SFC
證監會

SECURITIES AND FUTURES COMMISSION

Form 1

Application for Licence - Corporation

Name of applicant _____

Please **tick** "√" the regulated activities you intend to carry out:

☐	**Type 1**	Dealing in securities *(note 1)*	☐	**Type 6**	Advising on corporate finance *(note 4)*
☐	**Type 2**	Dealing in futures contracts *(note 1)*	☐	**Type 7**	Providing automated trading services
☐	**Type 3**	Leveraged foreign exchange trading	☐	**Type 8**	Securities margin financing *(note 5)*
☐	**Type 4**	Advising on securities *(note 2)*	☐	**Type 9**	Asset management *(note 6)*
☐	**Type 5**	Advising on futures contracts (*note 3)*			

Notes:

1. You do NOT need a licence for Type 1 or 2 regulated activity if you are licensed for Type 9 regulated activity AND your Type 1 or 2 regulated activity is performed solely for the purpose of carrying on your Type 9 regulated activity.
2. You do NOT need a licence for Type 4 regulated activity if you are licensed for Type 1 regulated activity AND your Type 4 regulated activity is wholly incidental to your carrying on of Type 1 regulated activity.
3. You do NOT need a licence for Type 5 regulated activity if you are licensed for Type 2 regulated activity AND your Type 5 regulated activity is wholly incidental to your carrying on of Type 2 regulated activity.
4. You do NOT need a licence for Type 6 regulated activity if you are licensed for Type 1 regulated activity AND your Type 6 regulated activity is wholly incidental to your carrying on of Type 1 regulated activity.
5. You do NOT need a licence for Type 8 regulated activity if you are licensed for Type 1 regulated activity AND your Type 8 regulated activity is undertaken in order to facilitate acquisitions or holdings of securities for your clients.
6. You do NOT need a licence for Type 9 regulated activity if you are licensed for Type 1 or 2 regulated activity AND your Type 9 regulated activity is wholly incidental to your carrying on of Type 1 or 2 regulated activity.

Warning:

You must fill in this form accurately and truthfully. Section 383(1) of the Securities and Futures Ordinance ("the Ordinance") states:

"A person commits an offence if –

(a) ***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***

(b) ***he knows that, or is reckless as to whether, the representation is false or misleading in a material particular."***

The punishment for this offence is a fine of up to $1 million and imprisonment for up to 2 years.

Section 1: Corporate information

Name

Full name in English .....

Full name in Chinese .....

Business name in English .....

Business name in Chinese .....

Former name(s) and effective period(s) .....
(Former name in English)

.....
(Former name in Chinese)

From ..... / ..... / ..... to ..... / ..... / .....
dd *mm* *yyyy* *dd* *mm* *yyyy*

Place of incorporation .....

Date of incorporation ..... / ..... / .....
dd *mm* *yyyy*

Date of registration* ..... / ..... / .....
dd *mm* *yyyy*

Hong Kong business registration certificate number .....

Financial year end ..... / .....
dd *mm*

Auditor and appointment date .... / ..... / .....
(Name of auditor) *dd* *mm* *yyyy*

* Date of registration is only applicable to a corporation incorporated **outside** Hong Kong and registered as an overseas company with the Registrar of Companies of Hong Kong under Part XI of the Companies Ordinance (Cap. 32).

Section 2: Contact information

2.1 Please provide your telephone and facsimile numbers, and e-mail, website, business, registered office, correspondence and record keeping addresses in *Supplement 1 – Contact Information and Record Keeping Address for Corporation*. This will also serve as an application under section 130(1) of the Ordinance for approval of premises to be used for keeping records or documents. No separate application fee is required.

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

_____

_____

2.3 Are the premises wholly or partly used for residential purpose?

- ❑ Yes.
- ❑ No.

