Takeovers Executive of the SFC sanctions Ngai Lai Ha for breaching Rule 26.1 of the Takeovers Code

Sanctions

1 The SFC today publicly censures and imposes an 18-month cold-shoulder order [redacted]

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

"*Subject to the granting of a waiver by the Executive, when…*

(d) *two or more persons are acting in concert, and they collectively hold not less than 30%, but not more than 50%, of the voting rights of a company, and any one or more of them acquires additional voting rights and such acquisition has the effect of increasing their collective holding of voting rights of the company by more than 2% from the lowest collective* [redacted] *inclusive of the date of the relevant acquisition;*

that person shall extend offers, on the basis set out in this Rule 26, to the holders of each class of equity share capital of the company, whether the class carries voting rights or not…"

Note 17 provides that:

[redacted]

"*The 2% creeper – holdings between 48% and 50%*

[redacted]

conduct themselves in matters relating to takeovers, mergers and share buy-backs in accordance with the Takeovers Code and the Code on Share Buy-backs. Otherwise, they may find, by way of sanction, that the facilities of such markets are withheld in order to protect those who participate in Hong Kong's securities markets.

2 November 2020

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SECURITIES AND FUTURES COMMISSION

Order pursuant to section 12 of the Introduction to the Hong Kong Codes on Takeovers and Mergers and Share Buy-backs

[redacted]

Ms Ngai Lai Ha

The Executive Director of the Corporate Finance Division of the Securities and Futures Commission ("**Executive**") hereby REQUIRES that all licensed corporations [redacted]

licensed representatives, registered institutions within the meaning of the Securities and Futures Ordinance (Cap. 571) and relevant individuals within the meaning of section 20(10) of the Banking Ordinance (Cap. 155) shall not, without the prior [redacted]