OUTLINE OF PART XV OF THE SECURITIES AND FUTURES ORDINANCE (CAP. 571) - DISCLOSURE OF INTERESTS

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1.2 Where can I get the disclosure Forms and where must I file them ?

1.2.1 You can download the DI forms and the Notes, in Chinese and in English, from HKEx web site which is at https://sdinotice.hkex.com.hk or the SFC web site at http://www.sfc.hk/web/EN/rule-book/sfo-part-xv-disclosure-of-interests/di-notices.html. 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. There is also a hyper-link from the HKEx web site Home Page (http://www.hkex.com.hk/) to the site for downloading notices and filing. Go to the HKEx Home Page and click "For investors" then "Disclosure of Interests" which can be found immediately under the principal heading "HKExnews Website". Then click "Download and Submit DI Forms". For further details on the forms, and the places that they must be filed, please see paragraphs 4.2 and 4.6 below.

1.2.2 If you have difficulties with downloading the forms from the SFC web site please send an email describing the problem that you have experienced to enquiry@sfc.hk If you have difficulties with downloading the forms from one of the HKEx web sites please send an email describing the problem that you have experienced to DI-Filings@hkex.com.hk

1.3 Where can I see the information filed with the Stock Exchange under Part XV ?

1.3.1 The key objective of the disclosure regime is to give investors in listed corporations with more complete and better quality information on a timely basis to enable them to make informed investment decisions. Details of all notices filed with the Stock Exchange under Part XV can be found on the HKEx web site. Go to the HKEx Home Page (http://www.hkex.com.hk/) and click "For investors" then "Disclosure of Interests" which can be found immediately under the principal heading " "HKExnews Website"..

1.4 Defined terms

1.4.1 Unless otherwise stated all references to section numbers in this outline are references to sections of the SFO. Terms that are defined in section 308 of the SFO and Schedule 1 to the SFO have the same meaning in this outline. A listed corporation is any corporation whose securit

2. DUTIES OF SUBSTANTIAL SHAREHOLDERS

2.1

2.1.1 Substantial shareholders only have to disclose their interests in "voting shares" of a listed corporation – not all types of shares. Shares that are "voting sharesl" are shares of a class that carry a right to vote in all circumstances at general meetings of a listed corporation. They also include unissued shares which, if issued, would have such rights. Voting shares of a corporation listed in Hong Kong refers to all classes of shares and would normally include "A shares", "B shares" and "H shares" as well as "Ordinary shares" as these all normally carry a right to vote in all circumstances at general meetings of a listed corporation. For ease of reference we will use the term "shares" instead of "voting shares" when describing the obligations of substantial shareholders in this Outline – unless it is necessary to use t

(vi) All persons who have agreed to act in concert to acquire interests in shares in the listed corporation, if you are a party to the agreement (the rules are complicated and legal advice should be sought).

2.2.2 You must also count as your short position any short positions that such persons and trusts have. This may create a short position (if you do not have a short position already) or increase the size of your short position.

2.2.3 Where two or more persons are interested in the same shares they must each make separate disclosures of their interests. For example, if you control A Ltd. which holds 6% of the shares of a listed corporation and A Ltd. buys a further 1% then you, your spouse and A Ltd. should all file separate notices (disclosing that you are each interested in 7% of the shares of the listed corporation).

2.2.4 A trust company or corporation that is a trustee has the same duty of disclosure as a trustee who is an individual.

2.2.5 The term "founder" in relation to a discretionary trust is defined very broadly

(i) giving a person rights, options or interests in, or in respect of, the underlying shares;

(ii) giving a person rights, options or interests in, or in respect of the rights, options or interests arising under a contract or financial instrument referred to in paragraph (i); and

(iii) whose price or value is calculated wholly or partly by reference to the price or value, or a change in the price or value, of the underlying shares or any rights, options or interests in the underlying shares.

2.3.2 Hence contracts or financial instruments such as those immediately below are all covered by the term "equity derivatives" -

(i) warrants, callable bull bear contracts and other structured products;

(ii) convertible bonds, exchangeable bonds and other equity linked instruments (equity linked deposits, funds, notes, certificates or other securities);

(iii) American Depositary Receipts ("ADRs") and Hong Kong Depositary Receipts ("HDRs");

(iv) stock options and stock futures;

(v) over-the-counter ("OTC") forwards, options or swaps;

(vi) a derivative over another equity derivative; and

(vii) credit derivatives that have reference obligations or deliverable obligations which are exchangeable or convertible bonds,

regardless of whether they are physically settled, by delivery of the underlying shares, or cash settled[6]. Depending on the partiTqQ3( )-1863( )-1863( )-1863(-312(or)21(c)7(on)63(v)63(e)7(r)21(t)28(i)

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> "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.

In the case of an option to purchase :

> "Convertible bonds issued by XYZ Ltd. paying 5% interest p.a. and giving the holder a right to acquire ordinary shares of HK$10.00 each in XYZ Ltd. at a price of HK$2 per share",

even though the price of the option is partly determined by the coupon and partly by the conversion rights the "underlying shares" are ordinary shares of HK$10.00 each in XYZ Ltd.

2.3.4 If you hold, write or issue financial instruments such as derivatives you will be taken to be interested in the underlying shares and these interests must be added to your other interests to determine your disclosure obligations. However, if the transaction in derivatives was between members of a wholly owned group of companies no duty of disclosure would arise (see paragraph 2.12.9).

2.3.5 When filing a DI notice you are required to disclose your interest in shares of listed corporations - not interests in instruments creating those interests. Hence the details should relate to the underlying shares. For example, if 100 ADRs are worth 150 shares you should disclose an interest in 150 shares not 100 ADRs.

Public offers

2.3.6 The underwriter of a public offer of shares will have an interest in the shares which are to be offered even though they are unissued. Depending upon the terms of the underwriting agreement each member of the underwriting syndicate may be taken to be interested in all shares to be issued or a defined number of shares. However, on an initial public offer, the interest will not be notifiable until the corporation concerned has any of its securities listed on the Stock Exchange (see paragraph 1.4.1) as it will not be a "listed corporation" until that point. If the underwriter has an option to require the original shareholders to sell more shares than originally planned if the offering is over-subscribed (known as an "over allotment option" or a "greenshoe option") this option will be an equity derivative and the underwriter(s) must disclose their long positions under this option on listing of the corporation. Disclosure is also required when the option is exercised or expires.