Section 3: Share capital

3.1 Please provide details of your share capital. State the currency.

Class of shares ❑ Ordinary ❑ Preference ❑ Others (please specify) _____ _____	Par value
	Number of authorized shares
	Authorized share capital
	Issued share capital
	Premium paid
	Paid-up share capital

Class of shares ❑ Ordinary ❑ Preference ❑ Others (please specify) _____ _____	Par value
	Number of authorized shares
	Authorized share capital
	Issued share capital
	Premium paid
	Paid-up share capital

Class of shares ❑ Ordinary ❑ Preference ❑ Others (please specify) _____ _____	Par value
	Number of authorized shares
	Authorized share capital
	Issued share capital
	Premium paid
	Paid-up share capital

3.2 Have any shares been issued for consideration other than cash?

- ❑ Yes. Please provide details (including the class of shares, number of shares, and type and value of consideration) in an attachment.
- ❑ No.

Section 4: Corporate and shareholding structure

4.1 Please submit as an attachment a tree diagram depicting the following:

- group structure;
- percentage of shareholdings of each group member;
- principal business activities of each group member; and
- licence/registration status for regulated activities (both in Hong Kong and elsewhere) of each group member.

"Substantial shareholder" *has the same meaning as in Part 1 of Schedule 1 to the Ordinance.*

4.2 Please provide the following information on your substantial shareholders. This will also serve as an application by the following persons to continue to be substantial shareholders of a licensed corporation under section 132(1) of the Ordinance. No separate application fee is required.

Name of substantial shareholder	**Class of shares**	**Is the person:** **a) a licensed representative;** **b) a licensed corporation or registered institution;** **c) an approved substantial shareholder of a licensed corporation; or** **d) a substantial shareholder of a registered institution?**	
		❑ Yes, CE No. _____	❑ No*
		❑ Yes, CE No. _____	❑ No*
		❑ Yes, CE No. _____	❑ No*
		❑ Yes, CE No. _____	❑ No*
		❑ Yes, CE No. _____	❑ No*
		❑ Yes, CE No. _____	❑ No*
		❑ Yes, CE No. _____	❑ No*
		❑ Yes, CE No. _____	❑ No*

* If you tick NO to any of the above:

- Please request your **corporate substantial shareholder** to complete *Supplement 2 – Information on Corporate Substantial Shareholder*.

- Please request your **individual substantial shareholder** to complete *Supplement 3 – Statement of Personal Information*.

Section 5: Executive directors and responsible officers

"Executive director" *means a director of the corporation who –*

- *actively participates in; or*
- *is responsible for directly supervising*

the business of a regulated activity for which the corporation is licensed. *He must also be a responsible officer of the corporation.*

"Responsible officer" *means a person who is a licensed representative and is approved by the Commission under s.126(1) of the Ordinance to act as a responsible officer. He should have sufficient authority to supervise the regulated activity. He may or may not be an executive director.*

Each regulated activity must be supervised by at least two responsible officers and at least one of them must be an executive director.

5.1 Please provide the following information on your responsible officers.

Name of responsible officer	CE No. (if any)	Is he/she an executive director?		Regulated activities to be supervised
		❑ Yes	❑ No	Type _____
		❑ Yes	❑ No	Type _____
		❑ Yes	❑ No	Type _____
		❑ Yes	❑ No	Type _____
		❑ Yes	❑ No	Type _____
		❑ Yes	❑ No	Type _____
		❑ Yes	❑ No	Type _____
		❑ Yes	❑ No	Type _____

Section 6: Non-executive and shadow directors

"Shadow director" *means a person in accordance with whose directions or instructions the directors of a corporation are accustomed or obliged to act. A person shall not be regarded as a shadow director by reason only of the fact that the directors act on advice given by him in a professional capacity.*

6.1 Please provide the following information on your non-executive directors.

Name of non-executive director	**Is the person:** **a) a licensed representative;** **b) a licensed corporation or registered institution;** **c) an approved substantial shareholder of a licensed corporation; or** **d) a substantial shareholder of a registered institution?**	
	❑ Yes, CE No. _____	❑ No*
	❑ Yes, CE No. _____	❑ No*
	❑ Yes, CE No. _____	❑ No*
	❑ Yes, CE No. _____	❑ No*
	❑ Yes, CE No. _____	❑ No*

