

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

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

**General Notes**

1. This Form 3D is for use by a director or chief executive disclosing an interest in debentures of an associated corporation of a Hong Kong listed corporation of which he/she is a director or chief executive under Part XV of the Securities and Futures Ordinance (Cap. 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 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 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”, “debentures”, “listed corporation” and “associated corporation” in Form 3D and these Notes*

3. In Form 3D and these Notes the word “you” refers to the person that is the director or chief executive. The term “debentures” describes interests in the debentures of an associated corporation of the listed corporation of which you are a director or chief executive. The term “listed corporation” refers to the listed corporation of which you are a director or chief executive.
4. A director or chief executive must give notification of interests in debentures of an associated corporation of a listed corporation. The term “debenture” includes debenture stock, bonds and other debt securities of a corporation whether constituting a charge on the assets of the corporation or not.
5. An “associated corporation” is –
  - (i) a subsidiary, or holding company, of the listed corporation;
  - (ii) a subsidiary of the listed corporation’s holding company (e.g. a fellow subsidiary); or
  - (iii) a corporation in which the listed corporation holds 20% or more of the issued shares of any class of its share capital.

*“Relevant event” and “Initial Notification”*

6. You must give notification of interests in debentures of an associated corporation of a listed corporation, on the occurrence of certain events - called “relevant events” (see 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 debentures of the associated corporation.
  - (ii) When you cease to be interested in such debentures.
  - (iii) When you enter into a contract to sell any such debentures.
  - (iv) When an associated corporation grants you a right to subscribe for debentures of the associated corporation,

- or you exercise or assign such rights.
- (v) When the nature of your interest in such debentures changes.
  - (vi) If you have an interest in debentures of an associated corporation of a listed corporation at a time when it becomes a listed corporation.
  - (vii) If you have an interest in debentures of an associated corporation when you become a director or chief executive of that corporation.
  - (viii) If you have an interest in debentures of an associated corporation when it becomes an associated corporation.

A notification of relevant events (vi) to (viii) is described in Form 3D and these Notes as an “Initial Notification”.

#### *Timing of notification*

7. In the case of events (i) to (v) in General Note 6, 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.
8. For an Initial Notification, you must normally give the notification on this Form 3D within 10 business days after the relevant event. However, if at that date you were not aware that you had an interest in the debentures of the listed corporation concerned, then you must give the notification within 10 business days of the day you became aware that you had such an interest.

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 debentures or the delivery of the debentures), 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 amount of debentures in which you are interested*

9. In calculating the total amount of debentures in which you are interested you must include all joint interests (see Specific Note to Box 36 below), and any interests in debentures of the same associated corporation that any of following persons and trusts have :
- (i) Your spouse and any child of yours under the age of 18 (See Specific Notes to Box 34);
  - (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 35);
  - (iii) A trust, if you are a trustee of the trust (other than a trust where you are a bare trustee i.e. where you have no powers or duties except to transfer the debentures according to the directions of the beneficial owner) (See Specific Notes to Box 37);
  - (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 37); or
  - (v) A trust of which you are a beneficiary.

#### *General*

10. 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*

11. Upon the commencement of Part 4 of the Securities and Futures (Amendment) Ordinance 2014 on 3 July 2017 (“Commencement”), you should file this Form 3D 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 15 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.
12. 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 3D (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 3D 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.