2.3.7 An "over allotment option" or a "greenshoe option" are usually coupled with a securities borrowing and lending agreement ("SBL agreement") under which the original shareholders agree to lend shares to the underwriter(s). The duties of the borrower and the lender of shares if the corporation is already listed are examined in paragraph 2.13 but, if the SBL agreement is entered into before shares in the corporation are listed, a duty of disclosure arises at the point that the corporation becomes listed (see s.310(2)(a)). It should be noted that the exemption for wholly owned subsidiaries and their holding companies is not available when a duty of disclosure arises under s.310(2) or (3) (i.e. an initial notification - see paragraphs 2.7.2 and 2.12.9.1)

2.3.8 When completing a disclosure form you are asked to give further information in respect of derivative interests. In particular, you are asked to select a code describing the derivatives. The codes that apply to derivatives are set out in Table 4 of the directions and instructions for completing each form. If the derivatives are listed or traded on the Stock Exchange or the Hong Kong Futures Exchange Limited you should choose code 401 or 402 depending on whether the derivatives are physically settled (i.e. shares are delivered on exercise of the derivative) or cash settled (cash is paid on exercise). If the derivatives are not listed then code 403 or 404 should be used. All warrants currently listed on the Stock Exchange are cash settled.

2.5.4. We understand that paragraph 2.5.2 of the August 2003 version of the outline has been read to mean that a person need not file a notice if he cannot determine the precise number of shares in which he is taken to be interested (or have a short position) through an equity derivative – even though it is clear that this interest will bring the total number of shares in which he is interested to more than 5%, or cause his total interest to cross a whole percentage level above 5%. We have adjusted the text of paragraph 2.5.2 to explain the requirements of the SFO. We would also like to clarify that if an equity derivative gives a person an interest in 5% or more of the shares of a listed corporation, or causes his interest to cross a whole percentage level above 5%, he comes under a duty of disclosure under s.310 of the SFO. The question of the precise number of shares that he should state on the form, as required by s.326(1)(b) or (c), is a separate issue and does not detract from the duty of

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percentage level of its interest as this would be double counting – transactions between corporations which are both members of the same group of companies do not increase or reduce the number of shares that the ultimate holding company must report.

2.6.12 There may be a change in the nature of a corporation's interest as a result of transactions between corporations which are both members of the same group of companies. Under s.313(13)(v) there is normally no change in the nature of a holding company's interest in shares due to intra-group transfers between wholly owned corporations. However this

2.7.12 If you are a beneficiary under a will you should file a notice (if you will acquire an interest in 5% or more of the shares of a listed corporation) when you first become aware that you are a beneficiary and are told of the number of shares that you will inherit. You should also file a notice disclosing a change in the nature of your interest after the executor/administrator transfers the interest in the shares to you (and they represent a notifiable interest).

2.7.13 When the executor/administrator transfers the interest in the shares to the person entitled to the estate of the deceased person, the executor/administrator should also file a notice that he has ceased to be interested in the shares.

Liquidation of a corporation

2.7.14 Similarly, if a winding-up order is made in respect of a corporate substantial shareholder this does not give rise to a duty of disclosure by the corporation. However, the liquidator or provisional liquidator will acquire an interest in shares in which the corporation was interested at the date of the winding-up order and should file a notice giving his name and adding "as [provisional] liquidator of [name of the corporation]."

2.7.15 When the liquidator or provisional liquidator transfers the interest in the shares to the creditors, any creditor acquiring an interest of 5% or more in the shares, and the liquidator/provisional liquidator should file a notice.

2.7.16 We take the view that you do not come under a duty of disclosure when you cease to be interested in shares of a listed corporation by virtue only of the fact that the corporation ceases to be a listed corporation (i.e. if you remain interested in the shares of the corporation). However, if you cease to be interested in the shares of the listed corporation before it ceases i 72.1 8(e)7(102.12 736.4 Tm[( )]3(h)63(e)-87(i)63(e)-55(s)-48(h)63(s1 48(t)-34(i)28(o,(

7(6mome)-55(s)14(t)2ti(e)7(6m TJET(h)63(e)-55( )-6o)256o0 1 72.m[(w)32 BTat 1101921(e252.9e)7( )-6] TJETBT1 0 0

derivatives change on the exercise by him, or against him, of rights under the equity derivatives (see s. 313(13)).

2.9.2 The most common situations in which there will be a change in the nature of a person's interest in shares, including shares which are the underlying shares of equity derivatives, are :

(i) When a person grants or exercises rights under equity derivatives (whether physically or cash settled);
(ii) When a person has rights under equity derivatives (whether physically or cash settled) exercised against him;
(iii) where a person lending shares under a securities borrowing and lending agreement, agrees to deliver or delivers the shares to the person borrowing the shares under the agreement;
(iv) where a person lending shares under a securities borrowing and lending agreement, takes delivery of shares which are returned by the person who borrowed the shares under the agreement;
(v) where a person enters into a contract for the sale of shares in which he is interested;
(vi) where a person takes delivery of shares from another person;
(vii) where a person provides an interest in shares as security or a person returns shares held as security (releases a security interest)[11];
(viii) where steps are taken to enforce a security interest against a person;

percentage level of your interest at the last notification given by you are both the same [12] and there is a separate exception where the interest that has not changed fluctuates within a narrow

definition). Finally, section 322(15) makes it clear that it is immaterial whether the shares in which a person has an interest or short position are unidentifiable.

2.9.10 It has also been suggested that where the particular shares to be sold under a contract, or which are the underlying shares of equity derivatives, are "unspecified" then there will be no change in the nature of a person's interest in the shares. We do not agree. Section 322(15) makes it clear that it is immaterial whether the shares in which a person has an interest or short position are unidentifiable. See also the definition of "underlying shares" which applies whether in any case the underlying shares are issued or unissued. Accordingly, the disclosure obligations and exemptions would apply equally to interests (and short positions) in unissued shares.

2.10 What price/consideration must I disclose and how do I calculate this ?

2.10.1 In the DI forms you are asked for details of the relevant event. This is the event that triggers the Notice. The details that you must give relate to the shares bought/sold or involved at the time of the relevant event – not the shares which you already had. 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 should 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.

Sales and purchases of shares

2.10.2 If an on-exchange transaction prompts disclosure the highest price per share

someone else. In the Notes to the prescribed forms there is a table which sets out all of the common types of capacities and you are asked to choose the capacity in which you are interested in shares, and enter an appropriate code on the form.

The capacity in which you held the shares that gave rise to the relevant event

2.11.2 Firstly, in the box entitled "Details of relevant event" you are asked to state the capacity in which you were acting when you bought or sold the shares which gave rise to the duty to file a notice (or there was a change in the nature of your interest). If you sold shares, the capacity relates to the capacity in which you held the shares that were sold i.e. you should complete the column labeled "Before the relevant event". If you purchased shares you should complete the column labeled "After the relevant event". If there was a change in the nature of your interest you should complete both.