6.2 Please provide the following information on your shadow directors.

Name of shadow director	**Is the person:** **a) a licensed representative;** **b) a licensed corporation or registered institution;** **c) an approved substantial shareholder of a licensed corporation; or** **d) a substantial shareholder of a registered institution?**	
	❑ Yes, CE No. _____	❑ No*
	❑ Yes, CE No. _____	❑ No*
	❑ Yes, CE No. _____	❑ No*
	❑ Yes, CE No. _____	❑ No*
	❑ Yes, CE No. _____	❑ No*

* If you tick NO to any of the above:

- Please request your **corporate director** to complete *Supplement 4 – Information on Corporate Director*.
- Please request your **individual director** to complete *Supplement 3 – Statement of Personal Information.*

Section 7: Complaints officer and emergency contact person

7.1 You must appoint a complaints officer to handle complaints received by you. Please provide the following information on your complaints officer.

Name in English	
Name in Chinese	
HKID/Passport Number*	
Job title	
Telephone number	
Facsimile number	
Correspondence address	
E-mail address	

* Only applicable to individuals who are non-Hong Kong permanent residents.

7.2 You must also appoint a contact person whom the Commission may contact in the event of an emergency or other urgent need. Please provide the following information on your emergency contact person. [Note: For group companies, it is preferable that this person should have sufficient authority and be familiar with the overall affairs of the group.]

Name in English				
Name in Chinese				
HKID/Passport Number*				
Job title				
Telephone number	Office		Residential	
Mobile phone number				
Facsimile number	Office		Residential	
Correspondence address				
E-mail address	Office		Private	

* Only applicable to individuals who are non-Hong Kong permanent residents.

Section 8: Associated entities

"Associated entity" *is a company which is in a controlling entity relationship with you, and receives or holds in Hong Kong your clients' assets. Controlling entity and controlling entity relationship are defined in Part 1 of Schedule 1 to the Ordinance.*

8.1 Do you propose to have any associated entity?

❑ Yes.

❑ No. Go to Question 8.3.

8.2 Please provide the following information on your associated entities. [Note: Your associated entities are required to complete relevant sections of *Form 6 – Notification - Associated Entity*.]

Name of associated entity	**Is it a licensed corporation or registered institution?**		**Effective date of becoming an associated entity** **(dd/mm/yyyy)**
	❑ Yes, CE No. _____	❑ No*	/ /
	❑ Yes, CE No. _____	❑ No*	/ /
	❑ Yes, CE No. _____	❑ No*	/ /

* If you tick NO to any of the above:

- Please complete *Supplement 5 – Basic Information on Associated Entity* for each associated entity.

8.3 Are you currently acting as an associated entity of a licensed corporation and/or registered institution?

❑ Yes.

❑ No. Go to Section 9.

8.4 Please provide the names of the licensed corporations/registered institutions for which you act as their associated entity.

Name of licensed corporation/registered institution	**CE number**

Section 9: Subsidiaries

"Subsidiary" *has the same meaning as in Part 1 of Schedule 1 to the Ordinance.*

9.1 Do you have any subsidiaries?

- ❑ Yes.
- ❑ No. Go to Section 10.

9.2 Please provide the names of your subsidiaries that carry on a business in any regulated activity.

Name of subsidiary	CE number

Section 10: Bank accounts

10.1 Please provide details of your major operational and segregated trust accounts in *Supplement 6 – Bank Accounts.*

Section 11: Financial resources

11.1 Please complete *Supplement 7 – Financial Resources.*

Section 12: Charges, pledges, liens or encumbrances

12.1 Are any of your assets subject to any charge (including pledge, lien or encumbrance)?

- ❑ Yes. In an attachment, set out all such charges and provide the following details:
  - date of the charge;
  - description of the assets; and
  - amount secured;
- ❑ No.

Section 13: Proposed business activities

13.1 Please complete *Supplement 8 – Business Plan and Proposed Business Activities*.

Section 14: Business history

14.1 Have you in the past five years carried on any business?

❑ Yes.

