

## **FORM 2 – CORPORATE SUBSTANTIAL SHAREHOLDER NOTICE**

### **General Notes**

1. This Form 2 is for use by a corporation disclosing a notifiable interest in a Hong Kong listed corporation under Part XV of the Securities and Futures Ordinance (Cap.571)(“the Ordinance”). 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”) and the listed corporation concerned at the same time or one immediately after the other.
2. Use :
  - Form 1 if you are an individual with an interest of 5% or more of the voting shares of the listed corporation (and are not a director or chief executive of the listed corporation).
  - Form 3A if you are notifying interests in shares of the listed corporation of which you are a director or chief executive.
  - Form 3B if you are notifying interests in shares of any associated corporation of the listed corporation of which you are a director or chief executive.
  - Form 3C if you are notifying interests in debentures of the listed corporation of which you are a director or chief executive.
  - Form 3D if you are notifying interests in debentures of any associated corporation of the listed corporation of which you are a director or chief executive.
3. Please use separate forms if you are interested in different classes of shares or debentures of the listed corporation, or different associated corporations of the listed corporation of which you are a director or chief executive. Chinese versions of these forms are also available.

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

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

*“Relevant event”*

5. You must give notification of interests in shares of a listed corporation, and any “short position” (explained in note 12 below) on the occurrence of certain events - called “relevant events” (see s. 308 of the Ordinance). Relevant events include :
  - (i) When you first become interested in 5% or more of the shares of a listed corporation (i.e. when you first acquire a notifiable interest).
  - (ii) When your interest drops below 5% (i.e. you cease to have a notifiable interest ).
  - (iii) When there is an increase or decrease in the percentage figure of your holding that results in your crossing over a whole percentage number which is above 5% (e.g. your interest increases from 6.8% to 7.1% - crossing over 7%).
  - (iv) When you have a notifiable interest and the nature of your interest in the shares changes ( e.g. on exercise of an option) (see further below)..
  - (v) When you have a notifiable interest and you come to have, or cease to have, a short position of more than 1% (e.g. you are already interested in 6.8% of the shares of a listed company and take a short position of 1.9%).
  - (vi) When you have a notifiable interest and there is an increase or decrease in the percentage figure of your short position that results in your short position crossing over a whole percentage number which is above 1%. (e.g. you are already interested in 6.8% of the shares of a listed company and increase your short position from 1.9% to 2.1%).
  - (vii) If you have an interest in 5% or more of the shares of a corporation that is being listed, shares of a class that is being listed, or shares of a class which are being given full voting rights..
  - (viii) On commencement of the Ordinance, if you have an interest in 5% or more of the shares of a listed corporation, or if you have a notifiable interest and a short position of 1% or more, which has not previously been disclosed.

## Form 2

- (ix) If the 5% threshold is reduced or the 1% threshold for short positions is reduced.

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

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

### *Timing of notification*

6. In the case of events (i) to (vi) in Note 5, you must give the notification within 3 business days of the day on which you became aware of the relevant event. The term “business day” means a day other than a public holiday and a day on which a black rainstorm warning, or a gale warning, is in force i.e. it would normally include Saturdays but not Sundays. The period is calculated excluding the day that the relevant event occurred.

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

The period allowed for filing a notice runs from the time you know of the facts that constitute the event (e.g. the purchase of the shares, the delivery of the shares, the buy back of shares by the listed corporation), not the day that you realize that the event gave rise to a duty of disclosure under Part XV.