2.11.3 Normally, a single transaction will take your interest from, say, 5.9% to 6.1% and it is the capacity in which you acted in relation to that single transaction that must be disclosed. However, if you are a financial institution conducting a range of transactions on any day you should isolate the transaction, or series of transactions, that gave rise to the duty of disclosure and enter the capacity in which you acted in that transaction or series of transactions. Hence, if you are acting in multiple capacities on any one day you should identify the series of transactions that gave rise to the disclosure obligation. If your asset management division purchased 10,000,000 shares in one day in 10 trades, and your trading desk borrowed 5,000,000 shares the same day in 5 transactions then you would identify whether the 10,000,000 series of transactions or the 5,000,000 series of transactions prompted the disclosure obligation and then choose capacity code 202 or 201 accordingly.

The capacity in which you held all of the shares in which you were interested.

2.11.4 In a separate box on the form labeled "Capacity in which interests in Box [ ] are held", you are asked to state the capacity in which you held all of the shares in which you had an interest (a short position) immediately after the relevant event. You may, for example, hold 80% of the shares beneficially and the rest on trust. In this case you would enter the code for beneficial owner on one line and the code for "trustee" on the next row and then give the number of shares held in each capacity in the next column. If you hold a single block of shares in more than one capacity you should select the code which you think best describes your circumstances.

2.12 Exemptions and interests that are disregarded

2.12.1 A number of exemptions have been created where it was felt that disclosure would be of little informational value to investors. Hence

“

Event : **(1)** **(2)** **(3)** **(4)** **(5)** **(6)** **(7)** **(8)**

(1) You buy 6.1% of a listed corporation. This is not a “last notification” as it was not made under s.313(1)(c).

(2) You sell 0.3% and the percentage figure of your interest passes though the 6% level. This is notifiable as the previous notice was given when first crossing the 5% threshold and does not count as a “last notification”. (Note : If the percentage level of your interest after the next transaction was the same as, or less than, the percentage level after this transaction (5.8%) then this transaction would qualify as a “last notification” meaning that the next transaction would qualify for the de minimis exemption. In the event the next transaction resulted in an increase in the percentage level of your interest (to 6.2%) and accordingly the elements in paragraph 2.12.6.1(i) are not satisfied and the exemption is not available.)

(3) You buy 0.4% passing through the 6% level. This is notifiable. It does not qualify for the *de minimis* exception because the percentage level of your

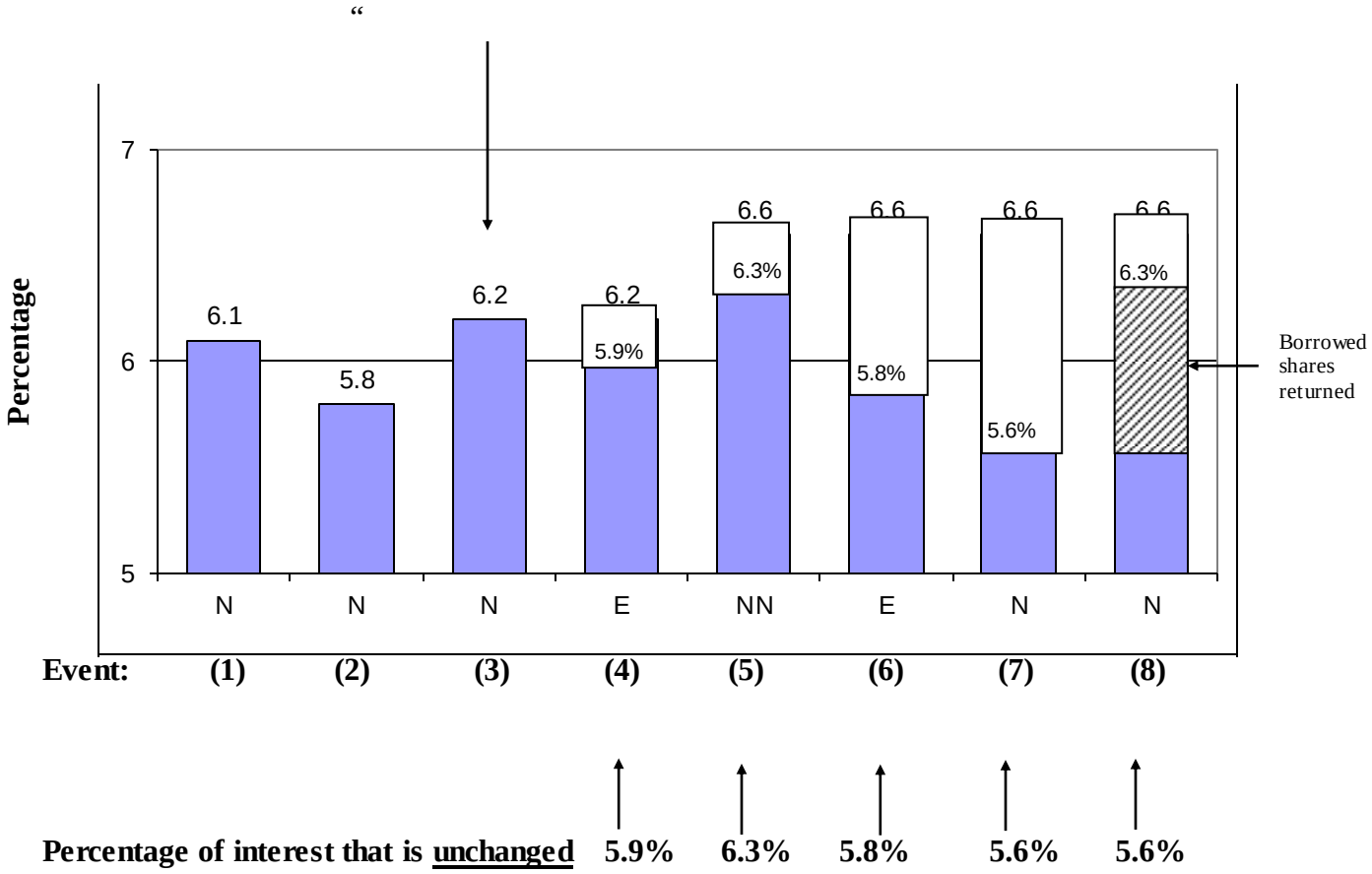
of you interest after the transaction is within 0.5% of the “Last Notification” i.e. 6.2%.

