



## SECURITIES AND FUTURES COMMISSION

### Form 2

### Application for Registration – Authorized Institution

**Important:** A corporation applying for registration as a Registered Institution must be an authorized institution as defined in section 2(1) of the Banking Ordinance.

Name of applicant

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

- |                                 |   |                                 |   |
|---------------------------------|---|---------------------------------|---|
| <input type="checkbox"/> Type 1 | Dealing in securities ( <i>note 1</i> )         | <input type="checkbox"/> Type 6 | Advising on corporate finance ( <i>note 4</i> ) |
| <input type="checkbox"/> Type 2 | Dealing in futures contracts ( <i>note 1</i> )  | <input type="checkbox"/> Type 7 | Providing automated trading services            |
| <input type="checkbox"/> Type 4 | Advising on securities ( <i>note 2</i> )        | <input type="checkbox"/> Type 9 | Asset management ( <i>note 5</i> )              |
| <input type="checkbox"/> Type 5 | Advising on futures contracts ( <i>note 3</i> ) |                                 |   |

Notes:

- You do NOT need a registration for Type 1 or 2 regulated activity if you are registered 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.
- You do NOT need a registration for Type 4 regulated activity if you are registered for Type 1 regulated activity AND your Type 4 regulated activity is wholly incidental to your carrying on of Type 1 regulated activity.
- You do NOT need a registration for Type 5 regulated activity if you are registered for Type 2 regulated activity AND your Type 5 regulated activity is wholly incidental to your carrying on of Type 2 regulated activity.
- You do NOT need a registration for Type 6 regulated activity if you are registered for Type 1 regulated activity AND your Type 6 regulated activity is wholly incidental to your carrying on of Type 1 regulated activity.
- You do NOT need a registration for Type 9 regulated activity if you are registered 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 –

- 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."

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, principal place of business, registered office and correspondence addresses in *Supplement 1 – Contact Information and Record Keeping Address for Corporation*.

### Section 3: Share capital

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

<b>Class of shares</b> <input type="checkbox"/> Ordinary <input type="checkbox"/> Preference <input type="checkbox"/> Others (please specify) _____ _____	Par value
	Number of authorised shares
	Authorised share capital
	Issued share capital
	Premium paid
	Paid-up share capital

<b>Class of shares</b> <input type="checkbox"/> Ordinary <input type="checkbox"/> Preference <input type="checkbox"/> Others (please specify) _____ _____	Par value
	Number of authorised shares
	Authorised share capital
	Issued share capital
	Premium paid
	Paid-up share capital

<b>Class of shares</b> <input type="checkbox"/> Ordinary <input type="checkbox"/> Preference <input type="checkbox"/> Others (please specify) _____ _____	Par value
	Number of authorised shares
	Authorised 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.

Name of substantial shareholder	CE No. (if any)	Class of shares

## Section 5: Executive officers

*“Executive officer” in relation to a registered institution means a person who is an executive officer of the registered institution under the Banking Ordinance (Cap. 155).*

A registered institution must appoint at least 2 executive officers to supervise each regulated activity.

5.1 Please provide the following information on your proposed executive directors.

Name of executive officer (in English and Chinese)	HKID/ Passport number*	Passport details*		Regulated activity	Date of Appointment (dd/mm/yyyy)
		Date of expiry	Issuing country		
				Type ____	/ /
				Type ____	/ /
				Type ____	/ /
				Type ____	/ /
				Type ____	/ /
				Type ____	/ /
				Type ____	/ /
				Type ____	/ /
				Type ____	/ /
				Type ____	/ /

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

**Section 6: Directors**

6.1 Please provide the following information on your directors.

Name of director	HKID/ Passport number*	Passport details*		Date of Appointment (dd/mm/yyyy)
		Date of expiry	Issuing country	
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

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

**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)
	<input type="checkbox"/> Yes, CE No. _____	<input type="checkbox"/> No*	/ /
	<input type="checkbox"/> Yes, CE No. _____	<input type="checkbox"/> No*	/ /
	<input type="checkbox"/> Yes, CE No. _____	<input type="checkbox"/> 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 Question 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: Proposed business activities**

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

**Section 10: Licence record**

10.1 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.

10.2 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 11: Disciplinary actions and investigations

Sections 11 to 13 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.

