of your interest in such shares changes (e.g. on exercise of an option).
  - (vi) When you come to have, or cease to have, a short position in the shares of an associated corporation.
  - (vii) If you have an interest, or if you have a short position, in shares of an associated corporation of a listed corporation at the time when the listed corporation becomes a listed corporation.

- (viii) If you have an interest, or if you have a short position, in shares of an associated corporation when you become a director or chief executive of a listed corporation.
- (ix) If you have an interest, or if you have a short position, in shares of an associated corporation when it becomes an associated corporation.

A notification of relevant events (vii) to (ix) is described in Form 3B and these Notes as an “Initial Notification”.

*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.
- 7. For an Initial Notification, you must normally give the notification on this Form 3B within 10 business days after the relevant event. However, if at that date you were not aware that you had an 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 or the delivery of the shares), 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 level of your interest*

- 8. In Boxes 31 to 32 of Form 3B you are asked to state the percentage level of your interest in shares of the associated 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 associated corporation, of the same class, in issue (i.e. the number in Box 9). Round this figure to two decimal places.
- 9. In calculating the total number of shares in which you are interested you must include all joint interests (see Specific Note to Box 37 below), interests through equity derivatives (see General Note 11 below) and any such interests in shares of the same associated corporation that any of the following persons and trusts have :
  - (i) Your spouse and any child of yours under the age of 18 (See Specific Notes to Box 35);
  - (ii) 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 36);
  - (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 shares according to the directions of the beneficial owner) (See Specific Notes to Box 38);
  - (iv) 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 38); or
  - (v) A trust of which you are a beneficiary.
- 10. You must also count as your short position any short positions that the persons and trusts mentioned in General Note 9 have. This may create a short position (if you do not have a short position already) or increase the size of your short position.
- 11. In calculating the level 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”*

12. 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.
13. 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.
14. 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*

15. 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*

16. Upon the commencement of Part 4 of the Securities and Futures (Amendment) Ordinance 2014 on 3 July 2017 (“Commencement”), you should file this Form 3B 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 20 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.
17. 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 3B (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-notice.html](http://www.hkexnews.hk/di-notice.html). If you download this Form 3B 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.

18. You are also required to separately submit this Form 3B to the listed corporation concerned but SEHK will send this Form 3B to the listed corporation on your behalf if you complete and file this Form 3B properly. The completed Form 3B 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.
19. Do **not** send copies of share purchase agreements and other documents to SEHK when filing this Form 3B. 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 3B 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.
20. If your duty to file a notification on Form 3B arose before the date of Commencement, you may either (a) submit this Form 3B to SEHK by using the DION System; or (b) submit the prescribed Form 3B 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**

- 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, then state the date that you became aware that you had such an interest in the shares of the associated corporation in Box 2.
- Box 3 State the stock code of the listed corporation in whose shares of the associated corporation you are interested. You can find the stock code on the HKEX website. Alternatively you can get it from the corporation itself.
- Box 4 Complete the name of the listed corporation of which you are a director or chief executive.
- Box 5 to 7 State the details of the associated corporation as indicated.
- Box 8 State the class of shares in which you are interested. Some corporations have more than one class of share capital, each with voting rights (e.g. "A" and "H" shares). If you have an interest in two classes of shares, complete a separate Form 3B for each class of shares.
- If you select "Other", state the class of shares in which you are interested in Box 39.
- Box 9 State the number of shares (in the class of shares in which you are interested) of the associated corporation which have been issued at the date of the relevant event.
- Box 10 Complete Box 10 if the associated corporation has a Hong Kong business registration number.
- Box 11 State the place where the associated corporation was incorporated and give the number on the Certificate of Incorporation. Please fill in "N/A" if there is no Certificate of Incorporation number.
- Box 12 If the associated corporation is a listed corporation, state the name of the exchange on which it is listed. If the associated corporation is listed on several exchanges, give the primary listing.  
For individual director/chief executive, state your personal details as indicated. State your name in full as it

Boxes 13 to 19 appears on your Hong Kong identity card (“HKID Card”). If you have no HKID Card, state your name in full as it appears on your passport. If you are a PRC resident who does not have a HKID Card or a passport, state your name as it appears on your PRC Resident Card. For example, a director whose name appears on his HKID Card as “Wong Ging Teng Anthony” would complete Box 13 as follows :