13. You are also required to separately submit this Form 3D to the listed corporation concerned but SEHK will send this Form 3D to the listed corporation on your behalf if you complete and file this Form 3D properly. The completed Form 3D 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.
14. Do **not** send copies of any purchase agreements and other documents to SEHK when filing this Form 3D. Attaching a document that explains the transaction in question does **not** discharge the duty to complete the prescribed form. Unless otherwise specified, copies of any documents that are sent to SEHK will be displayed together with this Form 3D 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.
15. If your duty to file a notification on Form 3D arose before the date of Commencement, you may either (i) submit this Form 3D to SEHK by using the DION System; or (ii) submit the prescribed Form 3D 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 6) which gave rise to the notice.  |
| Box 2      | <p>In the case of events (i) to (v) in General Note 6, 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.</p> <p>For an Initial Notification, if you were not aware that you had an interest in the debentures of the associated corporation at the date of the relevant event, then state the date that you became aware that you had such an interest in the debentures in Box 2.</p>   |
| Box 3      | State the stock code of the listed corporation in whose debentures 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      | <p>Select the class of debentures which best describes the class of debentures in which you are interested. If you have an interest in two classes of debentures, complete a separate Form 3D for each class of debentures.</p> <p>In the event that the debentures are convertible into shares of the listed corporation or an associated corporation of the listed corporation, then you have an interest in shares of such corporation and must also file a notice on Form 3A or 3B in addition to this Form 3D.</p> <p>If you select Code 7106 (Other), state the class of debentures in which you are interested in Box 38.</p> <p>See <b>Table 5</b> for the Codes of Class of Debentures.</p> |
| Box 9      | State the amount of debentures of the same class of debentures in which you are interested which have been issued at the date of the relevant event. You can find the amount of debentures issued by the associated corporation by asking the corporation concerned.   |
| 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.
- Boxes 13 to 19 For individual director/chief executive, state your personal details as indicated. State your name in full as it 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 :

13. Name of director (English) as printed on HKID Card/Passport	
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 :

13. Name of director (English) as printed on HKID Card/Passport	
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 (v) in General Note 6 the details that you must give in Box 30 relate to the debentures bought/sold or involved at that time – not the debentures which you already have.

*“Brief description of relevant event” column*

State the descriptions 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 debentures, their interest may be treated as your interest (See General Note 6 above). For example, if a company that you control acquired debentures of the associated corporation, you should treat the acquisition as your acquisition and use the appropriate Code – in this case Code 1101.

In the case of an Initial Notification, you must give details relate to the debentures 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 debentures were/are held” column*

State the descriptions which best describes the capacity or nature of your interest either by entering the Code from

**Table 2** or selecting the Code from the menu. If you have disposed of an interest in debentures, select the Code describing the capacity in which you held the debentures immediately before the disposal and enter this Code in the “Before relevant event” column. If you have acquired an interest in debentures, select the Code describing the capacity in which you held the debentures 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 debentures, select the Codes describing the capacity in which you held your interest in those debentures 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.

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

*“Currency of debentures” column*

Select the currency in which the price for the interest in debentures described in the “Amount of debentures bought/sold or involved” column was paid or received.

*“Denomination or unit size of the debentures” column*

State the denomination or unit size of the debentures concerned (e.g. \$5,000 in the worked example below).

*“Amount of debentures bought/sold or involved” column*

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

*“On Exchange” and “Off Exchange” columns*

State the consideration per unit of debentures paid or received for the interests in debentures described in the “Amount of debentures 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 unit of debentures in the “Highest price (per unit)” column and the average price/consideration per unit of debentures in the “Average price (per unit)” column. For an off-exchange transaction, state the average price/consideration per unit of debentures in the “Average consideration (per unit)” 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 debentures (e.g. due to the exercise of an option), the highest price per unit and the average price per unit (average consideration per unit and nature of the consideration for off-exchange transactions) should be left blank.

In the case of an Initial Notification, the details that must be given in the “Average price (per unit)” or “Average consideration (per unit)” columns of the average price/consideration paid for the interest in debentures described in “Amount of debentures 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 (v) in General Note 6. Assume that you are a director who already own debentures of the associated corporation of a principal amount of HK\$4,500,000. On 31 December 2003, you purchased (directly from the associated corporation) debentures of a principal amount of HK\$400,000 for consideration of HK\$360,000 paid in cash (all debentures 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 debentures were/are held				Currency of debentures	Denomination unit size of debentures	Amount of debentures bought/sold or involved	On Exchange		Off Exchange		
		Before relevant event		After relevant event					Highest price (per unit)	Average price (per unit)	Average consideration (per unit)	Nature of consideration	
Enter code or double click below	*	Enter code or double click below		Enter code or double click below	*	HKD	5,000	400,000			4,500	Enter code or double click below	*
1101				2101								3101	