- 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 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
- 11.2 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
- 11.3 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 12: Financial status

- 12.1 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 (in relation to your proposed regulated activities)?
- Yes  No
- 12.2 Are you presently a party to any civil litigation (in relation to your proposed regulated activities)?
- Yes  No
- 12.3 Are there any judgments or court orders with which you have not complied?
- Yes  No
- 12.4 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

- 12.5 Have you ever had a receiver, administrator or liquidator appointed to manage your affairs?  Yes  No
- 12.6 Have you ever been served with a winding-up petition?  Yes  No
- 12.7 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
- 12.8 Have you ever been a partner of a firm which was dissolved other than with the consent of all the partners?  Yes  No

### Section 13: Character

- 13.1 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
- 13.2 Have you ever been subject to any order of the court or other competent authority for fraud, dishonesty or misfeasance?  Yes  No

### Section 14: 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 registered.

- 14.1 Have you answered "Yes" to any of the questions in Sections 11, 12 or 13?
- Yes. In an attachment, please explain why you are fit and proper to be registered in the light of your "Yes" answer(s). You may wish to refer to *the Fit and Proper Guidelines*.
- No.

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

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### Section 15: 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.



## Supplement 1 — Contact Information and Record Keeping Address for Corporation

<b>Name of corporation</b>	
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<b>Email and website addresses</b>	<i>(e-mail)</i>	<i>(website)</i>
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<b>Addresses, telephone and facsimile numbers</b>	
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<b>1</b>	Please tick "✓" where applicable.				
<input type="checkbox"/> Principal place of business	<input type="checkbox"/> Registered office	<input type="checkbox"/> Correspondence	<input type="checkbox"/> Record keeping	<input type="checkbox"/> Other place of business	
<b>Address</b>					
Flat, floor and block no.					
Building name					
Street no. & name					
District & city					
State & country					
Postal code, if any					
<b>Telephone and facsimile numbers</b>	<i>(telephone)</i>		<i>(facsimile)</i>		
<b>Effective date (dd/mm/yyyy)</b>					

<b>2</b>	Please tick "✓" where applicable.				
<input type="checkbox"/> Principal place of business	<input type="checkbox"/> Registered office	<input type="checkbox"/> Correspondence	<input type="checkbox"/> Record keeping	<input type="checkbox"/> Other place of business	
<b>Address</b>					
Flat, floor and block no.					
Building name					
Street no. & name					
District & city					
State & country					
Postal code, if any					
<b>Telephone and facsimile numbers</b>	<i>(telephone)</i>		<i>(facsimile)</i>		
<b>Effective date (dd/mm/yyyy)</b>					

<b>3</b>	Please tick "✓" where applicable.			
<input type="checkbox"/> Principal place of business	<input type="checkbox"/> Registered office	<input type="checkbox"/> Correspondence	<input type="checkbox"/> Record keeping	<input type="checkbox"/> Other place of business
<b>Address</b>				
Flat, floor and block no.				
Building name				
Street no. & name				
District & city				
State & country				
Postal code, if any				
<b>Telephone and facsimile numbers</b>		(telephone)	(facsimile)	
<b>Effective date (dd/mm/yyyy)</b>				

<b>4</b>	Please tick "✓" where applicable.			
<input type="checkbox"/> Principal place of business	<input type="checkbox"/> Registered office	<input type="checkbox"/> Correspondence	<input type="checkbox"/> Record keeping	<input type="checkbox"/> Other place of business
<b>Address</b>				
Flat, floor and block no.				
Building name				
Street no. & name				
District & city				
State & country				
Postal code, if any				
<b>Telephone and facsimile numbers</b>		(telephone)	(facsimile)	
<b>Effective date (dd/mm/yyyy)</b>				

\_\_\_\_\_  
*Name of director/responsible officer/executive officer/chief executive\**

\_\_\_\_\_  
*Signature*

\_\_\_\_\_  
*Date*

\* Delete where not applicable



# SECURITIES AND FUTURES COMMISSION

Form 4

## Miscellaneous Applications

**Important:** You should only complete and submit sections 1, 15 and 16, and other sections relevant to your application to the Commission.

Name of applicant

CE number

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Name of contact person regarding any queries on this form

