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| **Post-licence Application by Licensed Corporation**  Specified under section 402 of the Securities and Futures Ordinance (“Ordinance”) (Cap 571) | **Form**  **B** |

|  |  |  |
| --- | --- | --- |
| **Name of applicant** |  | |
| English | |
|  | |
| Chinese | |
| **CE number (if applicable)** |  | |
| **Application for** | **Addition of regulated activity under section 127(1) of the Ordinance** | |
| **Reduction of regulated activity under section 127(1) of the Ordinance** | |
| **Change of licensing condition under section 134(1) of the Ordinance** | |
| **Premises to be used for record keeping purpose under section 130(1) of the Ordinance** | |
| **Change of financial year end under section 155(3) of the Ordinance** | |
| **Adoption of period exceeding 12 months as financial year under section 155(3) of the Ordinance** | |
| **Extension of deadline for submission of audited accounts under section 156(4) of the Ordinance** | |
| **Issuance of duplicate printed licence under section 124(1) of the Ordinance** | |
| **Other applications pertaining to licensing matters under Part V of the Ordinance** | |
| **Contact person regarding any queries on this form** |  | |
| English/Chinese name | |
|  | |
| Business title/Firm name | |
|  | |
| Relationship with the applicant | |
|  |  |
| Mobile number | E-mail address |

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| **Interpretations**   1. “Executive director” is defined under section 113 of the Ordinance. 2. “Responsible officer” means a person who is a licensed representative and is approved by the Commission under section 126(1) of the Ordinance to act as a responsible officer. He/she should have sufficient authority to supervise the regulated activity. He/she may or may not be an executive director. 3. “Substantial shareholder” is defined under section 6 of Part 1 of Schedule 1 to the Ordinance. 4. “Takeovers Code” refers to the Codes on Takeovers and Mergers and Share Buy-backs. 5. “You” in this form refers to the applicant.   **Instructions**   1. This form is to be filled in by a licensed corporation applying for (i) addition or reduction of regulated activity; (ii) change of licensing condition; (iii) premises to be used for record keeping purpose; (iv) change of financial year end; (v) adoption of period exceeding 12 months as financial year; (vi) extension of deadline for submission of audited accounts; (vii) issuance of duplicate printed licence; or (viii) other applications pertaining to licensing matters. 2. If you are applying for addition of regulated activity or change of licensing condition, you should ensure that there are at least two individuals who are or are applying to be responsible officers to supervise the new regulated activity or business which you propose to carry on. Each responsible officer applicant should complete Supplement C.      1. If you intend to cease carrying on all of the regulated activities for which you have been licensed under the Ordinance, you should notify the Commission about this via the SFC Online Portal. 2. If you are applying for premises to be used for record keeping purpose, please note that section 135 of the Ordinance requires a licensed corporation to notify the Commission at least seven business days in advance of any intended change of business address. If your record keeping premises is also your principal place of business or other place of business, you should submit notification via the SFC Online Portal within the prescribed timeline. 3. Please refer to the Completion Guidelines to identify which Part(s) of the form to fill in and ensure that (i) other documents required in this form; and (ii) correct application fee have been enclosed. 4. Incomplete application may increase the time taken for the Commission to process your application or may be returned. Please refer to [Licensing Handbook](https://www.sfc.hk/web/EN/rules-and-standards/codes-and-guidelines/guidelines/?rule=Licensing%20Handbook) on the Commission’s website (www.sfc.hk) for the return policy. 5. If there is not enough space, please use separate sheets of paper and clearly mark each separate sheet of paper with the relevant section number. 6. Please ensure your contact information (e.g. email address, address and telephone number) is maintained up-to-date with the Commission. If you need to update your contact information, please submit a notification to the Commission via the SFC Online Portal. 7. If the Commission is satisfied that a person has **substantial practical difficulties** in complying with any of the requirements under this form, it may exercise its discretion to dispense with the requirements to such extent as it considers necessary. If you consider that you have **substantial practical difficulties** in complying with any requirements under this form, please enclose a separate document setting out your **substantial practical difficulties** for the Commission’s consideration. Please note that the Commission would only exercise its discretion under special circumstances. 8. If there are any changes to the information provided in support of this application before it is concluded, you should notify the Commission in writing immediately after the changes take place. Any changes in information may result in delay in processing. |