### *Working out the percentage figure of your interest*

7. In Boxes 18 and 19 of Form 2 you are asked to state the percentage figure of your interest. To work this out you express the total number of shares in which you are interested as a percentage of the number of shares of the listed corporation, of the same class, in issue (i.e. the number in Box 4). Round this figure to two decimal places. To work out the *percentage level* of your interest you simply round down the percentage figure of your interest to the next whole number.
8. In calculating the total number of shares in which you are interested you must include all joint interests (see Note to Box 23 below), interests through equity derivatives (see Note 10 below) and any such interests in shares of the same listed corporation that any of the following persons and trusts have :
- (i) A corporation which you control (a corporation is a “controlled corporation” if you control 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 notes to Box 22);
  - (ii) A trust, if you are a trustee of the trust (other than a trust where you are a bare trustee i.e. where you have no powers or duties except to transfer the shares according to the directions of the beneficial owner) (see notes to Box 24);
  - (iii) A discretionary trust, if you are the “founder” of the trust (e.g. you had the trust set up or put assets into it), and can influence how the trustee exercises his discretion (see notes to Box 24);
  - (iv) A trust of which you are a beneficiary (discretionary interests may be ignored);
  - (v) All persons who have agreed to acquire interests in shares in the listed corporation, if you are a party to the agreement (see notes to Box 25).
9. You must also count as your short position any short positions that the persons and trusts mentioned in Note 8 have. This may create a short position (if you do not have a short position already) or increase the size of your short position.
10. In calculating the percentage figure of your interest in shares you must add together both direct and indirect interests. You must not net off long positions and short positions but must disclose these separately. Indirect interests include interests in shares underlying “equity derivatives”. Equity derivatives include instruments such

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

*“Long positions” and “short positions”*

11. You have a “long position” if you have an interest in shares, including interests through holding, writing or issuing financial instruments (including derivatives) under which, for example :
  - (i) you have a right to take the underlying shares;
  - (ii) you are under an obligation to take the underlying shares;
  - (iii) you have a right to receive money if the price of the underlying shares increases; or
  - (iv) you have a right to avoid or reduce a loss if the price of the underlying shares increases.
  
12. You have a “short position” if you borrow shares under a securities borrowing and lending agreement, or if you hold, write or issue financial instruments (including derivatives) under which for example:
  - (i) you have a right to require another person to take the underlying shares;
  - (ii) you are under an obligation to deliver the underlying shares;
  - (iii) you have a right to receive money if the price of the underlying shares declines; or
  - (iv) you have a right to avoid a loss if the price of the underlying shares declines.
  
13. The number of shares in which you are taken to be interested, or to have a short position, through derivatives is:
  - (i) the number of shares required to be delivered to you, or by you, under the derivatives;
  - (ii) the number of shares by reference to which the amount payable under the derivatives is derived or determined; or
  - (iii) (in the case of stock futures contracts) the contract multiplier times the number of contracts you hold.

If any party to a derivative can choose whether to settle in cash or by delivery then use (i) to work out the number of shares in which you are interested. If it is not possible to determine the number of shares in which you are taken to be interested (or have a short position) at the date when you first acquire an interest in the underlying shares through an equity derivative then you need not file a notice. However, you should file a notice when you first become aware of the number of shares that will be delivered to you/will be required to be delivered by you. For example, if the number of shares that you will receive under an equity derivative is determined by the price of the shares on a given date in the future (and there is no minimum or maximum number that you are bound to get) then no duty of disclosure arises on entering into the derivative. Once the number of shares that you will receive is known a duty of disclosure arises.

*General*

14. The “Outline of Part XV” (“Outline”) published by the Securities and Futures Commission (“SFC”) gives further guidance on the situations in which a notice will have to be filed under Part XV. A copy of the Outline can be downloaded from the SFC’s web site <http://www.hksfc.org.hk>. However, when making a disclosure you must satisfy yourself of the requirements of the Ordinance, and if in doubt, please seek appropriate legal advice.
  
15. Forms are available in Adobe Portable Document format (“PDF”) for printing out and completion in manuscript or in Microsoft Excel format for completion offline using the Excel program. You may file a notice using either format. Please use block letters (preferably type-written) when completing the PDF version of this Form. If there is insufficient space in any box please use continuation sheets to complete your disclosures. Copies of continuation sheets for those boxes that may need to be extended can be found on the soft copy of the Excel version of this Form 2 which can be downloaded from the HKEx web-site (see paragraph 19 below).
  
16. Do not send copies of share purchase agreements and other documents to SEHK or the listed corporation concerned when filing this Form 2 (except as indicated in the Notes to Box 25). Attaching a document that explains the transaction in question does not discharge the duty to complete the prescribed form. Copies of any documents that are sent to SEHK will be available for inspection by the public.