Telephone number of the contact person

**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: Types of miscellaneous application

1.1 Please tick "✓" the type(s) of application you want to make.

Types of application		Section number
<input type="checkbox"/>	Addition of regulated activity.	2
<input type="checkbox"/>	Reduction of regulated activity (except for the last activities <sup>1</sup> ).	3
<input type="checkbox"/>	Approval as a responsible officer. <i>(Applicable to licensed representatives only.)</i>	4
<input type="checkbox"/>	Transfer of accreditation. <i>(Applicable to licensed representatives only.)</i>	5
<input type="checkbox"/>	Addition of accreditation. <i>(Applicable to licensed representatives only.)</i>	6
<input type="checkbox"/>	Change of licensing/registration condition.	7
<input type="checkbox"/>	Issuance of duplicate licence/certificate of registration.	8
<input type="checkbox"/>	Premises to be used for record keeping purpose. <i>(Applicable to licensed corporations only.)</i>	9
<input type="checkbox"/>	Change of financial year end. <i>(Applicable to licensed corporations only.)</i>	10
<input type="checkbox"/>	Adoption of period exceeding 12 months as financial year. <i>(Applicable to licensed corporations only.)</i>	11
<input type="checkbox"/>	Extension of deadline for submission of audited accounts. <i>(Applicable to licensed corporations only.)</i>	12
<input type="checkbox"/>	Approval as a substantial shareholder. <i>(Applicable to licensed corporations only.)</i>	13
<input type="checkbox"/>	Other applications pertaining to licensing and registration matters under Part V of the Ordinance.	14

<sup>1</sup> If you intend to cease business, you should notify the Commission about your cessation of business using Form 5 (Notification - Licensed Corporation, Registered Institution, Licensed Representative and Substantial Shareholder).

**Section 2: Addition of regulated activity**

2.1 Please tick "✓" the regulated activities you want to add.

Regulated activity		Proposed effective date (dd/mm/yyyy)
<input type="checkbox"/>	Type 1 (dealing in securities)	/ /
<input type="checkbox"/>	Type 2 (dealing in futures contracts)	/ /
<input type="checkbox"/>	Type 3 (leveraged foreign exchange trading) <i>(Not applicable to registered institutions)</i>	/ /
<input type="checkbox"/>	Type 4 (advising on securities)	/ /
<input type="checkbox"/>	Type 5 (advising on futures contracts)	/ /
<input type="checkbox"/>	Type 6 (advising on corporate finance)	/ /
<input type="checkbox"/>	Type 7 (providing automated trading services)	/ /
<input type="checkbox"/>	Type 8 (securities margin financing) <i>(Not applicable to registered institutions)</i>	/ /
<input type="checkbox"/>	Type 9 (asset management)	/ /

Questions 2.2 to 2.4 are applicable to licensed representatives ONLY.

2.2 Please state the name and CE number of the principal to which you will be accredited in respect of your proposed regulated activities.

Regulated activity	Name of principal	CE number
Type ____		
Type ____		
Type ____		
Type ____		

2.3 If you have more than one principal, please state the name of your primary principal.

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2.4 Please set out any new qualifications (academic, vocational, professional or industry qualifications) you have obtained for your proposed regulated activity.

Regulated Activity	Qualification/ Course/Examination name	Name of institution	Paper number/ series	Date awarded/ passed/ completed (dd/mm/yyyy)
Type ____				/ /
Type ____				/ /
Type ____				/ /
Type ____				/ /
Type ____				/ /

If you have no other applications, please go to Section 15.

Questions 2.5 and 2.6 are applicable to licensed corporations and registered institutions ONLY.

2.5 Please complete *Supplement 8 – Business Plan and Proposed Business Activities* in respect of your proposed regulated activities. If you are a licensed corporation, please also complete *Supplement 7 – Financial Resources*.

2.6 Each regulated activity must be supervised by at least two responsible officers/executive officers. Please state the names of the responsible officers/executive officers responsible for supervising your proposed regulated activities. Please note that for licensed corporations, at least one of the responsible officers must be an executive director.

Regulated activity	Name of responsible officer/ executive officer	CE No. (if any)	Is he/she an executive director?	
Type ____			<input type="checkbox"/> Yes	<input type="checkbox"/> No
Type ____			<input type="checkbox"/> Yes	<input type="checkbox"/> No
Type ____			<input type="checkbox"/> Yes	<input type="checkbox"/> No
Type ____			<input type="checkbox"/> Yes	<input type="checkbox"/> No

If you have no other applications, please go to Section 15.

**Section 3: Reduction of regulated activity**

3.1 Please tick "✓" the regulated activities you want to cease.

Regulated activity		Proposed effective date (dd/mm/yyyy)
<input type="checkbox"/>	Type 1 (dealing in securities)	/ /
<input type="checkbox"/>	Type 2 (dealing in futures contracts)	/ /
<input type="checkbox"/>	Type 3 (leveraged foreign exchange trading) <i>(Not applicable to registered institutions)</i>	/ /
<input type="checkbox"/>	Type 4 (advising on securities)	/ /
<input type="checkbox"/>	Type 5 (advising on futures contracts)	/ /
<input type="checkbox"/>	Type 6 (advising on corporate finance)	/ /
<input type="checkbox"/>	Type 7 (providing automated trading services)	/ /
<input type="checkbox"/>	Type 8 (securities margin financing) <i>(Not applicable to registered institutions)</i>	/ /
<input type="checkbox"/>	Type 9 (asset management)	/ /

3.2 Please state the reason for ceasing the above regulated activities.

<input type="checkbox"/>	Unfavourable business conditions
<input type="checkbox"/>	Sale of business
<input type="checkbox"/>	Group consolidation
<input type="checkbox"/>	Relocation of business out of Hong Kong
<input type="checkbox"/>	Others (please specify)

3.3 Have you notified your clients of your cessation of the above regulated activities and returned to them the funds and assets held or managed on their behalf, if any?