<b>13. Name of director (English) as printed on HKID Card/Passport</b>	
Wong	Ging Teng Anthony
(Surname)	(Other names)

Whereas a director who has no HKID Card and whose name appears in his passport as “Anthony James Hay Wood” would complete Box 13 as follows :

<b>13. Name of director (English) as printed on HKID Card/Passport</b>	
Wood	Anthony James Hay
(Surname)	(Other names)

You need not fill in Boxes 16 and 17 if you do not have a Chinese name. Equally you need not fill in Box 13 if you do not have an English name. You **must** provide an email address in Box 19. The data entered in Boxes 14, 18 and 19 (i.e. HKID Card/Passport/PRC Resident Card number, daytime telephone number and email address) will not be available for viewing by the public when searching the DI pages of the HKEX website.

If you have no HKID Card/passport/PRC Resident Card, select “Others” in Box 14 and provide details of your identification document under “HKID Card/Passport/PRC Resident Card number” column in Box 14.

Boxes 20 to 27 For corporate director/chief executive, state the details as indicated. State your company name in full as it appears on the Certificate of Incorporation. You should only complete Box 23 if you have a Hong Kong business registration number. In Box 24 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 27. The data entered in Boxes 23 to 27 will not be available for viewing by the public when searching the DI pages of the HKEX website.

Box 28 If you are a listed corporation, state the name of the exchange on which you are listed.

Box 29 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 30 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 30 relate to the shares bought/sold or involved at that time – not the shares which you already have.

*“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 9 above). For example, if a company that you control acquired shares of the associated corporation, you should treat the acquisition as your acquisition and use the appropriate Code – in this case Code 1101.

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 30, you must give details relate to the shares bought by you in the 4 months immediately before the date of relevant event.

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.

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 bought/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 bought/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 bought/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 in Box 30 but the consideration for derivatives may have to be disclosed in Box 34.

In the case of an Initial Notification, the details that must be given in the “Average price (per share)” or “Average consideration (per share)” columns of the average price/consideration paid for the interest in shares described in “Number of shares bought/sold or involved” column relate to the average price/consideration paid by you in the 4 months immediately before the date of relevant event. Similarly the nature of the consideration given in “Nature of consideration” column relates to the nature of consideration paid by you in the 4 months immediately before the date of relevant event.

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

*Example of how to complete Box 30*

The first example demonstrates for relevant events (i) to (vi) in General Note 5. Assume that you already own 4,500,000 shares in an associated corporation of the listed corporation. On 31 December 2003, you purchased (Off-Exchange) 400,000 shares for HK\$800,000 and 100,000 shares for HK\$210,000 (all shares to be held beneficially). The date of the relevant event to be inserted in Box 1 would be “31.12.2003” and you should complete Box 30 in the following manner.

**30. 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 1101	*	Enter code or double click below		Enter code or double click below 2101	*	500,000	HKD			2.02	Enter code or double click below 3101	*
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, capacity in which shares were/are held and nature of consideration are not shown but will be displayed in the Form.

The second example demonstrates for the case of Initial Notification. Assume that you are a shareholder who, prior to 1 September 2003, already own 4,500,000 shares in an associated corporation of the listed corporation. On 31 December 2003 you are appointed a director of the listed corporation. On 15 September 2003 you had purchased (Off-Exchange) 400,000 shares in the associated corporation for HK\$800,000 and 100,000 shares for HK\$210,000 (all shares held as trustee). The relevant date to be inserted in Box 1 would be “31.12.2003” and you should complete Box 30 in the following manner.

**30. 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 <i>1705</i>	*	Enter code or double click below		Enter code or double click below <i>2301</i>	*	<i>500,000</i>	<i>HKD</i>			<i>2.02</i>	Enter code or double click below <i>3101</i>	*
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, capacity in which shares were/are held and nature of consideration are not shown but will be displayed in the Form.*

**Box 31** State the total number of shares in the associated corporation concerned 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 9 above).

State the percentage figure of your interest, your short position (if any), immediately before the relevant event in column 3. General Note 8 above explains how you calculate the percentage figure.