**Form 2**

17. You must file a copy of this Form 2 (without these Notes) with the listed corporation at its registered office or principal place of business in Hong Kong and a separate copy of this Form (without these Notes) with SEHK using one of the following methods :

By Post -

Primary Market Information  
E-Business & Information Services  
Hong Kong Exchanges and Clearing Ltd.  
G.P.O. Box 10023  
Hong Kong

Ref: DI Forms

By Hand -

Primary Market Information  
E-Business & Information Services  
Hong Kong Exchanges and Clearing Ltd.  
Tower I & II, Exchange Square  
Central, Hong Kong

Ref: DI Forms

By Fax –

Fax No. 2845 6328

18. The G.P.O. Box set out above is a dedicated P.O. Box for use of DI forms submission only. Please do not use the general SEHK P.O. Box. No other SEHK fax number should be used. Telephone confirmations of fax notification can be obtained from 2523 3799. Please restrict use of this service to significant or price sensitive notifications.

*Electronic filing of notices*

19. Instead of sending Form 2 to SEHK in the manner set out in note 17 you can file this Form 2 electronically with SEHK. To file electronically please or download a soft copy of Form 2 from the HKEx web-site <https://sdinotice.hkex.com.hk> and complete the form off-line. Then file the form with SEHK following the instructions regarding electronic filing which are posted on the web-site. Listed Corporations can download and file the form by using the e-Submission System from the web site <https://www.esubmission.hkex.com.hk> . You must file a separate copy of the form with the listed corporation concerned by printing out the completed Excel form and sending it to the listed corporation by hand, by post, by fax or by email.

**Specific Notes**

If you are giving notification that you have ceased to have a notifiable interest then you need only complete boxes 1 to 19 and 27 of Form 2. In the case of other events all boxes which apply to you should be completed. If there are some boxes in the Form that do not apply to you these should be either left blank or you should insert “NIL”. If you complete the box in any other manner this will either be treated as part of your notification or it will generate an exception report.

Persons giving notice under section 5(4) of the Securities and Futures (Disclosure of Interests – Securities Borrowing and Lending) Rules (L.N. 219 of 2002) should read the notes on page 12.

- Box 1 Please complete the name of the listed corporation in whose shares you are interested.
- Box 2 You can find the stock code on the HKEx web site . Alternatively you can get it from the corporation itself or a newspaper.
- Box 3 A few corporations have two classes of share capital, each with voting rights (e.g. “A” and “B” shares). Please state the class of shares in which you are interested. If you have an interest in 5% or more of two classes of shares then you should complete a separate notice for each class of shares.
- Box 4 State the number of shares (in the class of shares in which you are interested) which have been issued at the date of the relevant event. If the number of shares in issue is greater immediately after the relevant event than it was immediately before that event then state the higher figure. You can find the number of shares issued on the HKEx Web Site or you can ask the corporation.
- Boxes 5 to 12. State the details as indicated. Please state your company name in full as it appears on the certificate of incorporation. You should only complete Box 8 if you have a Hong Kong business registration number. In Box 9 you should state the place where you were incorporated and give the number on the certificate of

**Form 2**

incorporation. Box.12 is optional. The data entered in Boxes 8 to 12 will not be available for viewing by the public when searching the DI pages of the HKEx web-site. If completing Form 2 using Excel please enter your telephone number or Certificate of Incorporation number without any gaps or blanks (e.g. 12345678 rather than as 1234 5678).

- Box 13 If you are a listed corporation you should state the name of the exchange on which you are listed.
- Box 14 If your parent company is a listed corporation you should 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 15 Please state the date of the relevant event (explained in Note 4) which gave rise to the duty of disclosure.
- Box 16 In the case of events (i) to (vi) in Note 5, if you became aware of the relevant event on a date later than the date that it occurred, then put the date that you became aware of the event that triggers the reporting obligation in Box 16.

For an Initial Notification, if you were not aware that you had an interest, or a short position at the date of the relevant event, or were not aware that you had 5% or more of the shares of the listed corporation, then put the date that you became aware that you had such an interest in the shares in Box 16.