- Yes.
- No. Please state the reason for not notifying your clients of the cessation and elaborate on the measures you have taken to safeguard your clients' assets, if any.

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If you have no other applications, please go to Section 15.

## Section 4: Approval as a responsible officer

- 4.1 Please state the regulated activity, name and CE number of the accredited principal that you wish to act as its responsible officer.

Regulated activity	Name of principal	CE number
Type ____		
Type ____		
Type ____		
Type ____		

- 4.2 Please set out any new qualifications (academic, vocational, professional or industry qualifications) you have obtained for your proposed role.

Regulated Activity	Qualification/ Course/Examination name	Name of institution	Paper number/ series	Date awarded/ passed/ completed (dd/mm/yyyy)
Type ____				/ /
Type ____				/ /
Type ____				/ /
Type ____				/ /
Type ____				/ /

- 4.3 Please complete *Supplement 10 – Duties and Experience of Responsible Officer*.

- 4.4 If you propose to supervise Type 6 regulated activity (advising on corporate finance), will you undertake activities in connection with matters regulated by the Hong Kong Codes on Takeovers and Mergers and Share Repurchases?

- Yes. Please complete *Supplement 11 – Activities in Connection with Matters Regulated by the Hong Kong Codes on Takeovers and Mergers and Share Repurchases*.
- No.

If you have no other applications, please go to Section 15.

**Section 5: Transfer of accreditation**

5.1 Please provide the following information on all the regulated activities specified on your licence. If you are currently a representative and applying to become a Responsible Officer of the new principal, please also complete Section 4.

Regulated activity	Type _____		
Name of current principal		CE No.	
Effective departure date			
Reason for leaving	<input type="checkbox"/>	Resignation	
	<input type="checkbox"/>	Expiry of contract	
	<input type="checkbox"/>	Redundancy	
	<input type="checkbox"/>	Dismissal (please specify the cause) _____	
	<input type="checkbox"/>	Others (please specify) _____	
Type of regulated activity you will carry out for your new principal	Type _____		
Name of new principal		CE No.	
Proposed joining date			

Regulated activity	Type _____		
Name of current principal		CE No.	
Effective departure date			
Reason for leaving	<input type="checkbox"/>	Resignation	
	<input type="checkbox"/>	Expiry of contract	
	<input type="checkbox"/>	Redundancy	
	<input type="checkbox"/>	Dismissal (please specify the cause) _____	
	<input type="checkbox"/>	Others (please specify) _____	
Type of regulated activity you will carry out for your new principal	Type _____		
Name of new principal		CE No.	
Proposed joining date			

If you have no other applications, please go to Section 15.



**Section 7: Change of licensing/registration condition**

7.1 Please set out your proposed change and reason for the change.

Regulated activity	Type _____	
Licensing/registration condition to be changed		
Nature of the proposed change	<input type="checkbox"/>	Cancellation
	<input type="checkbox"/>	Modification (please specify)
Reason for the change		

Regulated activity	Type _____	
Licensing/registration condition to be changed		
Nature of the proposed change	<input type="checkbox"/>	Cancellation
	<input type="checkbox"/>	Modification (please specify)
Reason for the change		

If you have no other applications, please go to Section 15.

## **Section 8: Issuance of duplicate licence/certificate of registration**

**8.1** Please state the reason for requiring a duplicate licence or certificate of registration.

- Lost. Please submit a statutory declaration stating that you have lost your licence/certificate.
  
- Defaced. Please submit a statutory declaration stating that the licence/certificate has been defaced and return the licence/certificate for cancellation.
  
- Destroyed. Please submit a statutory declaration stating that the licence/certificate has been destroyed.

**If you have no other applications, please go to Section 15.**

**Section 9: Premises to be used for record keeping purpose**

9.1 Please provide details of the new premises to be used for keeping your business records and documents in *Supplement 1 – Contact Information and Record Keeping Address for Corporation*.

9.2 What business records will be kept at the premises?

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9.3 Are the premises wholly or partly used for residential purposes?

- Yes.
- No.

**If you have no other applications, please go to Section 15.**



**Section 10: Change of financial year end**

10.1 Please provide the following information:

Existing financial year end	
New financial year end	
Reason for the change	

If you have no other applications, please go to Section 15.