(6) You sell 0.8%. This is exempt. All the conditions for the

(ii) the difference between the percentage figure disclosed in the last notification and the percentage figure of the shares in which his interest has not changed (at all times subsequent to the last notification) is less than 0.5% of the issued share capital (of the same class) of the listed corporation concerned.

2.12.8.3 The example below is similar to that in paragraph 2.12.6. However, when there is a change in the nature of your interest, the total number of shares in which you are interested remains fixed whilst the shares in which your interest is unchanged is shown as the dark part of each column.

"



2.12.8.4 In this example, assume that –

(1) You buy 6.1% of a listed corporation. This purchase is notifiable as your interest has crossed the 5% threshold.

(2) You sell 0.3% and the percentage figure of your interest passes though the 6% level. This is notifiable as the previous notice was given when first crossing the 5% threshold and does not count as a "last notification".

2.12.8.5 Please note that for the purposes of the *de minimis* exemption the notification of the previous transaction (the 5.6% transaction) does not qualify as a "last notification" because it was due to a change in the nature of your interest reportable under s.313(1)(d). The *de minimis* exemption is not available again until you notify the percentage figure of your interest crossing a percentage level – a notification under s.313(1)(c). Even if you remained in the 5% band instead of crossing back up to 6%, further changes in the nature of your interest which stay within the 5% band (i.e. 5% -62( )] TJETBThe

2.12.10.5 When there is a rights issue you will become interested in shares that have not yet been issued (the rights shares) whilst the number of shares in issue remains the same. If the formula in paragraph 2.6.5 was used the percentage figure of your interest would rise after

2.12.12 *Bare trustees.*

2.12.12.1 The interest of a bare trustee is disregarded. However, to be a bare trustee the trustee must have no duties to perform in respect of the interest in the shares except to convery or transfer that interest to the persons entitled to hold it. A bare trustee into whose name an absolute owner transfers shares is sometimes called a nominee. This must be distinguished from the situation where trustees vest shares in a nominee in order to facilitate share dealings. Such a person is in effect an agent of the trustees[23] and must disclose his interest in the shares. A custodian trustee is not a bare trustee, as he is not a mere name or "dummy" for the trustees or for the beneficiaries[24]. A custodian may be entitled to take advantage of the disregard for an exempt custodian interest. The vendor of unascertained shares still retains an interest in shares prior to completion of the sale – he is not a bare trustee for the purchaser. If the purchaser does not pay the purchase price and sale is not completed the vendor has the right to sell the shares to another person – the vendor is not required to deal with the interest solely in accordance with the instructions of the purchaser and therefore cannot be holding the shares as a bare trustee[25].

2.12.13 *An exempt custodian interest.*

2.12.13.1 If an interest in shares is held by a corporation which carries on a business of holding securities in custody for another person, whether on trust or by contract, and the corporation has no authority to exercise discretion in dealing in the interest in shares, or in exercising rights attached to the interest then that interest is disregarded (see s. 323(1)(b) and (3)).

2.12.13.2 If a bank retains a discretionary right to set off any other obligations/liabilities of a client against any securities held in custody for that client the bank will not satisfy the requirement in s.323(3)(b) that the corporation "has no authority to exercise discretion in dealing in the interest, or in exercising rights attached to the interest". Similarly, the exemption is not available if a bank retains the discretionary right to take up or retain unclaimed or fractional dividends (cash and/or scrip). The custodian exemption is not establishing a new wide exemption for custodians. It is intended to parallel the regime for a "bare trustee" - simply extending the bare trustee exemption to custodians by contract (before the bare trustee exemption only applied to custodians who were trustees).

2.12.14 *Discretionary trusts.*

2.12.14.1 The interest of a beneficiary of a discretionary trust in shares held by trustees of the discretionary trust is disregarded (see s. 323(1)(a)(iii)) unless he is also a director of the listed corporation concerned.

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[23] Hanbury & Martin - Modern Equity 16th ed. 72. notes 67 and 69
[24] Snell's Equity 30th ed. 124 note 42
[25] Pennington, Company Law, 8th ed., 439

2.12.15 *Collective investment schemes, pension and provident fund schemes, qualified overseas schemes.*

2.12.15.1 This disregards the interests in shares of listed corporations, held by certain schemes, of a holder of a unit or a share in the scheme and a trustee or custodian of the scheme. The schemes that enable the holder, trustee or custodian to qualify for this exemption are an authorised collective investment scheme, certain pension or provident fund schemes, and a qualified overseas scheme (see s. 323(1)(c) and (5)). A qualified overseas scheme must be established in a place outside Hong Kong recognized for the purposes of s.323(5) by the SFC by notice published in the Gazette[26].

2.12.15.2 It should be noted that the interest of the manager of the scheme is not disregarded (even if he is also a holder, trustee or custodian, see s.323(4)) and his interest must still be disclosed.

2.12.15.3 If a person is the holder of units in a unit trust that does not satisfy s.323(1)(c) (or the trustee or custodian of such a unit trust) he will have to disclose an interest in all shares in which unit trust is interested. This is because the unit holder has an undivided share in the whole portfolio of the unit trust.

2.12.16 *Exempt security interests.*

2.12.16.1 This enlarges the previous exemption under the repealed S(DI)O that disregards an “exempt security interest”. An interest in shares is an exempt security interest if it is held by a qualified lender by way of security only for the purposes of a transaction entered into in the ordinary course of business as such a qualified lender (see s. 323(1) (f) and (6)). Under s. 308 the term "qualified lender" is defined to include an authorized financial institution, an authorized insurance company, an exchange participant of a recognized exchange p TJETBT1H62(p 2(y)63( )-187(w)35(a)-55(y)63( )-187(o)-62(f)83BT1H62(p287(t41(e)7(s)14(t)2

ve4c4cf3d ee11(G)2 T(e)1963(c)514(c86-a)11ce11(G)2 T(22534cse11(Ic25)psf3de

(ii) the qualified lender is authorized to carry on business as a bank, an insurance company etc. in Hong Kong or under the law of a recognized place; and

(iii)

repos. The essence of the difference is that in each case the secured creditor obtains title to the securities, not a limited security interest."

2.12.16.7 A broker providing margin financing will not be required to notify interests in shares in respect of collateral that you pledge with it by way of security in the ordinary course of its broking business. This is because a "qualified lender" includes "an intermediary licensed to deal in securities or securities margin financing." However if the broker re-pledges the shares to another institution, the interest is no longer "held by the qualified lender by way of security only" and the broker will have to disclose this interest.