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

In the case of an Initial Notification in Box 17 you need only complete column 2 (as the notification is not prompted by the acquisition or disposal of an interest in shares).

In Box 17 column 2 enter the Code from Table 1 below which best describes the relevant event. You will see from Note 8 above that if a person connected with you acquires an interest in shares their interest will be treated as your interest. For example, if a company that you control first acquired 5% or more of the shares of a listed corporation it would use Code 101 and you should treat the acquisition as your acquisition and use the appropriate Code – in this case Code 101 if you did not already have a notifiable interest yourself.

Use the row entitled “short position” if you are filing the notice because of a change in a short position. The normal position is that either a long position or a short position will give rise to a duty of disclosure (not both simultaneously) and a warning is generated automatically by the Excel form if you try to complete both rows in the box entitled “Details of relevant event”. However if you are sure that the transaction creates both a long and a short position simultaneously (such as borrowing shares which gives rise to both a long and a short position) then you can ignore the warning and complete both rows.

<b>Table 1 – Event or change</b>	<b>Code</b>
<b>LONG POSITIONS</b>	
<i>First acquiring a notifiable interest</i>	
First becoming interested in 5% or more of the shares of the listed corporation. This includes all acquisitions whether by purchase or gift, or by rights/bonus issue and taking steps to enforce rights in respect of shares held by way of security	<b>101</b>
<i>Ceasing to have a notifiable interest</i>	
Ceasing to have an interest in at least 5% of the shares of the listed corporation	<b>102</b>
<i>Change in the percentage figure of your interest</i>	
Acquisition or disposal resulting in the percentage figure of your interest crossing over a whole percentage number (e.g. your interest increases from 6.8 % to 7.1 % - crossing over 7 %)	<b>103</b>
Event (other than an acquisition or disposal) resulting in the percentage figure of your interest in shares of the listed corporation crossing over a whole percentage number (e.g. there is a change in the issued share capital of a listed corporation so that your interest reduces from 7.1 % to 6.8 % -	<b>104</b>

crossing over 7 %)	
<i>Changes in nature of an interest</i>	
Exercise of a right or an option if you have 5% or more of the shares of the listed corporation	<b>105</b>
Lending of shares under a securities borrowing and lending agreement if you have 5% or more of the shares of the listed corporation	<b>106</b>
Return of shares of the listed corporation lent under a securities borrowing and lending agreement if you have (or had immediately before the return of the shares) 5% or more of the shares of the listed corporation	<b>107</b>
<i>Other events</i>	
On listing of the corporation if you have 5% or more of the shares of the corporation	<b>108</b>
On listing of a class of shares of a listed corporation if you have 5% or more of the shares of that class	<b>109</b>
On commencement of the Ordinance if you have 5% or more of the shares of a listed corporation and such interest was not disclosed under the Securities (Disclosure of Interests) Ordinance (Cap.396) before its repeal	<b>110</b>
<b>SHORT POSITIONS</b>	
Coming to have a short position of 1% (if you also have 5% or more of the shares of the listed corporation). This includes a short position through holding derivatives and borrowing shares under a securities borrowing and lending agreement	<b>111</b>
Ceasing to have a short position of 1% (if you also have 5% or more of the shares of the listed corporation)	<b>112</b>
Acquisition or disposal or other event resulting in the percentage figure of your short position crossing over a whole percentage number which is above 1% (if you also have 5% or more of the shares of the listed corporation) e.g. your short position increases from 1.9% to 2.1% - crossing over 2%	<b>113</b>
On commencement of the Ordinance if you have a short position in the shares of a listed corporation of 1% or more (if you also have 5% or more of the shares of the listed corporation)	<b>114</b>
<b>MISCELLANEOUS (long and short positions)</b>	
Voluntary disclosure	<b>115</b>
Notice under section 5(4) of the Securities and Futures (Disclosure of Interests – Securities Borrowing and Lending) Rules (L.N. 219 of 2002)	<b>116</b>
Other (This covers any notifiable event not mentioned above)	<b>117</b>