**Section 11: Adoption of period exceeding 12 months as financial year**

11.1 Please provide the following information:

Existing financial reporting period	
Proposed financial reporting period	
Reason for the change	

If you have no other applications, please go to Section 15.

**Section 12: Extension of deadline for submission of audited accounts**

12.1 Please provide the following information:

Submission due date	
Proposed date of submission	
Reason for the extension	

If you have no other applications, please go to Section 15.

**Section 13: Approval as a substantial shareholder** (For completion by the substantial shareholder)

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

13.1 Please submit as an attachment a group chart depicting the proposed change in shareholding structure, including the respective number of shares and percentage of shareholdings.

13.2 Please provide the following information.

Name of new substantial shareholder: _____		
Is the above-named person a licensed representative/licensed corporation/registered institution, approved substantial shareholder of a licensed corporation or substantial shareholder of a registered institution?	<input type="checkbox"/> Yes, CE No. _____	<input type="checkbox"/> No*
Number and class of shares to be subscribed/acquired		
Value of shares to be subscribed/acquired		
Intended subscription/acquisition date		
Sources to finance the subscription/acquisition		

Name of new substantial shareholder: _____		
Is the above-named person a licensed representative/licensed corporation/registered institution, approved substantial shareholder of a licensed corporation or substantial shareholder of a registered institution?	<input type="checkbox"/> Yes, CE No. _____	<input type="checkbox"/> No*
Number and class of shares to be subscribed/acquired		
Value of shares to be subscribed/acquired		
Intended subscription/acquisition date		
Sources to finance the subscription/acquisition		

- \* If you tick NO to any of the above:
- If you are a **corporate substantial shareholder**, please complete *Supplement 2 – Information on Corporate Substantial Shareholder*.
  - If you are an **individual substantial shareholder**, please complete *Supplement 3 – Statement of Personal Information*.

If you have no other applications, please go to Section 15.



## **Section 15: Checking your application**

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

- Answered every relevant question.
- Provided all relevant supplements and attachments.
- Enclosed relevant application fees.

## Section 16: Applicant's declaration

If you are a licensed corporation, a registered institution, or a corporation applying to be or continue to be a substantial shareholder of a licensed corporation, please complete Part A only.

If you are an individual applying to be or continue to be a substantial shareholder of a licensed corporation, please complete Part B only.

If you are a licensed representative, please complete Part B and request your primary principal to complete Part C.

### Part A

#### *Corporate applicant's declaration*

We:

\_\_\_\_\_ *Name of corporation lodging the application*

- **Have completed** section \_\_\_\_\_ of this application form and attached a total of \_\_\_\_ supplements and attachments to this application form.
- **Declare** that all the information provided in this application (including all supplements and attachments) is complete, true and correct.
- **Understand** that providing false or misleading information in support of an application 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 in support of an application.
- **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 a director, responsible officer, executive officer, or chief executive (in the case of an authorized institution).)*

\_\_\_\_\_  
*Name of director/responsible officer/executive officer/chief executive\**

\_\_\_\_\_  
*Signature*

\_\_\_\_\_  
*Date*

\* Delete where not applicable

**Part B**

***Individual applicant's declaration***

I: \_\_\_\_\_  
*Name of applicant*

- **Have completed** section \_\_\_\_\_ of this application form and attached a total of \_\_\_\_ supplements and attachments to this application form.
- **Declare** that the information in this application (including all supplements and attachments) is complete, true and correct.

**For a responsible officer applicant completing section 4 of this form:**

- **Declare** that the Board of Directors has passed a board resolution appointing me as the corporation's:
  - Director and responsible officer to supervise the regulated activities for which I will be responsible (where the applicant is a director).
  - Responsible officer and granting me sufficient authority to supervise the regulated activities for which I will be responsible (where the applicant is not a director).
- **Understand** that providing false or misleading information in support of an application 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 in support of an application.
- **Understand** that if any information in this application changes before this application is approved, I must notify the Commission in writing immediately of the changes.

\_\_\_\_\_  
*Signature*

\_\_\_\_\_  
*Date*

**Part C**

***Licensed corporation's declaration (to be completed by the licensed representative's primary principal)***

**We**

- **Have reviewed:**
  - The information provided in this application form (including all supplements and attachments).
  - The documents evidencing the applicant's academic, professional and industry qualifications stated in this form (including all supplements and attachments).
- **Confirm** that the other principal(s) of the applicant has agreed to the information (where such information relates to the other principal(s)) stated in the application.
- **Endorse** the application.