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| **Warning**  **All information and documents submitted to the Commission must be true, accurate and complete.**  **Under section 383(1) of the Ordinance, a person commits an offence if –**   * **he, in support of any application made to the Commission under or pursuant to any provision of this Ordinance, whether for himself or for another person, makes a representation, whether in writing, orally or otherwise, that is false or misleading in a material particular; and** * **he knows that, or is reckless as to whether, the representation is false or misleading in a material particular.** |

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| XI | Disclosure |
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**Completion Guidelines**

**Please fill in the relevant parts of this form which are applicable to your application:**

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Part** | **Addition of regulated activity** | **Reduction of regulated activity** | **Change of licensing condition** | **Premises to be used for record keeping purpose** | **Change of financial year end** | **Adoption of period exceeding 12 months as financial year** | **Extension of deadline for submission of audited accounts** | **Issuance of duplicate printed licence** | **Other applications pertaining to licensing matters under Part V of the Ordinance** |
| I | ✓ |  |  |  |  |  |  |  |  |
| II |  | ✓ |  |  |  |  |  |  |  |
| III |  |  | ✓ |  |  |  |  |  |  |
| IV | ✓ |  | ✓ |  |  |  |  |  |  |
| V |  |  |  | ✓ |  |  |  |  |  |
| VI |  |  |  |  | ✓ |  |  |  |  |
| VII |  |  |  |  |  | ✓ |  |  |  |
| VIII |  |  |  |  |  |  | ✓ |  |  |
| IX |  |  |  |  |  |  |  | ✓ |  |
| X |  |  |  |  |  |  |  |  | ✓ |
| XI | ✓ |  | ✓ |  |  |  |  |  |  |
| XII | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |

**Part I: Application for Addition of Regulated Activity**

|  |
| --- |
| **Section 1: Details of the Application** |

**1.1 Please tick “✓” the regulated activities you intend to add.**

|  |  |  |
| --- | --- | --- |
| **Regulated activity** | | **Proposed effective date**  **(DD/MM/YYYY)** |
|  | Type 1 (dealing in securities) |  |
|  | Type 2 (dealing in futures contracts) |  |
|  | Type 3 (leveraged foreign exchange trading) |  |
|  | Type 4 (advising on securities) |  |
|  | Type 5 (advising on futures contracts) |  |
|  | Type 6 (advising on corporate finance) |  |
|  | Type 7 (providing automated trading services) |  |
|  | Type 8 (securities margin financing) |  |
|  | Type 9 (asset management) |  |
|  | Type 10 (providing credit rating services) |  |

**1.2 Please complete Part IV – Proposed Business and Internal Controls in respect of your proposed regulated activities.**

**1.3 Please state the names of the responsible officers responsible for supervising each of your proposed regulated activities and arrange each responsible officer applicant to complete Supplement C. At least one of the responsible officers must be an executive director.**

|  |  |  |  |
| --- | --- | --- | --- |
| **Name of responsible officer** | CE number **(if any)** | **Is he/she an executive**  **director?** | Type(s) ofregulated activityto be supervised |
|  |  | Yes  No |  |
|  |  | Yes  No |  |
|  |  | Yes  No |  |
|  |  | Yes  No |  |

**1.4 Please provide the following information on the individual(s) you have appointed/intend to appoint as your Manager(s)-In-Charge responsible for supervising your new key business line in relation to the type(s) of regulated activity you are applying for (see Interpretations on Supplement E for details).**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Description of key business line** | **Name of**  **Manager-In-Charge** | CE number **(if any)** | **Job title\*** | Reports to\*\* |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |

\* The job title should indicate an individual’s positions and his or her particular business or operational areas (e.g, Chief Executive Officer, Chief Investment Officer, Chief Administrative Officer, Head of Risk Management, Head of Corporate Finance).

\*\* Please state the individual’s reporting line(s) within your corporation (and, if applicable, within your corporate group) in respect of the relevant Core Function(s). For example, reports to (i) the board of directors or Chief Executive Officer of your corporation; and (ii) the Head of Global Risk Management of your group.

**1.5 Please provide the following information on your paid-up capital and liquid capital.**

|  |  |  |
| --- | --- | --- |
| **Details** | **Actual figure as at the date of this form**  **(HK$’000)** | **Projected figure as at six months after the approval of the current application, if granted**  **(HK$’000)** |
| **Paid-up capital** |  |  |
| **Liquid capital computation** |  |  |
| Total liquid assets |  |  |
| Total ranking liabilities |  |  |
| **Liquid capital** |  |  |
| **Required liquid capital** |  |  |
| **Excess/(deficiency) in liquid capital** |  |  |

**1.6 Will there be any additional capital injection in respect of your current application?**

Yes. Please advise the amount of capital to be injected and when the capital injection will be made.

|  |
| --- |
|  |

No.