❑ No. Go to Section 15.

14.2 Please provide the following information:

Nature of business	
Date of commencement of business	_____ / _____ / _____ *dd* *mm* *yyyy*
Date of termination of business (if applicable)	_____ / _____ / _____ *dd* *mm* *yyyy*
Reason for termination of business (if applicable)	

Section 15: Licence record

15.1 Have you ever been licensed by or registered with the Commission and/or any regulatory body (including any stock or futures exchanges), in Hong Kong or elsewhere, to engage in any regulated or similarly regulated activity?

❑ Yes. Please complete *Supplement 9 – Licence Record.*

❑ No.

15.2 Are you applying for a trading right of any stock or futures exchange in Hong Kong or elsewhere?

❑ Yes. Please provide details as follows:

Name of exchange	Type of participantship	Date of application (dd/mm/yyyy)
		/ /
		/ /
		/ /

❑ No.

Section 16: Disciplinary actions and investigations

Sections 16 to 18 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 7 business days after the completion of the investigations.

16.1 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 authorization is required by law;
- censured, disciplined or disqualified by 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 a regulatory or criminal investigatory body (i.e. disciplinary tribunal, inspector appointed under any enactment, or other regulatory body)? ❑ Yes ❑ No

16.2 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

16.3 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
- investigated about offences involving fraud or dishonesty; or
- adjudged by a court to be civilly liable for fraud, dishonesty or misfeasance? ❑ Yes ❑ No

Section 17: Financial status

17.1 Have you ever been a party to any civil litigation in the past ten years involving an amount in excess of HK$100,000 or equivalent? ❑ Yes ❑ No

17.2 Are you presently a party to any civil litigation? ❑ Yes ❑ No

17.3 Are there any judgments or court orders with which you have not complied? ❑ Yes ❑ No

17.4 Have you ever
- been a party to a scheme of arrangement; or
- entered into any form of compromise with your creditor

in the past ten years involving an amount in excess of HK$100,000 or equivalent? ❑ Yes ❑ No

17.5 Have you ever had a receiver, administrator or liquidator appointed to manage your affairs? ❑ Yes ❑ No

17.6 Have you ever been served with a winding-up petition? ❑ Yes ❑ No

17.7 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

17.8 Have you ever been a partner of a firm which was dissolved other than with the consent of all the partners? ❑ Yes ❑ No

Section 18: Character

18.1 Have you ever been charged with or convicted of an offence (including any spent conviction) other than a minor traffic or littering offence? ❑ Yes ❑ No

18.2 Have you ever been subject to any order of the court or other competent authority for fraud, dishonesty or misfeasance? ❑ Yes ❑ No

Section 19: Additional information

Under the Ordinance, it is up to you, the applicant, to satisfy the Commission that you are a fit and proper person to be licensed.

19.1 Have you answered "Yes" to any of the questions in Sections 16, 17 or 18?

❑ Yes. In an attachment, please explain why you are fit and proper to be licensed in the light of your "Yes" answers. You may wish to refer to *the Fit and Proper Guidelines*.

❑ No.

19.2 Please give us any other information that you think will be relevant to us in considering your application.

_____

_____

_____

_____

Section 20: Checking your application

Before signing, please check that you have provided everything that we need to process your application.

❑ Answered every question (unless directed otherwise).

❑ Provided all relevant supplements and attachments.

❑ Enclosed the application fee.

Section 21: Applicant's declaration

We: _____

Name of corporation applying for a licence

- **Declare** that all the information provided in this application (including all supplements and attachments) is complete, true and correct.
- **Declare** that the board of directors has passed a resolution approving this application.
- **Understand** that providing false or misleading information in support of an application for a licence is an offence under section 383 of the Ordinance.
- **Understand** that the Commission may take disciplinary action against a person who has made a false or misleading representation when applying for a licence.
- **Understand** that if any information in this application changes before this application is approved, we must notify the Commission in writing immediately of the changes.

(To be signed by two directors of the corporation applying for licence.)

Name of director	Signature	Date

Name of director	Signature	Date