**Name of primary principal:** \_\_\_\_\_

\_\_\_\_\_  
*Name of director/responsible officer or person authorized by the board of directors\**

\_\_\_\_\_  
*Signature*

\_\_\_\_\_  
*Date*

\* Delete where not applicable





# SECURITIES AND FUTURES COMMISSION

Form 6

## Notification – Associated Entity

Name of corporation

CE number  
(if applicable)

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Name of contact  
person regarding any  
queries on this form

Telephone number of  
the contact person

**Warning:**

You must fill in this form accurately and truthfully. Section 384(1) of the Securities and Futures Ordinance states:

“A person commits an offence if –

- (a) *he, in purported compliance with a requirement to provide information imposed by or under any of the relevant provisions, provides to a specified recipient any information which is false or misleading in a material particular; and*
- (b) *he knows that, or is reckless as to whether, the information 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: Types of notification

1.1 Please tick "✓" the types of notification you want to make to the Commission.

- Becoming an associated entity. Go to section 2
- Ceasing to be an associated entity. Go to section 3.
- Other notifications. Go to Section 4.

### Section 2: Becoming an associated entity

2.1 Please state the names of the intermediaries for which you propose to act as associated entity.

Name of intermediary	CE number	Effective date (dd/mm/yyyy)
		/ /
		/ /
		/ /
		/ /

2.2 Please complete *Supplement 13 – Information on Associated Entity*. (Not applicable if you are a licensed corporation or registered institution.)

If you have no other notifications, please go to Section 5.

### Section 3: Ceasing to be an associated entity

3.1 Please state the names of the intermediaries for which you are ceasing to act as associated entity.

Name of intermediary	CE number	Cessation date (dd/mm/yyyy)
		/ /
		/ /
		/ /
		/ /

3.2 Please state the circumstances under which you are ceasing to act as an associated entity of the above intermediaries. (Not applicable if you are a licensed corporation or registered institution.)

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3.3 Have you fully accounted for and properly disposed of all the client assets of the intermediary that are received or held by you prior to your cessation as an associated entity? *(Not applicable if you are a licensed corporation or an authorized financial institution.)*

- Yes.
- No. Please provide the particulars of all the client assets that you have not fully accounted for and properly disposed of, and your plan to safeguard such assets.

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If you have no other notifications, please go to Section 5.

**Section 4: Other notifications**

4.1 Please provide details of the notifications and their effective dates.

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## Supplement 5 — Basic Information on Associated Entity

(For completion by a licensed corporation or registered institution)

<b>Name of corporation</b>			
<b>Corporate information on associated entity</b>			
Name (in English)			
Name (in Chinese)			
Business name (if applicable)			
Place of incorporation			
Date of incorporation	<i>(dd)</i>	<i>(mm)</i>	<i>(yyyy)</i>
<b>Addresses, telephone and facsimile numbers</b>			
<b>Principal place of business in Hong Kong</b>			
Flat, floor and block no.			
Building name			
Street no. & name			
District & city			
State & country			
Postal code, if any			
<b>Telephone and facsimile numbers</b>	<i>(telephone)</i>	<i>(facsimile)</i>	
<b>Email address</b>			
<b>Website address</b>			
<b>Effective date</b>	<i>(dd)</i>	<i>(mm)</i>	<i>(yyyy)</i>

**Section 1: Executive officers**

1.1 Please provide the following information on the executive officers of the associated entity.

Name of executive officers (in English and Chinese)	HKID/Passport No.*	Passport details*	
		Date of expiry (dd/mm/yyyy)	Issuing country
		/ /	
		/ /	
		/ /	
		/ /	
		/ /	

\* Only applicable to a non-Hong Kong permanent resident.

\_\_\_\_\_  
*Name of director/responsible  
officer/executive officer/chief  
executive\**

\_\_\_\_\_  
*Signature*

\_\_\_\_\_  
*Date*

\* Delete where not applicable

## Supplement 8 — Business Plan and Proposed Business Activities

<b>Name of corporation</b>	
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<b>Types of regulated activity</b>	
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### Section 1: Nature and scope of business

- 1.1 State the business activities you propose to carry out and indicate their expected percentages of contribution to your gross operating income.