Select from Table 2 below the Code which best describes the capacity or nature of your interest and enter the Code in Box 17 column 3 and/or 4. If you have disposed of an interest in shares you should choose the Code describing the capacity in which you held the shares immediately before you disposed of them and enter this Code in Box 17 column 3. If you have acquired an interest in shares you should choose the Code describing the capacity in which you held the shares immediately after you acquired them and enter this Code in Box 17 column 4. If you are giving notice of a change in the nature of your interest in shares, you should complete the Codes describing the capacity in which you held your interest in those shares before and after the relevant event i.e you must complete both columns 3 and 4. If you are, or were, the beneficial owner but another Code also applies, please use the latter Code rather than Code 201.

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

<b>Table 2 – Capacity</b>	<b>Code</b>
Beneficial owner	<b>201</b>
Investment manager	<b>202</b>
Person having a security interest in shares	<b>203</b>
<i>Interests by attribution</i>	
Interest of corporation controlled by you	<b>205</b>
<i>Trusts and similar interests</i>	
Nominee for another person (other than a bare trustee)	<b>206</b>
Trustee (other than a bare trustee)	<b>207</b>
Custodian corporation/approved lending agent	<b>208</b>
Founder of a discretionary trust (see General Note 8(iv))	<b>209</b>
Beneficiary of a trust (other than a discretionary interest)	<b>210</b>

<i>Persons acting in concert</i>	
Interests of any parties to an agreement to acquire interests in a particular listed corporation required to be disclosed under s. 317 (1)(a) and s. 318	<b>211</b>
Interests of any parties to an agreement to acquire interests in a particular listed corporation required to be disclosed under s. 317 (1)(b) and s. 318 (controlling shareholder providing cash/making a loan to other parties to such an agreement)	<b>212</b>
<i>Miscellaneous</i>	
Interests held jointly with another person	<b>213</b>
Other	<b>214</b>

In Box 17 column 5 state the number of shares concerned (e.g. the number of shares you bought that triggered the Notice). For a change in the nature of an interest (e.g. on exercise of an option) then state the number of shares affected by the change.

In Box 17 column 6 choose the currency in which the price for the interest in shares described in column 5 was paid or received.

Lastly, state the consideration per share paid or received (for the interest in shares described in column 5) in columns 7/8 or 9/10 of Box 17 under “On Exchange” or “Off Exchange” as appropriate. In column 7 you should state the highest price per share whilst in columns 8 and 9 you should state the average price/consideration per share. 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. 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”. Codes describing the principal types of consideration for Off-Exchange transactions are set out in Table 3 below. Using Table 3 select the Code which best describes the nature of the consideration you paid or received and enter it in Box 17 column 10. If the transaction that prompts disclosure is a change in the nature of your interest in shares (e.g. a securities borrowing and lending transaction), a transaction in derivatives, or a change in a short position, the highest price per share and the average price per share (average amount and nature of the consideration for off-exchange trades) should be left blank.

<b>Table 3 -Nature of consideration</b>	<b>Code</b>	<b>Nature of consideration</b>	<b>Code</b>
Cash	<b>301</b>	Surrender of rights to shares	<b>303</b>
Assets other than cash	<b>302</b>	Services	<b>304</b>

#### *Example of how to complete Box 17.*

We have set out below an example of how to complete Box 17. Assume that you already own 4,500,000 shares in the listed corporation or 4.5% of the shares in issue. On 31<sup>st</sup> December 2003 you purchased (through the Stock Exchange) 400,000 shares for HK\$800,000 and 100,000 shares for HK\$210,000 (all shares to be held beneficially) increasing your total shareholding to 5%. As the two transactions are a series of transactions on the same date the details of the relevant event that you give in Box 17 shall relate to the purchase of 500,000 shares which is the relevant event. The date of the relevant event to be inserted in Box 15 would be “31.12.2003” and you should complete Box 17 in the following manner. The Codes to be used are described below.