**Box 32** State the total number of shares in the associated corporation 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 9 above).

State the percentage figure of your interest, your short position (if any), immediately after the relevant event in column 3. General Note 8 above explains how you calculate the percentage figure.

**Box 33** If the notification is an Initial Notification, you must complete Box 33. State the description which best describes the capacity in which you hold the shares or short position listed in Box 32 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 (on different rows) in column 2.

**Box 34** If this is an Initial Notification, you must give details in relation to all the shares in which you are interested through derivatives.

If this is not an Initial Notification, you must only give details in relation to the shares involved in the relevant event.

In either case, state the description which best describes those derivatives either by entering the Code from **Table 4** or selecting the Code from the menu in column 2.

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

If you have an option, state the first date that the option can be exercised in the “Begin of exercise period” column and the last date on which any option can be exercised in the “End of exercise period” column. If you have another type of derivative, state the maturity date in the “End of exercise period” column.

State the number of shares in which you derive an interest (or a short position) from the derivatives in the “Number of shares” column. General Note 14 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 the “Number of shares” column. 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 the “Number of shares” column.

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

*Derivatives granted by the associated corporation*

If the derivatives have been granted to you by the associated corporation then you must give details of those equity derivatives on a separate row in Box 34 if the relevant event was :

- (i) the grant of derivatives or rights under the derivatives - then you should state the price per share paid or received, or the consideration per share given or received, for the grant of the derivatives or rights under the derivatives in the "Price for grant" column.
- (ii) the exercise of rights under the derivatives - then you should state the price per share paid or received, or the consideration per share given or received, on the exercise of rights under the derivatives in the "Exercise price" column.
- (iii) the assignment of the derivatives or of rights under the derivatives - then you should state the price per share paid or received, or the consideration per share given or received, on the assignment of the derivatives or rights under the derivatives in the "Price on assignment" column.

If no price was paid or received, and no consideration given or received, then you should insert the figure "0" in the column which applies to you.

If the derivatives were granted to any of the persons mentioned in General Note 9 by the associated corporation, and the relevant event is the grant, the exercise of rights under or the assignment of those derivatives, then you must give the details mentioned in the preceding paragraphs.

**Box 35** If your spouse (or child under 18) is interested in shares in the same associated corporation, your spouse's interest/your child's interest is taken to be your interest. Details of that interest must also be taken into account in completing Boxes 31 and 32.

If this is an Initial Notification, you must complete Box 35 if your spouse/child has shares in the associated corporation. State the name of the spouse (or child under 18), his/her address and the number of shares in which you are interested through your spouse (or child under 18) in Box 35. State the details of each additional family member who holds shares in the associated corporation.

If this is not an Initial Notification, you must only give details if your spouse (or child under 18) was interested in the shares involved in the relevant event. State the name of the spouse (or child under 18), his/her address and the number of shares in which he/she was interested.

If your family member also has a short position, then the same principles apply.

The data entered in column 3 (i.e. address of spouse and/or children) will not be available for viewing by the public when searching the DI pages of the HKEX website.

**Box 36** 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 associated corporation concerned, the corporation's interest will be taken to be your interest. Details of that interest must also be taken into account in completing Boxes 31 and 32.

If this is an Initial Notification, you must complete Box 36 if a corporation that you control (referred to in these Notes as a "controlled corporation") has shares in the associated corporation. If there is more than one corporation that you control, then details of each controlled corporation must be stated separately in Box 36.

If this is not an Initial Notification, you must only give details if a controlled corporation was interested in the shares involved in the relevant event. State the name and address of the controlled corporation and the number of shares involved in the relevant event in which it was interested.

If the controlled corporation also has a short position, then the same principles apply.

Box 36 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 director'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 associated 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 associated 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 associated corporation in which the controlled corporation is interested (has a short position).