**1.7 You are required to provide an updated financial information via Supplement D prior to the approval of the current application, if granted. If you have projected deficiency in liquid capital during the first six months after the approval of the current application, if granted, you are required to provide a funding plan\* to demonstrate that you will be able to meet the minimum capital requirement under the Securities and Futures (Financial Resources) Rules.**

**\*** The funding plan should set out the sources and size of funding support available to you, being supported by proper documentation of liquidity facilities and commitments by the funding provider(s).

**Part II: Application for Reduction of Regulated Activity**

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| --- |
| **Section 2: Details of the Application** |

**2.1 Please tick “✓” the regulated activities you intend to cease.**

|  |  |  |
| --- | --- | --- |
| **Regulated activity** | | **Proposed effective date**  **(DD/MM/YYYY)** |
|  | Type 1 (dealing in securities) |  |
|  | Type 2 (dealing in futures contracts) |  |
|  | Type 3 (leveraged foreign exchange trading) |  |
|  | Type 4 (advising on securities) |  |
|  | Type 5 (advising on futures contracts) |  |
|  | Type 6 (advising on corporate finance) |  |
|  | Type 7 (providing automated trading services) |  |
|  | Type 8 (securities margin financing) |  |
|  | Type 9 (asset management) |  |
|  | Type 10 (providing credit rating services) |  |

**2.2 Please state the reason for ceasing the above regulated activities.**

Unfavourable business conditions

Sale of business

Group consolidation

Relocation of business out of Hong Kong

Others (please specify):

|  |
| --- |
|  |

**2.3 Have you notified all your clients of the cessation of the above regulated activities?**

Yes.

No. Please state the reason for not notifying your clients of the cessation.

|  |
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**2.4 Have you returned your clients’ assets, if any?**

Yes.

No. Please elaborate on the measures you have taken to safeguard your clients’ assets, if any.

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**2.5 Please state the names of the responsible officers who will apply for reduction of the above regulated activities. Please arrange for each of the affected responsible officers and licensed representatives to apply for reduction of the relevant regulated activities via the SFC Online Portal.**

|  |  |  |
| --- | --- | --- |
| **Name of responsible officer** | **CE number** | **Type(s) of**  **regulated activity to be reduced** |
|  |  |  |
|  |  |  |
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**Part III: Application for Change of Licensing Condition**

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| **Section 3: Details of the Application** |

**3.1 Please set out your proposed change and reason for the change.**

**(If there is not enough space, please copy this section and provide the required information.)**

|  |  |  |
| --- | --- | --- |
| **Type(s) of regulated activity** |  | |
| **Licensing condition to be changed** |  | |
| **Nature of the proposed change** |  | Cancellation |
|  | Modification (please specify): |
|  |  |
| **Reason for the change** |  | |

|  |  |  |
| --- | --- | --- |
| **Type(s) of regulated activity** |  | |
| **Licensing condition to be changed** |  | |
| **Nature of the proposed change** |  | Cancellation |
|  | Modification (please specify): |
|  |  |
| **Reason for the change** |  | |

**3.2 Please complete Part IV - Proposed Business and Internal Controls setting out the details of the business after the proposed change and the relevant internal control measures.**

**3.3 Please arrange your (proposed) responsible officers to complete relevant sections in Supplement C if they are also applying for a licence and/or change of licensing condition in line with your proposed change of licensing condition.**

**3.4 Please provide the following information on the individual(s) you have appointed/intend to appoint as your Manager(s)-In-Charge responsible for supervising your new key business line, if any, as a result of your proposed change (see Interpretations on Supplement E for details).**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Description of key business line** | **Name of**  **Manager-In-Charge** | CE number **(if any)** | **Job title\*** | Reports to\*\* |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |

\* The job title should indicate an individual’s positions and his or her particular business or operational areas (e.g, Chief Executive Officer, Chief Investment Officer, Chief Administrative Officer, Head of Risk Management, Head of Corporate Finance).