#### **17. Details of relevant event**

	Relevant event code describing circumstances (see Table 1)	Code describing capacity in which shares were held (see Table 2)		Number of shares bought/ sold or involved	Currency	On Exchange		Off Exchange	
		Before relevant event	After relevant event			Highest price per share	Average price per share	Average consideration per share	Consideration Code (see Table 3)
Long position	101		201	500,000	HKD	2.10	2.02	0	
Short position									

**Form 2**

Box 18 In column 2 of Box 18 state the number of shares in which you were interested, and those in which you had a short position, immediately before the relevant event. This figure includes all joint interests, interests through equity derivatives and deemed interests (see note 8). In column 3 please state the percentage figure of your interest, and short position (if any), immediately before the relevant event. Note 7 explains how to calculate the percentage figure.

Unless you are giving a notice under section 5(4) of the Securities and Futures (Disclosure of Interests – Securities Borrowing and Lending) Rules (L.N. 219 of 2002) please ignore row 3 of Box 18 (“Lending pool”).

Box 19 Complete Box 19 in the same manner as Box 18 specifying the number of shares in which you were interested, and those in which you had a short position immediately after the relevant event. This figure includes all joint interests, interests through equity derivatives and deemed interests (see note 8).

Unless you are giving a notice under section 5(4) of the Securities and Futures (Disclosure of Interests – Securities Borrowing and Lending) Rules (L.N. 219 of 2002) please ignore row 3 of Box 19 (“Lending pool”).

Box 20 Select from Table 2 the Code which best describes the capacity in which you hold the shares listed in Box 19 and enter it in Box 20 column 1. If you hold some of your interests in one capacity (e.g. as beneficial owner), and other interests in another capacity (e.g. as trustee) then use two Codes (on different rows) and state the number of the interests in shares held in each capacity (on different rows) in column 2.

If you also have a short position state the capacity or capacities in which you hold that short position, using the appropriate Code(s), in column 3.

*Derivative interests*

Box 21 If you derive all or part of your interest in shares (or your short position) which are listed in Box 19 from equity derivatives, select from Table 4 below the Code which best describes the derivatives that you hold and enter that Code in Box 21 column 1. State the number of shares in which you derive an interest (or a short position) from the derivatives in column 2 (or 3). Note 13 explains how to work this out. If you have more than one derivative of the same category, add them together and state the total number (in one row) in column 2 (or 3).

If you have more than one derivative but they are in different categories use 2 or more codes (on different rows) and state the number of shares for each category of derivative (on different rows) in column 2 (or 3).

<b>Table 4 - Category of derivatives</b>	<b>Code</b>	<b>Category of derivatives</b>	<b>Code</b>
<i>Derivatives listed or traded on a Stock Exchange or traded on a Futures Exchange</i>		<i>Unlisted derivatives</i>	
Physically settled	<b>401</b>	Physically settled	<b>403</b>
Cash settled	<b>402</b>	Cash settled	<b>404</b>

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

*Interests held by a corporation which you control*

Box 22 If you are entitled to exercise, or control the exercise of, one-third or more of the voting power at general meetings of a corporation, or the corporation or its directors are accustomed to act in accordance with your directions, and that corporation is interested in shares of the listed corporation concerned then give details of that corporation (referred to in these notes as a “controlled corporation”) in Box 22. If there is more than one corporation that you control then details of each controlled corporation must be stated separately in Box 22. Use a continuation sheet if there is not enough room (copies of continuation sheets for Box 22 can be found on the soft copy of the Excel version of Form 2 which can be downloaded from the HKEx website <https://sdinotice.hkex.com.hk>).

**Form 2**

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

Box 22 should be completed as follows –

Column 1 : State the name of the controlled corporation starting with the top controlled corporation in the group (if you control more than one corporation).

Column 2 : State the address and place of incorporation (in brackets) of the controlled corporation.

Column 3 : If you control the controlled corporation state your name in column 3. If another corporation named in column 1 of Box 22 controls the controlled corporation then state that corporation's name in column 3. (The substantial shareholder's name will normally appear in the first row of column 3. The controlled corporation named in the first row of column 1 normally appears in the second row of column 3 and so on).

Column 4 : State the percentage of the shares in the controlled corporation that the person named in column 3 controls.

