
SCHEDULE 5 [ss. 108 & 112]

SCHEDULE 6B [ss. 169A & 170A]¹

OFFERS BY INTERMEDIARIES OR REPRESENTATIVES FOR
TYPE 1 ~~OR TYPE 4~~ REGULATED ACTIVITY
, TYPE 4 or TYPE 6 REGULATED ACTIVITY²
UNDER SECTION ~~108~~169A OF THIS ORDINANCE

PART 1

REQUIREMENTS TO BE SATISFIED IN RELATION TO
OFFERS TO ACQUIRE SECURITIES

1. If the securities proposed to be acquired are currently listed or quoted on any stock market, whether a recognized stock market or any other stock market outside Hong Kong, the offer shall -
- (a) state that fact and specify the stock markets on which the securities are currently listed or quoted;
 - (b) specify the closing price in respect of the securities on each stock market on the latest practicable date immediately preceding the date of the offer;
 - (c) specify the closing price in respect of the securities on the last trading day of each of the 6 months immediately preceding the date of the offer;

¹ Technical amendment consequential to the relocation of clause 108 under Part IV as clause 169A under Part VII.

² Technical amendment consequential to the addition of "Type 6 regulated activity" in clause 169A.

- (d) specify the highest and the lowest closing prices in respect of the securities during the period of 6 months immediately preceding the date of the offer; and
- (e) where the offer has been the subject of a public announcement, whether in a newspaper or any other form of information medium or otherwise, specify the closing price in respect of the securities on the last trading day immediately preceding the public announcement.

2. If the securities proposed to be acquired are not listed or quoted on any stock market, whether a recognized stock market or any other stock market outside Hong Kong, the offer shall contain -

- (a) all information that the offeror may have as to the number and nominal value of those securities that have been sold in Hong Kong during the period of 6 months immediately preceding the date of the offer and the prices yielded by those sales; and
- (b) particulars of any restriction in the constitution, by whatever name called, of the body in question on the right to transfer the securities, that has the effect of requiring the offerees, before transferring the securities, to offer those securities for purchase to any member of the body or to any other person and, where there is any such restriction, the arrangements (if any) being made to enable the securities to be transferred in pursuance of the offer.

3. If any requirement set out in sections 1 and 2 cannot be satisfied because any of the information and particulars required are not available, or because any of the matters covered by the requirement are not applicable to the body in question, the offer shall instead state that fact and the reasons therefor; and if the body in question is a corporation incorporated in Hong Kong but any of the information and particulars required under section 2 are not available in the returns of the corporation filed with the Registrar of Companies, the offer shall also state that fact.

4. ³The offer shall contain, in a prominent position -

~~, the following bilingual notice printed,~~

(a) in the case of the English text, the following notice printed in type of a size not smaller than the type known as 8 point Times and, ~~in the case of the Chinese text,~~ ~~in type the face of which is not less than 2.5 mm in depth -~~

"IMPORTANT

If you are in doubt as to any aspect of this offer, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser."i and

³ **The clause as revised requires the inclusion of the Chinese version of the "alert" message in the Chinese text of an offer and the English version in the English text. The proposed arrangement is consistent with a similar requirement under section 38 of the Companies Ordinance in respect of the inclusion of the same message in a prospectus. The amendment also addresses the concern raised by the Legal Service Division of the Legislative Council.**

(b) in the case of the Chinese text, the following notice printed in type the face of which is not less than 2.5 mm in depth -

"重要提示

如你對此要約的任何方面有疑問，應諮詢持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。".

5. (1) In this Part, "body" (團體) has the meaning assigned to it by section ~~108169A~~(10)¹ of this Ordinance.

(2) Section ~~108169A~~(9) of this Ordinance applies to a reference to securities of a body (however described) in this Part as it applies to such a reference in section ~~108169A~~¹ of this Ordinance.

PART 2

REQUIREMENTS TO BE SATISFIED IN RELATION TO
OFFERS TO DISPOSE OF SECURITIES

1. If the securities offered are currently listed or quoted on any stock market, whether a recognized stock market or any other stock market outside Hong Kong, or, where the securities are not so listed or quoted, will be uniform in all respects with securities of the body in question that are so listed or quoted, the offer shall -

- (a) state that fact and specify the stock markets on which the securities or the securities with which they will be uniform (as the case may be) are currently listed or quoted;
- (b) specify the closing price in respect of the securities or the securities with which they will be uniform (as

the case may be) on each stock market on the latest practicable date immediately preceding the date of the offer;

- (c) specify the closing price in respect of the securities or the securities with which they will be uniform (as the case may be) on the last trading day of each of the 6 months immediately preceding the date of the offer;
- (d) specify the highest and the lowest closing prices in respect of the securities or the securities with which they will be uniform (as the case may be) during the period of 6 months immediately preceding the date of the offer; and
- (e) where the offer has been the subject of a public announcement, whether in a newspaper or any other form of information medium or otherwise, specify the closing price in respect of the securities or the securities with which they will be uniform (as the case may be) on the last trading day immediately preceding the public announcement.