\*\* Please state the individual’s reporting line(s) within your corporation (and, if applicable, within your corporate group) in respect of the relevant Core Function(s). For example, reports to (i) the board of directors or Chief Executive Officer of your corporation and (ii) the Head of Global Risk Management of your group.

**3.5 Please provide the following information on your paid-up capital and liquid capital.**

|  |  |  |
| --- | --- | --- |
| **Details** | **Actual figure as at the date of this form**  **(HK$’000)** | **Projected figure as at six months after the approval of the current application, if granted**  **(HK$’000)** |
| **Paid-up capital** |  |  |
| **Liquid capital computation** |  |  |
| Total liquid assets |  |  |
| Total ranking liabilities |  |  |
| **Liquid capital** |  |  |
| **Required liquid capital** |  |  |
| **Excess/(deficiency) in liquid capital** |  |  |

**3.6 Will there be any additional capital injection in respect of your current application?**

Yes. Please advise the amount of capital to be injected and when the capital injection will be made.

|  |
| --- |
|  |

No.

**3.7 You are required to provide an updated financial information via Supplement D prior to the approval of the current application, if granted. If you have projected deficiency in liquid capital during the first six months after the approval of the current application, if granted, you are required to provide a funding plan\* to demonstrate that you will be able to meet the minimum capital requirement under the Securities and Futures (Financial Resources) Rules.**

**\*** The funding plan should set out the sources and size of funding support available to you, being supported by proper documentation of liquidity facilities and commitments by the funding provider(s).

**Part IV: Proposed Business and Internal Controls**

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| **Section 4: Business Plan, Organisational Structure, and Internal Control Procedures** |

**4.1 Please submit the following information in a separate document:**

* Updated organisational chart depicting your management and governance structure, business and operational units and key human resources and their respective reporting lines. It should include all your Managers-In-Charge of Core Functions and their respective reporting lines (i.e, the job titles of the persons to whom they report within your corporation and, if applicable, within your corporate group). It should also include the job titles of the persons reporting directly to them in relation to your operations.
* Operational flowcharts describing your proposed business operations in each of the proposed regulated activities.

**4.2 Please complete Questionnaire A - General Business Profile and Internal Control Summary.**

**4.3 Please indicate whether you will carry out the following business activity(ies):**

Asset management

Securities or futures brokerage

Securities margin financing

Electronic trading or automated trading services

**If yes, please complete the relevant part(s) of Questionnaire B – Specific Business Profile and Internal Control Summary.**

**4.4 Please state the business activity(ies) you propose to carry out (you may select more than one item).**

|  |  |
| --- | --- |
| **Broker/Introducing broker** | **“**✓**”** |
| Broking stocks/unit trusts/mutual funds/debt securities/stock derivatives/structured products\* |  |
| Introducing brokerage |  |
| Broking futures contracts/futures derivatives\* |  |
| Placing/underwriting securities |  |
| Market making - securities/futures contracts\* |  |
| Inter-dealer brokerage - securities/futures contracts\* |  |
| Serving as a central dealing function for group companies |  |
| Stock borrowing and lending |  |
| Providing incidental discretionary account service - securities/futures contracts\* |  |
| Securities margin financing |  |
| Acting as listing agent of exchange-traded funds |  |
| **Leveraged foreign exchange trading** | |
| Leveraged foreign exchange trading |  |
| Providing incidental discretionary account service |  |
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|  |  |
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| **Sales and advisory** | |
| Giving advice on stocks/unit trusts/mutual funds/debt securities/stock derivatives/structured products/futures contracts\* |  |
| Marketing/distributing unit trusts/mutual funds/structured products/virtual asset funds\* |  |
| Publishing research or analyses on securities/futures contracts\* |  |
| Robo-advisory service on stocks/unit trusts/mutual funds/debt securities/stock derivatives/structured products/futures contracts\* |  |
| Undertaking activities in connection with matters regulated by the Takeovers Code |  |
| Sponsor/Compliance Adviser |  |
| Giving advice on other corporate finance matters |  |
| **Electronic trading system/Automated trading services operator** | |
| Internet trading/direct market access/algorithmic trading\*^ for stocks/unit trusts/mutual funds/debt securities/stock derivatives/futures contracts/futures derivatives/leveraged foreign exchange contracts\* |  |
| Alternative liquidity pool# |  |
| Operating a pre-initial public offering/odd-lot/bond trading platform\* |  |
| Operating an equity crowd funding platform |  |
| Operating a virtual asset trading platform |  |
| Other automated trading services, please specify: |  |
|  |
| **Asset manager** | |
| Managing public funds/real estate investment scheme/discretionary accounts/private funds/virtual asset funds\* |  |
| **Credit rating agency** | |
| Providing credit rating services |  |
| **Over-the-counter derivatives** | |
| Dealing in/advising on over-the-counter derivatives products |  |
| Clearing over-the-counter derivatives products |  |
| Internet trading/direct market access/algorithmic trading\*^ for over-the-counter derivatives products |  |
| Managing portfolios of over-the-counter derivative transactions |  |
| **Proprietary trading** | |
| Proprietary trading in securities/futures contracts/over-the-counter derivatives products\* |  |
| **Others** | |
| Selling insurance products/mandatory provident fund products/other pension products\* |  |
| Providing custody |  |
| Other activities, please specify: |  |
|  |