Column 5 : If the controlled corporation holds the interest in shares of the listed corporation directly (as opposed to the interest being a deemed interest) please place a "Y" in column 5, if the interest is a deemed interest please place a "N" in column 5. If the controlled corporation holds some shares of the listed corporation directly, and some shares indirectly, details of the interest held directly should be given in one row of Box 22 and the shares held indirectly (the deemed interest) should be given in the following row (see the example below where the direct and indirect interests of Wong Industries Ltd. are stated separately).

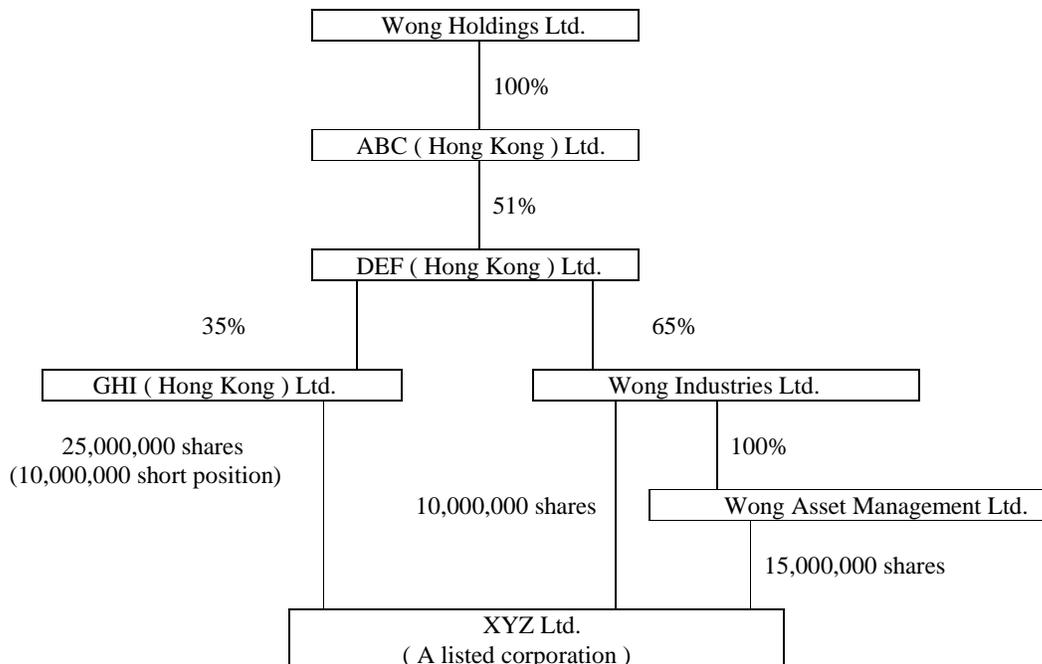
Column 6 and 7 : State the number of shares of the listed corporation in which the controlled corporation is interested (has a short position).

*Example of how to complete Box 22.*

Assume that Wong Holdings Limited owns 100% of the shares in a private corporation ABC (Hong Kong) Ltd. which owns 51% of the shares in DEF (Hong Kong) Ltd. which owns 35% of GHI (Hong Kong) Ltd. and 65% of Wong Industries Ltd. Wong Industries Ltd. in turn owns 100% of the shares in Wong Asset Management Ltd.

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

**Group Structure and holdings**



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

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

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

### *Joint interests*

Box 23 If you are interested in shares of the listed corporation concerned jointly with another person then you are both taken to be interested in all of the shares held jointly in calculating whether you have to file a notice, and in completing Boxes 17 to 21. State the name of the person who owns the interest in the shares jointly with you, his/her address and the number of shares in which he/she is interested in Box 23.

The same principles apply to short positions held jointly.