2.12.16.8 A qualified lender will not be taken to have acquired an interest in the shares held as security simply because the shares are held in its account with CCASS (which requires the transfer of the shares into the name of the HKSCC Nominee) or held in its account with a bank nominee company. It is the interest in the shares which has to be held by way of security only to qualify for the exemption, not the shares themselves.

2.12.17 *Transient interests of dealers in securities*.

2.12.17.1. There is no general exemption for intermediaries (e.g. dealers and brokers). However, the interest in shares of an intermediary, licensed or registered for dealing in securities, is disregarded where the interest is acquired by the intermediary for not more than 3 business days, as an agent only for the purposes of transactions entered into for principals of the intermediary who are not related corporations of the intermediary. Clearly, where the intermediary is involved in an execution only capacity this exemption will not be available and the intermediary may have an interest in the shares that must be disclosed.

2.12.18 *Interests of dealers in securities or dealers in futures contracts in exchange contracts*.

2.12.18.1 This exemption is similar in principle to the disregard in paragraph 2.12.17. The interest in shares of 1 0 0 1 421.28 F3 12872.1 29 in pr

2.13 Securities borrowing and len

2.13.1 The regime for SBL transactions is different to the general disclosure regime. Again, the following is merely a brief summary.

The borrower

2.13.2 The borrower of shares is normally required to disclose the borrowing and return of shares if the percentage figure of his interest passes through a percentage level of 5% or higher. This is because he acquires an interest in the shares when he borrows them and ceases to have an interest in the shares when he returns them to the lender. The borrower may take advantage of the *de minimis* exemption if the elements necessary for that exemption are satisfied. However, the initial borrowing of shares also creates a "short position" (i.e. the obligation to return the shares) for the borrower and this must be disclosed separately when he gives a notification (see the definition of "short position" in s. 308). In certain circumstances the interest of the borrower of shares may be disregarded if he is a "regulated person" (see below).

The lender

2.13.3 The position of a stock lender is more complex. The lending of stock gives rise to a duty of disclosure because there is a change in the nature of an interest in shares when they are lent and returned. A loan of 1% or more of the shares of a listed corporation by a substantial shareholder will always give rise to a disclosure obligation (unless the SBL Rules apply – see further below). A loan of up to 1% will not give rise to a disclosure obligation if after the transaction the percentage level of his interest in his other shares (i.e. those which have not been lent) remains at the same level as at the time of the last notification given by him. For this purpose the last notification could be a notification under s. 313(1)(a), (c) or (d) (see s. 313(8)(a)). Note that the *de minimis* exemption discussed at paragraph 2.12.8 may also be available.

The Securities and Futures (Disclosure of Interests - Securities Borrowing and Lending) on the criteria for approval of lending agents

2.13.4

remaining circumstances where disclosure is not required are when shares are lent from the lending pool and returned to the lending pool (see paragraphs (c) and (d) of section 5(3)).

2.13.8 The effect of these provisions is that loans from the lending pool operated by an ALA, and returns of shares to the lending pool, are not required to be disclosed. However if shares are added to the lending pool or removed from the lending pool a disclosure obligation arises under s.5(4) of the SBL Rules. The disclosure forms must be completed in accordance with the Notes to the forms and these require that disclosures arising under s.5(4) of the SBL Rules are separately identified in the disclosure forms. The size of the lending pool must be disclosed and appropriate codes must be inserted when completing the form.

2.13.9 The SFC has published Guidelines on the criteria for approval of lending agents as ALAs and the conditions that ALAs must observe. These conditions prevent the ALA from lending shares, from the lending pool, to companies that are members of the same group of companies as the ALA or placing shares that it holds for those companies in the lending pool. The conditions apply regardless of whether the group member is an investment manager managing a fund for another or is borrowing shares for a third party. The term "members of the same group" includes any person that is a controlling entity of the ALA (defined in Schedule 1 of the SFO) and any subsidiary of a controlling entity of the ALA. Equally, shares in which the ALA is interested, otherwise than as lending agent, are not eligible for the exemption. A list of corporations that have been approved as "approved lending agents" is posted on the SFC's web site on the Part XV web page under "Rule book / Securities and Futures Ordinance Part XV – Disclosure of Interests".

2.13.10 The term "lending pool" in this paragraph 2.13 comprises :

(i) shares that the ALA holds as agent for a third party which he is authorized to lend under a lending agreement that meets the requirements of the SBL Rules; and

(ii) shares that have been lent by the ALA only if the right of the ALA to require the return of the shares has not been extinguished.

2.13.11 Provided that there is a suitable agreement in place, a custodian may transfer shares from its custody pool to its lending pool (to be held as agent rather than as custodian) and those shares can beco

wholly owned subsidiary. In the following example corporation A has 2 wholly owned subsidiaries B and C. If B lends shares to C there is no disclosure obligation as the loan is between members of a wholly owned group of companies. However, if C lends the shares to a third party outside the group, the normal rules apply – there is a change in the nature of the interest of C in the shares which must be disclosed by the holding company A.

100% 100%

6%

2.13.19 The conditions attaching to approval of an ALA mean that corporations that are members of a group can lend through another member of the group that is an ALA - but the shares so lend do not qualify for an exemption under the SBL Rules. In the example above, if B lends shares to C (who is an ALA) there is no disclosure obligation as the loan is between members of a wholly owned group of companies. However, when the shares are lent by C to a third party, there is a change in the nature of C's interest in the

	Third Party Lender	Corp. B	Corp. C	Corp. D	Holding Company A	Third Party Buyer
Day 0	L[34]	-	-	-	-	-
Day 1	L Disclose change in nature of interest	-	-	-	Interest of Corp. B is disregarded and therefore holding company A is not deemed to have an interest.	-
Day 2	L	-	-	-	Interest of Corp. C is disregarded.	-
Day 3	L	-				

Day 2

2.13.24 Corporation B lends the shares to corporation C, a related corporation that is also a regulated person. Corporation C intends to on lend the shares within 5 business days and accordingly its interest is also provisionally disregarded under s.7 of the SBL Rules. As

interest of 12% (i.e.2 x 6%) because each of B and C are interested in 6% - the number and proportion of shares in which the ultimate holding company has an interest does not enlarge as the number of companies in the chain increases. Equally A's interest is not reduced to 1.04% (i.e. 6% x 35% x 51%) because it controls only 51% of the shares in B and B only controls 35% of the shares in C - the number and proportion of shares in which the ultimate holding company has an interest does not reduce as the number of companies in the chain increases.