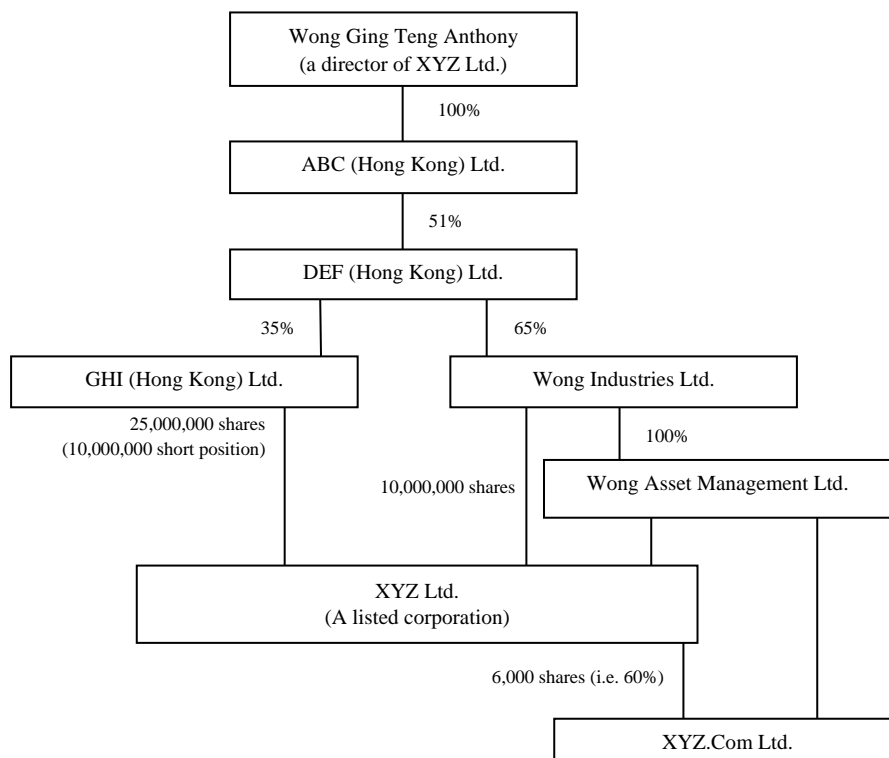
*Example of how to complete Box 36*

Assume that Mr. Wong Ging Teng Anthony is appointed a director of XYZ Ltd. (a listed corporation). He already 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. are as follows: GHI (Hong Kong) Ltd. owns 25,000,000 shares and has a short position in 10,000,000 shares. Wong Industries Ltd. owns 10,000,000 shares and Wong Asset Management Ltd. owns 15,000,000 shares.

XYZ Ltd. owns 6,000 shares in a private company, XYZ.Com Ltd. that has an issued share capital of 10,000 shares i.e. it owns 60% of the issued shares making XYZ.Com an associated corporation. On 1 April 2002 XYZ Ltd. granted Wong Asset Management Ltd. an option to acquire from XYZ Ltd. 900 shares or 9% of the shares of XYZ.Com Ltd. in issue. The option has not yet been exercised. Details of this option will have been disclosed in Box 34.

**Group structure and holdings :**



In this example, the entries in Box 36 would be as follows :

**36. Further information in relation to interests of corporations controlled by directors**

Name of controlled corporation	Address and place of incorporation	Name of controlling person	% control	Direct Interest (Y/N)	Number of shares	
					Long positions	Short positions
ABC (Hong Kong) Ltd.	Unit 1, 26/F Wong Industrial Bldg, Chai Wan, HK (Hong Kong)	Wong Ging Teng Anthony	100%	N	900	
DEF (Hong Kong) Ltd.	Unit 1, 26/F Wong Industrial Bldg, Chai Wan, HK (Hong Kong)	ABC (Hong Kong) Ltd.	51%	N	900	
Wong Industries Ltd.	Unit 1, 26/F Wong Industrial Bldg, Chai Wan, HK (Bermuda)	DEF (Hong Kong) Ltd.	65%	Y	900	
Wong Asset Management Ltd.	Unit 1, 26/F Wong Industrial Bldg, Chai Wan, HK (British Virgin Islands)	Wong Industries Ltd.	100%	Y	900	

Note that the interests in shares of XYZ Ltd. need not be disclosed in this Form 3B as the event prompting disclosure is not an Initial Notification. If the event prompting disclosure was the appointment of Mr. Wong as a director of XYZ Ltd. this would be an Initial Notification requiring disclosure of all his interests in shares of the listed corporation of which he is a director, and interests in any associated corporations. Those interests should be disclosed separately using 2 forms – Form 3A and Form 3B.