Proposed business activities	% of gross operating income
<b>Type 1 regulated activity</b>	
<input type="checkbox"/> Broking stocks/unit trusts/mutual funds/debt securities/stock derivatives*	
<input type="checkbox"/> Placing/underwriting securities*	
<input type="checkbox"/> Marketing/distributing unit trusts and mutual funds	
<input type="checkbox"/> Market making in securities	
<b>Type 2 regulated activity</b>	
<input type="checkbox"/> Broking futures	
<input type="checkbox"/> Market making in futures	
<b>Type 3 regulated activity</b>	
<input type="checkbox"/> Trading leveraged foreign exchange ( <i>not applicable to registered institutions</i> )	
<b>Type 4 regulated activity</b>	
<input type="checkbox"/> Giving advice on stocks/unit trusts/mutual funds/debt securities/stock derivatives*	
<input type="checkbox"/> Publishing research or analyses on securities	
<input type="checkbox"/> Financial planning	
<b>Type 5 regulated activity</b>	
<input type="checkbox"/> Giving advice on futures	
<input type="checkbox"/> Publishing research or analyses on futures	
<b>Type 6 regulated activity</b>	
<input type="checkbox"/> Giving advice on corporate finance	
<b>Type 7 regulated activity</b>	
<input type="checkbox"/> Providing online trading service	
<input type="checkbox"/> Providing automated matching service	

<b>Type 8 regulated activity</b>	
<input type="checkbox"/>	Securities margin financing <i>(not applicable to registered institutions)</i>
<b>Type 9 regulated activity</b>	
<input type="checkbox"/>	Managing securities portfolios
<input type="checkbox"/>	Managing futures portfolios
<b>Other business activities</b>	
<input type="checkbox"/>	Borrowing and lending stocks
<input type="checkbox"/>	Providing custodian service
<input type="checkbox"/>	Broking insurance products
<input type="checkbox"/>	Marketing mandatory provident fund products
<input type="checkbox"/>	Proprietary trading in securities
<input type="checkbox"/>	Proprietary trading in futures
<input type="checkbox"/>	Other regulated activities (please specify)

\* Delete where not applicable

1.2 For each of your principal business mentioned in Question 1.1 above, indicate the types of your target customers.

	Expected % of contribution to gross operating income		
	Principal Business 1	Principal Business 2	Principal Business 3
Hong Kong retail clients			
Hong Kong high net worth clients			
Hong Kong institutional clients			
Overseas retail clients			
Overseas high net worth clients			
Overseas institutional clients			
Others (please specify)			
	<u>100%</u>	<u>100%</u>	<u>100%</u>



**1.3** State your sources for new customers.

<input type="checkbox"/>	Introduction/referral
<input type="checkbox"/>	Walk-in customers
<input type="checkbox"/>	Others (please specify)

**1.4** This question is ONLY applicable where you intend to carry on Type 1 and/or Type 2 regulated activity and intend to be an exchange participant.

Please provide the following information on your estimated turnover.

<b>Type 1 regulated activity</b>	Projected total value of securities transaction in the first year of operation (in HK\$'000) _____
<b>Type 2 regulated activity</b>	Projected total notional amount of futures and options contracts in the first year of operation (in HK\$'000) _____

**Section 2: Operational and internal control procedures**

**2.1** Please submit as an attachment your operational manual and/or internal control procedures, detailing, among others, the following areas:

- Organizational charts with key human resources and their reporting lines.
- Operational flowcharts describing your principal business operations.
- Inherent risks to your principal regulated business activities (such as market risk, credit risk, liquidity and operational risk) and your risk control strategy.
- Potential areas of conflict of interests, and measures to address the conflict.
- Procedures to achieve segregation of duties.
- Contingency plan.

**2.2** Please submit as an attachment a copy of your standard client agreement.

**Section 3: Telephone recording system**

3.1 Please provide the following information on your telephone recording system.

(a)	Name of system
(b)	Scope of conversations to be recorded
	<input type="checkbox"/> Between account executives and clients
	<input type="checkbox"/> Between account executives and dealers
	<input type="checkbox"/> Others (please specify) _____
(c)	Tape retention period : _____ months
(d)	Person monitoring irregularities
	<input type="checkbox"/> Compliance staff
	<input type="checkbox"/> Internal audit staff
	<input type="checkbox"/> Responsible officer
	<input type="checkbox"/> Others (please specify) _____
(e)	Method of data retrieval
	<input type="checkbox"/> By time
	<input type="checkbox"/> By channel
	<input type="checkbox"/> Others (please specify) _____

**Section 4: Insurance** *(not applicable to registered institutions)*

This section is ONLY applicable to corporations required to maintain insurance under the Securities and Futures (Insurance) Rules.

4.1 Have you maintained the required insurance?

- Yes.
- No. Please explain:

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4.2 Please provide the following details of your proposed insurance scheme.