\* Delete where not applicable.

^ Definitions of “internet trading”, “direct market access” and “algorithmic trading” can be found in paragraph 18 of the Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission (“Code of Conduct”).

# Definition of “alternative liquidity pool” can be found in paragraph 19 of the Code of Conduct.

**Part V: Application for Premises to be Used for Record Keeping Purpose**

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| **Section 5: Details of the Application** |

**5.1 Please provide information on your record keeping address.**

**(If there is not enough space, please copy this section and provide the required information.)**

|  |  |  |
| --- | --- | --- |
|  | **Address in English** | **Address in Chinese** |
| Flat, floor and block number |  |  |
| **Building name** |  |  |
| **Street number and name** |  |  |
| **District and city** |  |  |
| **State and country** |  |  |
| **Postal code, if any** |  |  |
| **Contact number** |  | |
| **Facsimile number** |  | |
| **Effective date (DD/MM/YYYY)** |  | |

**5.2** **What business records will be kept at the premises used for keeping records?**

Accounting record

Board record

Client record

Tape record

Transaction record

Others, please specify:

|  |
| --- |
|  |

**5.3 Please confirm whether your record keeping premises as specified in section 5.1 are suitable for record keeping purpose as required by section 130 of the Ordinance.**

Yes.

No.

**Part VI: Application for Change of Financial Year End**

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| --- |
| **Section 6: Details of the Application** |

**6.1 Please provide the following information:**

|  |  |
| --- | --- |
| **Existing financial year end (DD/MM)** |  |
| **New financial year end (DD/MM)** |  |
| **Reason for the change** |  |

**Part VII: Application for Adoption of Period Exceeding 12 Months as Financial Year**

|  |
| --- |
| **Section 7: Details of the Application** |

**7.1 Please provide the following information:**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Existing financial reporting period (DD/MM/YYYY)** | From |  | To |  |
| **New financial reporting period (DD/MM/YYYY)** | From |  | To |  |
| **Reason for the change** |  | | | | |

**Part VIII: Application for Extension of Deadline for Submission of Audited Accounts**

|  |
| --- |
| **Section 8: Details of the Application** |

**8.1 Please provide the following information:**

|  |  |
| --- | --- |
| **Submission due date (DD/MM/YYYY)** |  |
| **Proposed date of submission (DD/MM/YYYY)** |  |
| **Reason for the extension** |  |

**Part IX: Application for Issuance of Duplicate Printed Licence**

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| **Section 9: Reason for Requiring a Duplicate Printed Licence** |

**9.1 Please state the reason for requiring a duplicate printed licence:**

Lost. Please submit a statutory declaration stating that you have lost your printed licence.

Defaced. Please submit a statutory declaration stating that the printed licence has been defaced and return the printed licence for cancellation.

Destroyed. Please submit a statutory declaration stating that the printed licence has been destroyed.

**Part X: Other Applications Pertaining to Licensing Matters under Part V of the Ordinance**

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| **Section 10: Details of the Application** |

**10.1 Please state below the nature of your application and the reason for making such application.**

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**Part XI: Disclosure**

Sections 11.1 to 13.3 are about your activities both in **Hong Kong and elsewhere**. If there are ongoing investigations which you cannot lawfully disclose, you should notify the Commission of the results within seven business days after the completion of the investigations.