**Box 37**

If you are interested in shares of the associated corporation concerned jointly with another person, you are both taken to be interested in all of the shares held jointly. Details of that interest must also be taken into account in completing Boxes 31 and 32.

If this is an Initial Notification, you must complete Box 37 if you are interested in shares of the associated corporation concerned jointly with another person. 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.

If this is not an Initial Notification, you must only give details if the shares 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 shares jointly with you, his/her/its address and the number of shares involved in the relevant event in which he/she/it was interested.

The same principles apply to short positions held jointly.

**Box 38**

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 you are taken to be interested in all the shares of the associated corporation in which the trust has an interest (or a short position). Details of that interest must also be taken into account when completing Boxes 31 and 32. Ignore an interest in reversion or remainder, an interest of a bare trustee.

If this is an Initial Notification, you must complete Box 38 if you are interested in shares of an associated corporation through a trust. 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 (has a short position) in column 4 (and 5).

If this is not an Initial Notification, you must only give details if the shares in which you are interested through a trust were involved in the relevant event. State the name of the Trust which owns the interest in the shares, its address and the number of shares involved in the relevant event in which the trust was interested.

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

Form 3B

Box 39 Provide any supplementary information, e.g. the description of the relevant event if you select 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 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 40 Tick this box if this Form 3B is a revision of a previously submitted Form and insert the log/serial number of the Form which you intend to revise.

**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 term “your interest/short position” in these event codes refers to your own interest and also includes an interest of your spouse, your minor child or a corporation that is controlled by you, that is taken to be your interest by attribution.
- (4) The “shares” are the shares of the associated corporation of the listed corporation.

Code No. (Level 1)	Code No. (Level 2)	Code No. (Level 3)	Description of event (Box 30)
(110)			The number of shares in which you are interested has increased because:
(120)			The number of shares in which you are interested 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 in the shares or the number of shares in which you have a short position increased because:
(150)			You ceased to have a short position in the shares or the number of shares in which you have a short position decreased because:
(170)			Miscellaneous
(110)			The number of shares in which you are interested 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
	1108		your spouse ceased to be a director or chief executive of the listed corporation
	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
	1113		any other event (you must briefly describe the relevant event in the Supplementary Information box)
(120)			The number of shares in which you are interested 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

Code No. (Level 1)	Code No. (Level 2)	Code No. (Level 3)	Description of event (Box 30)
	(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
	1207		your spouse became a director or chief executive of the listed corporation
	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
	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:
	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
	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 in the shares or the number of shares in which you have a short position 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

Code No. (Level 1)	Code No. (Level 2)	Code No. (Level 3)	Description of event (Box 30)
		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 in the shares or the number of shares in which you have a short position 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)
(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)
	1705		Notice filed because you became a director or chief executive of the listed corporation
	1706		Notice filed because you ceased to be a director or chief executive of the listed corporation
	1707		Notice filed because the corporation became an associated corporation of the listed corporation
	1708		Notice filed because the corporation ceased to be an associated corporation of the listed corporation
	1709		Notice filed because the corporation changed its name
	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 code numbers apply to all Forms so some code numbers are “skipped” because certain capacities are not relevant to this Form.*

<b>Code No.</b>	<b>Description of the capacity in which you held the interest or short position in shares that is acquired, disposed of or changed (Boxes 30 and 33)</b>
	<b>Common capacities</b>
2101	Beneficial owner
2103	Interests held jointly with another person
2104	Agent
2105	Underwriter
2106	Person having a security interest in shares
	<b>Interests by attribution</b>
2201	Interest of corporation controlled by you
2202	Interest of your spouse
2203	Interest of your child under 18 years of age
	<b>Trusts and similar interests</b>
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
	<b>Miscellaneous</b>
2501	Other (you must describe the capacity in the Supplementary Information box)

**Table 3 – Codes of Nature of Consideration**

<b>Code No.</b>	<b>Description of consideration for off-exchange transactions (Box 30)</b>
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 34)
	<b>Listed derivatives</b>
4101	Physically settled
4102	Cash settled
4103	Convertible instruments
4104	Other (you must describe the category of derivatives in the Supplementary Information box)
	<b>Unlisted derivatives</b>
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 38)
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