Name of insurer	
Credit rating of insurer	
Indemnity level (in HK\$)	
Deductibles (in HK\$)	
Period of insurance	From _____ to _____ (dd/mm/yyyy) (dd/mm/yyyy)

**Section 5: Custody of client assets** *(not applicable to registered institutions)*

5.1 Please state all the places where you will hold your client assets (if applicable).

<input type="checkbox"/>	Accounts maintained with the Central Clearing and Settlement System
<input type="checkbox"/>	Authorised financial institutions
<input type="checkbox"/>	Licensed intermediaries in Hong Kong
<input type="checkbox"/>	Overseas licensed or authorised intermediaries
<input type="checkbox"/>	Associated entity
<input type="checkbox"/>	Independent custodian (please specify)
<input type="checkbox"/>	Others (please specify)

**Section 6: Leveraged foreign exchange trading** *(not applicable to registered institutions)*

This section is ONLY applicable where the applicant intends to carry on Type 3 Regulated Activity.

6.1 Do you intend to provide discretionary account service to clients?

- Yes.
- No.

**Section 7: Advising on corporate finance**

This section is ONLY applicable where the applicant intends to carry on Type 6 Regulated Activity.

7.1 Do you intend to undertake activities in connection with matters regulated by the Hong Kong Codes on Takeovers and Mergers and Share Repurchases ("the Codes")?

- Yes.
- No. Go to Section 8.

7.2 Please submit as an attachment the following information:

- A list of proposed responsible officers/executive officers who will actively participate in, or be directly responsible for the supervision of, the matters or transactions regulated by the Codes.
- Details on the adequacy of your resources and internal procedures to ensure full compliance with the Codes. In particular, the names of the executives who will be responsible for compliance with Rule 22 of the Takeovers Code and a description of the internal procedures in this connection.
- Measures to ensure that all your staff handling matters or transactions under the Codes and your clients understand and comply with the Codes.
- Whether or not you have been involved in any transaction where you committed a breach of the Codes. Please disclose the details of any such transaction and the breach.
- Whether or not the Executive (as defined under the Codes) has ever raised any concern that your conduct fell below the standard expected or required by the Codes. Please disclose the details, if any.

### **Section 8: Providing automated trading services**

This section is ONLY applicable where the applicant intends to carry on Type 7 Regulated Activity.

8.1 Please complete *Supplement 14 - Automated Trading Services*.

### **Section 9: Providing securities margin financing** *(not applicable to registered institutions)*

This section is ONLY applicable where the applicant intends to carry on Type 8 Regulated Activity, or to provide securities margin financing in order to facilitate acquisitions or holdings of securities for its clients under Type 1.

- 9.1 Please submit as an attachment a copy of your securities margin financing policy with the following details:
- Concentration policy including the percentage of margin to be offered for different classes of shares.
  - Concentration policy and criteria in granting the amount of margin facilities to each client/group of clients and interest rate charged.
  - Procedures and personnel responsible for computing margin shortfall, making margin calls and handling margin shortfalls not topped up by clients.
  - Time interval for reviewing margin financing policy and procedures, and the positions of the persons involved.
  - Procedures for communicating your margin financing policy and procedures to your clients and staff.

## Section 10: Providing asset management services

This section is ONLY applicable where the applicant intends to carry on Type 9 Regulated Activity.

10.1 Provide the following information on your asset management business.

Assets under management	Estimated amount (in HK\$'000) after 1 year of operation
Total assets for investment in Hong Kong	
Total assets for investment overseas	

10.2 State the sources of your remuneration and the corresponding contribution to your total income.

Sources of remuneration	Approximate percentage
<input type="checkbox"/> Rebates or commissions from brokers	
<input type="checkbox"/> Fixed management fees	
<input type="checkbox"/> Variable management fees	
<input type="checkbox"/> Others (please specify)	

\_\_\_\_\_  
*Name of director/responsible  
officer/executive officer/chief  
executive\**

\_\_\_\_\_  
*Signature*

\_\_\_\_\_  
*Date*

\* Delete where not applicable

## Supplement 9 — Licence Record

<b>Name of individual/corporation</b>	
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1. Licence/Registration			
Name and place of regulatory authority			
Type of licence/registration			
Date of approval	(dd)	(mm)	(yyyy)
Licence or registration number (eg. CRD no.)			
Conditions attached to the licence or registration (if any)			
Is the licence or registration still valid?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
Date of expiry (if applicable)	(dd)	(mm)	(yyyy)

2. Licence/Registration			
Name and place of regulatory authority			
Type of licence/registration			
Date of approval	(dd)	(mm)	(yyyy)
Licence or registration number (eg. CRD no.)			
Conditions attached to the licence or registration (if any)			
Is the licence or registration still valid?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
Date of expiry (if applicable)	(dd)	(mm)	(yyyy)

\_\_\_\_\_

*Signature*

\_\_\_\_\_

*Date*