3. DUTIES OF DIRECTORS AND CHIEF EXECUTIVES

3.1 What interests are directors and chief executives required to disclose ?

3.1.1 The duties of directors and chief executives (referred to hereafter simply as "directors") are more extensive than those of substantial shareholders, reflecting their greater involvement in the management of the affairs of the listed corporation. Directors have to disclose interests in 4 main categories:

(i) Interests and short positions in any shares of the listed corporation of which they are a director – not simply voting shares;
(ii) Interests and short positions in shares of any "associated corporation" of the listed corporation;
(iii) Interests in debentures of the listed corporation of which they are a director; and
(iv) Interests in debentures of any associated corporations of the listed corporation of which they are a director.

3.1.2. In addition there is no 5% disclosure threshold similar to that set for substantial shareholders – directors have to disclose all dealings even if they have an interest, or a short position, in a small number of shares or debentures.

3.1.3 The term "director" is defined widely and includes a shadow director and any person occupying the position of director by whatever name called. The term "shadow director" means a person in accordance with whose directions or instructions the directors of a corporation are accustomed or obliged to act.

3.2

3.2.1 An "associated corporation" is :

(i) a holding company of the listed corporation.
(ii) a subsidiary of the listed corporation.
(iii) a subsidiary of the listed corporation's holding company (e.g. a fellow subsidiary).
(iv)

participate beyond a specified amount on a distribution of either profits or capital); or

(b) it is a subsidiary of a corporation which is the other corporation's subsidiary."

Subsection (2) further enlarges the definition.

3.2.3 The term "holding company" is defined in Schedule 1 to the SFO in the following terms relying heavily on the extended meaning of subsidiary:

> "holding company", in relation to a corporation, means any other corporation of which it is a subsidiary;

3.2.4 An interest in more than 20% of the issued shares of any class of the share capital of a corporation is normally a direct interest in the shares of the associated corporation. However, as a listed corporation is taken to be interested in any shares that a controlled corporation has in any associated corporation (see s. 344(3) & (4)), if a listed corporation has a controlled

ListCo has a direct interest of 51 s

spouse is herself or himself a director or chief executive of the listed corporation concerned a director need not aggregate her or his interest (see s.344). It is important to note that s.344(1) does not relieve a substantial shareholder of the duty to aggregate the interest of his spouse and any child under the age of 18 when making a disclosure under Divisions 2, 3 and 4. Section 344(1) only applies to disclosure obligations of directors arising under Divisions 7, 8 and 9 of Part XV. If a notice is filed when acting in both capacities you should include in the notice any interest (and short position) that your spouse and any child of yours under the age of 18 has.

3.6

3.6.1 If you hold, write or issue financial instruments such as derivatives you will be taken to be interested in the underlying shares and these interests must be disclosed. What has been said in respect of substantial shareholders in relation to derivative interests and interests in underlying shares (see paragraph 2.3) also applies to directors.

3.7

3.7.1 What has been said in respect of substantial shareholders in relation to long positions and short positions (see paragraph 2.4) also applies to directors. In particular you must not net off long positions and short positions but must disclose these separately in the disclosure form.

3.8 How many shares am I taken to be interested in if I hold derivatives ?

3.8.1 What has been said in respect of substantial shareholders in relation to the number of shares in which you are taken to be interested under derivatives (see paragraph 2.5) also applies to directors.

3.9 When do I have to give a notice ?

3.9.1 A director has to file a notice on the occurrence of certain events, called "relevant events". These events vary depending on whether the interest is an :

(i) interest, or a short position, in shares of the listed corporation;
(ii) interest, or a short position, in shares an associated corporation of the listed corporation;
(iii) interest in debentures of the listed corporation; or
(iv) interest in debentures of an associated corporation of the listed corporation.

Interests in shares of listed corporation

3.9.4 In the case of interests in shares of an associated corporation of the listed corporation of which you are a director or chief executive and any "short position" (explained in paragraph 3.7 above) the relevant events include :

(i) When you become interested in the shares of the any associated corporation of the listed corporation.
(ii) When you cease to be interested in such shares.
(iii) When you enter into a contract to sell any such shares.
(iv) When an associated corporation grants you a right to subscribe for shares in the associated corporation, or such rights are exercised or assigned.
(v) When the nature of your interest in such shares changes (e.g. on exercise of an option).
(vi) When you come to have, or cease to have, a short position in the shares of an associated corporation.
(vii) If you have an interest, or have a short position, in shares of an associated

shares of an associated corporation through a controlled corporation other than the listed corporation, or if he is taken to have such an interest because his spouse or child under the age of 18 is interested in the shares. Where a duty of disclosure arises in such circumstances the interests held through the listed corporation as well as other interests must be disclosed in the notice.

3.9.7.2 If you are interested in shares of an associated company which has no share capital (as is common with PRC companies) you must still complete a notice but where you are asked to state the number of issued shares and the percentage of shares that you hold please insert the figure "0".

Interests in debentures of the listed corporation

3.9.8 In the case of interests in debentures of the listed corporation of which you are a director or chief executive the relevant events include :

(i) When you become interested in the debentures of the listed corporation.
(ii) When you cease to be interested in such debentures.
(iii) When you enter into a contract to sell any such debentures.
(iv) When you assign any right granted to you by the listed corporation to subscribe for such debentures.
(v) When the nature of your interest in such debentures changes.
(vi) If you have an interest in debentures of a listed corporation at a time when it becomes a listed corporation.
(vii) If you have an interest in debentures of a listed corporation when you become a director or chief executive of that corporation.

3.9.9. A notification of relevant events (vi) and (vii) is an "Initial Notification" so that the time allowed for filing a notice is 10 business days as opposed to 3 business days in the case of the other relevant events. However, in the case of an Initial Notification directors are required to specify the highest price and average price per unit of the debentures for interests in debentures acquired on-exchange within 4 months prior to the date of the relevant event and, in the case of interests acquired off-exchange, the average consideration per share and the nature of the consideration (using codes from the table of common types of consideration in the Notes to the form). In the event that you are interested in convertible bonds you will have an interest in shares of the listed corporation (in addition to your interest in debentures) and must also file a notice on form 3A in addition to form 3C.

Interests in debentures of associated corporations ±

3.9.10 In the case of interests in debentures of an associated corporation of the listed corporation of which you are a director or chief executive the relevant events include :

(i) When you become interested in the debentures of the associated corporation.
(ii) When you cease to be interested in such debentures.
(iii) When you enter into a contract to sell any such debentures.

(iv) When an associated corporation grants you a right to subscribe for debentures of the associated corporation, or such rights are exercised or assigned.

(v) When the nature of your interest in such debentures changes.

(vi) If you have an interest in debentures of an associated corporation of a listed corporation at a time when it becomes a listed corporation.