2. If the securities offered are not listed or quoted on any stock market, whether a recognized stock market or any other stock market outside Hong Kong, and will not be uniform in all respects with securities of the body in question that are so listed or quoted, the offer shall -

- (a) contain particulars of any restriction in the constitution, by whatever name called, of the body on the right to transfer the securities, that has the effect of requiring the holder of the securities, before transferring them, to offer them for purchase to any member of the body or to any other person; and
- (b)
 - (i) where the securities are of, or issued by, a corporation, contain the particulars specified in section 3 or be accompanied by a statement in writing containing those particulars, unless the offer is accompanied by a document which conforms with Part II or XII of the Companies Ordinance (Cap. 32) in relation to the corporation;
 - (ii) where the securities are of, or issued by, a multilateral agency, contain the particulars specified in section 4 or be accompanied by a statement in writing containing those particulars; or
 - (iii) where the securities are of, or issued by, a government or municipal government authority, contain the particulars specified in section 5 or be accompanied by a statement in writing containing those particulars.

3. The particulars referred to in section 2(b)(i), in relation to the corporation referred to in that section, are as follows -

- (a)
 - (i) the year in which, and the country or territory in which, the corporation has been incorporated;
 - (ii) the address of its registered or principal office in Hong Kong; and
 - (iii) where the corporation has been incorporated outside Hong Kong, the address of its registered or principal office in the country or territory in which it is incorporated or is resident;
- (b)
 - (i) the authorized capital of the corporation;
 - (ii) the amount of that capital that has been issued and is outstanding at the date specified as being the close of the 5 financial years of the corporation immediately preceding the date of the offer;
 - (iii) the classes of shares into which that capital is divided;
 - (iv) the rights, in respect of capital, dividends and voting, of holders of each of such classes of shares; and
 - (v) the number and total nominal value respectively of shares of the corporation issued as fully or partly paid up for cash

or as fully or partly paid up for a consideration other than cash, or both;

- (c) (i) the number and total nominal value of shares issued since the close of the last financial year of the corporation;
- (ii) the classes of shares into which the shares issued since the close of the last financial year of the corporation are divided;
- (iii) the rights, in respect of capital, dividends and voting, of holders of each of such classes of shares;
- (iv) the number and total nominal value respectively of shares issued since the close of the last financial year of the corporation as fully or partly paid up for cash or as fully or partly paid up for a consideration other than cash, or both;
- (v) the number of redeemable preference shares redeemed since the close of the last financial year of the corporation and the amounts repaid in respect of the shares so redeemed; and
- (vi) particulars of any reduction of capital lawfully authorized in respect of the corporation since the close of the last financial year of the corporation;

- (d) particulars of any reorganization of the capital of the corporation during each of its 2 financial years immediately preceding the date of the offer;
- (e)
 - (i) the amount of the net profit or loss of the corporation (before taking into account any form of tax calculated by reference to the amount of profits of the corporation);
 - (ii) the rate per cent and the amount of each payment of dividends made by the corporation in respect of each class of shares during each of its 5 financial years immediately preceding the date of the offer; and
 - (iii) where no dividend has been paid in respect of shares of any particular class during any of those years, a statement to that effect;
- (f) the total amount of any debentures issued by the corporation and outstanding not more than 28 days before the date of the offer, and the total amount of mortgage debts, loans or charges due from the corporation not more than 28 days before that date, together with the rate of interest payable in respect of them;
- (g) the names and addresses of the directors of the corporation;
- (h) the number, description, and nominal value of the securities of the corporation held by or on behalf of each of its directors or, if a director does not hold

any such securities and no such securities are held on his behalf, a statement to that effect; and

- (i) whether or not the securities offered are or, in the case of securities to be issued, will be fully paid up, and, if not, to what extent they are or will be paid up, and, if the corporation has fixed a date and amount for payment of outstanding calls, the date and amount of each such call.

4. The particulars referred to in section 2(b)(ii), in relation to the multilateral agency referred to in that section, are as follows -

- (a) the details of the organization and administration of the multilateral agency;
- (b) the description of the activities of the multilateral agency; and
- (c) the particulars of the financial situation of the multilateral agency, including -
 - (i) the income and expenditure for the past 2 years immediately preceding the date of the offer and the budgetary forecasts for the current year; and
 - (ii) the public debt for the past 2 years immediately preceding the date of the offer.