|  |
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| **Section 11: Disciplinary Actions and Investigations** |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **11.1** | Have—   * you; * a company of which you are or were a director; * a company of which you are or were involved in the management; or * a company of which you are or were a substantial shareholder,   ever been refused or restricted from the right to carry on any trade, business or profession for which a specific licence, registration or other authorisation is required by law by—   1. the Commission[[1]](#footnote-1); or 2. any professional or regulatory body (including a stock or futures exchange)? | Yes | | No | |
| Yes | | No | |
|  |  |  | |  | |
| **11.2** | In the past five years, have—   * you; * a company of which you are or were a director; * a company of which you are or were involved in the management; or * a company of which you are or were a substantial shareholder,   been—   * censured, disciplined or disqualified by—  1. the Commission1; or 2. any professional or regulatory body(including a stock or futures exchange) in relation to any trade, business or profession; or  * the subject of an investigation conducted by—  1. the Commission1; or 2. any regulatory, criminal investigatory or professional body (e.g. disciplinary tribunal, inspector appointed under any enactment)[[2]](#footnote-2)? | Yes | | No | |
| Yes | | No | |
| Yes | | No | |
| Yes | | No | |
|  |  | |  | |  | |
| **11.3** | Are there any disciplinary actions or proceedings pending against—   * you; * a company of which you are or were a director; * a company of which you are or were involved in the management; or * a company of which you are or were a substantial shareholder,   in relation to any trade, business or profession? | | Yes | | No | |
|  |  | |  | |  | |
|  |  | |  | |  | |
| **11.4** | Have—   * you; * a company of which you are or were a director; * a company of which you are or were involved in the management; or * a company of which you are or were a substantial shareholder,   ever been—   1. investigated about any offence involving fraud or dishonesty[[3]](#footnote-3); or 2. adjudged by a court to be civilly liable for fraud, dishonesty or misfeasance? | | Yes | | No | |
| Yes | | No | |
|  |  | |  | |  | |
| If you answer “Yes” to any of the questions in sections 11.1 to 11.4, please provide the following information in a tabular format in a separate document:-   * date of event * name of regulatory, criminal investigatory or professional body * description of the case * your role or involvement in the case * outcome or current status (e.g. ongoing, settled, etc.) * contingent liability (if any) | | | | | | |
|  | | | | | | |

###### Section 12: Financial Status

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | | | | |
| **12.1** | In the past five years, have you been a defendant or respondent[[4]](#footnote-4) to—   1. any dispute, civil litigation, arbitration or mediation, the nature of which involves fraud, dishonesty or misfeasance; or 2. any dispute, civil litigation, arbitration or mediation with any person(s) in relation to the provision of financial services[[5]](#footnote-5) and such dispute, civil litigation, arbitration or mediation is of material financial implication (e.g. involves either (i) claim(s), liability or contingent liability of an amount which is equal to or greater than 1% of your current shareholders’ equity or net assets, or (ii) case(s) that is/are disclosed in your audited annual financial statements)? | | Yes | No |
| Yes | No |
|  |  | |  |  |
| **12.2** | In the past five years, have you—   1. been a party to a scheme of arrangement; or 2. entered into any form of compromise with your creditor,   involving an amount which is equal to or greater than 1% of your current shareholders’ equity or net assets? | | Yes | No |
| Yes | No |
|  |  | |  |  |
| **12.3** | Are there any judgments or court orders with which you have not complied? | | Yes | No |
|  |  | |  |  |
| **12.4** | Have you ever had a receiver, administrator or liquidator appointed to manage your affairs? | | Yes | No |
|  |  | |  |  |
| **12.5** | Have you ever been served with a winding-up petition? | | Yes | No |
|  |  | |  |  |
| **12.6** | Have you ever been a director, substantial shareholder, or involved in the management of a corporation which was wound up other than by a members’ voluntary wind up? | | Yes | No |
|  |  | |  |  |
| **12.7** | Have you ever been a partner of a firm which was dissolved other than with the consent of all the partners? | | Yes | No |
|  | |  |  |  |
| If you answer “Yes” to the question in section 12.1, please provide the following information in a tabular format in a separate document:-   * date of event * description of the case * amount or estimated amount involved * financial implication of the claims, liabilities or contingent liabilities (amount or estimated amount involved as a % of your current shareholders’ equity or net assets) * outcome or current status of the case (e.g. dismissed, settled, under appeal, etc.) | | | | |
|  | | | | |
| If you answer “Yes” to the question in section 12.2, please provide the following information in a tabular format in a separate document:-   * the nature and purpose of scheme of arrangement * party(ies) in the arrangement * date of arrangement * total amount * outstanding amount * repayment schedule or details | | | | |
|  | |  |  |  |
| If you answer “Yes” to any of the questions in sections 12.3 to 12.7, please provide details of the case or matter in a separate document. | | | | |
|  | |  |  |  |
|  | |  |  |  |