(vii) If you have an interest in debentures of an associated corporation when you become a director or chief executive of that corporation.

(viii) If you have an interest in debentures of an associated corporation when it becomes an associated corporation.

3.9.11 A notification of relevant events (vi) to (viii) is an "Initial Notification" so that the time allowed for filing a notice is 10 business days as opposed to 3 business days in the case of the other relevant events. However, in the case of an Initial Notification directors are required to specify the highest price and average price per unit of the debentures for interests in debentures acquired on-exchange within 4 months prior to the date of the relevant event and, in the case of interests acquired off-exchange, the average consideration per share and the nature of the consideration (using codes from the table of common types of consideration in the Notes to the form). In the event that you are interested in convertible bonds you will have an interest in shares of the associated corporation (in addition to your interest in debentures) and must also file a notice on form 3B in addition to form 3D.

[Paragraph 3.10 concerned disclosure obligations on commencement of the SFO. It has been deleted from this revision of the outline as it is spent.]

3.11 What is

3.11.1 There will be a change in the QDWXUH RI D SHUVRQ¶V LQWHUHV in shares when there

(v) where a director enters into a contract for the sale of shares in which he is interested;
(vi) where a director takes delivery of shares from another person;
(vii) where a director provides an interest in shares as security or a person returns shares held as security (releases a security interest)[40];
(viii) where steps are taken to enforce a security interest against a director;
(ix) where a director declares a trust over shares that he continues to hold;
(x) where shares held in a (non-discretionary) trust are distributed to a director who is a beneficiary of the trust.

3.11.2 However, in the case of directors there are only 3 circumstances in which there is not taken to be a change in the nature of a person's interest (see. S. 341(5)) :

(i) on delivery of the shares or debentures to him, if his equitable interest in those shares or debentures is notifiable, or has previously been notified to the listed corporation concerned and the relevant exchange company, under any provisions of Part XV requiring disclosure by directors;

(ii) due to a change in the terms on which rights under any equity derivatives may be exercised resulting from a change in the number of the underlying shares in issue; and

(iii) where another person, being a qualified lender, comes to have an interest in his shares or debentures by way of security.

3.11.3 There is no exemptio/MCID 16/Lateder 0 0 1 72.1 377.563(a)-5527y28(e)75leder

Revised

(iv) rights to subscribe for debentures; or
(v) on the exercise or assignment of those rights so granted,

then the director must also disclose -

(a) the price (or consideration) paid or received for the grant of those equity derivatives/debentures or those rights; or
(b) (if the rights are being exercised or assigned) the price (or consideration) paid or received on the exercise or assignment of those right,

and, if there is no price paid or received, the figure "0" should be stated.

3.13.7 This consideration need not be disclosed in the box entitled "Details of relevant event". In each of the forms for directors there is a separate box (e.g. Box 18 of Form 3A) for disclosure of consideration if the derivatives/debentures are granted by the listed corporation of which

The capacity in which you held all of the shares in which you were interested.

3.14.3 In a separate box on the form labeled “Capacity in which interests disclosed in Box [ ] are held” you are asked, on an Initial Notification, to state the capac

been completed using the Excel program it can be saved and subsequent notices can be given with minimal changes to the document.

4.2.3 You must use :

Substantial shareholders

4.4.1 A key objective of the new disclosure regime is to provide investors in listed corporations with more complete and better quality information to enable them to make informed investment decisions. Part XV therefore requires more information to be disclosed in the forms than was required under the S(DI)O. A system of codes has been developed so that you can describe the nature of the event that gave rise to the reporting obligation, the capacity in which you acted, the type of consideration paid etc. by simply inserting a code number in the relevant box on the form. These codes enable the information to be entered concisely and in a standard format so that the information can be processed by computer and made available to investors.

&RGHV WR EH XVHG ZKHQ FRPSOHWLQJ WKHOHYDQWHLYHQ

4.4.2 It is important to note that you should only use one code to describe the relevant event. You must choose from Table 1 in the directions and instructions for completing the form the code which you think best describes the relevant event. You should not use 2 or 3 codes even if more than one code may apply to the circumstances.

4.4.3 You should also only use one code to describe the capacity in which you held the shares that gave rise to the relevant event. You must choose from Table 2 in the directions and instructions for completing the form the code which you think best describes the capacity in which you held the shares that gave rise to the relevant event. You should not use 2 or 3 codes even if more than one code may apply.

4.4.4 You should also only use one code to describe the nature of the consideration (you only need to complete a code if you bought or sold the shares the shares off-exchange).

4.5 Substantial shareholders who are directors must use form 3A.

4.5.1 If you are a person who is both a substantial shareholder and a 1(e)7( )-18 ieholdese 18( )-17

4.6 Means of filing notices

Forms completed manually

4.6.1 You must file a copy of the relevant form (without the directions and instructions on completing the form) with the listed corporation at its registered office or principal place of business in Hong Kong

4.6.2.1 You must file a separate copy of the Form (without the directions and instructions on completing the form) with the Stock Exchange using one of the following methods :

By Post - By Hand - By Fax -

the HKEx web-site https://sdinotice.hkex.com.hk. Directors of listed corporations can download and file the forms by using the e-Submission System from the following web site https://www.esubmission.hkex.com.hk . This last web site is not open to the public.

4.6.5 You must file a separate copy of the form with the listed corporation concerned by printing out the Excel form and sending it to the listed corporation by hand, by post or by fax . It is open to individual listed companies to provide electronic facilities similar to those established by the Stock Exchange for filing. Clearly, the provision of such facilities will ease the burdens imposed on their directors, chief executives and substantial shareholders under Part XV.

4.7 Common queries on completion of prescribed forms

Can I ask a representative to complete the form for me ?

4.7.1 You can ask a representative to complete the form for you. However, it is your responsibility to file the form within the time allowed and to ensure the information on the form is correct. It is not a reasonable excuse for you to say that you are not responsible for any failures or mistakes. Please also see paragraph 5.2.

Can I correct a mistake in a form after it has been filed ?

4.7.2 If you make a mistake in completing the form you cannot rectify the mistake by amending the form after it has been filed. Instead, you should file another notice with the information set out correctly. The date of the relevant event will remain the same enabling persons inspecting the DI database to see that the later filing has corrected the earlier filing.

Do I have to fill in a separate form for each listed corporation ?

4.7.3 If you are a substantial shareholder or director of more than one listed corporation, you must file a separate notice disclosing your interests (short positions) in the shares of each listed corporation. Similarly, if you are interested in shares of more than one class, you must file a separate notice disclosing your interests (short positions) in the shares of each listed corporation.

Do I always have to give particulars of my short position in the prescribed forms ?