5. The particulars referred to in section 2(b)(iii), in relation to the government or municipal government authority referred to in that section, are as follows -

(a) the details of the organization and administration of the government or municipal government authority;

(b) in the case of a government, the particulars of the economic situation of the place of which it is the government, including -

(i) general information on the government;

(ii) the gross national product by economic sector for the past 2 years immediately preceding the date of the offer;

(iii) the production trends in the various economic sectors with a breakdown of the principal production branches for the past 2 years immediately preceding the date of the offer;

(iv) the price, wage and employment trends over the past 2 years immediately preceding the date of the offer;

(v) the export and import trends by economic sector and country over the past 2 years immediately preceding the date of the offer;

(vi) the balance of payments in respect of economic and financial transactions with other places for the past 2 years immediately preceding the date of the offer; and

- (vii) the gold and currency reserves;
- (c) in the case of a municipal government authority, the particulars of the economic situation of the place of which it is the municipal government authority, including -
 - (i) general information on the municipal government authority;
 - (ii) the principal sources of revenue; and
 - (iii) the production trends in the various economic sectors with a breakdown of the principal production branches for the past 2 years immediately preceding the date of the offer; and
- (d) the particulars of the financial situation of the government or municipal government authority, including -
 - (i) the income and expenditure for the past 2 years immediately preceding the date of the offer and the budgetary forecasts for the current year; and
 - (ii) the public debt for the past 2 years immediately preceding the date of the offer.

6. If the securities offered are yet to be issued by a body, the offer shall, in addition to any other requirements applicable to them in this Part -

- (a) state -
 - (i) whether or not the issue requires the authority of a resolution of the body;
 - (ii) the first dividend in which the securities will participate; and
 - (iii) whether or not there has been, to the knowledge of the offeror, any material change in the financial position of the body since the date of the balance sheet and profit and loss account of the body for its financial year immediately preceding the date of the offer and, if so, the particulars of the change;
- (b) be accompanied by copies of the balance sheet and profit and loss account of the body made up to (and including) the end of the last financial year of the body immediately preceding the date of the offer;
- (c) be accompanied by copies of the constitution, by whatever name called, of the body unless the offer specifies -
 - (i) a place in Hong Kong at which such copies may be inspected by offerees; and
 - (ii) the times at which they may be inspected;
- (d) in the case of securities which will be uniform in all respects with previously issued securities of the body that are not currently listed or quoted on any stock

market, whether a recognized stock market or any other stock market outside Hong Kong, contain all information that the offeror may have as to the number and nominal value of those securities that have been sold during the period of 6 months immediately preceding the date of the offer and the prices yielded by those sales; and

(e) in the case of securities which will not be uniform in all respects with previously issued securities of the body, state -

- (i) the respects in which the securities will differ from the previously issued securities;
- (ii) whether or not any voting rights will attach to the securities and, if so, the limitations on those rights; and
- (iii) whether or not application for permission to have the securities listed or quoted has been or will be made to any stock market, whether a recognized stock market or any other stock market outside Hong Kong, and, if such an application has been made, the name of the stock market to which the application has been made.

7. If any requirement set out in sections 1 to 6 cannot be satisfied because any of the information, particulars and documents required are

not available, or because any of the matters covered by the requirement are not applicable to the body in question, the offer shall instead state that fact and the reasons therefor; and if the body in question is a corporation incorporated in Hong Kong but any of the information, particulars and documents required under sections 2 to 6 are not available in the returns of the corporation filed with the Registrar of Companies, the offer shall also state that fact.

8. ²The offer shall contain, in a prominent position -

~~the following bilingual notice printed,~~

(a) in the case of the English text, the following notice

in type of a size not smaller than the type known as

8 point Times and, ~~in the case of the Chinese -~~

~~text, in type the face of which is not less than 2.5 mm in depth -~~

" IMPORTANT

If you are in doubt as to any aspect of this offer, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser." and

(b) in the case of the Chinese text, the following notice

printed in type the face of which is not less than 2.5

mm in depth -

"重要提示

如你對此要約的任何方面有疑問，應諮詢持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。 " .

9. (1) In this Part—

~~“body” (團體) has the meaning assigned to it by section ~~108(10)~~ 169A(10)~~¹

of this Ordinance;

~~“multilateral agency” (多邊機構) has the meaning assigned to it by section 101(1) of this Ordinance.~~⁴

(2) Section ~~108~~169A(9)¹ of this Ordinance applies to a reference to securities of a body (however described) in this Part as it applies to such a reference in section ~~108~~169A¹ of this Ordinance.

⁴ The amendment is consequential to the relocation of the definition of “multilateral agency” to Schedule 1.