*\*Due to limited space in these Notes, the description of relevant event, capacity in which debentures 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 person who, prior to 1 September 2003 owns debentures of an associated corporation of the listed corporation, of a principal amount of HK\$4,500,000. On 31 December 2003 you are appointed a director of the listed corporation. On 15 September 2003 you had purchased (directly from the associated corporation) bonds of a principal amount of HK\$400,000 for HK\$360,000 paid in cash (all such debentures to be 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 debentures were/are held				Currency of debentures	Denomination unit size of debentures	Amount of debentures bought/sold or involved	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	
Enter code or double click below	*	Enter code or double click below		Enter code or double click below	*	HKD	5,000	400,000			4,500	Enter code or double click below	*
1701				2301								3101	

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

**Box 31** State the total amount of debentures in the associated corporation concerned in which you were interested immediately before the relevant event in column 2. State the total amount of debentures in the associated corporation concerned in which you were interested immediately after the relevant event in column 3. Both of these total include all joint interests and deemed interests (See General Note 9).

**Box 32** If the notification is an Initial Notification you must complete Box 32. State the description which best describes the capacity in which you hold the debentures listed in column 3 of Box 31 (i.e. total amount of debentures immediately after the relevant event) either by entering the Code from **Table 2** or selecting the Code from the menu. 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 amount of the interests in debentures held in each capacity (on different rows) in column 2.

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

**Box 33** If this is an Initial Notification, you must give details in relation to all the debentures and rights to debentures granted to you by the listed corporation.

If the debentures or rights to subscribe for debentures described in Box 30 have been granted to you by the associated corporation, then you must give details of those debentures or rights in Box 33. If you have an option in respect of the debentures, state the first date that the option can be exercised in the "Begin of exercise period" column and the last date on which the option can be exercised in the "End of exercise period" column. If the relevant event was :

- (i) the grant of debentures or rights to subscribe for the debentures - then you should state the price paid or received, or the consideration given or received, for the grant of the debentures or rights to subscribe for the debentures in the "Price for grant" column.
- (ii) the exercise of rights to subscribe for the debentures - then you should state the price paid or received, or the consideration given or received, on the exercise of rights to subscribe for the debentures in the "Exercise price" column.
- (iii) the assignment of the debentures or of rights to subscribe for the debentures - then you should state the price paid or received, or the consideration given or received, on the assignment of the debentures or rights to subscribe for the debentures 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. In the “Amount of Debentures involved” column state the amount of debentures involved.

If the debentures 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 debentures, then you must give the details mentioned in the preceding paragraphs.

**Box 34** If your spouse (or child under 18) is interested in debentures 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 Box 31.

If this is an Initial Notification, you must complete Box 34 if your spouse/child has debentures in the associated corporation. State the name of the spouse (or child under 18), his/her address and the amount of debentures in which you are interested through your spouse (or child under 18). State the details of each additional family member who holds debentures 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 debentures involved in the relevant event. State the name of the spouse (or child under 18), his/her address and the amount of debentures in which he/she was interested.

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 35** 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 debentures 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 Box 31.

If this is an Initial Notification, you must complete Box 35 if a corporation that you control (referred to in these Notes as a “controlled corporation”) has debentures 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 35.

If this is not an Initial Notification, you must only give details if a controlled corporation was interested in the debentures involved in the relevant event. State the name and address of the controlled corporation and the amount of debentures 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 35 should be completed as follows :