4.7.4.1 People sometimes confuse the events that give rise to a duty of disclosure and the particulars that have to be provided in the prescribed forms. In essence, whenever you have a duty to disclose your interests in shares of a listed corporation (or associated corporation) that duty extends to all of your interests and short positions. The one exception to this is the Box entitled "Details of relevant event" - where the details you should give depend upon whether a change in your long position, or a change in your short position prompted the duty of disclosure. In the case of all subsequent boxes, whether the event which triggers disclosure is a

"a person in accordance with whose directions or instructions the directors of a corporation are accustomed or obliged to act"

This will be a question of fact.

I am a resident of the PRC but I do not have a HKID card or a passport, should I provide my PRC Resident Card number in the disclosure form?

4.7.4.6 A PRC resident, who does not have a HKID card or a passport, should provide his PRC Resident Card number in the disclosure form.

I am a director of a listed corporation. Do I have to fill in a notice when I change my name ?

4.7.4.7 We take the view that a change of name is not a relevant event prompting disclosure. Accordingly no notice needs to be filed on change of name. However, when there is subsequently a relevant event prompting you to file a notice e.g. the sale or purchase of shares in the listed company, you should file a notice on Form 3A stating "formerly known as [give previous nam

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.

Signing the form

4.7.10 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.

Attachments

4.7.11 Do not send copies of share purchase agreements and other documents to the Stock Exchange or the listed corporation concerned when filing the forms (except in relation to concert party arrangements where the Notes to the forms tell you what to do). Attaching a

Example of how to complete Box 23 of Form 1

5.3.5 For example, assume that Mr. Wong Ging Teng 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 Mr Wong Ging Teng purchased 25,000,000 shares, Mr. A purchased 20,000,000 shares and Mr. B purchased 15,000,000 shares in XYZ Ltd. Their shareholdings are as follows :

Concert parties	**Shares not connected to the s.317 agreement**	**Shares purchased pursuant to the s.317 agreement**	**Total**
Mr. Wong Ging Teng	50,000,000	25,000,000	75,000,000
Mr. A	4,000,000	20,000,000	24,000,000
Mr. B	2,000,000	15,000,000	17,000,000
Totals	56,000,000	60,000,000	**116,000,000**

Assume also that Mr. Wong is completing the notice. He will already have stated in Box 16 that he is interested in **116,000,000** shares[43]. 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 (Mr. Wong) 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 23 as follows :

23. 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.		

To identify ll of the shares that he is interested in r. ong has to aggregate all of the shares that he is interested in r purchased pursuant to the concert party agreement lus all of the shares that the other concert parties are nterested in or purchased pursuant to the concert party agreement.

Required by section 326(6)(b)

Required by section 326(6)(c)

application of s.317 and 318 (i.e. 25,000,000 + 24,000,000 + 17,000,000 shares).

5.3.6 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 paragraph (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.

5.3.7 The memorandum required under paragraph (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.

5.3.8 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.

5.3.9 Persons who are parties to a s.317 agreement are advised to consult their legal advisers concerning the making of notifications under Part XV.

5.3.10 In the UK case of **Re Ricardo Group plc** [1989] BCLC 566 the court considered the meaning of the equivalent provision to section 317. It was decided that an interest in shares sold by one concert party to another arises "by virtue of" the agreement rather than "in pursuance of" the agreement and therefore that an agreement to purchase shares was not caught by the concert party provision. However, the court found that the shares that were delivered pursuant to the agreement were caught. This distinction appears to be of academic interest as section 318 treats the concert parties to be interested in any shares in which any concert party is interested apart from the agreement.

5.4 Investigations of shareholders by corporations

5.4.1 Section 329 allows a listed corporation to make enquiries to establish who owns its shares. The powers are not limited to establishing the identities of the substantial shareholders (i.e. persons holding 5% or more of the shares) but extend to any person that has, or had, an interest or a short position in its shares. The listed corporation may also investigate the ownership of equity derivatives where the underlying shares of the equity derivatives are shares in the listed corporation concerned. A listed corporation may be required to exercise its powers under s.329 on the requisition of members (see. S.331).

5.4.2 There is a duty to inform the Stock Exchange, the SFC and, for authorized financial institutions, the Hong Kong Monetary Authority of any information received as a

the listed company concerned which is required under s.336 of the SFO to record the information in a register. The public are entitled to inspect the register with this information at the offices of the listed corporation and can view the full details. The purpose for which information in the registers is published is spelt out in s.336(10)(b) for consistency with the provisions of the PDPO. In an investigation under s.329, the position is no different. The same information may be required to be given by listed corporation itself in respect of persons who have interests in its own shares and that information is required to be published in the register maintained under s.336.

5.4.8 Accordingly we are of the view that a requirement phrased in the manner set out in paragraph 5.4.5, is within the powers of the listed corporation and does not offend the provisions of the PDPO. All of the information requested should be provided.

5.5 R

5.5.1 Every listed corporation is required to keep a register of the interests and short positions disclosed to them (s.336). This register will be the same register as is required to be maintained under that maintained under the S(DI)O adapted to accommodate the additional information required to be provided under Part XV.

5.5.2 Whenever a listed corporation receives information from a person given in performance of a duty imposed on him by any provisions of Divisions 2 to 5 the listed corporation is under a duty to record, against the name of the person interested in the shares, or having a short position the information received and the date of the entry.

5.5.3 Hence when a listed corporation receives a notice in the prescribed form by a substantial shareholder, it mu46.65 TmJolenter the information on the prescribed form (and any attachment5 Tm) in a register against the name of the person giving the notice. Similarly, when it receives a rep

5.6.4 Whenever a right referred to in s.352(3) is exercised by a director, the listed corporation is under a duty to record that fact and details of the shares or debentures concerned.

5.6.5 The duty on a listed corporation to record details of rights granted to and exercised by directors arises independently of the duty on directors to file notices of the grant and exercise of rights.

5.6.6. Notices of interests and short positions in listed corporations filed by substantial shareholders who are also directors will be filed using Form 3A. The information on these notices must be recorded on both the register of interests and short positions of substantial shareholders and the register of the interests and short positions of directors and chief executives.

5.6.7 Listed corporations have to inform the Registrar of Companies of the place where the register of directors' interests is kept if it is not kept at the registered office. A form of notice has been prescribed under s.352(12) of Part XV. A copy of this notice is available on the SFC web site. A listed corporation is not required to file a notice if they have already filed a notice of the location of the register under the provisions of the S(DI)O and the location of the register has not changed since the date of such notice.

5.6.8 The register of the interests and short positions of directors and chief