###### Section 13: Character

|  |  |  |  |
| --- | --- | --- | --- |
| **13.1** | Have you ever been charged with any criminal offence other than a minor offence (as defined under section 2 of the Securities and Futures (Licensing and Registration) (Information) Rules (“**Information Rules**”))[[6]](#footnote-6)? | Yes | No |
|  |  |  |  |
| **13.2** | Have you ever been convicted of any criminal offence other than a minor offence (as defined under section 2 of the Information Rules)[[7]](#footnote-7)? | Yes | No |
|  |  |  |  |
| **13.3** | Have you ever been subject to any order of the court or other competent  authority for fraud, dishonesty or misfeasance? | Yes | No |
|  |  |  |  |
| If you answer “Yes” to any of the questions in sections 13.1 to 13.3, please provide details of the case or matter in a separate document. | | | |

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| --- |
| **Section 14: Additional Information** |

Under the Ordinance, you are required to satisfy the Commission that you are a fit and proper person to be licensed.

**14.1 Have you answered “Yes” to any of sections 11.1 to 13.3?**

Yes. Please explain why you are fit and proper to be a licensed corporation in the light of your “Yes” answers. You may wish to refer to the Fit and Proper Guidelines.

|  |
| --- |
|  |

No.

**14.2 Please provide any information you consider relevant to your application that we would reasonably expect you to give which you have not provided elsewhere.**

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|  |

**Part XII: Declaration**

**We:**

|  |  |  |
| --- | --- | --- |
| * **Have completed** Part(s) |  | of this application. |

* **Declare** that all the information provided in this application form and any associated documentation is complete, true and correct.
* **Understand** that providing false or misleading information in support of this application is an offence under section 383 of the Ordinance.
* **Understand** that the Commission may take criminal and/or disciplinary action against a person who has made a false or misleading representation in, or in support of this application.
* **Understand** that if any information contained in this application, or any associated documentation changes prior to the Commission making a decision in respect of this application, we should notify the Commission in writing immediately of the changes.
* **Understand** that the Commission may make such enquiries and seek such further information as it thinks appropriate.

**(To be signed by a director, responsible officer or person authorised by the board of directors of the applicant)**

|  |  |
| --- | --- |
| **For and on behalf of:** |  |
|  | Name of applicant | |

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  |  |  |  |
| Name of director/responsible officer/person authorised by  the board of directors\* |  | Signature |  | Date |

\* Delete where not applicable.

**Personal Information Collection Statement**

1. The Personal Information Collection Statement (“PICS”) is made in accordance with the guidelines issued by the Office of the Privacy Commissioner for Personal Data. The PICS sets out the policies and practices of the Securities and Futures Commission (“SFC”) with regard to your Personal Data[[8]](#footnote-8) and what you are agreeing to with respect to the SFC’s use of your Personal Data for the purposes identified below.

**Purpose of Collection**

1. The Personal Data provided in this application form/statement of personal information/annual return/notification on change of information/any other form of request for information (as the case may be) will be used by the SFC for one or more of the following purposes:
   * + to administer the relevant Ordinances, rules, regulations, codes and guidelines made or promulgated pursuant to the powers vested in the SFC as in force at the relevant time, including:

the Securities and Futures Ordinance (“SFO”);

the Fit and Proper Guidelines;

the Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission;

the Management, Supervision and Internal Control Guidelines;

the Codes on Takeovers and Mergers and Share Buy-backs; and

the Code on Unit Trusts and Mutual Funds.

* + - to process any application you may make under the relevant Ordinances;
    - to assess your fitness and properness in relation to any of your applications for licence/registration under the SFO, as the case may be;
    - to monitor your fitness and properness to remain licensed under the relevant Ordinances as an ongoing compliance process;
    - to consider any application under the relevant Ordinances where you are named as a referee or may otherwise have a connection;
    - for the purposes of performing the SFC’s statutory functions under the relevant Ordinances, including surveillance, investigation, inspection or enforcement/disciplinary action;
    - for research or statistical purposes; and
    - other purposes as permitted by law.

1. Failure to provide the requested Personal Data may result in the SFC being unable to process your application or perform its statutory functions under the relevant Ordinances.