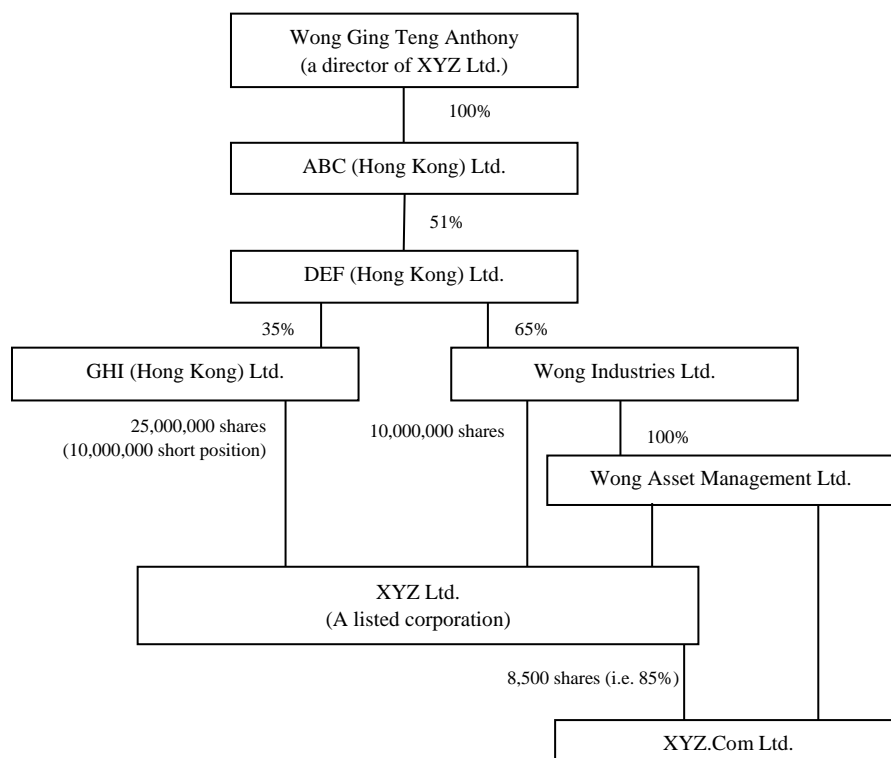
- Column 1: State the name of the controlled corporation.
- Column 2: State the address and place of incorporation (in brackets) of the controlled corporation.
- Column 3: If you control the controlled corporation, state your name in column 3. If another corporation named in column 1 controls the controlled corporation, state that corporation’s name in column 3.
- 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 debentures 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 debentures of the associated corporation directly, and some debentures indirectly, details of the interest held directly should be given in one row and the debentures 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: State the amount of debentures of the associated corporation in which the controlled corporation is interested.

*Example of how to complete Box 35*

Assume that Mr. Wong Ging Teng Anthony is appointed a director of XYZ Ltd. (a listed corporation) prompting disclosure. Mr. Wong 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.

Wong Asset Management Ltd. owns some debentures issued by XYZ.Com Ltd. These are HK\$15,000,000 of 7% notes maturing on 12 March 2003. XYZ.Com Ltd. is an associated corporation of XYZ Ltd. as XYZ Ltd. owns 85% of its shares.

**Group structure and holdings :**



In this example, the entries in Box 35 would be as follows :

**35. Further information in relation to interests of corporations controlled by director**

Name of controlled corporation	Address and place of incorporation	Name of controlling person	% control	Direct Interest (Y/N)	Amount of debentures
ABC (Hong Kong) Ltd.	Unit 1, 26/F Wong Industrial Bldg, Chai Wan, HK (Hong Kong)	Wong Ging Teng Anthony	100%	N	HK\$15,000,000
DEF (Hong Kong) Ltd.	Unit 1, 26/F Wong Industrial Bldg, Chai Wan, HK (Hong Kong)	ABC (Hong Kong) Ltd.	51%	N	HK\$15,000,000
Wong Industries Ltd.	Unit 1, 26/F Wong Industrial Bldg, Chai Wan, HK (Bermuda)	DEF (Hong Kong) Ltd.	65%	Y	HK\$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	HK\$15,000,000

Note that the interests in shares of XYZ Ltd. need not be disclosed in this Form 3D. However, those interests should be disclosed in Form 3A as the appointment of Mr. Wong as a director of XYZ Ltd. is an Initial Notification requiring disclosure of all his interests in shares of the listed corporation of which he is a director, and any associated corporations.

**Box 36**

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

If this is an Initial Notification, you must complete Box 36 if you are interested in debentures of the associated corporation concerned jointly with another person. State the name of the person who owns the interest in the debentures jointly with you, his/her/its address and the amount of debentures in which he/she/it is interested.

If this is not an Initial Notification, you must only give details if the debentures in which you are interested jointly



with another person were involved in the relevant event. State the name of the person who owns the interest in the debentures jointly with you, his/her address and the amount of debentures involved in the relevant event in which he/she/it was interested.

Box 37

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 debentures of the associated corporation in which the trust has an interest. Details of that interest must also be taken into account when completing Box 31. Ignore an interest in reversion or remainder, an interest of a bare trustee.