### *Interests of trustee or beneficiary of a trust or founder of a discretionary trust*

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

Table 5 - Status in relation to a trust	Code
Trustee of a trust	<b>501</b>
Beneficiary of a trust	<b>502</b>
Founder of a discretionary trust	<b>503</b>

### *Persons acting in concert*

Box 25 If you are a party to an agreement with other parties to acquire interests in shares in the listed corporation in Box 1 in the circumstances set out in s. 317 (1)(a) or (b) then add any shares in which any other party to the agreement is interested to your own interests in working out whether you must file a notice. Details of the interests of any other party must also be taken into account in completing Boxes 17 to 21. You must state the name of each of the other parties to the agreement, his/her address and the number of shares in which he/she is interested apart from the agreement in Box 25. In the last row of Box 25 you must state the number of shares in

which you are interested under sections 317 and 318. This will be the total of firstly all shares which have been purchased pursuant to the agreement by any of the parties to the agreement and secondly all shares in which the other parties to the agreement are interested “apart from the agreement” (defined in s.318(2)).

*Example of how to complete Box 25*

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

Concert party	Number of shares “apart from” the s.317 agreement	Number of shares purchased pursuant to the s.317 agreement	Total
Mr. Wong	50,000,000	20,000,000	70,000,000
Mr. A	4,000,000	20,000,000	24,000,000
Mr. B	2,000,000	20,000,000	22,000,000
Totals	56,000,000	60,000,000	116,000,000

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

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

Names of other parties	Address	Number of shares
Mr. A	Unit 1, 25/F Wong Industrial Bldg, Chai Wan, HK	4,000,000
Mr. B	Unit 1, 24/F Wong Industrial Bldg, Chai Wan, HK	2,000,000
Total number of shares in which substantial shareholder is interested under section 317 and 318		66,000,000

You must also -

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

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

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

*Details of person(s) in accordance with whose directions you or your directors are accustomed to act*

Box 26 If you, or your directors, are accustomed or obliged to act in accordance with the directions or instructions of any person, or persons, (referred to in these notes as a “controller”) you should must state the name and address

**Form 2**

of each such person in Box 26. Select from Table 6 below the Code which best describes the relationship of the controller to you and enter that Code in Box 26 column 3. State the percentage of your shares that the controller owns.

<b>Table 6 – Relationship with controller</b>	<b>Code</b>
Controller is your immediate holding company	<b>601</b>
Controller is your intermediate holding company	<b>602</b>
Controller is your ultimate holding company	<b>603</b>
Controller is a director	<b>604</b>
Controller is a shadow director	<b>605</b>
Other	<b>606</b>

You need not complete Box 26 if you are a listed corporation or the wholly owned subsidiary of a listed corporation.

Box 27 Date Form 2 the same day as it is filed with SEHK.

Box 28 Please state the number of continuation sheets of the form. There should only be continuation sheets where the Boxes in the form were not big enough to take all of the details required to be provided. If you are filing electronically or if there are no continuation sheets, you need not complete Box 28.

Box 29 Please state the number of attachments filed with the form. The only documents that should be submitted are those referred to in relation to Box 25. If you are filing electronically, or if there are no attachments, you need not complete Box 29.

*Signing of Form 2*

**Forms filed by post, by hand or by fax need not be signed. If you are filing electronically you may sign the Form with a digital signature (as defined in section 2(1) of the Electronic Transactions Ordinance Cap. 553) but this is also not required.**

*Securities Borrowing and Lending*

If you are an approved lending agent (“ALA”) giving notification under section 5(4) of the Securities and Futures (Disclosure of Interests – Securities Borrowing and Lending) Rules (L.N. 219 of 2002) (“the SBL Rules”) then you need only complete Boxes 1 to 12, 15 and 16, columns 2 and 5 of Box 17, Boxes 18 and 19, and 27 and 28 of Form 2.

If you are the holding company of an ALA giving notification under section 5(4) of the Securities and Futures (Disclosure of Interests – Securities Borrowing and Lending) Rules (L.N. 219 of 2002) then you need only complete Boxes 1 to 12, 15 and 16, columns 2 and 5 of Box 17, Boxes 18 to 20, 22, 23 and 27 and 28 of Form 2. All boxes should be completed in accordance with the notes set out above. All boxes should be completed in accordance with the notes set out above with the exception of Boxes 18 and 19. Boxes 18 and 19 should be completed as follows.

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

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

**Form 2**

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

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