**Transfer/Matching of Personal Data**

1. Personal Data may be disclosed by the SFC to other financial regulators in Hong Kong (including the Hong Kong Exchanges and Clearing Limited and the Hong Kong Monetary Authority), the Hong Kong Police Force, the Customs and Excise Department, overseas regulatory bodies and other government bodies as required under the law or pursuant to any regulatory/investigatory assistance arrangements between the SFC and other regulators (local/overseas).
2. Personal Data may be disclosed by the SFC to other financial regulators, the Hong Kong Police Force, the Customs and Excise Department, other government bodies, corporations, organisations or individuals in Hong Kong, the People’s Republic of China or overseas for the purposes of verifying/matching[[9]](#footnote-9) those data.

**Public Registers**

1. The SFC is required to maintain public registers containing specified data relating to licensed or registered persons and to publish such specified data in the Gazette (or in such manner as it considers appropriate), pursuant to the relevant provisions of the SFO or any rules or regulations made thereunder. Any member of the public may inspect the public registers for the purposes of ascertaining whether he is dealing with a licensed or registered person in matters of or connected with any regulated activity, and the particulars of the licence or registration of such persons.

**Access to Data**

1. You have the right to request access to and correction of your Personal Data in accordance with the provisions of the PDPO. Your right of access includes the right to obtain a copy of your Personal Data provided in the application form/statement of personal information/annual return/notification on change of information/any other form of request for information (as the case may be). The SFC has the right to charge a reasonable fee for processing of any data access request.

**Enquiries**

1. Any enquiries regarding the Personal Data provided in the application form/statement of personal information/annual return/notification on change of information/any other form of request for information (as the case may be), or requests for access to Personal Data or correction of Personal Data, should be addressed in writing to:-

The Data Privacy Officer

Securities and Futures Commission

**54/F, One Island East  
18 Westlands Road**

**Quarry Bay**

**Hong Kong**

A copy of the Privacy Policy Statement adopted by the SFC is available upon request.

1. You must answer this question and there is no need to seek the Commission’s specific consent. Please refer to <https://www.sfc.hk/web/EN/regulatory-functions/enforcement/secrecy-provision.html> for more information or seek independent legal advice. [↑](#footnote-ref-1)
2. Where there has been no further disciplinary or enforcement action taken by the regulatory, criminal investigatory or professional body as a result of the investigation for a prolonged period, or you (or the company) have been informed by the regulatory, criminal investigatory or professional body that no such action would be taken, you are still obliged to disclose details of the investigation to the Commission. [↑](#footnote-ref-2)
3. Where you (or the company) have been investigated about any such offence but no prosecution has been instituted as a result of the investigation for a prolonged period, or you (or the company) have been informed that such prosecution would not be instituted, or the investigation of any such offence resulted in a conviction which was subsequently quashed, you are still obliged to disclose details of the offence involved and the relevant conviction (if any) to the Commission. [↑](#footnote-ref-3)
4. This includes a claim or counterclaim. [↑](#footnote-ref-4)
5. Where there are more than three closed disputes, litigation, arbitration or mediation, please only provide:

   details of the three most significant disputes, litigation, arbitration or mediation in terms of monetary amount involved;

   the total number of cases (excluding the three most significant disputes, litigation, arbitration or mediation in terms of monetary amount involved); and

   the total amount or estimated amount involved (excluding the three most significant disputes, litigation, arbitration or mediation in terms of monetary amount involved).

   For avoidance of doubt, if you are a defendant or respondent of

   any ongoing dispute, litigation, arbitration or mediation; or

   any dispute, litigation, arbitration or mediation which involves fraud, dishonesty or misfeasance,

   please provide details of each of the cases. [↑](#footnote-ref-5)
6. Where you have been charged with any such offence but not convicted, or the offence charged resulted in a conviction which was subsequently quashed, you are still obliged to disclose details of the offence involved and the relevant conviction (if any) to the Commission. [↑](#footnote-ref-6)
7. Where the conviction of any such offence was subsequently quashed, you are still obliged to disclose details of the offence involved and the relevant conviction to the Commission. [↑](#footnote-ref-7)
8. Personal Data means personal data as defined in the Personal Data (Privacy) Ordinance, Cap 486 (“PDPO”) [↑](#footnote-ref-8)
9. “Matching procedure” is defined in section 2 of the PDPO. [↑](#footnote-ref-9)