If this is an Initial Notification, you must complete Box 37 if you are interested in debentures of an associated corporation through a trust. You need not state the name of the Trust which owns the interest in the debentures 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 4** or selecting the Code from the menu in column 3. State the amount of debentures in which the trust is interested in column 4.

If this is not an Initial Notification, you must only give details if the debentures 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 debentures, its address and the amount of debentures involved in the relevant event in which the trust was interested.

See **Table 4** for the Codes of Status in relation to a Trust.

Box 38

Provide any supplementary information, e.g. the class of debentures if you select Code 7106 (Other) in Box 8; 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 1702 (Notice filed to remove outdated information), Code 1710 (Voluntary disclosure) or Code 1711 (Other); and the capacity if you select Code 2501.

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

Box 39

Tick this box if this Form 3D 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” 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 “debentures” are the debentures 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 debentures in which you are interested has increased because:
(120)			The number of debentures in which you are interested has reduced because:
(130)			There has been a change in nature of your interest in the debentures because:
(170)			Miscellaneous
(110)			The number of debentures in which you are interested has increased because:
	1101		you purchased the debentures
	1102		you were given the debentures
	1104		you acquired a security interest in the debentures
	1105		you inherited the debentures
	1106		you became a beneficiary under a trust interested in the debentures
	1108		your spouse ceased to be a director or chief executive of the listed corporation
	1113		any other event (you must briefly describe the relevant event in the Supplementary Information box)
(120)			The number of debentures in which you are interested has reduced because:
	1201		you completed a sale of the debentures
	1202		you made a gift of the debentures
	1205		you ceased to have a security interest in the debentures
	1207		your spouse became a director or chief executive of the listed corporation
	1212		cancellation of debentures upon repayment
	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 debentures because:
	1301		the debentures are delivered to you and you have not previously notified the purchase of the debentures
	1302		you have entered into an agreement for the sale of debentures in which you are interested
	1303		you have exercised rights under an agreement including derivatives by a person deriving from the debentures
	1304		rights under an agreement including derivatives deriving from the debentures have been exercised against you
	1305		you have provided an interest in the debentures as security to a person other than a qualified lender
	1306		an interest in the debentures, 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 debentures, or rights to such debentures held as security, and you are not a qualified lender

Code No. (Level 1)	Code No. (Level 2)	Code No. (Level 3)	Description of event (Box 30)
	1308		steps have been taken to enforce a security interest in the debentures, or rights to such debentures held as security, against you
	1309		you are a beneficiary under a will and the debentures have been transferred to you by an executor
	1310		you are a beneficiary under a trust and the debentures have been transferred to you by a trustee
	1311		you have delivered the debentures to a person who had agreed to borrow them
	1312		the debentures lent by you have been returned to you
	1313		you have lent the debentures under a securities borrowing and lending agreement
	1314		you have recalled the debentures under a securities borrowing and lending agreement
	1315		you have declared a trust over debentures that you continue to hold
	1316		any other event (you must briefly describe the relevant event in the Supplementary Information box)
<i>(170)</i>			Miscellaneous
	1701		On listing of the corporation or a class of debentures 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 in debentures that is acquired, disposed of or changed (Boxes 30 and 32)</b>
	<b>Common capacities</b>
2101	Beneficial owner
2102	Investment manager
2103	Interests held jointly with another person
2104	Agent
2105	Underwriter
2106	Person having a security interest in debentures
	<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 Status in relation to a Trust**

Code No.	Status in relation to a trust (Box 37)
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 5 – Codes of Class of Debentures**

<b>Code No.</b>	<b>Class of debentures (Box 8)</b>
7101	Freely transferable and convertible into shares of the associated corporation of the listed corporation
7102	Freely transferable and convertible into shares of a corporation other than the associated corporation of the listed corporation
7103	Not freely transferable but convertible into shares of the associated corporation of the listed corporation
7104	Not freely transferable but convertible into shares of a corporation other than the associated corporation of the listed corporation
7105	Not freely transferable and not convertible into shares of a corporation
7106	Other (you must describe the class of debentures in the Supplementary Information box)